

Société anonyme au capital de €27,640,648 World Headquarters : 16-18 rue Chalgrin – 75016 Paris – France B 300 702 305 RCS Paris Lectra.com

Results of voting by the Ordinary and Extraordinary Shareholders' Meetings of April 30, 2010

Ordinary Shareholders' Meeting:

- 58 shareholders, between them holding 20,359,828 (72,57%) shares out of the 28,055,625 entitled to vote after deducting the 439,889 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 20,359,828 shares, 176,638 carry double voting rights and 20,183,190 carry a single voting right; the total number of votes was therefore 20,536,466.
- Voting results:
 - 1st resolution (approval of the FY2009 parent company financial statements): carried by 20,534,695 votes for (99.99%), with 1,771 against.
 - 2nd resolution (approval of the FY2009 consolidated financial statements): carried by 19,750,723 votes for (96.17%), with 785,743 against.
 - 3rd resolution (approval of Directors' performance of duties—*quitus aux administrateurs*): carried by 20,534,695 votes for (99.99%), with 1,771 against.
 - 4th resolution (appropriation of income in respect of FY2009): carried by 20,534,695 votes for (99.99%), with 1,771 against.
 - 5th resolution (approval of expenses excluded from expenses deductible from corporate income tax): carried by 20,396,635 votes for (99.32%), with 139,831 against.
 - 6th resolution (approval of transactions and commitments—*conventions et engagements* referred to in articles L.225-38 and following of the French Commercial Code): carried 20,534,495 votes for (99.99%), with 1,971 against.
 - 7th resolution (directors' fees allocated to the Board of Directors in respect of FY2009): carried by 20,396,635 votes for (99.32%), with 139,831 against.
 - 8th resolution (renewal of annual stock buyback program which objective is restricted to the operation of the Liquidity Agreement managed by SG Securities–Société Générale): carried by 18,494,936 votes for (90.06%), with 2,041,530 against.
 - 9th resolution (granting of powers to perform legal formalities): carried by 20,534,695 votes for (99.99%), with 1,771 against.

Extraordinary Shareholders' Meeting:

- 58 shareholders, between them holding 20,359,828 (72,57%) shares out of the 28,055,625 entitled to vote after deducting the 439,889 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 20,359,828 shares, 176,638 carry double voting rights and 20,183,190 carry a single voting right; the total number of votes was therefore 20,536,466.
- 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 2nd resolution, which is mandatory by application of Article L.225-129-6 alinéa 1 of the French Commercial Code.
- Voting results:
 - 1st resolution (authority to grant a new stock option plan): carried by 19,657,864 votes for (95.72%), with 878,602 against.
 - 2nd resolution (authority to proceed to capital increases reserved to Group employees by application of Article L.225-129-6 *alinéa* 1 of the French Commercial Code): rejected by 19,472,810 votes against (94.82%) and 1,063,656 for.
 - 3rd resolution (granting of powers to perform legal formalities): carried unanimously by 20,534,795 votes for (99.99%), with 1,671 against.