

Investors Overview AXWAY

June 2017



Forward Looking Statements

- This presentation contains forecasts in respect of which there are risks and uncertainties concerning the company's future growth and profitability. The group highlights the fact that the signature of license contracts, which often represent investments for clients, are more significant in the second half of the year and may therefore induce to a more or less favorable full-year performance.
- Furthermore the current outcome of the events 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 Registration Document 2015 submitted to the Autorité des Marchés Financiers (AMF) on 25 April 2016 n° D16-0393.
- The distribution of this document in certain countries may be subject to the laws and regulations in force. Natural persons present in these countries and in which this document is disseminated, published or distributed, should obtain information about such restrictions and comply with them.



Welcome To Investor Presentation

Agenda

 TOP 50 Software Editors

 Software Editor Business Model

 Track Record of Profitable Growth

 Status on the Company Transformation

 Why Invest in Axway

 Annexes





TOP 50* Software Editor, From Middleware Market To Digital Market

*source: Axway

Axway, 50th Global software editor

Axway: Catalyst for digital transformation	Axway a Leader in Gartner MQ for App Services Governance for the Second Time (April 2015). TOP 10 Syntec Numerique API leader by Ovum July 2016
Rev. €301.1million OPM 16.9% FCF/Rev 9.3%%	Euronext Paris listing 2011 Market cap €M 662 Float 29%
Dual nationality FR/US 19 locations worldwide	1,930+ employees including 584 in R&D and 130 in the sales force



Key figures 2016

	2016	2015 Published
Revenue	301.1	284.6
Profit from business activity	50.8	44.5
(%revenue)	1 <i>6.9%</i>	1 <i>5.6%</i>
Net Profit	31.5	27.9
(%revenue)	<i>10.5%</i>	<i>9.8%</i>

(1) At constant exchange rates and on a like-for-like basis



Total

Revenue by activity 2016

[€M]	2016	2015 Published	2015 Restated	Organic Growth ¹
Licenses	81.3	80.5	79.9	1.8%
Maintenance	143.0	137.7	136.6	4.7%
Services	76.8	66.4	72.0	6.7%
Axway	301.1	284.6	288.5	4.4%

(1) At constant exchange rates and on a like-for-like basis



Revenue by region 2016

[€M]	2016	2015 Published	2015 Restated	Organic Growth ¹
France	94.2	95.2	94.8	-0.6%
Rest of Europe	68.8	65.7	64.0	7.4%
Americas	122.9	109.7	115.9	6.0%
Asia Pacific	15.3	13.9	13.8	10.7
Axway	301.1	284.6	288.5	4.4%

(1) At constant exchange rates and on a like-for-like basis



Axway Market Origin: Infrastructure Software

Software market estimated at \$300 billion*

Applications software estimated at \$130 billion*

- Accounting
- ERP
- Sales management
- Human resources

Infrastructure software estimated at \$ 169 billion*

- Databases
- Operating systems
- Network management
- Storage management
- Application integration solutions (*Middleware*) *estimated at \$21 billion**

. Digital Engagement *Estimated at \$2.0 billion*

. Foundation *Estimated at \$3.9 billion*



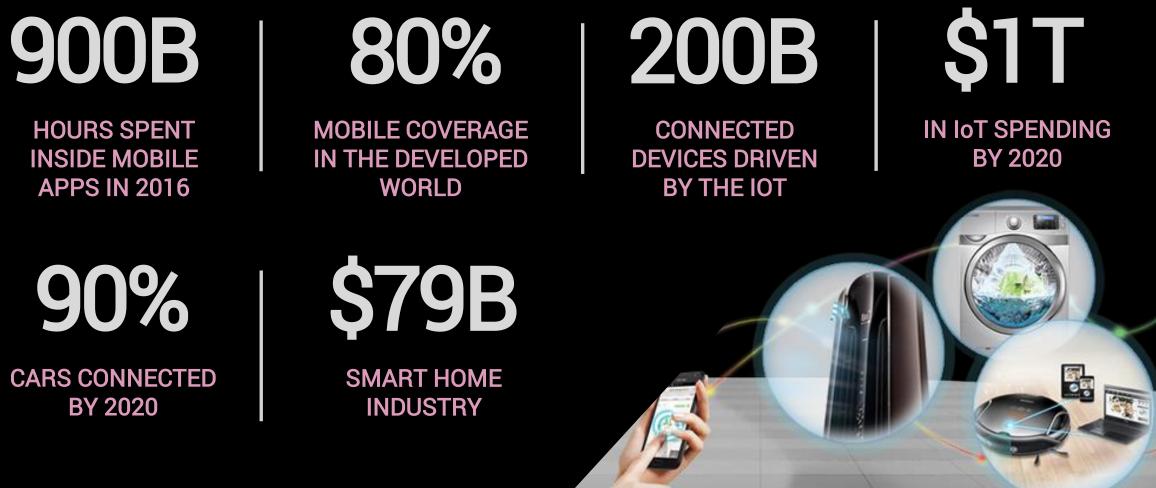
Digital Transformation



LARGE ENTERPRISES EXPECT AT LEAST 28% OF REVENUES WILL COME FROM DIGITAL BUSINESS THE NEXT THREE YEARS

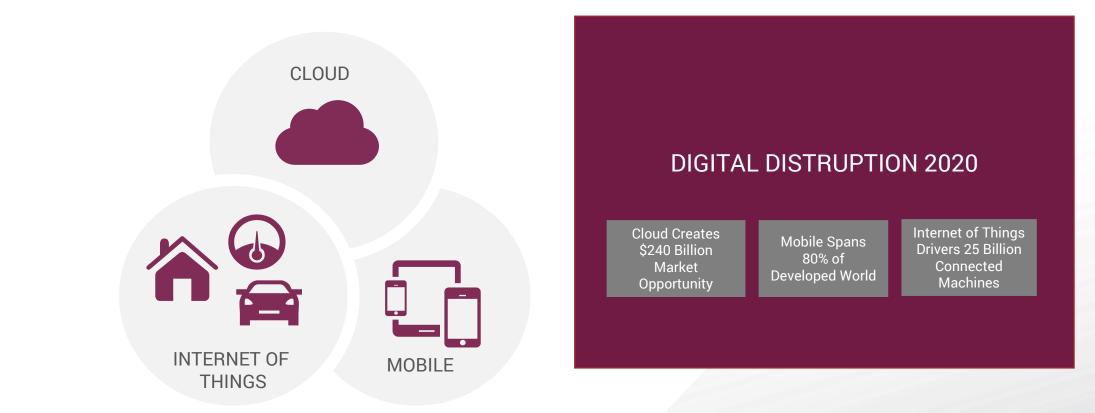


Digital disruption continues to test the ingenuity and agility of most enterprises





Digital Business Drivers



74% of today's business executives say they have a digital strategy...

"...only 19% of executives believe their firms have the right technology to properly execute on the digital strategy."1

1"The State of Digital Business 2014, Forrester Research, Inc., May 7, 2014"



Portfolio Segmentation

Digital Business Enablement

INTEGRATION FOUNDATION

Managed File Transfer B2B/EDI Integration Cloud Service Integration XML & SOA Services

ECOSYSTEM ENGAGEMENT

Analytics API Management Community Management Identity Federation & Validation Mobile App Development

Customers & target markets







EFSS Opportunity

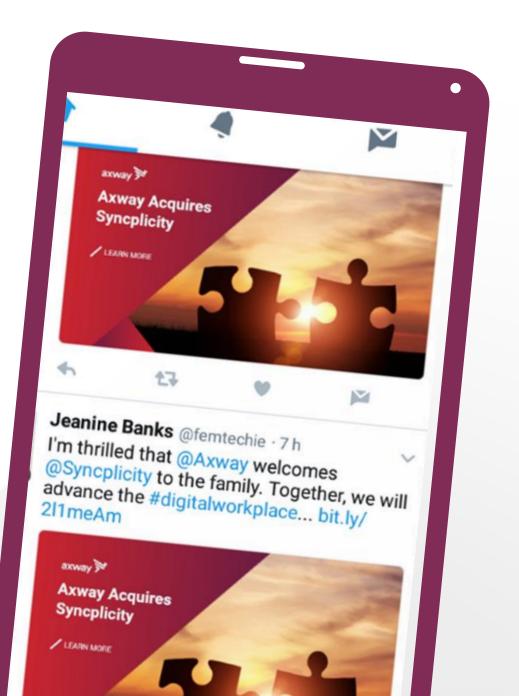
 Over the past 3 years market of EFSS has grown at over 20%+ year over year

 IDC forecasts EFSS enterprise market to grow to \$1.8 billion +17% in 2017



• Axway announces the acquisition of Syncplicity

• Leader in secure collaboration and file sharing (EFSS)





Strengthening Axway leadership in secure file exchange



Forrester Wave: Enterprise File Sync And Share, Hybrid Solutions, Q2'16



The Forrester Wave [™]: Enterprise File Sync And Share Platforms, Hybrid Solutions, Q2 2016, Forrester Research, Inc., April 26, 2016



Axway a Leader in Gartner Magic Quadrant for Full Life Cycle API Management

Positioned as a Leader for 3rd consecutive time

"Full life cycle API management is the functionality organizations need in order to provide the technology platform for digital business, run successful API programs and thrive in the API economy."¹

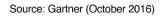
> ¹Gartner Magic Quadrant for Full Life Cycle API Management, Paolo Malinverno and Mark O'Neill, 27 October 2016.

This graphic was published by Gartner, Inc. as part of a larger research document and should be evaluated in the context of the entire document. The Gartner document is available upon request from Axway.

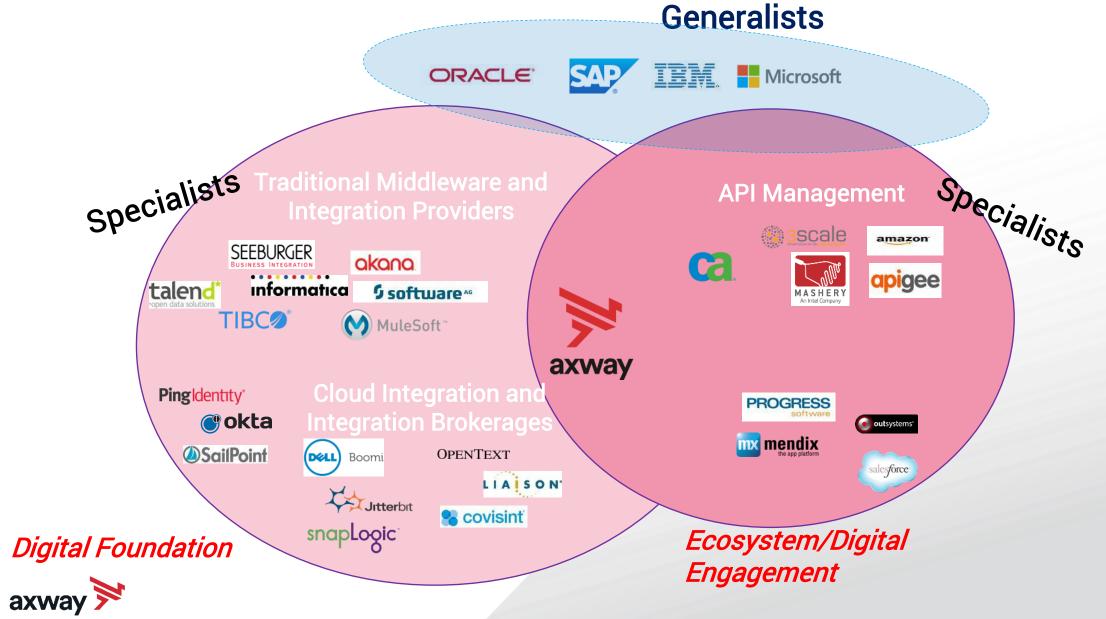
Gartner does not endorse any vendor, product or service depicted in its research publications, and does not advise technology users to select only those vendors with the highest ratings or other designation. Gartner research publications consist of the opinions of Gartner's research organization and should not be construed as statements of fact. Gartner disclaims all warranties, expressed or implied, with respect to this research, including any warranties of merchantability or fitness for a particular purpose. Figure 1. Magic Quadrant for Full Life Cycle API Management







Competitive & Market Landscape



Introducing Axway AMPLIFY™

DATA INTEGRATION & ENGAGEMENT PLATFORM

Achieve higher levels of efficiency and growth by transforming rigid and manual connections between people, businesses and machines into customer experience networks. Turn Data into Real-time, DevOps-ready Services



Cross-Platform App Development



Unified Engagement with User Communities

Measure Business Value of Services



лı



Leverage Existing Integration Foundation



Platform Architecture Evolution

Platform "C"

Services "E"

Platform "E"

Axway 5 Suite

Product "A"

Platform "A"

Services "D"

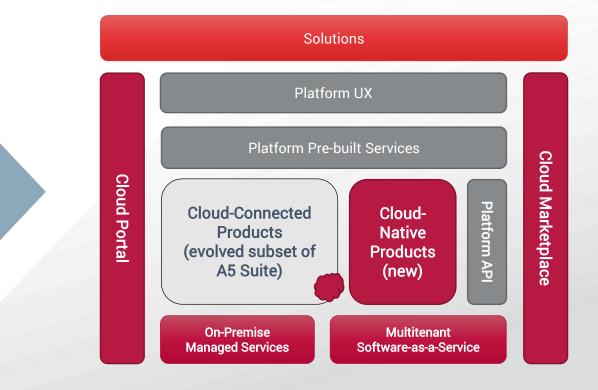
Platform "D"

Point products, disjointed user experience

Product "B"

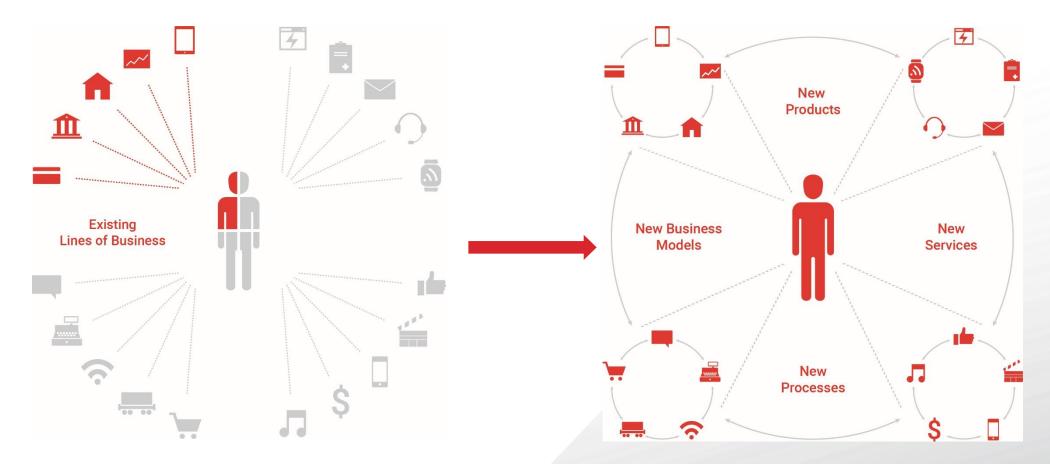
Platform "B"

Axway AMPLIFY Integrated solutions, coherent user experience





Axway Offer – a catalyst for digital transformation



Employees, partners, suppliers and developers collaborate in a customer experience network to transform disparate data and services into connected, personalized, seamless digital experiences





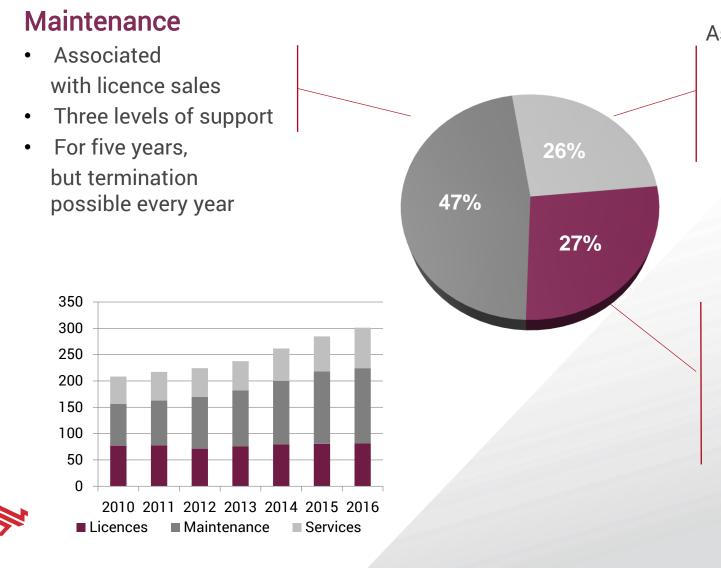
Software Editor Business Model

Three sources of revenue in 2016

axway

Services

Classic Editor



Associated with the initial installation Independent of licence Service agreement Software as a Service (Cloud)

Rental mode 3-years contract

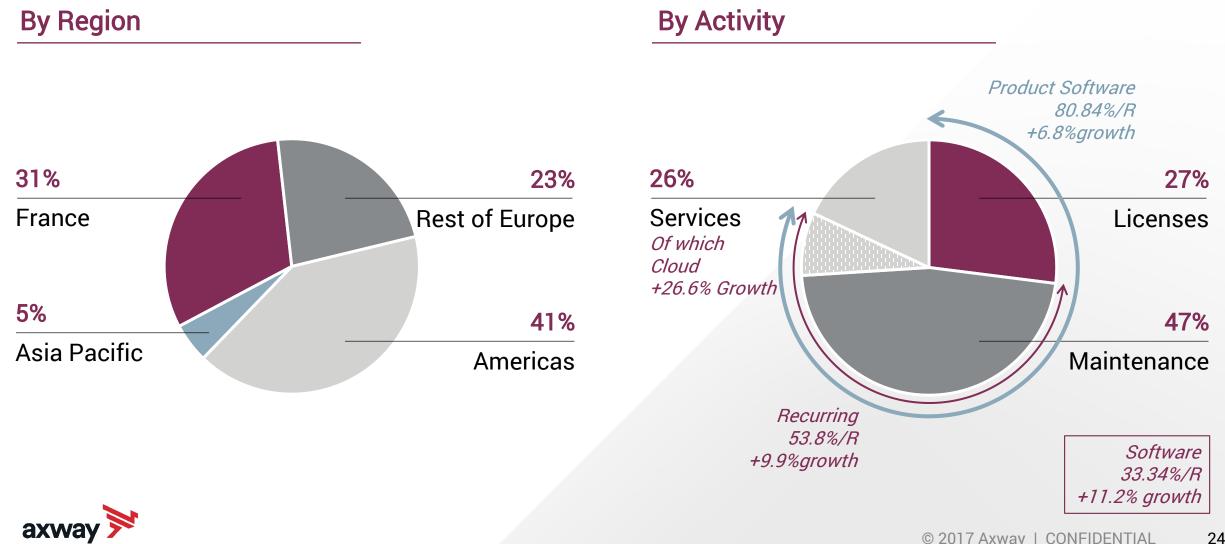
Licenses

Perpetual usage rights

Tiered pricing
Standard licensing

agreement

Balanced and resilient business model



Axway Cash generation profile

2016 Rev. (€M) 100,00% 30 80,00% 25 60,00% 20 40,00% 15 10 20,00% 5 0,00% 0 Jan Feb Mar Apr Jun Jul Aug Sep Sep Oct Nov Q1 Q2 Q3 Q4

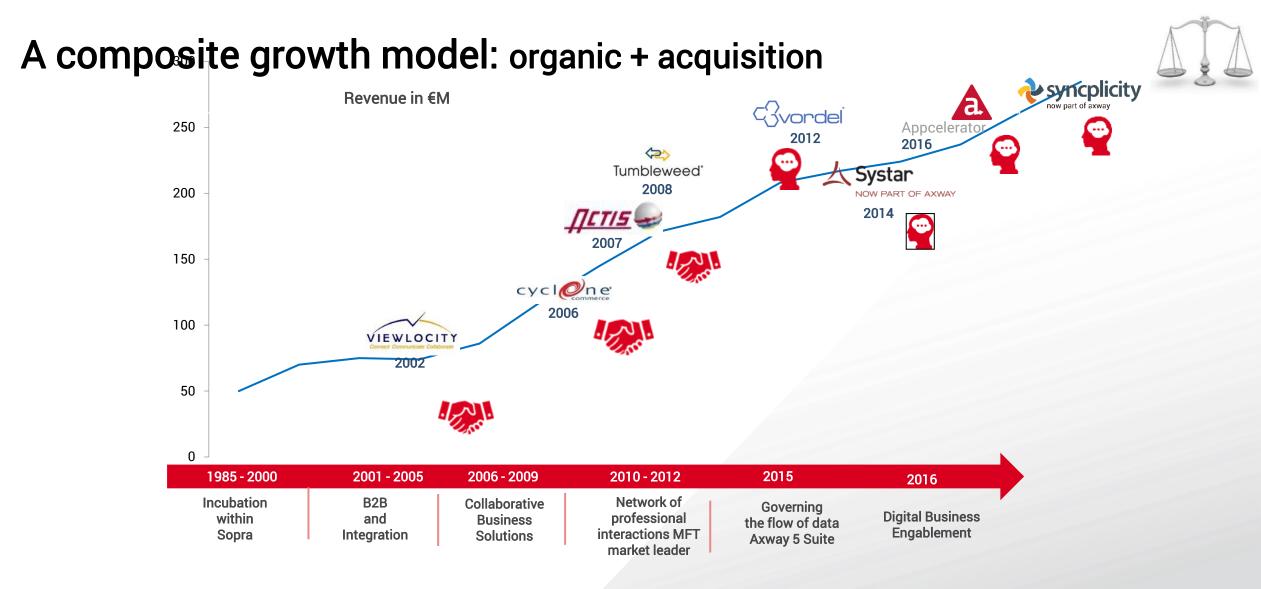
Software Business Cycle

Cash life cycle (cumulative)

Cash flow cycle

- Influenced by grouped maintenance at the beginning of the year (Feb. March)
- Increased at the start of the year by licences
- Regulated by services during the year



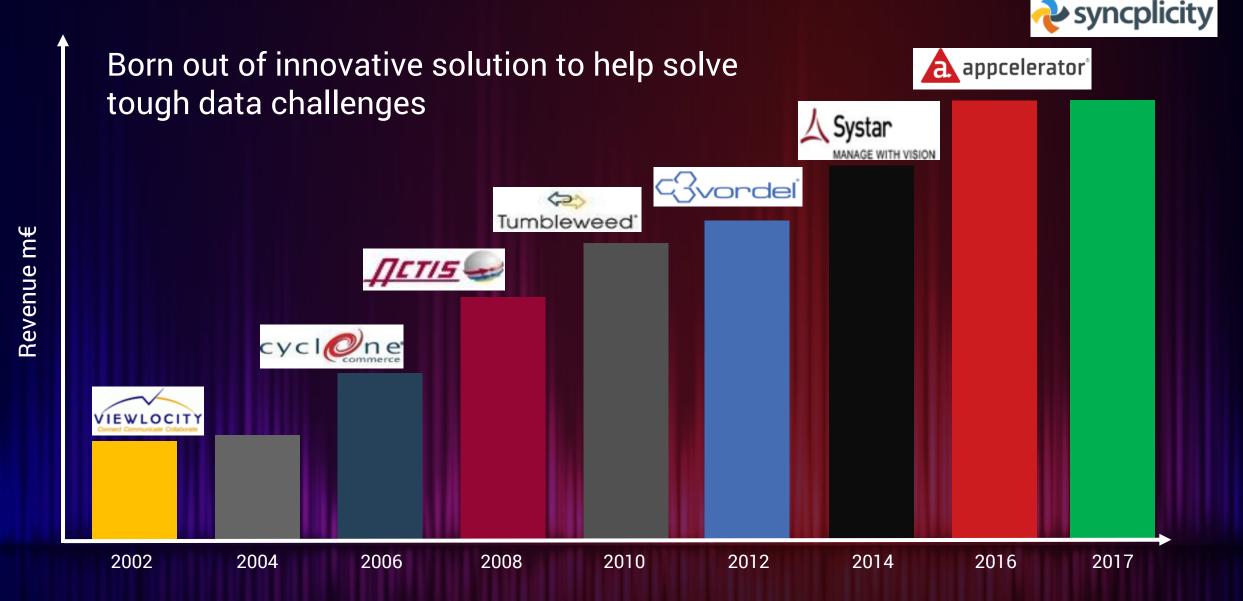


Acquisition target: Customer position

Acquisition target: Technology/competency



Our Heritage



A presence spanning the continents



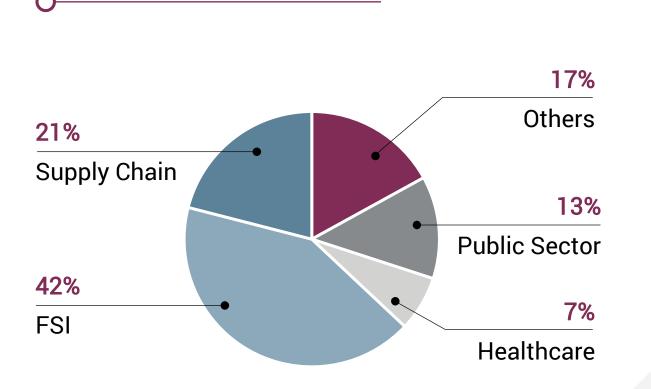
More than 11,000 customers served through 19 locations General management in the United States and registered office in France 1930 employees

License Metrics 2016 (versus 2015)

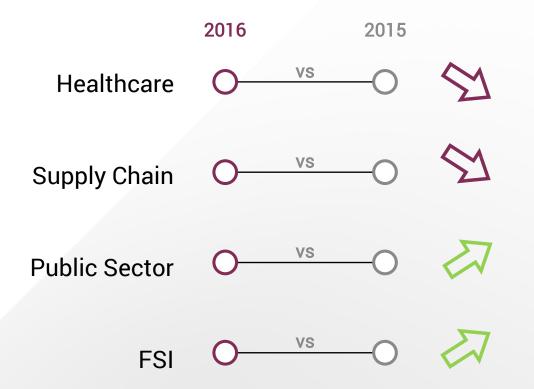
Digital Licenses	45%	R	
Nb Deals	~1967	M	0
Share of Tiers 1 business			-0
Share of nb. of deals:	3.2%	\sum	
Share of total amount:	46.6%		0
Share of indirect business partner:	24%		_0
Share of New business (€):	10.3%	\sim	_0
Average Sale Price			-0
ASP Tiers 1	~571K€	N	
ASP Tiers 2 (< 250 k€)	~104€		
ASP Tiers 3 (< 50 k€)	~10K€		



License Metrics 2016 Share of verticals in License revenues

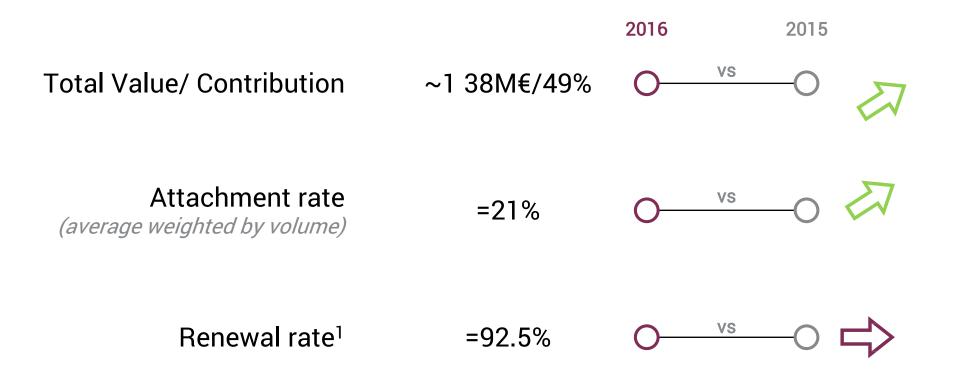


Sectors





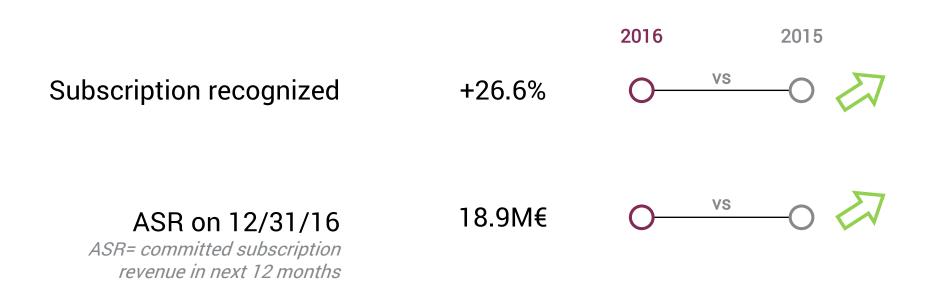
Maintenance Metrics 2016 (versus 2015)



(1) This percentage represents full year revenue impact



Cloud Metrics 2016 (versus 2015)



(1) This percentage represents full year revenue impact

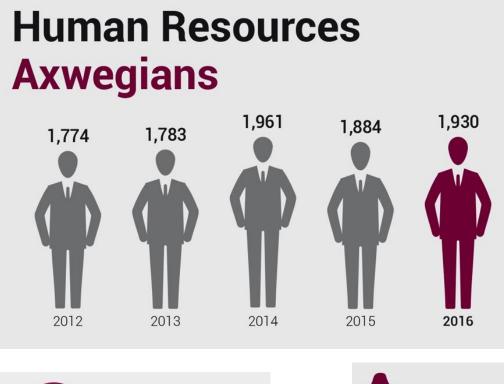


Axway Ownership Structure

Breakdown of share capital at 31 December 2016

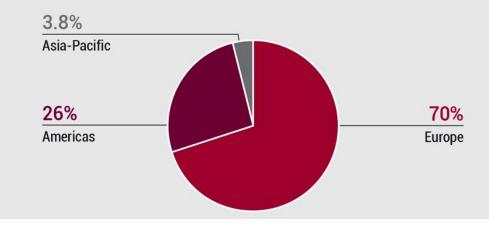
21,021,039 33,977,278 shares outstanding voting rights Sopra Pasquier Odin Sopra Caravelle Public Managers Treasury Steria Family Family GMT Share ownership 32.9% 0.1% 1.4% 1.7% 21.4% 12.2% 30.2% 0.04% Voting rights 35.4% 0.1% 1.5% 1.7% 26.2% 15.2% 19.9% Concerted voting blocks 57.54 64.91 % % of shares of voting rights







Breakdown of workforce by location









Governance



Jean-Marc Lazzari Chief Executive Officer

French-American management:

8 top managers coming from the software industry and historical corporate management

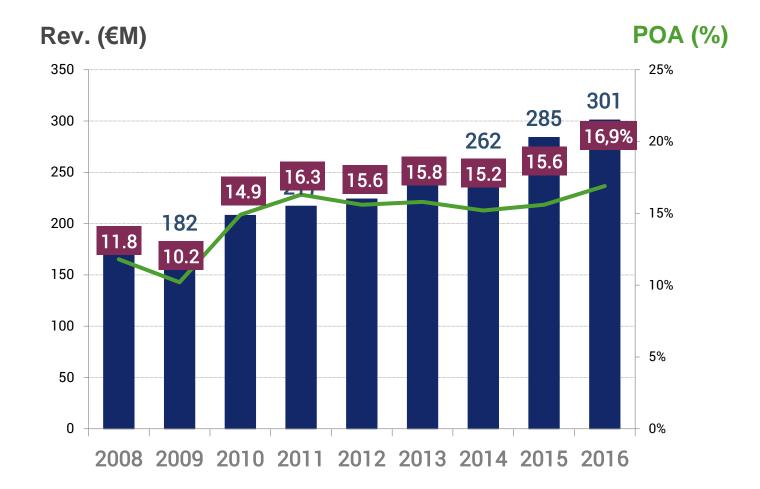
- Strengthened Governance
- Board of Directors comprising 13 members, of which 7 are independent members
- Pierre Pasquier Chairman
- Kathleen Clark-Bracco Vice Chairman
- **Compliance** with the Middlenext Code of Corporate Governance





Track Record of Profitable Growth

Growth and profitability over the last eight years





Income statement (1/2)

- Total Revenue grew 5.8 % with total growth seen in all lines of business
- Gross Profit as a % of Revenue improved in all periods with improved Service and Cloud profitability
- R&D continued to grow in support of our growing portfolio and new Platform launch

In millions of euros	FY 2016	FY 2015	FY 2014
Revenue :			
Licenses	81.3	80.5	79.6
Maintenance	143.0	137.7	120.5
Total Product Revenue	224.2	218.2	200.1
Services	76.8	66.4	61.5
Total Revenue :	301.1	284.6	261.6
Costs of sales:			
Product Revenue	23.7	23.2	21.9
Services	63.0	63.2	57.0
Total Costs of sales :	86.6	86.4	78.9
Gross profit:	214.4	198.3	182.6
as a % of Revenue	71.2%	69.7%	69.8%
Operating expenses :			
Sales and marketing	81.9	81.9	77.5
Research and development	53.3	46.0	41.0
General and administrative	28.4	25.9	24.5
Total operating expenses :	163.7	153.8	143.0
Profit on operating activities	50.8	44.5	39.7



Income statement (2/2)

- Profit on Operating Activities finished at 16.9%, a strong 1.3 point improvement over FY2015
- Income tax benefit in 2015 due to the release of certain tax asset valuation reserves as well as favorable profit levels across our different tax jurisdictions.
- Basic EPS improved in all periods presented up to € 1.51 in 2016

In millions of euros	FY 2016	FY 2015	FY 2014
Profit on operating activities	50.8	44.5	39.7
as a % of Revenue	16.9%	15.6%	15.2%
Stock option releated expenses	(1.1)	(0.6)	(0.8)
Amortization of intangible assets	(7.9)	(6.0)	(5.3)
Profit from recurring operations	41.8	37.9	33.6
as a % of Revenue	13.9%	13.3%	12.8%
Other income and expenses	(6.7)	(10.5)	(2.3)
Operating profit	35.1	27.4	31.3
Cost of net financial debt	(0.4)	(0.4)	(1.4)
Other financial revenues and expenses	0.5	(1.3)	0.4
Income taxes	(3.7)	2.1	(3.6)
Net Profit	31.5	27.9	26.7
as a % of Revenue	10.5%	9.8%	10.2%
Basic net earnings per share (in Euro)	1.51	1.35	1.29



Simplified balance sheet (1/2)

- Goodwill and intangibles increased from the acquisition of Appcelerator
- Strong cash balance to end 2016 at 51.7
- DSO finished at 85 days, equal to 2015 end of year DSO

In millions of euros	31/12/16	31/12/15	31/12/14
ASSETS			
Goodwill	288.8	251.8	236.5
Intangible assets	49.8	40.9	45.6
Property, plant and equipment	14.5	7.8	6.9
Other non-current assets	49.6	47.0	42.1
Non-current assets	402.7	347.5	331.1
Trade receivables	78.2	73.9	84.9
Other current assets	25.3	22.5	18.2
Cash and cash equivalents	51.7	44.7	44.6
Current assets	155.2	141.0	147.6
TOTAL ASSETS	557.8	488.6	478.7



Simplified balance sheet (2/2)

- 20 M€ of borrowings under 125 M€ RCF at 31 Dec 2016, additional debt outside RCF
- Current liabilities includes 74.5 M€ of deferred income in 2016 versus 66.6 M€ in 2015

In millions of euros	31/12/16	31/12/15	31/12/14
SHAREHOLDERS' EQUITY AND LIABILITIES			
Share capital	42.0	41.5	41.1
Capital reserves and results	332.8	299.1	257.4
Total shareholders' equity	374.8	340.6	298.5
Financial debt - long-term portion	35.5	7.5	46.3
Other non-current liabilities	10.3	15.7	18.9
Non-current liabilities	45.7	23.2	65.2
Financial debt - short-term portion	3.7	1.5	1.3
Other current liabilities	133.6	123.3	113.7
Current liabilities	137.3	124.8	115.0
TOTAL LIABILITIES	183.0	148.0	180.2
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	557.8	488.6	478.7



Change in equity

• Due to the USD/Euro conversion rate movement a significant translation adjustment was recorded in 2014 and 2015 on the conversion of the foreign balance sheets to Euros

In millions of euros	31/12/16	31/12/15	31/12/14
Equity at Opening of Period	340.6	298.5	258.4
Profit for the period	31.5	27.9	26.7
Other comp. income statement items	0.0	0.0	0.0
Share-based payments	1.0	0.5	0.8
Treasury Shares	0.2	0.4	-0.1
Dividends	-8.3	-8.2	-8.2
Capital increase	3.4	3.1	1.3
Actuarial gains and losses	0.5	0.0	-0.5
Other changes	-0.2	0.0	-0.2
Translation differental	6.1	18.5	20.3
Equity at End of Period	374.8	340.6	298.5



Cash Flow statement

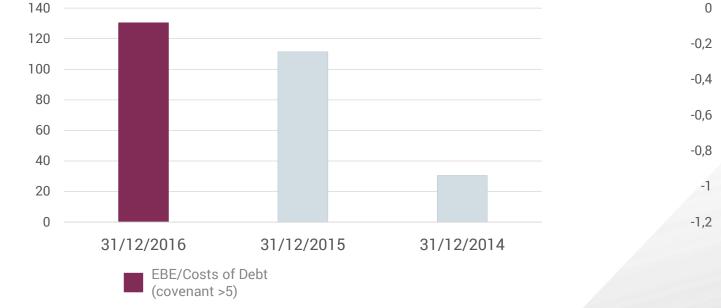
- Working Capital Requirements positive improvement in 2014 and 2015 with monetization of certain assets and improvement in DSO. 2016 Change finished at -5,9 M€
- Free cash for 2016 is 27.9 M€ versus 44.5 M€ for 2015

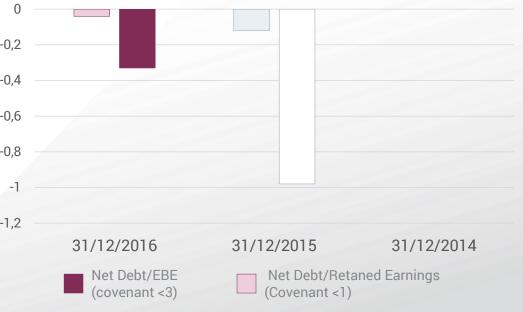
In millions of euros	FY 2016	FY 2015	FY 2014
Net profit for the period	31.5	27.9	26.7
Net charges to amortizations, depreciations and provisions	8.5	13.8	8.3
Other income and expense items	3.5	(1.1)	0.2
Cash from operations after cost of net debt and tax	43.5	40.6	35.2
Changes to operating working capital requirements	(5.9)	13.3	11.0
Costs of net financial debt	0.4	0.4	1.4
Income tax paid net of accrual	0.5	(4.6)	(0.2)
Net cash from operating activities	38.4	49.6	47.3
Net cash used in investing activities	(57.3)	(5.2)	(54.4)
Proceeds on shares issued	3.4	3.1	1.3
Dividends paid	(8.3)	(8.2)	(8.2)
Change in Ioan	31.3	(41.0)	7.7
Net interest paid	(0.4)	(0.4)	(1.4)
Other changes	(0.1)	0.3	(0.7)
Net cash from (used in) financing activites	26.0	(46.1)	(1.2)
Effect of foreign exchange rate changes	0.8	1.1	3.7
NET CHANGE IN CASH AND CASH EQUIVALENTS	7.8	(0.7)	(4.6)
Opening cash position	43.9	44.6	49.2
CLOSING CASH POSITION	51.7	43.9	44.6



Financial structure – Covenants 2016

- Financial covenants met in all periods. Net treasury for 2016 is 16,3 M€
- Our main covenant is the leverage ratio: Net debt/EBE \leq 3 (-0,33 at Dec 31, 2016)
- The 125 M€ credit line is extended to mid-2021 and is fully available







Finance at a glance



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Strong increase in Profit on Operating Activities 16.9% of Revenue

Solid ending cash 51,7 €M



Solid Annual Results for 2016 with organic growth up by 4.4%



Corporate Responsibility

Social responsibility

Axway interacts with stakeholders in corporate responsibility



Sub-contractors and purchasing policy

Shareholders paperless 2016 campaign: 1 email =1 tree planted 11,293 sheets of paper saved: 40% of shareholders opted to receive documents by email

Online vote access for the Internet for the General Meeting

Investors: limit paper during 108 meetings, 3 conferences with no papers distributed

Customers: Second year Axway is part of the EcoVadis label

CSR Rating SLVER

2017

ecovadis

Employees:

- In 2016, the Axway France team moved to a single location at Tour W in Paris-La Défense, creating a new collaborative workspace.
- · Employee involvement in socially responsible programs supported health associations, civic initiatives and environmental challenges. Group employees took part in socially responsible initiatives in France, Romania, Germany and the USA.



Axway joined the Global Compact in November 2016.



Environmental responsibility







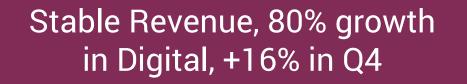
Status of the Company Transformation

Preserve margins before acquisition while investing in innovation

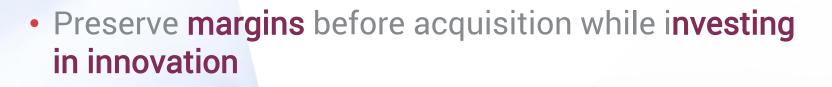
16,9%, 17.7% R&D, AMPLIFY, Golden Gate, API



- Preserve margins before acquisition while investing in innovation
- Keep our historic leadership in France, while focusing on Digital



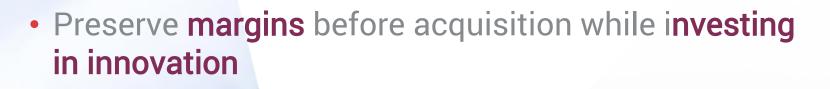




- Keep our historic leadership in France, while focusing on Digital
- Target 20% growth in software revenue in the USA

+23.4% software revenue growth in the USA





- Keep our historic leadership in France, while focusing on Digital
- Target 20% growth in software revenue in the USA
- Achieve average annual growth of 30% Digital revenue

+53% Digital (API, Analytics,...)





axway 🗦

- Preserve margins before acquisition while investing in innovation
- Keep our historic leadership in France, while focusing on Digital
- Target 20% growth in software revenue in the USA
- Achieve average annual growth of 30% Digital revenue

 Active M&A plan both on engagement and foundation domains

Appcelerator & Syncplicity acquisitions since January 2016

Axway, 50th Global software editor

Axway: Catalyst for digital transformation	Axway a Leader in Gartner MQ for App Services Governance for the Second Time (April 2015). TOP 10 Syntec Numerique API leader by Ovum July 2016			
Rev. €301.1million OPM 16.9% FCF/Rev 9.3%%	Euronext Paris listing 2011 Market cap €M 662 Float 29%			
Dual nationality FR/US 19 locations worldwide	1,930+ employees including 584 in R&D and 130 in the sales force			



Thank you

Presentation available on: <u>www.investors.axway.com/en</u>

Mobile App: Axway IR available on Apple store & Android





Patrick Gouffran Investor Relations pgouffran@axway.com



Latest News



Q1 2017 – Revenue 26/04/2017 Press Release

AXWAY: 4.9% total growth in revenue in Q1 2017 to €68.5 million, including €7.3 million in the Cloud.

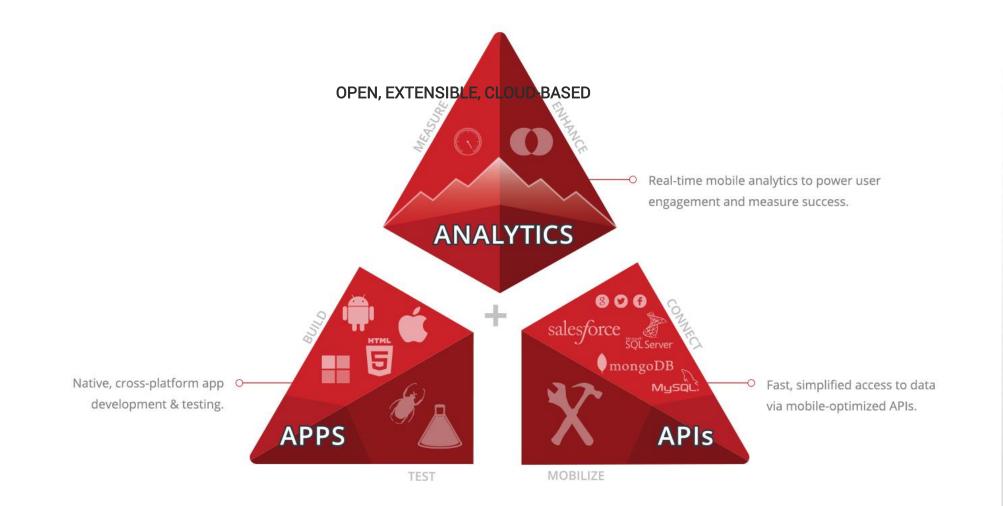
Paris, 26 April – Axway (Euronext: AXW.PA) – Activity in the first-quarter 2017 illustrates good progress with the transformation underway in Axway since early 2016. This addresses firstly the priority given to the growth in digital technologies, which represent more than 45% of licences in the quarter. It also addresses changes in the company's business model to include subscription revenue. Cloud revenue with 23.7% organic growth (which, on a full-year basis, would represent 50% of licence revenue), is taking over from our legacy licence business.

1st Quarter	2017	2016 Reported	2016 Restated ¹	Total Growth	Organic Growth ¹	
Licenses	9.6	12.4	12.6	-22.8%	-24.2%	Rovenue by estivity
Cloud	7.3	-	5.9	-	23.7%	Revenue by activity
Maintenance	37.3	34.7	35.3	7.4%	5.7%	
Services	14.4	18.2	14.1	-21.2%	2.0%	
Axway	68.5	65.3	67.9	4.9%	0.9%	

	1st Quarter	2017	2016 Published	2016 Restated ¹	Total Growth	Organic Growth ¹
Revenue by geographical zone	France	19.5	20.1	20.1	-2.6%	-2.6%
	Rest of Europe	15.8	14.6	14.1	8.5%	11.8%
	Americas	29.5	27.5	30.3	7.6%	-2.4%
	Asia/Pacific	3.6	3.3	3.4	11.6%	6.6%
	Axway	68.5	65.3	67.9	4.9%	0.9%

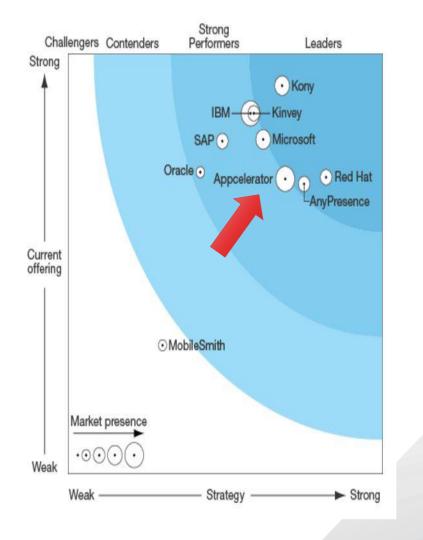


Appcelerator Platform









THE FORRESTER WAVE[™]: MOBILE INFRASTRUCTURE SERVICES, Q3 2015

Appcelerator is one of six vendors who is "...strong across the major mobile infrastructure disciplines ... [and] ...well suited to act as the centerpiece of nearly all enterprise mobility solutions."¹

¹The Forrester Wave[™]: Mobile Infrastructure Services, Q3 2015, Forrester Research, Inc., September 15, 2015

The Forrester Wave[™] is copyrighted by Forrester Research, Inc. Forrester and Forrester Wave[™] are trademarks of Forrester Research, Inc. The Forrester Wave[™] is a graphical representation of Forrester's call on a market and is plotted using a detailed spreadsheet with exposed scores, weightings, and comments. Forrester does not endorse any vendor, product, or service depicted in the Forrester Wave. Information is based on best available resources. Opinions reflect judgment at the time and are subject to change.

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APM Glossary

- <u>Restated</u>: Revenue for the prior year, expressed on the basis of the scope and exchange rates for the current year.
- Organic growth of revenue: Growth of operations between revenue for the period and the reprocessed revenue data for the same period of the preceding fiscal year.
- <u>Profit (loss) from operations</u> This indicator, such as defined in the Registration Document, corresponds to profit from the reprocessed counting operations data of the charge pertaining to the cost of services rendered by the beneficiaries of stock options and of restricted shares and of the provisions to amortisation of the affected intangible assets.
- Profit from counting operations: This indicator corresponds to the operating profit prior to taking into account other operating income and expenses which correspond to unusual, abnormal, infrequent, non-predictive operating income and expenses, and of a particularly significant amount, presented in a distinct manner in order to facilitate understanding of the performance connected to current operations.

