



FOR IMMEDIATE RELEASE

CONTACTS

Thibault de Bouville, CFO,
tdebouville(at)cameleon-software.com
Virginie Dupin, Marketing Director,
vdupin(at)cameleon-software.com
+33 (0)811 70 78 78

Report on the Combined General Meeting of August 27, 2012

Chicago, IL, August 31, 2012

Cameleon Software (FR0000074247), market leader in product design, sales configuration, and quotes and proposals software, announced that the Combined General Meeting held at its headquarters on Monday August 27, 2012 at 17:30 has adopted **all the extraordinary resolutions** submitted for the shareholders' approval.

The adoption of these resolutions, which were suggested with a view to ensure the development of the Company in the shareholders' best interests and maximizing the creation of long-term value, will enable the Company, in accordance with applicable regulations, to guard against any attempts at a takeover by an investor. In particular, this means that an investor wishing to acquire the Company will be required to submit a public tender to offer all shareholders equal liquidity. These measures should thus enable shareholders to take advantage of the promising outlook for growth in the CPQ market, as well as the Company's performance and potential.

The General Meeting of Shareholders thus approved the following resolutions on a conditional basis:

- ✓ **The fourth resolution relating to the authorization to be given to the Board of Directors with a view to reducing the issuer's share capital by canceling the Company's shares held by the Company itself** in accordance with the provisions of Article L. 225-209 of the French Commercial Code;
- ✓ **The fifth resolution relating to the authorization to be given to the Board of Directors with a view to issuing free stock warrants in the event of a public tender for the Company** in accordance with Articles L. 233-32 and L. 233-33 of the French Commercial Code;
- ✓ **The sixth resolution relating to the limitation of voting rights** with the amendment of Article 16 of the Company's bylaws;

- ✓ **The seventh resolution relating to the authorization to be given to the Board of Directors with a view to increasing capital** in accordance with the provisions of Articles L.3332-18 to L.3332-24 and L.3332-1 to L.3332-9 of the French Labor Code, and Articles L.225-129-2, L.225-129-6, and L.225-138-1 of the French Commercial Code.

As for the general resolutions, the General Meeting of Shareholders took the following actions:

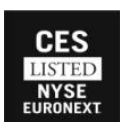
- ✓ Approved the first resolution relating to the authorization to be given to the Board of Directors with a view to enabling the Company to trade in its own shares;
- ✓ Rejected the second resolution relating to the approval of a regulated agreement, subject to the provisions of Article L.225-42-1 subsection 1 of the French Commercial Code, made to the advantage of the President and CEO in the event that his or her position should be terminated;
- ✓ Rejected the third resolution relating to the approval of a regulated agreement, subject to the provisions of Article L.225-42-1 subsection 1 of the French Commercial Code, made to the advantage of the Deputy CEO in the event that his or her position should be terminated.

Detailed results of the votes for resolutions will be made available soon on the Company's website.

About Cameleon Software

Cameleon Software is the global leader in multichannel, multi-device product configurator, quotes, proposals and eCommerce software. Cameleon solutions empower customers' sales teams to streamline their quote-to-order process and increase sales across all channels, and marketing teams to define and launch new products faster. Cameleon's solutions integrate to leading CRM and ERP systems including Salesforce, SAP, Oracle and Microsoft and are available as both SaaS or On Premises. Rated as Positive in the Gartner Group Marketscope, Cameleon Software is a public company with strong references in industries such as insurance and financial services, telecom, hitech and manufacturing, including ADT/Tyco, Clear Channel, Gras Savoye, SFR.

For more information : www.cameleon-software.com and www.salesforce.com/appexchange



ALL RIGHTS RESERVED © 2012 CAMELEON SOFTWARE. Cameleon is a registered trademark of Cameleon Software. All other product and company names mentioned are the property of their respective owners.