



Société anonyme au capital de €27,640,648
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Lectra.com

*Results of voting by the Ordinary and Extraordinary Shareholders' Meetings,
April 30, 2009*

Ordinary Shareholders' Meeting:

- 51 shareholders, between them holding 20,803,541 (74,06%) shares out of the 28,088,504 entitled to vote after deducting the 407,010 treasury shares held by the company, were present or represented, or voted by correspondence (thus fulfilling the required quorum of one-fifth of shares entitled to vote).
- Of the above 20,803,541 shares, 452,566 carry double voting rights and 20,577,258 carry a single voting right; the total number of votes was therefore 21,029,824.
- Voting results:
 - 1st resolution (approval of the FY2008 parent company financial statements): carried by 21,029,724 votes for (99.99%), with 100 against.
 - 2nd resolution (approval of the FY2008 consolidated financial statements): carried by 21,029,724 votes for (99.99%), with 100 against.
 - 3rd resolution (approval of Directors' performance of duties—*quitus aux administrateurs*): carried by 20,890,948 votes for (99.34%), with 138,876 against (0.66%).
 - 4th resolution (appropriation of income in respect of FY2008): carried by 21,029,724 votes for (99.99%), with 100 against.
 - 5th resolution (approval of costs excluded from charges deductible from corporate income tax): carried by 20,890,948 votes for (99.34%), with 138,876 against (0.66%)
 - 6th resolution (approval of transactions and commitments—*conventions et engagements*—referred to articles L.225-38 and following of the French Commercial Code): carried 15,522,164 votes for (99.99%), with 100 against; Mr. Daniel Harari being a party to this transaction and commitment between Lectra SA and two of its fully-owned subsidiaries did not participate to the vote.
 - 7th resolution (directors' fees allocated to the Board of Directors in respect of FY2007): carried by 20,890,948 votes for (99.34%), with 138,876 against (0.66%)
 - 8th resolution (renewal of annual stock buyback program): carried by 20,183,527 votes for (95.98%), with 846,297 against (4.02%)
 - 9th resolution (granting of powers to perform legal formalities): carried by 21,029,724 votes for (99.99%), with 100 against.

Extraordinary Shareholders' Meeting:

- 51 shareholders, between them holding 20,803,541 (74,06%) shares out of the 28,088,504 entitled to vote after deducting the 407,010 treasury shares held by the company, were present or represented, or voted by correspondence (thus meeting the quorum of one-quarter of shares entitled to vote).
- Of the above 20,803,541 shares, 452,566 carry double voting rights and 20,577,258 carry a single voting right; the total number of votes was therefore 21,029,824.
- The Board of Directors explained in its report to the Extraordinary Shareholders' Meeting the reasons for which the Board recommended shareholders to vote against the 1st resolution, which is mandatory by application of Article L.225-129-6 *alinéa* 2 of the French Commercial Code.
- Voting results:
 - 1st resolution (authority to proceed to capital increases reserved to Group employees by application of Article L.225-129-6 *alinéa* 2 of the French Commercial Code): rejected by 20,031,083 votes against (95.25%) and 878,741 for (4.75%)
 - 2nd resolution (granting of powers to perform legal formalities): carried unanimously by 21,029,824 votes.