

---

Contacts

**Axway**

**Investor Relations:** Patrick Gouffran

+33 (0)1 40 67 29 26 – [pgouffran@axway.com](mailto:pgouffran@axway.com)

**Press Relations:** Sylvie Podetti

+33 (0)1 47 17 22 40 – [spodetti@axway.com](mailto:spodetti@axway.com)

**Systar**

**Press Contact:** Sophie Saltiel

+33(0)1 49 11 45 44 [sophie.saltiel@systar.com](mailto:sophie.saltiel@systar.com)

Press release

## **Axway announces that it has acquired a 61% stake in the share capital of Systar SA**

*Paris, April 17, 2014.* Axway announces that it has finalized the acquisition of 61.02% of the share capital of Systar SA from the shareholders jointly controlling the company, at a price of €5.97 per share.

Axway continues to implement its planned acquisition, which had been announced on March 23, 2014 in a press release. The acquisition concerns all 5,750,120 shares owned by Ms Flasaquier, Messrs Kuster and Beauchamp and the non-trading company Porres. In so doing, the group aims to strengthen its data flow governance positioning by using operational performance management technologies intended for major companies.

Systar is a leading publisher of operational performance management software enabling companies to maximize the effectiveness of their business activities and IT infrastructure, thereby helping them to become more proactive by anticipating problems, reducing risk factors and increasing their own market share. With approximately 150 employees, the company's revenue for the 2012-2013 financial year amounted to €19 million.

Over the next few days, in accordance with applicable regulations, Axway will file a simplified tender offer (followed, if applicable, by a squeeze-out) on the remaining Systar SA shares at a price of €5.97 per share (subject to a clearance decision from the AMF and the work carried out by an independent expert).

Systar designated the Bellot, Mullenbach et Associés firm to act as an independent expert with a view to issuing a fairness opinion on the price offered in the context of the simplified tender offer and to prepare for a possible squeeze-out.

---

During its meeting of April 16, 2014, the Systar SA Board of Directors recorded the resignation of Ms Flasaquier, Mr Kuster and the non-trading company Porres from their duties. Messrs Fabre, Pasquier and Rullaud were co-opted as directors and Mr Christophe Fabre was appointed Chairman and Chief Executive Officer of Systar.

The entire transaction should be finalized in June 2014.

### Disclaimer

This document is a free translation into English of the original French press release. It is not a binding document. In the event of a conflict in interpretation, reference should be made to the French version, which is the authentic text.

### About Axway

Axway (NYSE Euronext: AXW.PA), a market leader in governing the flow of data, is a global software company with more than 11,000 public- and private-sector customers in 100 countries. For more than a decade, Axway has empowered leading organizations around the world with proven solutions that help manage business-critical interactions through the exchange of data flowing across the enterprise, among B2B communities, cloud and mobile devices. Our award-winning solutions span business-to-business integration, managed file transfer, API and identity management, and email security- offered on premise and in the Cloud with professional and managed services. Axway is registered in France with headquarters in the United States and offices in 19 countries. More information is available at [www.axway.com](http://www.axway.com).

### About Systar

Over 180 clients worldwide, including 10 of the world's 15 largest banks, rely on Systar's performance management software to transform their business and IT operations from reactive to proactive, solving problems prior to impacting the business. Systar is widely regarded as the leading provider of Business Activity Monitoring (BAM) solutions and offers innovative Virtualization Management and IT Governance software for physical and virtual server environments. Systar is listed on the NYSE Euronext Paris Stock Exchange (ISIN: FR0000052854-SAR), and has offices in North America and Europe. More information about Systar is available at [www.systar.com](http://www.systar.com).