

Avanquest Software and Emme have decided to join forces to create one of the world's leaders in software publishing

Avanquest Software, a leading worldwide software developer and publisher, and Emme, a leading European software publisher of interactive content, have signed a letter of intent for a friendly takeover of Emme by Avanquest through a Public Share Exchange Offer

Following on its recent acquisition of Nova Development in the United States, the Avanquest Software Group confirms its plan to further consolidate its position as a global leader in software publishing, relying on extensive software offerings marketed through powerful sales channels across all geographical areas worldwide.

January 31, 2006

Avanquest Software today announced a new major step in its development through its agreement for a friendly takeover of Emme, one of Europe's leading publishers of interactive multimedia content. The announcement comes on the heels of Avanquest Software's announced acquisition of Nova Development, which will double the size of Avanquest Group operations in the United States,

Emme (Edition Multi Media Electronique) is one of Europe's leading publishers of interactive multimedia content.

The Emme Group is a software publisher specialized in interactive multimedia content. It has positioned itself in the key segments of education, culture and lifestyle and offers through its various different distribution channels an extensive portfolio of over 1200 titles.

Jean Guetta, president of the Emme group, invested in Emme in 1995 after having previously founded SAARI – one of the biggest French success stories in the management software publishing – which he sold in 1994 to the SAGE group. Mr. Guetta transformed Emme into his second successful entrepreneurial adventure in the software world, having once again employed his demonstrated ability of always surrounding himself with talented people. In 1996, he invited Olivier Wright to join Emme, who as Deputy General Manager has built the operational success for which Emme has become known today.

Emme specializes in the creation and the production of editorial content (independently or with partners), technical development (carried out within its internal studios or by subcontractors), the publishing and marketing of products that were developed internally or acquired, as well as the commercialization of software sold in boxes or as licenses.

Strong complementarities with Avanquest Software in terms of products, channels and businesses.

While Emme is a software publisher specialized in the development of interactive content for the consumer in the educational, cultural and lifestyle sectors, Avanquest is a developer and publisher of communications, security and utility software designed for individuals, small and medium sized companies as well as large companies. The new, expanded Group will immediately feature one of the widest and most diversified catalogs available for each territory, and the sales force throughout the distribution network will be greatly increased.

Avanquest Software and Emme will share the same sales channels and will benefit from the expertise that each has developed over the years within certain market segments – such as educational – where Emme has a specialized subsidiary in France (Jeriko); or in certain territories -- such as the United States -- where Avanquest Software realizes more than half of its annual turnover.

Avanquest Software's sales strategy, which consists of marketing the company's entire catalog of products on all continents and through all sales channels, will provide a supplementary outlet on the American continent for all software published by Emme.

E-commerce will also provide a strong potential for growth. Avanquest's e-commerce strategy has already allowed the company to realize 13% of its sales over the internet. Selling the combined product catalog over the Internet throughout the world represents a strong growth driver for the new, expanded Group.

Half of the software published by Avanquest is developed internally. The group has Research and Development Centers in France, the United States and China. Emme also develops most of its content and its expertise in the domain will naturally reinforce the group's intellectual property assets.

Similarities between the organizational structures guarantee a successful integration.

The synergies of the software product lines and the sales networks are also reflected at the structural level for the companies and their teams. Avanquest Software and Emme have been listed on the same stock markets; Avanquest for more than 10 years and Emme for more than 6 years. The companies both have operational units in each of the countries in which they have a presence.

The European organizations for Avanquest and Emme are absolutely complementary and will reinforce each other. Avanquest Software has a strong presence in the United Kingdom, which accounts for nearly 20% of its sales. It also operates with locations in Germany and France, and over the last 2 years has expanded into Spain and Italy. Emme is already well established in France and has expanded into Great Britain, which accounts for 32% of its sales and where it holds a leading position through its subsidiary, GSP. The Emme group is also present in Germany, Belgium and Spain, and more recently in the United States.

Because they share the same company culture, the integration of the two teams will occur naturally. Jean Guetta will be a member of the Board of Directors for Avanquest Software and Oliver Wright will join the group's Executive Committee and serve as General Manager for Europe. The Emme management team will strengthen the Avanquest Software team, bringing new talents into the new group and facilitating the integration process.

The ambition to become a world leader in software publishing

The addition of Emme to the Group is a key step in attaining the goals of creating and consolidating, over time, Avanquest Software's position as a world leader in software publishing, with an unmatched product offering and sales force to cover all distribution channels, across all territories.

Thanks to its acquisition of Nova Development, Avanquest Software is already positioned as **one of the Top 5 consumer software publishers in the United States**. In only a few years, Emme has been able to take over a leading position in the European market. The combination of the two companies will permit the group to immediately place itself **among the top 3 software publishers in the United Kingdom, in France and in Germany** (excluding Microsoft, source NPD, GfK, Chartrack).

Olivier Wright, Emme Managing Director comments:

“Integrating a software publisher with operations throughout the world, with content and technologies complementary with those of the Emme Group, will permit us to reinforce our position as the European leader and to continue our expansion in the United States. Joining our forces, when we both share the same objective of profitable growth, is the logical result of developments which began almost 10 years ago. It will permit us to strengthen our product offering and to benefit from the strong presence of the Avanquest Group in the United States and from its expertise in the Internet field. We are proud to join Avanquest in order to build together a leader for the future.”

Bruno Vanryb, Founder and CEO of Avanquest Software, adds: ***“Emme’s track of record is impressive. Listed on the stock market for only six years, the company, under the leadership of Jean Guetta and Olivier Wright, has succeeded in positioning itself as the leader in the principal European territories. For Avanquest Software, this transaction, totally complementary to the acquisition of Nova Development that just occurred in the United States, fits in perfectly with our strategic vision: becoming the most important independent software publisher in the world. We are convinced that the dynamic of profitable growth which will result from these operations will create enormous value for our shareholders, who have been so faithful towards us since we were listed on the stock exchange a little more than ten years ago.”***

During 2007, Avanquest Software will greatly exceed 100 million Euros in sales.

During the 2005/2006 financial year, Emme realized sales of € 35.9M (closing end of March) and has a net cash flow of about € 8M. In 2006, the Avanquest Software group – which has a net cash flow estimated at €10M (non-audited figure) - reached € 75.1M in sales. Combined with Nova Development’s sales figure in 2006 of € 24.6M, the new Avanquest Software Group will experience a significant change in size, greatly exceeding its objective of € 100M in sales for 2007.

After carrying out the Emme transaction, the 2007 financial year for Avanquest Software Group will naturally be dedicated to implementing the synergy between the operational entities throughout all territories in order to optimize the profitability of the Avanquest Software Group in its new dimension, and to implement all possible growth drivers.

Terms and calendar for the transaction

Emme and Avanquest Software Management teams have signed a letter of intent providing for the launch of a friendly takeover bid of Emme by Avanquest under the form of an Alternative Public Exchange Offer.

The related draft transaction note from Avanquest and the resultant note from Emme will be submitted to the French Market Authority (AMF) and made available to the public simultaneously in the next few days.

Transaction terms specifics

The Avanquest Group has been listed since December 1996 on the Euronext Paris exchange – Eurolist Section C (Code FR0004026714). The Emme Group has been listed since April 2000 on the Euronext Paris exchange – Eurolist Section C (Code FR0004155000).

The public offer would take the form of an alternative public exchange offer composed of an exchange of shares accompanied by a cash offer, with the alternative of Emme's shareholders opting for a subsidiary offer which includes only shares.

Avanquest Software contemplates to offer Emme’s shareholders:

- As part of the exchange of shares with cash, the exchange of their Emme shares against Avanquest shares, to be issued for this purpose, according to a parity of 9 Avanquest shares with €22.95 cash against 10 Emme shares.
- Alternatively, as part of the Public Exchange Offer, Emme shareholders will have the possibility to opt for the exchange of their Emme shares against Avanquest shares, to be issued for this purpose, according to a parity of 11 Avanquest shares against 10 Emme shares.

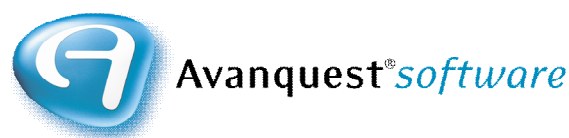
Mr. Guetta and Mr. Wright who hold 6.5 % in total of Emme’s capital would bring their shares to the transaction.

The launch of the alternative public exchange offer as contemplated and described above is subject to the approval of the French Market Authority.

Financial Analysts and Investors are invited to join a conference call which will be organized on February 1 at 4:00 PM Paris time. Dial-in number and password will be made available upon request when reaching Avanquest Software Analysts & Investors' department at +33 (1) 41 27 19 74.

A new Visual Identity to accompany the change in size

At the same time that the Group is changing its size, Avanquest Software is announcing its new visual identity:



The new visual identity highlights the strong values that drive Avanquest Software: Innovation and Excellence, but also Emotion and Customer Intimacy.

The new identity contributes to the Group's desire to establish a strong global trademark, throughout all territories and all sales channels, which is immediately recognized by its clients. Under the Avanquest Software flagship, a range of software which conveys the group's values will be launched in each country with unified packaging and a branding strategy, creating value for the company as a whole throughout the world over future years.

Unifying, the new visual identity for the Group symbolizes the values of a company united around the same core business and global ambition: to position itself as a leading software publisher throughout all territories. It represents the movement and the dynamism which motivate all the groups' teammates to meet the challenges of the future.

About Avanquest Software

Avanquest Software is a leading developer and global publisher of best-selling personal and professional software designed for utilities, office productivity, communications and mobility worldwide. Headquartered in France, with operating units, subsidiaries and offices located in United States, France, Germany, Great Britain, Italy, Spain, China, Korea, and Japan, Avanquest Software products are marketed in over 100 countries, through e-commerce, OEM partnerships and IT resellers. Founded in 1984 as BVRP Software and listed since December 1996 on Euronext (ISIN FR0004026714), Avanquest Software forms part of the Eurolist, NextEconomy segment and SBF 250 index. In 2006, Avanquest Software posted revenues of €75.1M. Additional information on Avanquest Software is available at <http://www.avanquest.com>.

About Emme

The EMME Group is one of Europe's leading publishers of interactive content. The Group has positioned itself in the key segments of education, culture and lifestyle. Through its catalogue, the Group offers an extensive portfolio of over 1,000 titles on CD-ROM and DVD-ROM in the educational, cultural and lifestyle sectors. The EMME Group has an international profile and 75% of its sales are generated outside France. The Group's dynamic business approach has helped it establish a presence in the four main European markets - France (EMME SA, Anten), the UK (GSP), Belgium & The Netherlands (Mediamix) and Germany (Modern Games) - and the US market (GSP North America). For economic and financial updates on the Emme Group (code ISIN FR0004150000): Visit <http://www.EMME-finance.com> or <http://www.EMME.com>

Your contacts

Thierry Bonnefoi, Analysts/Investors Relations
Tel.: +33 (0)1 41 27 19 74 – E-mail: tbonnefoi@avanquest.com

Olivier Wright, Analysts/Investors Relations
Tél. : +333 (0) 1 55 20 25 84 - E-mail : owright@emme.fr

Christine Sauvaget, Communications & Press Relations
Tel.: +33 (0)1 41 27 19 82 – E-mail: csauvaget@avanquest.com



Ticker : **AVQ**
ISIN : **FR0004026714**
Reuters : **AVQ.PA**
Bloomberg : **AVQ:FP**