

AXWAY SOFTWARE

Société anonyme with capital of €59,492,338.

Headquarters: PAE Les Glaisins - Annecy-le-Vieux - 74940 Annecy France

General Management: Tour Trinity - 1 bis Place de la Défense - 92400 Courbevoie France
433 977 980 R.C.S. Annecy

NOTICE OF MEETING

The shareholders of AXWAY SOFTWARE (hereinafter referred to as "AXWAY" or the "Company") are informed that they will be convened to the Extraordinary General Meeting to be held on Friday December 6, 2024 at the Company's headquarters located at PAE Les Glaisins, 3 rue du Pré Faucon, Annecy-le-Vieux, 74940 Annecy, at 10:00 a.m., for the purpose of deliberating on the agenda set out below. Please note that no welcome coffee and/or cocktails will be offered at the Extraordinary General Meeting.

Table of contents:

1. Agenda
2. Explanatory statement and proposed resolutions
3. Company presentation
4. Information on Company Management
5. Procedure for participating in the Extraordinary General Meeting of Shareholders
6. How to complete the voting or proxy form
7. Request for documents or information

1. Agenda

Extraordinary General Meeting of December 6, 2024

1. Company's name change - Subsequent modification of Article 3 - "Company Name" - of the Company's bylaws
2. Powers to perform legal formalities.

2. Explanatory statement and proposed resolutions

Company's name change – Subsequent modification of Article 3 - "Company Name" - of the Company's bylaws.

Explanatory statement

On September 2, 2024, the Group announced a new stage in its development with the acquisition of Sopra Banking Software (SBS). With a view to unification and integration, this resolution proposes that the Company's name, currently "AXWAY SOFTWARE", be changed to "74Software".

First resolution

Company's name change – Subsequent modification of Article 3 - "Company Name" - of the Company's bylaws

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for extraordinary general meetings, resolves to amend Article 3 "Corporate name" of the Company's bylaws as follows (amendment shown in bold):

<i>Old Wording</i>	<i>New Wording</i>
<p>Article 3 – Company Name</p> <p>The name of the Company is: AXWAY SOFTWARE</p> <p>All acts and documents issued by the Company must mention the company name, preceded, or followed immediately by the words "société anonyme" or the initials "S.A." and the amount of the share capital.</p>	<p>Article 3 – Company Name</p> <p>The name of the Company is: 74Software</p> <p>All acts and documents issued by the Company must mention the company name, preceded, or followed immediately by the words "société anonyme" or the initials "S.A." and the amount of the share capital.</p>

Powers to perform legal formalities

Explanatory statement

Shareholders are asked to confer full powers on the bearer of an original, a copy or an extract from the minutes of the General Meeting of December 6, 2024, for the purposes of conducting all legal or administrative formalities consecutive to this General Meeting. The Board considers that the resolutions presented for your approval are consistent with the interests of the Company and contribute to the development of its business.

Second resolution

Powers to perform legal formalities

The General Meeting grants full powers to the holder of an original, copy or excerpt of these minutes to perform all legal filing and posting formalities.

3. Company presentation

By combining more than 20 years of experience with continuous investment, Axway today offers one of the most comprehensive portfolios of software solutions on the market in the field of data flow management.

Axway is a key player in the MFT (Managed File Transfer), EDI (Electronic Data Interchange), APIM (API Management) and accounting integration (Financial Accounting Hub) markets, providing its 11,000 customers worldwide with secure software and services, essential to managing and simplifying their most complex business interactions.

Thanks to the expertise of some 1,500 employees across 18 countries, Axway is a trusted technology company and a long-standing leader in its main markets, enabling its customers to achieve faster results at a lower cost.

In 2023, Axway's revenue totaled €319.0m, up 5.8% organically and 1.6% in total. Profit on operating activity rose once again, reaching €62.8m for the year, or 19.7% of revenues, compared with 14.7% in 2022.

In the first half of 2024, Axway's performance aligned with its annual objectives. In H1 2024, Axway's revenue totaled €148.7m, up 1.9% organically and 2.2% in total. Profit on operating activities amounted to €17.1m for the period, or 11.5% of revenue.

On September 2, 2024, Axway announced the successful completion of the acquisition of Sopra Banking Software, establishing one of France's top enterprise software publishers, while diversifying its product portfolio, geographic coverage, and customer base.

This major step in the Company's development not only marks a change in dimension, but also initiates a transformative alliance project aimed at delivering substantial value to all its stakeholders.

Q3 2024 proved to be a dynamic quarter for the new combined entity. Contributions to the performance have been positive from both Axway and SBS in its first month within the consolidation scope. The new combined entity posted 9-month revenue of €261.1m, up 7.1% organically and 21.5% overall.

Building on this performance, at the end of October the Company confirmed its annual targets for 2024, projecting revenue of approximately €460m and an operating margin between 13% and 17%.

On September 30, 2024, the Group had cash of €62.1m and net debt of €236.0m.

4. Information on Company Management

Officer	Directorships and functions	
	At Axway	Outside Axway
Pierre Pasquier: With over 50 years' experience, he is a major figure in IT services. After starting his career at Bull, he founded Sopra in 1968, which he developed with an entrepreneurial spirit focused on innovation and satisfying key accounts. He steered Sopra's internationalization, its IPO in 1990, and its strategic merger with Steria in 2014, ensuring the company's independence. In 2011, he listed Axway Software on the stock market, remaining Chairman of the Board of Directors. Until 2012, he was Chairman and CEO of Sopra, before serving as Chairman of Sopra GMT, the holding company for Sopra Steria Group and Axway.	Director, Chairman of the Board of Directors, Director or corporate officer of foreign subsidiaries or sub-subsidiaries.	Chairman and CEO of Sopra GMT, Chairman of Sopra Steria, Director or corporate officer of subsidiaries or sub-subsidiaries of Sopra Steria.
Kathleen Clark: With a degree in literature from the University of California (Irvine), she began her career in teaching in the United States before joining Sopra in France in 1998. She became Director of Investor Relations in 2002, reinforcing relations with international shareholders. A key player in Axway's spin-off, she joined its Board of Directors in 2011, becoming Vice Chairman in 2013. In 2015, she took over as Head of Mergers & Acquisitions at Sopra Steria, strengthening the Group's strategic fit. Her commitment to governance and societal issues makes her an influential figure for Axway and Sopra GMT, of which she has been Managing Director since 2012.	Director, Vice-Chairman of the Board of Directors.	Representative of Sopra GMT on the Board of Sopra Steria, Managing Director of Sopra GMT, Corporate Development Director of Sopra Steria.
Pierre-Yves Commanay: A member of Sopra Steria's Executive Committee since 2009, he has overseen consulting development in the UK since 2019 and has headed the Continental Europe division since 2011. With a degree in management and IT, he joined the Group in 1991, holding various positions, including head of R&D for a Software entity and as Managing Director of Sopra UK from 2009 to 2012. He also contributed to the creation of the offshore platform in India as Industrial Director of Sopra Group India Pvt Ltd.	Director.	Director of Sopra GMT.
Nicole-Claude Duplessix: IT expert, she began her career at ADP GSI, France's leading HR software publisher, before joining Sopra Steria. She specializes in HR consulting and customer relationship management for major accounts in various sectors. From 2012 to 2019, she was mandated by General Management to secure critical projects and integrate new group acquisitions. Thanks to her experience within the Sopra Steria group, she strengthens the Board around the subjects of investments and external growth, ethics, and Human Resources management.	Director.	
Emma Fernandez: A telecommunications engineer with a degree from the Polytechnic University of Madrid and an MBA from IE, she has over 25 years' experience as a technology executive, particularly in ICT, security, defense, and transportation. At Indra, she oversaw key areas: strategy, innovation, development of new offerings, talent management, communications, public affairs, governance, social responsibility, and mergers & acquisitions. Today, she supports IT companies and start-ups, advising them on their growth and strategic development.	Director.	Director of Metrovacesa, Director of Effect Consultoria y Soluciones Digitales SL, Director of Openbank SA, Director of Santander Consumer Finance, Director of ODS, Director of Iskay Pet SL.
Michael Gollner: With an MA in International Studies from the University of Pennsylvania and an MBA from Wharton, he began his career in investment banking, working at Goldman Sachs and Lehman Brothers. In 1999, he joined Citigroup Venture Capital (now Court Square Capital) as Managing Director Europe, before founding Operating Capital Partners in 2008 in London, supporting companies in the technology, media, and cable sectors. He also founded Madison Sports Group in 2013 and was a shareholder in Levelset. His career reflects expertise in finance combined with a strong operational commitment.	Board Observer.	Director of Sopra Steria.

Officer	Directorships and functions	
	At Axway	Outside Axway
Dominique Illien: ESCP graduate and chartered accountant, he began his career as an IT specialist, before setting up the IT audit business at Deloitte. With international experience in information technology, he held management positions at Cap Gemini, co-founded Atos where he served as CEO until 2007, and then became CEO of Sopra until 2010. He then chaired the Management Board of Groupe Lefebvre-Sarrut, developing digital subscription services. Today, he works as an independent consultant.	Director.	Member of the Supervisory Board of 21 Invest SA, Member of the Advisory Board of Rocket Lawyer Inc, Member of the Sismo Strategy Committee, Member of the Orlade Strategy Committee, Chairman of DBIConsulting.
Yann Metz-Pasquier: After graduating from the Catholic University of Lyon (ESDES) and Harvard Business School, in 2013 he co-founded the influencer marketing platform Upfluence, where he served as Chief Financial Officer until 2016 and remains a director. In 2018, he joined Sopra Banking Software to lead development in North America, then became Chief Marketing Officer until 2022. Since 2021, he has been Managing Director of Sopra Banking Software's Digital Banking business unit and oversees Corporate Venture Capital at Sopra Steria, contributing to an innovative digital ecosystem in Europe.	Director.	Director of Sopra GMT, Director of Upfluence, Board Observer for Algoan.
Olivier Placca: Technology and innovation expert with over 30 years' experience, he is recognized for his expertise in cloud/SaaS platforms and advanced technologies such as APIs, AI, machine learning, and big data. Co-founder and former CEO of Tinubu Square S.A., he transformed this start-up into an international leader in B2B SaaS solutions for credit insurance, with rapid growth in recurring revenues. He has also held management positions at Experian and SG2, where he led transformations in the banking and insurance sectors. Olivier holds a degree in business informatics and has completed executive programs at Stanford and INSEAD.	Director.	Director of Tinubu Square, Chairman of OP Advisory.
Patrick Renouvin: With a degree in computer science and management from the CNAM, he began his career in 1981 at G-CAM. In 1986, he became a consultant at Andersen Consulting, before joining Bossard Consultant in 1991, where he managed IT projects for local authorities and financial institutions. In 1999, he was appointed Deputy General Manager of Crédit du Nord, before overseeing Société Générale's international operations in 2008. In 2012, he became Head of Information Systems at La Banque Postale, contributing to its operational transformation. In 2019, he became Deputy CEO at Dexia, in charge of back-office outsourcing, and since 2023, he has been Senior Advisor for digital transformation projects.	Director.	Chairman of P-Renouvin Conseil.
Marie-Hélène Rigal: With a PhD in mathematics and a DEA in theoretical physics, she has extensive experience in higher education, research, and the public sector, combining strategic and operational approaches. She began her career as a teacher-researcher at the University of Montpellier and the Ecole Normale Supérieure in Lyon, before turning to financial auditing in 1998, working with major accounts. She then became an associate consultant at Ask-Partners and advisor to the President at the École Normale Supérieure de Lyon. Since 2009, she has been assisting companies in their transition to new business models.	Director.	Director of Sopra Steria, Director and Vice-Chairman of Chapter Zero.
Patrick Donovan: CEO of Axway since April 6, 2018, he joined the company in 2007 as Chief Financial Officer, where he helped strengthen the company's financial and strategic capabilities. He was also Vice President of Finance at iCrossing and Director of Finance at Quality Care Solutions. He holds an MBA in Finance from the University of Colorado, and his expertise lies primarily in financial management and strategic development.	Chief Executive Officer, Director or corporate officer of subsidiaries or sub-subsidiaries.	
Eric Bierry: Deputy CEO of Axway since September 2024 and CEO of SBS since 2021, he is a former member of the Executive Committee of Sopra Steria, which he joined in 2011 to develop its activities in Europe. Prior to that, he was Vice-President and Board Member of Polaris Software from 2008 to 2011. His career began at Capgemini in 1996, followed by positions at Transiciel and LogicaCMG, totalling over 27 years of experience in IT. A graduate of ENSIIE, he has also advised banks and financial institutions on their digital transformation projects.	Deputy CEO, Chief Executive Officer of SBS, Director or corporate officer of subsidiaries or sub-subsidiaries.	Board observer for Vero Technology.

5. Procedure for participating in the Extraordinary General Meeting of Shareholders

General provisions

Any shareholder, irrespective of the number of shares owned, may participate in this General Meeting by providing simple proof of their identity and ownership of shares. Please note that no welcome coffee and/or cocktails will be offered at the Extraordinary General Meeting.

Preliminary formalities

Shareholders wishing to participate in the General Meeting, be represented or vote by post must provide proof of ownership of shares by no later than the second business day prior to the General Meeting, i.e., midnight (Paris time) on Wednesday, December 4, 2024.

- ⇒ Either by having shares held in registered securities accounts managed for the Company by its agent, Société Générale Securities Services (a certificate does not have to be provided),
- ⇒ Or by having their shares held in bearer securities accounts managed by an authorized intermediary which must provide a certificate recording ownership of securities to be sent to Société Générale Securities Services, the centralizing bank for the General Meeting, at the following address: Société Générale Securities Services, Service Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03, France.

In accordance with Axway's Articles of Association, it should be noted that a double voting right is awarded to all fully paid-up shares that have been held in registered form for at least two years in the name of the same shareholder.

General Meeting procedures

Shareholders may participate in the General Meeting by:

1. Requesting an admission card to attend personally,
2. Voting by post,
3. Giving a proxy to the Chairman or any natural or legal person, chosen by the shareholder under the conditions set out in Article L. 225-106 of the French Commercial Code or without indicating a proxyholder. It is noted that if a shareholder does not name a proxyholder in the proxy form, the Chairman of the General Meeting will vote in favor of resolutions submitted or approved by the Board of Directors, and against any other proposed resolutions.

Axway offers its shareholders the ability to perform these steps over the Internet using the Votaccess secure platform.

1. **Shareholders wishing to attend the General Meeting in person** may request an admission card as follows:

- ⇒ **For registered shareholders:** Either by submitting the postal voting or proxy form using the prepaid envelope attached to this notice of meeting, or by logging in to the website, www.sharinbox.societegenerale.com, using their usual access codes to access the voting site (the shareholder may then choose to receive the admission card in printable electronic format or by post), or by attending the meeting directly and going to the welcome desk specially provided for this purpose on arrival with an identity document.

Shareholders that have been registered for at least one month on the date of issue of the notice of meeting will receive the meeting brochure accompanied by a postal voting or proxy form unless they have elected to receive the notice of meeting electronically.

- ⇒ **For bearer shareholders:** Either by logging in to the web portal of the institution managing their securities account, using their usual access codes, to access the Votaccess website, then following the on-screen instructions to print an admission card, or by asking the authorized intermediary managing their securities account to send them an admission card.

In the latter case, if a shareholder has not received their admission card on Wednesday, December 4, 2024 (D-2), they must ask the institution managing their securities account to deliver an ownership certificate attesting to their status as a shareholder on the second business day prior to the General Meeting, i.e. Midnight (Paris time) on Wednesday, December 4, 2024, to be admitted to the General Meeting.

All shareholders must be able to provide proof of their identity to attend the General Meeting.

Note that the ownership certificate is an exceptional means of shareholder participation, reserved for cases where the admission card has been lost or not received. The shareholder is not exempt from the obligation to return the completed participation form. Accordingly, only ownership certificates duly established in accordance with the rules defined by the French Commercial Code, issued on the second business day preceding the General Meeting, i.e., midnight (Paris time) on Wednesday, December 4, 2024, will be accepted on the meeting day.

2. **Shareholders not attending the General Meeting in person and wishing to vote by post or over the internet**, or be represented by granting a proxy to the Meeting Chairman, their spouse or another shareholder, or any natural or

legal person of their choice in accordance with legal and regulatory provisions, particularly those provided for in Article L. 225-106-I and L. 22-10-39 of the French Commercial Code, may:

- ⇒ **For registered shareholders:** Either return the postal voting or proxy form sent with the notice of meeting, using the prepaid envelope also attached to the meeting brochure, or vote electronically, by logging in to the website www.sharinbox.societegenerale.com.
- ⇒ **For bearer shareholders:** Request the form, by letter addressed to the intermediary with whom their shares are registered, from the notice of meeting date. This letter must be received by Société Générale, Service Assemblées, no later than six (6) days before the General Meeting date, i.e., Saturday, November 30, 2024.

The postal voting or proxy form must be returned to the financial intermediary which will send it to Société Générale, Service Assemblées, 32, rue du Champ-de-TIR, CS 30812, 44308 Nantes Cedex 03, France.

Or electronically, by either logging in to the web portal of the institution managing their securities account, using their usual access codes, to access the Votaccess website as described below, no later than Thursday, December 5, 2024, at 3 p.m.

To be considered, Société Générale Securities Services must receive postal voting forms no later than three (3) calendar days before the General Meeting, i.e., Tuesday, December 3, 2024. Note that any forms received by the Company after this date will not be considered.

3. **Shareholder wishing to be represented** must send their instructions to the issuer or its representative, the centralizing bank Société Générale, using the postal proxy or voting form, precisely indicating their full contact details and those of their representative (first and last name and address). To be valid, proxies must be registered at least three (3) days before the date of the General Meeting, i.e., Tuesday, December 3, 2024, at the latest. It is specified that if a shareholder grants a proxy without indicating a proxyholder, the Chairman of the General Meeting will vote in accordance with Board of Directors' recommendations.

The procedure for removing a proxy is the same as the appointment procedure. A shareholder may remove a proxyholder, it being specified that this must be performed in writing, in accordance with the procedure specified above. To appoint a new proxyholder after removing a previous proxyholder, a shareholder must ask Société Générale (for registered shareholders) or their authorized intermediary (for bearer shareholders) to send a new proxy voting form. They must return this form, with the mention "Change of proxyholder," to Société Générale, Service Assemblées, 32, rue du Champ-de-TIR, CS 30812, 44308 Nantes Cedex 03, France, at least three (3) calendar days before the date of the General Meeting, i.e., Tuesday, December 3, 2024.

Notification of the appointment and revocation of a proxy may also be made by electronic means, as follows:

For registered shareholders: by logging into the www.sharinbox.societegenerale.com website with their usual access codes. If a shareholder is no longer in possession of their username and/or password, they can follow the on-screen instructions to obtain them.

For bearer shareholders: either by logging in to the web portal of the institution managing their securities account to access the Votaccess website if the intermediary is connected to it, or by sending an email to their financial intermediary. This email must contain the following information: Company name, first and last name, address, and bank details of the shareholder, as well as the first and last name and if possible, address of the proxyholder. The shareholder must ask their authorized intermediary to send written confirmation to Société Générale, Service Assemblées, 32, rue du Champ-de-TIR, CS 30812, 44308 Nantes Cedex 03, France.

For the appointment or dismissal of a proxyholder notified electronically to be validly considered, confirmations must be received no later than the day before the General Meeting, i.e., Thursday, December 5, 2024, at 3 p.m. (Paris time).

In accordance with the foregoing, proxies will not be accepted on the day of the General Meeting.

Internet voting procedures

Registered shareholders will log in to the website, www.sharinbox.societegenerale.com using their access codes, which are necessary to activate their Sharinbox account. Shareholders will find all the information required for this process on the Sharinbox homepage. If the shareholder has already activated their account using their e-mail address as the login, the access codes are not necessary, and they will use this e-mail address to log in.

They can use the password already in their possession or follow the procedure indicated on the log-in page to obtain a new password. If they have not already done so, the shareholder activates their account to benefit from the new authentication version. If they have lost or forgotten their password, they must follow the procedure proposed on-line on the log-in page.

Shareholders must then follow the instructions in their personal space by clicking on the "Reply" button in the "General Meetings" insert on the home page and then on "Participate" to access the voting site.

Bearer shareholders will log in to the web portal of the institution managing their securities accounts, using their usual access codes, to access the Votaccess website and follow the procedure indicated on screen.

The Votaccess platform will be open from 9 a.m. (Paris time) on Monday, November 18, 2024, to 3 p.m. (Paris time) on Thursday, December 5, 2024. Axway recommends that shareholders act at the earliest opportunity to assert their rights in good time.

Transfer of shares by shareholders prior to the General Meeting

Any shareholder who has already returned their postal voting or proxy form may transfer all or some of their shares until the date of the General Meeting. However, if the transfer takes place before the second business day prior to the General Meeting, i.e. Midnight (Paris time) on Wednesday, December 4, 2024, the financial intermediary managing the securities account will notify Société Générale and provide the necessary items in order to cancel the vote or modify the number of shares and voting rights. No share transfers conducted after the second business day prior to the General Meeting, i.e., midnight (Paris time) on Wednesday, December 4, 2024, regardless of the method used, will be notified, or taken into account, notwithstanding any agreement to the contrary.

Methods of exercising the option to submit written questions

Prior to the General Meeting, any shareholder may submit written questions to the Board of Directors. To be taken into account, questions must be sent to the Chairman of the Board of Directors at the Company's registered office by registered letter with acknowledgement of receipt or by e-mail to the following address: *assembleegenerale@axway.com*, no later than the fourth business day preceding the date of the General Meeting, i.e. Monday, December 2, 2024.

These written questions must be accompanied by a certificate attesting to the recording of shares in a share account. The written questions submitted and the answers to these questions will be read during the General Meeting and will also be published, as soon as possible, on the Shareholders' Meeting page of the Company's website:

<https://investors.axway.com/en/shareholders-and-investors/shareholders-meeting>.

Shareholders attending the meeting may ask questions during the meeting.

Documents and information made available to shareholders

In accordance with applicable statutory and regulatory provisions, all documents that must be made available to shareholders prior to General Meetings will be available at the Company's registered office, PAE Les Glaisins, Annecy-le-Vieux, 74940 Annecy, France, within the statutory time periods, and for documents referred to in Article R. 22-10-23 of the French Commercial Code, on the Shareholders' Meeting page of the Company's Investors website at the following address: <https://investors.axway.com/en/shareholders-and-investors/shareholders-meeting>, no later than the twenty-first day preceding the General Meeting, i.e. Friday, November 15, 2024.

Document and information requests

Shareholders may request that they be sent the General Meeting documents using the form appended to the notice of meeting.

Live webcast

The entire Meeting will be broadcast live via this link: https://channel.royalcast.com/landingpage/axway/20241206_1/

A recording of the Meeting will be available for consultation on the company's website no later than seven (7) working days after the date of the Meeting, and for at least two years from the date it goes online.

6. How to complete the voting or proxy form

YOU WISH TO ATTEND THE MEETING:
Check this box

PLEASE NOTE

The form enclosed with the notice of meeting must be received by the centralizing bank (Société Générale) no later than 3 days before the meeting, i.e. December 3, 2024, using the prepaid reply envelope provided.

YOU ARE A BEARER SHAREHOLDER:

You must ask your account holder to attach a share ownership certificate to this form.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form



Société Anonyme au capital de 59 492 338 €
433 977 980 R.C.S. Annecy
Siège social
3 rue du Pré Faucon - PAE Les Glaisins – Annecy-le-Vieux
74940 Annecy
Direction Générale
Tour Trinity 1 Bis Place de la Défense 92400 Courbevoie

ASSEMBLEE GENERALE EXTRAORDINAIRE
du 6 décembre 2024 à 10h00

Extraordinary General Meeting
December 6, 2024 at 10.00 am

PAE Les Glaisins
3 rue du Pré Faucon
Annecy-le-Vieux
74940 Annecy

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account		
Nombre d'actions Number of shares	Nominatif Registered	Vote simple Single vote
	Porteur Bearer	Vote double Double vote
Nombre de voix - Number of voting rights		

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST Cf. au verso (2) - See reverse (2)										Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.		JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE Cf. au verso (3) I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING See reverse (3)		JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name	
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.										A Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		B Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		C Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>	
1 2 3 4 5 6 7 8 9 10										D Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		E Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		F Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>	
11 12 13 14 15 16 17 18 19 20										G Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		H Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		I Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>	
21 22 23 24 25 26 27 28 29 30										J Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		K Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		L Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>	
31 32 33 34 35 36 37 38 39 40										M Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		N Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		O Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>	
41 42 43 44 45 46 47 48 49 50										P Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		Q Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>		R Oui / Yes <input type="checkbox"/> Non / No <input type="checkbox"/> Abs. <input type="checkbox"/>	
Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante : If case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box: - Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting. <input type="checkbox"/> - Je m'abstiens. / I abstain from voting. <input type="checkbox"/> - Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf. <input type="checkbox"/>															

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:
à la banque / to the bank 03 décembre 2024 / December 03, 2024 sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pour le Président de l'Assemblée Générale / If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

CHECK THAT ALL INFORMATION IS CORRECT

SIGN AND DATE YOUR FORM

YOU WISH TO VOTE BY POST:
Check this box and follow the instructions

YOU WISH TO GRANT A PROXY TO THE CHAIRMAN OF THE MEETING:
Check this box

YOU WISH TO GRANT A PROXY TO A NAMED INDIVIDUAL:
Check this box

7. Request for documents or information

In accordance with Article R 225-88 of the French Commercial Code, as from the date the General Meeting is called and up to and including the fifth day before the meeting, any shareholder (holding registered shares or able to prove ownership of bearer shares) may ask the Company, using the form below, to send the documents and information referred to in Articles R 225-81 and R 225-83 of the said Commercial Code.

Form to send

BY POST

Axway Software
Investor Relations
Tour Trinity 1 Bis Place de La Défense
92400 Courbevoie France

OR

BY E-MAIL

assembleegenerale@axway.com

I the undersigned *(all fields must be completed)*

☐ Mrs ☐ Ms ☐ Mr

First name:

Last name:

N° : Street :

Postal code: City:

Country:

As the owner ⁽¹⁾ of Axway Software shares, I request that the documents and information referred to in Articles R. 225-81 and 83 of the French Commercial Code concerning the Extraordinary General Meeting of December 6, 2024, with the exception of the documents appended to the postal vote/proxy form, be sent to the following address.

My e-mail address is (please use block capitals)

..... @

☐ registered form ☐ bearer form

Signed in: Date: 2024

Signature

Shareholders holding registered shares may obtain the documents referred to above for each subsequent shareholders' meeting by sending a simple request by letter to the Company.

⁽¹⁾ Attach proof of ownership of Axway Software shares.