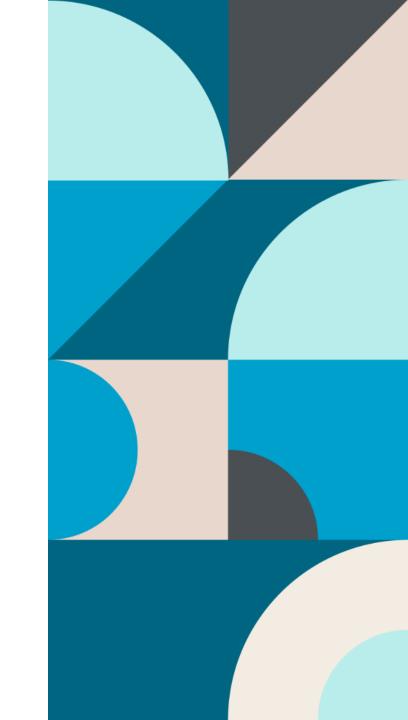


Investor Deck

November 2024



Disclaimer

FORWARD-LOOKING STATEMENTS

This presentation contains forecasts that may be subject to various risks and uncertainties concerning the Company's future growth and profitability. The Company highlights that contract signatures, which represent investments for customers, are historically more significant in the second half of the year and may therefore have a more or less favourable impact on full-year performance.

Furthermore, activity during the year and/or actual results may differ from those described in this document as a result of a number of risks and uncertainties set out in the 2023 Universal Registration Document filed with the AMF on March 24, 2024, as well as in its amendment filed with the AMF on July 22, 2024.

The distribution of this document in certain countries may be subject to prevailing laws and regulations. Individuals present in these countries and in which this document is disseminated, published or distributed, should obtain information about such restrictions and comply with them.

Summary

- 1 Who We Are
- What We Do
- 3 2024 Q3 & 9M Highlights
- 4 Looking to Q4 2024 and Beyond
- 5 Appendices



Who We Are

Axway is a Well-recognized Integration Specialist



A CLEAR PURPOSE

An independent technology provider that sustainably grows enduring value, based upon trust, for our Customers, Employees, and Shareholders.



€ 319m € 19.7%

FY23 Revenue

Customers



FY23 Margin on Ope. Act.



11,000 1,465



Employees



Euronext Paris - Compartment B

Bloomberg: AXW-FR Reuters: AXW.PA Market Capitalization

as of mid-July 2024 : c. 600 M€







Axway is a Portfolio Company

with an established track record of in-house innovation and M&A



and powerful innovation enabled by

> €60m / year
R&D investments

20+ years creating value through successfully integrated acquisitions

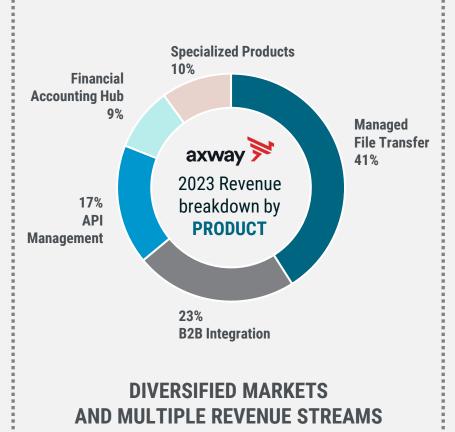
Axway is Diversified by Design

STRONG INTERNATIONAL PRESENCE

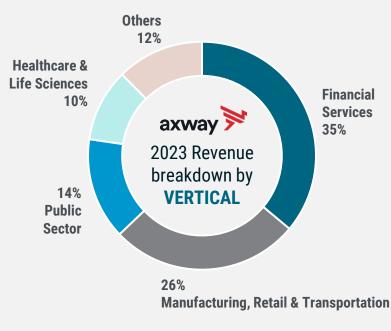


BORN IN FRANCE
PRESENT ALL OVER THE WORLD

BROAD PRODUCT PORTFOLIO



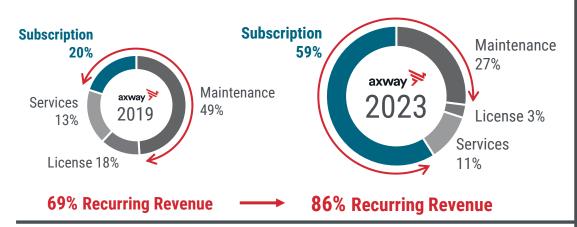
MULTI-SECTORAL EXPERTISE



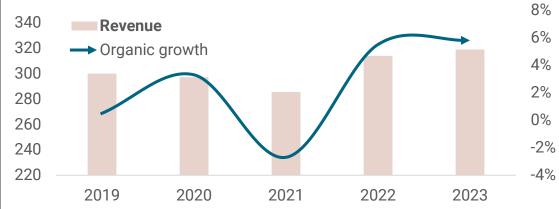
MISSION-CRITICAL TO CUSTOMERS
IN VARIOUS VERTICALS

Axway Runs a Profitable Subscription-based Model

Successful shift towards subscription and recurring revenue



Mid-single digit organic growth with a mature product portfolio



Record profitability level in 2023



Return to generating strong free cash-flow



SBS is a Unique Opportunity to Grow Axway's Portfolio



Helping banks and lenders from around the world make financial services accessible to everyone, everywhere, at any time.

650+

€359m

80+

3,600

16

Customers

2023 Carve-out Revenue

Operating Countries

Employees

Locations

SOPRA BANKING PLATFORM

- Customer engagement
- Lending lifecycle

Open banking

- Payment & cards
- Deposits & savings
- Risk, regulation & reporting



Public Cloud



Hybrid Cloud

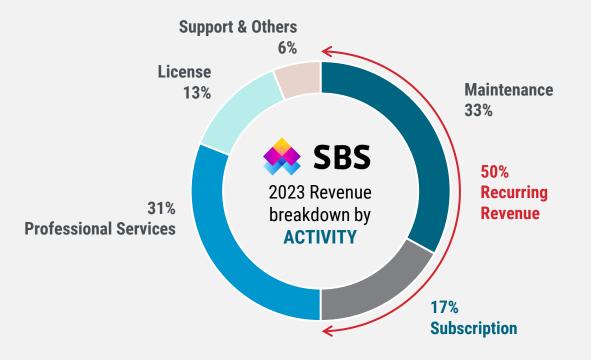


SOPRA FINANCING PLATFORM

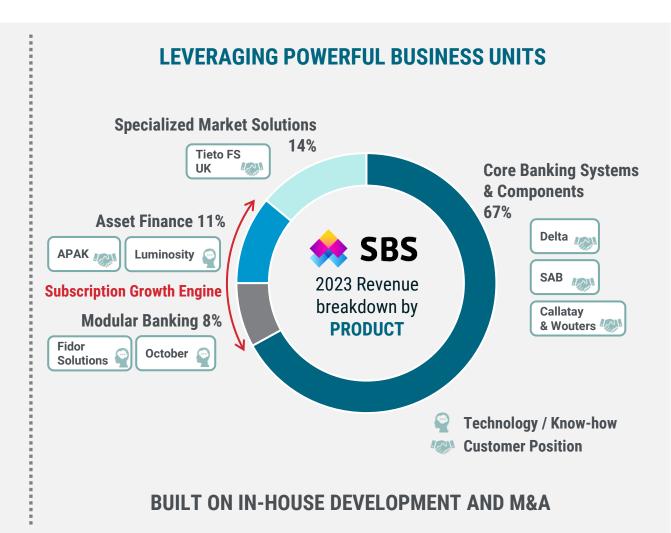
- Auto finance
- Equipment finance
- Commercial lending
- Wholesale finance
- Credit Risk
- Digital Audit

SBS has a Strong Potential for Higher Recurring Revenues

ACCELERATE TRANSITION TO A SUBSCRIPTION MODEL

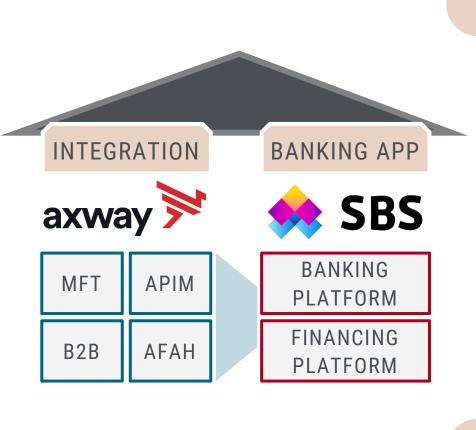


TARGETING HIGHER RECURRING REVENUE





Birth of 5th Largest French Enterprise Software Company



- A new major player in enterprise software, achieving critical scale with a bold 2025 ambition of c.€700m revenue and c.€100m profit on operating activities
 - Secured leadership position in a combined \$90B total addressable market, with unique strengths in banking and financial services
 - Diversified portfolio extending across geographies, clients, and industries, capturing a variety of profitable niche markets to enhance overall stability
 - Substantial opportunity to accelerate shareholder value creation through the combined entity's scale, becoming EPS accretive in 2026
 - Maintained prudent and efficient capital structure with a 40% equity and 60% debt financing mix, with quick deleveraging possibilities
- Reaffirmed software pure-player project founded on shared DNA, culture, vision, and driven by an experienced management team

Entering the Big League with Some Serious Arguments



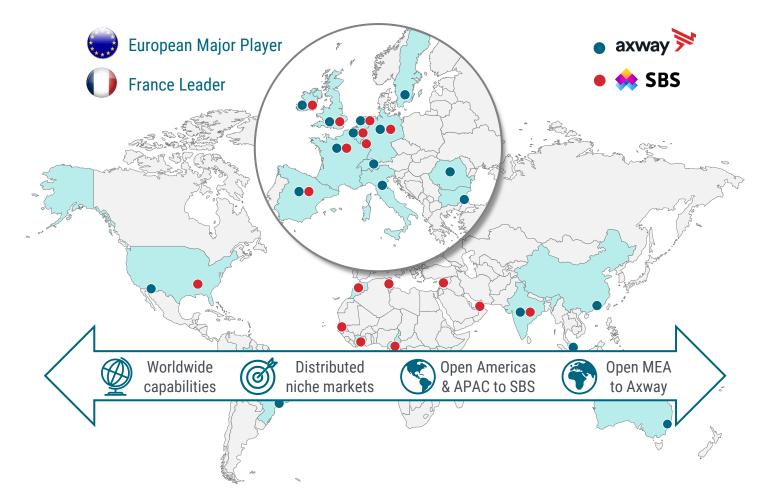




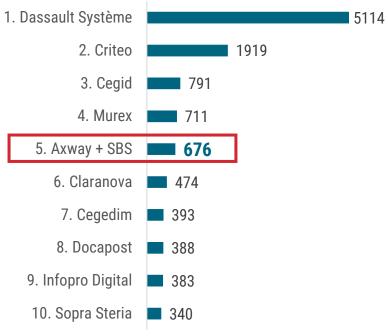
€676m 2023 Proforma Revenue



5th
Enterprise software vendor in France



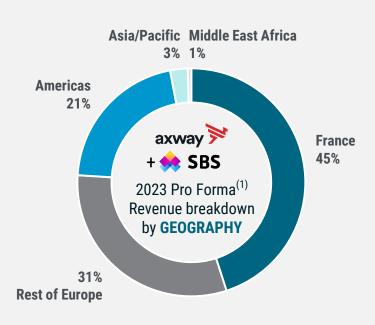
Top 10 French Enterprise Software Vendors by Revenue (in €m)



Source: Top 250 des éditeurs de logiciels français, Numeum – EY, 2023 Axway + SBS 2023 proforma revenue

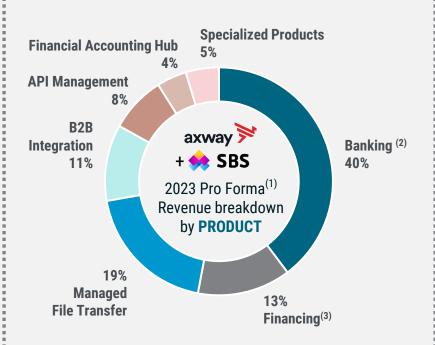
Combined Entity to Benefit from Complementary Profiles

STRATEGICALLY DISTRIBUTED GLOBAL PRESENCE



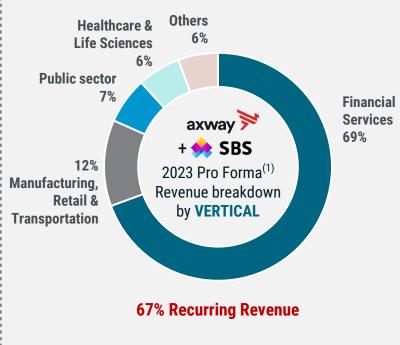
WITH STRONG EUROPEAN ROOTS

FROM INFRASTRUCTURE TO BANKING APP



LEVERAGING STRONG DIFFERENCIATORS

A UNIQUE POSITIONING IN THE FINANCIAL SERVICES INDUSTRY



AND WHEREVER DATA IS MISSION CRITICAL

Shared Roots and Common Culture for a Seamless Integration

An experienced management team...



Patrick Donovan Group CEO



Roland Royer *Axway CEO*



Eric Bierry SBS CEO Deputy Group CEO

EXECUTIVE COMMITTEE

REGIONS & PRODUCTS GENERAL MANAGERS

and all the ingredients for a successful tie-up!



- Both companies born within Sopra Steria Group
- Shared DNA and common culture, built on a strong commitment to sustainable value creation for stakeholders
- Solidity of the relationships testified by many mutual customers through their loyalty
- Axway has for many years enriched the functionalities of SBS applications with its integration solutions

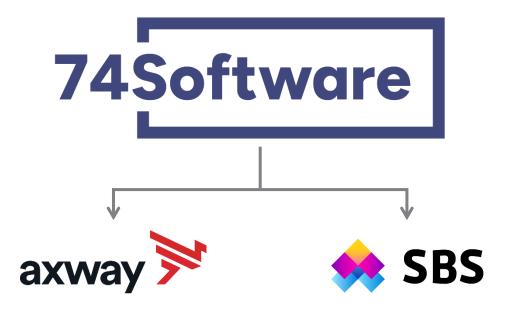
Reference shareholders to support long-term, independent company project



Leveraging our Strong Brands, Shaping our Future

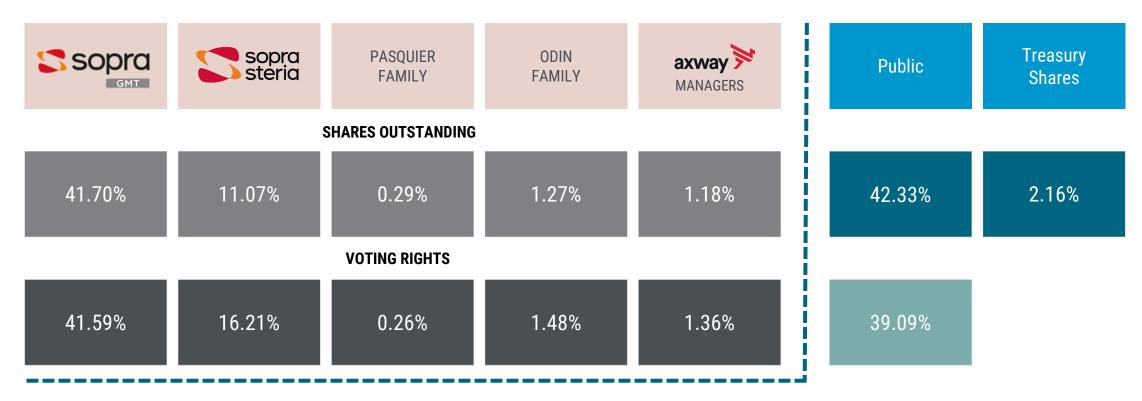
A NEW PARENT ENTITY TO CENTRALIZE CORPORATE FUNCTIONS FOR OUR BRANDS

COMING SOON



A LISTED CENTRAL HOLDING ACROSS OUR SOFTWARE HOUSE'S BRANDS

Capital Structure at 01/09/2024



SHAREHOLDERS' AGREEMENT

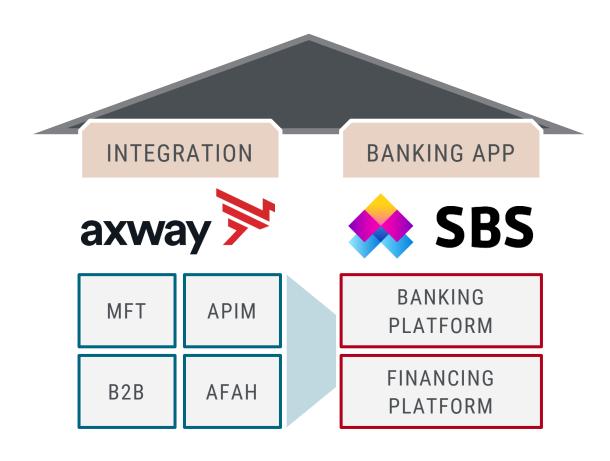
55.5% of shares outstanding / 60.9% of voting rights

29,746,194 Shares outstanding 40,647,259 Voting rights



What We Do

Building a Robust Enterprise Software House

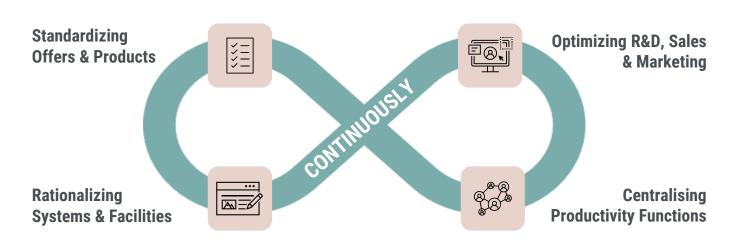


A Day-to-day Software House Mindset

AXWAY'S RECENT SUCCESS PILLARS



... AND THE DISCIPLINE IT REQUIRES





Wherever Critical Data Is

Leader in Banking and Financial Services







The **co-operative** bank











BANQUE NATIONALE





PagoNxt



DE L'ÉCONOMIE

















Carrefour

(DANISH DEFENCE

AmerisourceBergen









* 2023 Proforma Revenue









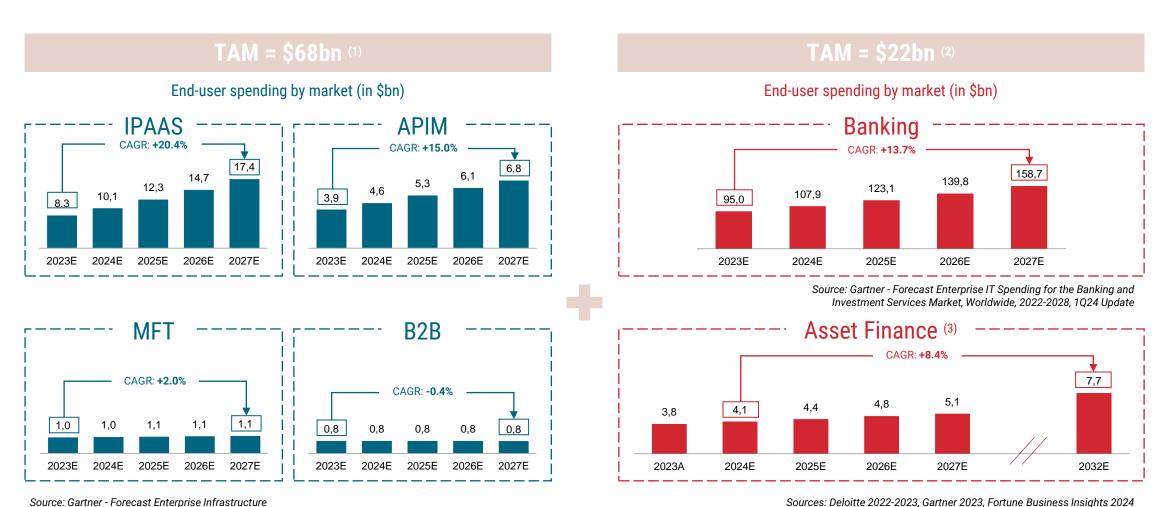






Diversified Sticky Niches in Large Markets

Software, Worldwide, 2021-2027, 3Q23 Update



Notes: (1) Application infrastructure and middleware sub-segment market; (2) Core Banking Software market; (3) Market size taking into account the amount spent by finance providers for software and services to support their financing products, particularly for automotive, equipment and wholesale

With Awarded Leading Products



Gartner

Gartner Magic Quadrant

Leader in Full Life Cycle API Management

16 October 2024

FORRESTER®

The Forrester Wave

Leader in API Management Software

1 July 2024



G2 Reports

Leader in API, B2B & MFT

Summer 2024



FORRESTER®

Deal Survey

Ranked 3rd
For
Combined Deals

2022



Omdia Universe

World Leader for Digital Banking Platforms

2023



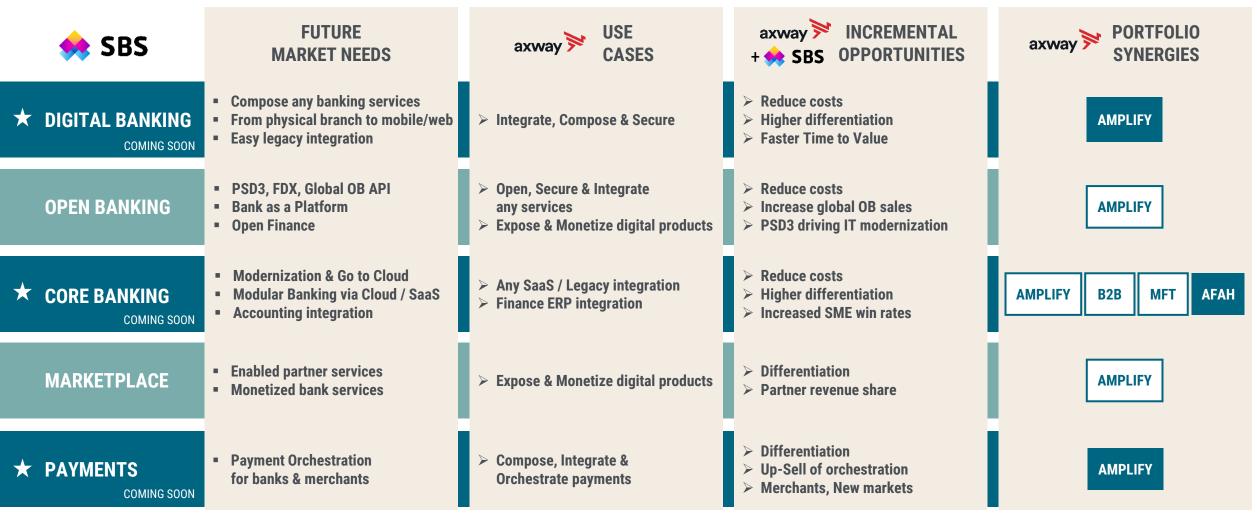
Sales League Table

1st Worldwide Provider of Lending Solutions

2023

Portfolio Business & Technical Synergies

Bringing Axway's integration value to SBS - From 2025





2024 Q3 & 9M Highlights

Q3 & 9M 2024 - Group Revenue

AXWAY + SBS

Consolidated revenue

3 rd Quarter 2024 (€m)	Q3 2024	Q3 2023	Q3 2023	Total	Organic
		Restated*	Reported	Growth	Growth
Axway Scope	78.3	69.0	69.4	12.8%	13.4%
SBS Scope (1 month)	34.3	28.9	-	-	18.8%
Intra-Group Operations	-0.1	0.0	-	-	173.8%
Group's Revenue	112.4	97.8	69.4	62.1%	14.9%

YTD - 9 Months 2024 (€m)	9M 2024	9M 2023	9M 2023	Total	Organic
		Restated*	Reported	Growth	Growth
Axway Scope	226.9	214.9	214.8	5.6%	5.6%
SBS Scope (1 month)	34.3	28.9	-	-	18.8%
Intra-Group Operations	-0.1	0.0	-	-	173.8%
Group's Revenue	261.1	243.7	214.8	21.5%	7.1%

^{*} Revenue at 2024 scope and exchange rates

Q3 2024 - Brands Revenue

AXWAY SCOPE

Revenue by business line

3 rd Quarter 2024 (€m)	Q3 2024	Q3 2023	Q3 2023	Total	Organic
		Restated*	Reported	Growth	Growth
Subscription	48.4	36.9	37.0	30.8%	31.2%
of which Axway Managed	12.8	11.8	11.9	7.7%	8.3%
of which Customer Managed	35.5	25.0	25.1	41.7%	42.1%
Maintenance	16.8	21.0	21.1	-20.4%	-19.9%
Subtotal - Renewable Contracts	65.2	57.8	58.1	12.1%	12.7%
License	4.1	2.6	2.7	54.4%	55.5%
Services	9.0	8.5	8.6	4.6%	5.4%
Axway Scope	78.3	69.0	69.4	12.8%	13.4%

SBS SCOPE

Revenue

3 rd Quarter 2024 (€m)	Q3 2024	Q3 2023	Q3 2023	Total	Organic
		Restated*	Reported	Growth	Growth
SBS Scope (1 month)	34.3	28.9	-	-	18.8%

^{*} Revenue at 2024 scope and exchange rates

Q3 2024 HIGHLIGHTS



Strong revenue performance year-to-date

Organic Growth of 5.6% for first nine months

MFT momentum continues

Growth in new customers, especially in North American market

Core products continue market leadership

Most recently announced leadership in Gartner 2024 APIM Magic Quadrant



SBS

Positive momentum in new Group

Off to good start within the new consolidated perimeter

Good progress on new offerings

SBP Digital Core and SBP Regulatory & Reporting solutions showing early adoption

Sopra Banking Software now SBS

Move following acquisition

Successful launch of SBS integration





Looking to Q4 2024 and Beyond

Always The Same Ambitions

OUR CUSTOMERS

Delivering brilliant Customer experience

OUR EMPLOYEES

The place to be

OUR SHAREHOLDERS

Building a predictable, profitable model

An Independent Technology Provider That Sustainably Grows Enduring Value

Clear Roadmap to Strong Ambitions





Capital Allocation Priorities

FOCUS ON DELEVERAGING



< 2.0x by end-2025

RETURN TO DIVIDEND



As soon as possible and appropriate

SHARE BUYBACK



Regular activation of share buyback authorizations



Appendices



Proforma 2023 Key Figures





Proforma Adjustments



Revenue



Interco

 $\{319m + \{359m - \{2m = \{676m\}\}\}\}$

Profit on Op. Activities

€63m + **€26m** - **€5m** Accounting principles alignment

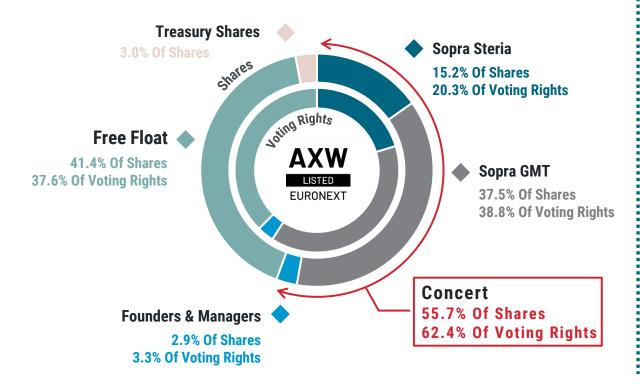
= €84m or 12.4% of revenue

2023 Proforma Income Statement

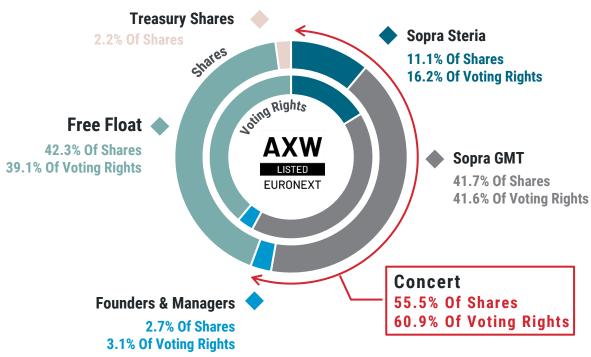
	202	23	202	23	202	3
	axway		🐽 SBS		Proforma	
In millions of euros	€m	% of Rev.	€m	% of Rev.	€m	% of Rev.
Revenue	319,0		359,2		676,2	
Employee costs	-179,6		-237,8		-417,4	
External expenses	-63,8		-80,1		-141,9	
Taxes and duties	-2,9		-3,2		-6,1	
Depreciation and amortisation, provisions and impairment	-11,8		-15,3		-32,2	
Other current operating income and expenses	1,9		3,5		5,3	
Profit on operating activities	62,8	19,7%	26,3	7,3%	84,1	12,4%
Share-based payment expense	-4,2		-3,7		-7,9	
Amortisation of allocated intangible assets	-3,2		-9,1		-12,3	
Profit from recurring operations	55,4	17,4%	13,5	3,8%	63,9	9,5%
Other operating income and expenses	-7,9		-59,8		-70,4	
Operating profit	47,6	14,9%	-46,3	-12,9%	-6,4	-1,0%
Cost of net financial debt	-4,6		-20,1		-38,6	
Other financial income and expenses	-0,2		-2,4		-2,6	
Income tax expense	-7,0		-7,9		-14,8	
Profit for the year from continuing operations	35,8	11,2%	-76,6	-21,3%	-62,4	-9,2%
Profit for the year	35,8	11,2%	-76,6	-21,3%	-62,4	-9,2%
of which attributable to non-controlling interests	6,0		-		6,0	
of which attributable to owners of the Company	35,8	11,2%	-76,6	-21,3%	-62,4	-9,2%

Shareholding Structure to Further Support Development

POST SOPRA GMT ACQUISITION OF SOPRA STERIA STAKE



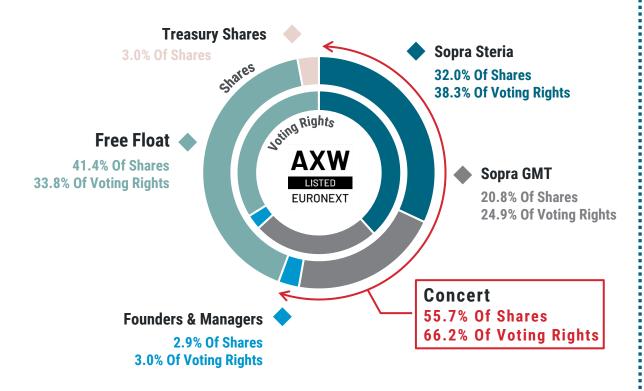
POST C. €131M SUCCESSFUL RIGHTS ISSUE



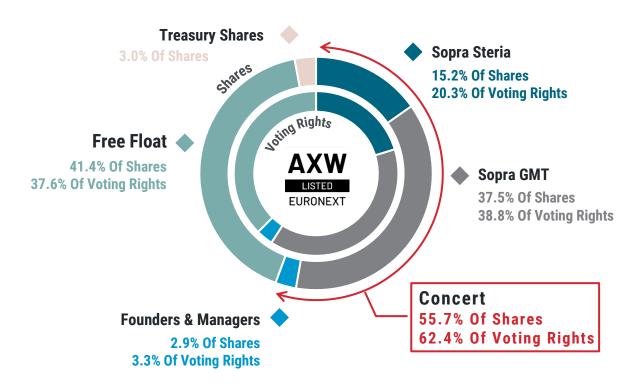
- Sopra GMT welcomed One Equity Partners to its capital, enabling to support the combined entity in its future ambitions
- Sopra Steria remains a shareholder with a stake of c.11% and will benefit from Axway's value creation through its residual shareholding
- Sopra GMT, Sopra Steria, Founding families and Managers shareholders pact stay unchanged

Shareholding Structure to Further Support Development

PRE-SOPRA GMT ACQUISITION OF SOPRA STERIA STAKE



POST SOPRA GMT ACQUISITION OF SOPRA STERIA STAKE



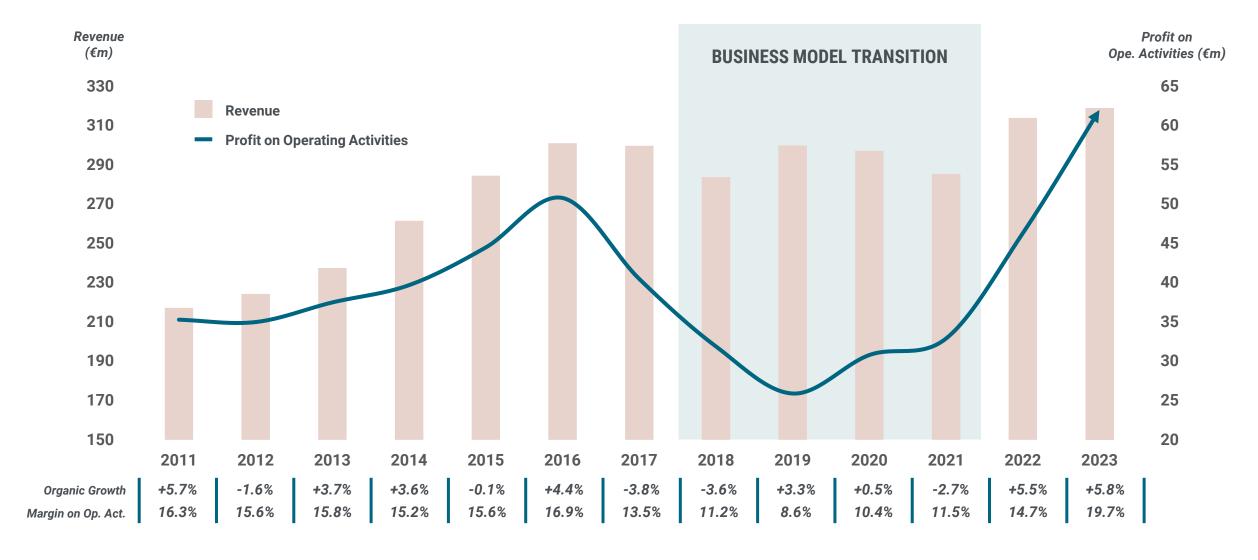


Axway Standalone

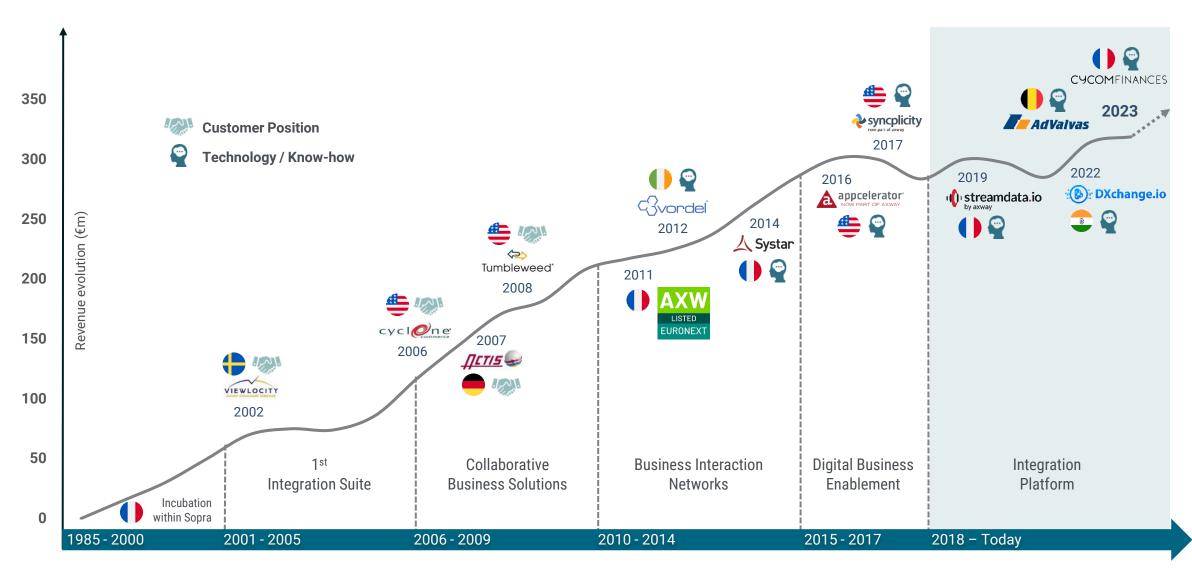
Axway's Historical Performance

	2023	2022	2021	2020	2019	5 Year Average	2013-17 Average	2024 Guidance
Organic Revenue Growth (%)	+5.8%	+5.5%	-2.7%	+0.5%	+3.3%	+2.5%	+1.6%	+1 to 3%
Profit on Operating Activities (€m) as a % of revenue	62.8 19.7%	46.3 14.7%	32.9 11.5%	30.8 10.4%	25.9 8.6%	13.0%	15.4%	≈ 20%
Basic EPS (€) excluding non-cash write-off	1.71 1.71	-1.85 1.47	0.45 0.45	0.40 0.40	0.25 0.25	0.86	1.34	
Free Cash Flow (€m) as a % of revenue	18.8 5.9%	2.2 0.7%	2.9 1.0%	-0.7 -0.2%	0.6 0.2%	1.5%	11.8%	

Axway's Historical Performance

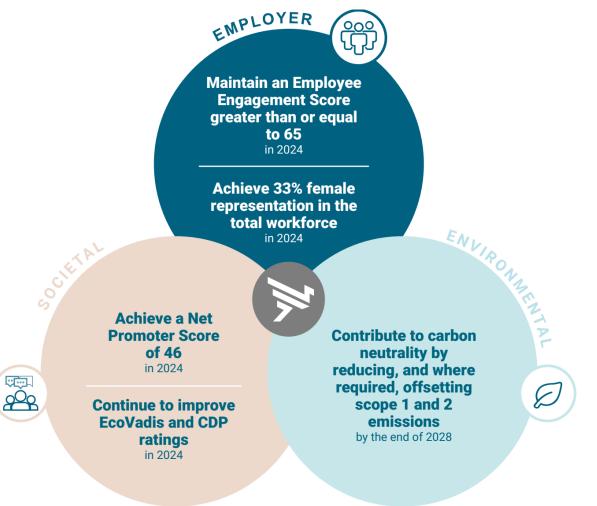


Axway's External Growth History



Axway, a Responsible and Committed Company

Rolling out its corporate responsibility policy through 3 commitments: Employer, Societal and Environmental



PRINCIPLES



GOVERNANCE



DISCLOSURE







CERTIFICATIONS











H1 2024

KEY FIGURES

Organic Growth*

1.9%

Profit on Op. Activities

11.5% or €17.1m

Total Growth

+2.2%

Net profit

1.9%

or €2.8m

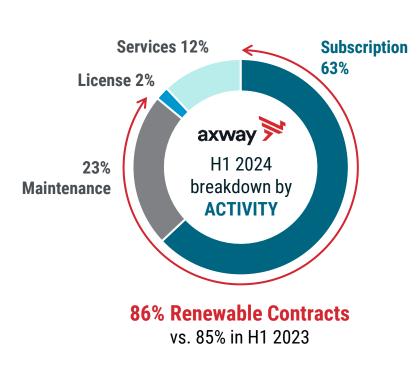
INCOME STATEMENT

	H1 2	H1 2024		H1 2023	
In millions of euros	€m	% of Rev.	€m	% of Rev.	
Revenue	148.7		145.5		
Cost of sales	43.9		42.9		
Gross Profit	104.7	70.5%	102.6	70.5%	
Operating expenses	87.6		84.8		
of which Sales and marketing	41.8		42.1		
of which Research and development	31.2		29.4		
of which General and administrative	14.6		13.3		
Profit on operating activities	17.1	11.5%	17.8	12.2%	
Profit from recurring operations	12.5	8.4%	14.7	10.1%	
Operating profit	8.3	5.6%	11.2	7.7%	
Income taxes	-2.0		-5.9		
Net profit	2.8	1.9%	3.7	2.5%	
Basic earnings per share (in €)	0.13		0.17		

^{*} Alternative performance measures are defined in the glossary at the end of this document.

- → Half-year revenue of €148.7m, up 1.9% organically and 2.2% in total.
- → Profit on operating activities representing €17.1m or 11.5% of revenue.

REVENUE BY ACTIVITY



[€m]	H1 2024	H1 2023 Restated*	H1 2023 Reported	Total Growth	Organic Growth*
Subscription	93.2	79.0	78.7	+18.5%	+18.0%
of which Axway Managed	25.9	22.6	22.3	+16.5%	+14.8%
of which Customer Managed	67.3	56.4	56.4	+19.3%	+19.3%
Maintenance	34.6	44.6	44.6	-22.3%	-22.3%
Subtotal - Renewable Contracts	127.9	123.6	123.3	+3.7%	+3.4%
License	2.6	3.0	3.0	-12.2%	-12.1%
Services	18.2	19.3	19.2	-5.4%	-5.7%
Axway	148.7	145.9	145.5	+2.2%	+1.9%

^{*} Alternative performance measures are defined in the glossary at the end of this document.

- → Strong performance in the subscription activity confirmed with a 18.0% organic growth
- → Continued improvement in recurring revenue with 86% under renewable contracts

SIMPLIFIED BALANCE SHEET

- Cash and cash equivalents of €16.9m
- DSO of 169 days vs. 137 at 30/06/2023
- €70.8m Net debt
- Current deferred revenues of €60.1m

In millions of euros	30/06/2024	30/06/2023
Assets		
Goodwill	302.7	299.3
Non-current assets	369.1	362.1
Trade receivables	166.3	135.2
Other current assets	38.8	34.0
Cash and cash equivalents	16.9	14.2
Current assets	222.0	183.4
Total Assets	591.1	545.4
Equity and Liabilities		
Equity	355.9	314.6
Financial debt - long-term portion	83.3	83.8
Lease liabilities - long-term portion	18.9	13.2
Other non-current liabilities	16.3	14.1
Non-current liabilities	118.6	111.2
Financial debt - short-term portion	4.4	3.7
Lease liabilities - short-term portion	2.5	6.1
Deferred revenues	60.1	66.5
Other current liabilities	49.7	43.3
Current liabilities	116.7	119.7
Total Liabilities	235.3	230.8
Total Equity and Liabilities	591.1	545.4

CASH FLOWS

In millions of euros	H1 2024	H1 2023
Net profit for the period	2.8	3.7
Change in operating working capital requirements	2.6	4.5
Net cash from operating activities	15.0	23.1
Free cash flow	6.7	16.5
Net cash used in investing activities	-2.7	-8.6
Net cash used in financing activities	-12.6	-18.6
Net change in cash and cash equivalents	-0.2	-4.2
Opening cash position	16.5	18.3
Closing cash position	16.3	14.2

COVENANTS

30/06/2024 31/12/2023 30/06/2023

30/06/2024 31/12/2023 30/06/2023

0.20

0.22 0.23

Net debt EBITDA (covenant < 3)

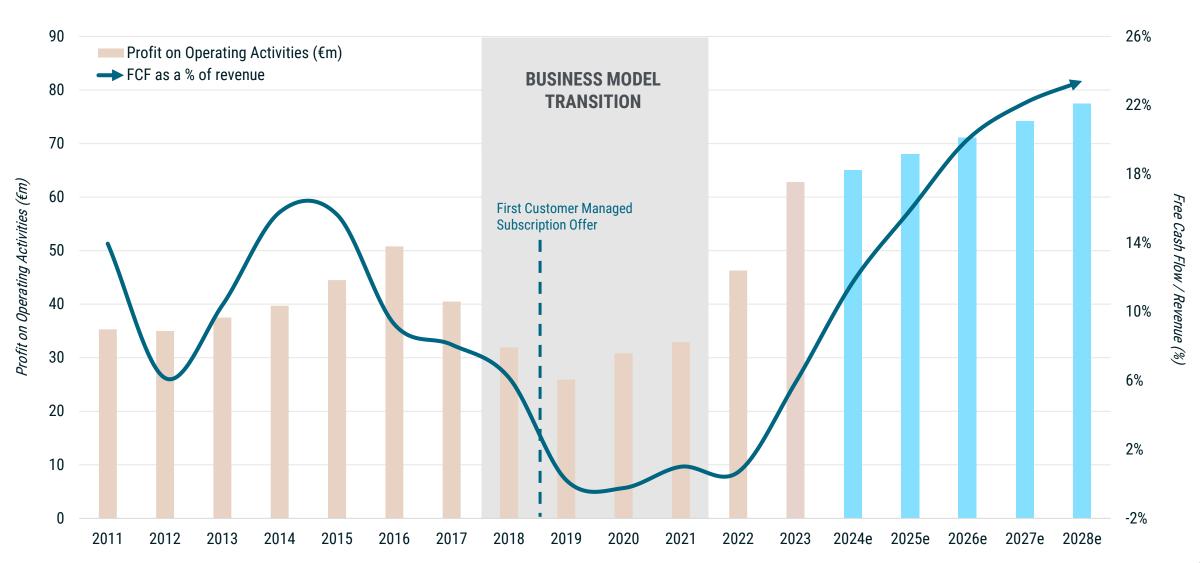




1.30



Progressive Normalization of Free Cash Flow





FY 2023

KEY FIGURES

Organic Growth*

+5.8% +1.6%

Total Growth

Profit on Op. Activities

or €62.8m

Net profit

19.7% 11.2%

or €35.8m

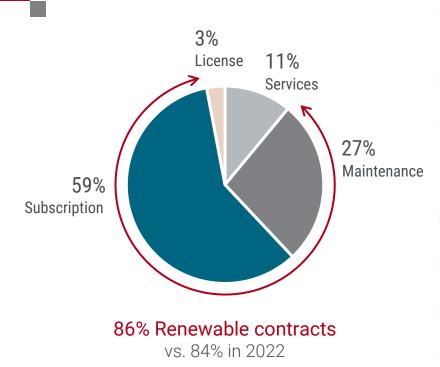
INCOME STATEMENT

		23	2022	
In millions of euros	€m	% of Rev.	€m	% of Rev.
Revenue	319.0		314.0	
Cost of sales	87.2		91.4	
Gross Profit	231.7	72.7%	222.6	70.9%
Operating expenses	168.9		176.4	
of which Sales and marketing	81.6		93.2	
of which Research and development	60.1		57.3	
of which General and administrative	27.2		25.9	
Profit on operating activities	62.8	19.7%	46.3	14.7%
Profit from recurring operations	55.4	17.4%	37.4	11.9%
Operating profit	47.6	14.9%	-46.4	-14.8%
Income taxes	-7.0		7.4	
Net profit	35.8	11.2%	-40.0	-12.8%
Basic earnings per share (in €)	1.71		-1.85	
t Alternation of	1.6: 1			

^{*} Alternative performance measures are defined in the glossary at the end of this document.

- → Record annual revenue of €319.0m
- → Margin on operating activities up 500 basis points year-on-year

REVENUE BY ACTIVITY



[€m]	2023	2022 Restated [*]	2022 Reported	Total Growth	Organic Growth*
License	8.8	10.2	11.6	-23.8%	-13.7%
Subscription	186.6	146.5	154.0	+21.2%	+27.4%
Maintenance	87.0	107.9	111.2	-21.7%	-19.4%
Sub-total Products	282.4	264.6	276.7	+2.1%	+6.7%
Services	36.5	36.8	37.3	-2.1%	-0.6%
Axway	319.0	301.4	314.0	+1.6%	+5.8%

^{*} Alternative performance measures are defined in the glossary at the end of this document.

- → Subscription activity maintained a very solid momentum throughout the year
- → Renewable contracts up to 86% of total revenue

SIMPLIFIED BALANCE SHEET

- Cash and cash equivalents of €16.7m
- DSO of 182 days vs. 155 at 31/12/2022
- €75.6m Net debt
- Current deferred revenues of €49.1m

In millions of euros	31/12/2023	31/12/2022
Assets		
Goodwill	302.1	297.8
Non-current assets	367.6	374.0
Trade receivables	178.0	148.1
Other current assets	32.3	30.6
Cash and cash equivalents	16.7	18.3
Current assets	227.0	197.1
Total Assets	594.6	571.1
Equity and Liabilities		
Equity	346.3	327.8
Financial debt - long-term portion	88.0	84.6
Lease liabilities - long-term portion	19.7	23.5
Other non-current liabilities	16.5	11.7
Non-current liabilities	124.2	119.8
Financial debt - short-term portion	4.3	3.2
Lease liabilities - short-term portion	4.0	5.8
Deferred revenues	49.1	55.6
Other current liabilities	66.7	58.9
Current liabilities	124.1	123.5
Total Liabilities	248.3	243.3
Total Equity and Liabilities	594.6	571.1

CASH FLOWS

In millions of euros	2023	2022
Net profit for the period	35.8	-40.0
Change in operating working capital requirements	-32.9	-41.0
Net cash from operating activities	32.1	13.0
Free cash flow	18.8	2.2
Net cash used in investing activities	-12.6	-11.1
Net cash used in financing activities	-21.1	-9.4
Net change in cash and cash equivalents	-1.8	-6.9
Opening cash position	18.3	25.2
Closing cash position	16.5	18.3

COVENANTS

31/12/2023 31/12/2022 31/12/2021

31/12/2023 31/12/2022 31/12/2021

Net debt EBITDA (covenant < 3) 1.19

1.39

1.02

Net debt Equity (covenant < 1) 0.22

0.21

0.10

Alternative Performance Measures

<u>ACV</u>: Annual Contract Value – Annual contract value of a subscription agreement.

<u>ARR</u>: Annual Recurring Revenue – Expected annual billing amounts from all active maintenance and subscription agreements.

<u>Growth at constant exchange rates</u>: Growth in revenue between the period under review and the prior period restated for exchange rate impacts.

NPS: Net Promoter Score - Customer satisfaction and recommendation indicator for a company.

<u>Organic growth</u>: Growth in revenue between the period under review and the prior period, restated for consolidation scope and exchange rate impacts.

<u>Profit on operating activities</u>: Profit from recurring operations adjusted for the non-cash share-based payment expense, as well as the amortization of allocated intangible assets.

Restated revenue: Revenue for the prior year, adjusted for the consolidation scope and exchange rates of the current year.