INTERIM FINANCIAL REPORT
FOR THE SIX-MONTH PERIOD
ENDED 30 JUNE 2015

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SUMMARY

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HALF-YEAR MANAGEMENT REPORT

KEY EVENTS IN THE FIRST HALF OF 2015

Despite an economic environment that remained challenging, especially in Europe, business performance in the first half of 2015 ended with revenue growing by 17.6%. The Licences segment recorded particularly robust growth of 22.9% (7.4% organic growth), driven in particular by France. Our customers also continue to renew their maintenance contracts and have been purchasing more comprehensive levels of service in order to protect their investments using our solutions.

The highlights of the first half were as follows:

- Christophe Fabre's terms of office as Director and Chief Executive Officer expired at the Combined General Meeting of 22 June 2015. The decision was made not to propose the renewal of Christophe Fabre's terms of office but to appoint Jean-Marc Lazzari as Chief Executive Officer of Axway Software;
- our operating profit on business activities doubled from 4.7% in the first half of 2014 to 9.4% in the first half of 2015;
- restructuring expenses for certain business activities (mainly Sales and Research and Development) impacted our net profit by €8.1 million;
- we won several large contracts in our main markets, particularly in France and the United States. The number of major contracts rose sharply compared with the first half of 2014.

BUSINESS PERFORMANCE IN THE FIRST HALF OF 2015

M€	1st half 2015	1st half 2014	2014 Pro Forma	Total Growth	Organic Growth(1)
France	47.5	42.7	43.2	11.0%	9.7%
Rest of Europe	31.6	29.0	32.4	8.7%	-2.5%
America's	49.6	38.8	48.6	27.7%	2.0%
Asia/Pacific	6.5	4.3	5.2	51.4%	24.0%
AXWAY	**135.1**	**114.9**	**129.5**	**17.6%**	**4.3%**

(1) At comparable perimeter and exchange rate.

The 2015 first-half consolidated revenue of Axway totalled €135.1 million, representing organic growth of 4.3% and a total growth of 17.6% compared to the first half of 2014. Operations in the rest of Europe were affected by a challenging first half in Germany and the United Kingdom. Total growth of 27.7% in the Americas region was primarily due to favourable exchange rates and the integration of Systar's activities in the United States, but also to the strong performance of the Maintenance and Services segments. The Licenses segment in the Americas region remained difficult. All other regions experienced strong total and organic growth compared with the first half of 2014. Revenue growth was driven mainly by France, which continues its excellent development. Our APAC region revenue grew significantly, particularly in the Services segment.

M€	1st half 2015	1st half 2014	2014 Pro Forma	Total Growth	Organic Growth(1)
Licenses	34.2	27.8	31.8	22.9%	7.4%
Maintenance	68.0	57.4	65.0	18.5%	4.7%
Services	32.8	29.6	32.6	10.8%	0.6%
AXWAY	**135.1**	**114.9**	**129.5**	**17.6%**	**4.3%**

(1) At comparable perimeter and exchange rate.

In the first half of 2015, Axway grew licence revenue by 7.4% organic and total of 22.9% compared to first-half 2014. The strong performance of the Licences segment this half stemmed from a rebound in France driven by the signing of several large contracts in the first six months. The organic growth of Services revenue was up by 0.6% (10.8% for total growth), with a significant slowdown in the United Kingdom. Maintenance revenue, representing 50.4% of total revenue, meanwhile rose 4.7% organic and 18.5% in total.

RESULTS FOR THE FIRST HALF OF 2015

Profit on operating activities was at 9.4% in the first half of 2015, compared with 4.7% in the same period of 2014. This performance was the result of the total costs remaining virtually unchanged, at constant exchange rates and scope of consolidation, relative to organic growth of 4.3% in total revenue.

	1st half 2015		1st half 2014	
	(in M€)	(% Rev)	(in M€)	(% Rev)
Total Revenue	**135.1**	**100.0%**	**114.9**	**100.0%**
Total Costs of sales	44.1	32.7%	39.6	34.5%
Gross profit:	**91.0**	**67.3%**	**75.3**	**65.5%**
Operating expenses				
Sales and marketing	41.8	30.9%	37.2	32.4%
Research and Development	23.2	17.1%	20.2	17.6%
General and administrative	13.3	9.9%	12.5	10.9%
Total operating expenses	**78.3**	**57.9%**	**69.9**	**60.8%**
Profit on operating activities	**12.7**	**9.4%**	**5.4**	**4.7%**

The gross margin of revenue for Licences, Maintenance and Services was up by 1.8 points. Gross profit rose by €15.7 million.

Total operating expenses represented 57.9% of revenue in the first half of 2015 as opposed to 60.8% in the first half of 2014, an €8.4 million increase in absolute values. The fall of nearly 3 points in operating expenses as a percentage of revenue is the result of improved cost controls.

Research and Development costs rose by €3 million following the changes in demand for historical Middleware segments (MFT/B2B/Integration), which confirmed the need to involve emerging but extremely dynamic technologies such as API and Operational Intelligence. We spent 17.1% of our total revenue in the first half of 2015, as opposed to 17.6% in 2014.

General and administrative expenses increased by €0.8 million, but fell as a percentage of revenue. This rise resulted primarily from changes in €/US$ exchange rates.

Financial situation of the Group

At 30 June 2015, the financial position of Axway remained strong. The first half ended with a cash balance greater than €41 million and a net cash position of €31.5 million (net of debt). Banking covenants are respected and all remain below the contractual thresholds with our banks. Equity attributable to owners of the parent amounted to €307.6 million. Bank debt at 30 June 2015 amounted to €6.6 million.

Cash flows generated from operations before tax and cost of debt improved to €10.6 million for the first half of 2015, compared with €7.0 million for the first half of 2014. As a high proportion of our maintenance invoices are issued at the beginning of the year, the net change in working capital in the first half remained positive at €27.8 million resulting in net cash generated from operating activities of €36.1 million for the first half of 2015. Overall, our net cash taking into account the €45 million repayment of the syndicated loan was reduced by €4.5 million in the first half of 2015.

MAIN RISKS AND UNCERTAINTIES FOR THE SECOND HALF OF 2015

The level and nature of risks that the Group is subject are not changed compared to the risk factors set out on pages 97 to 105 of the 2014 Registration Document.

However, the evolution of the economy is one of the main factors influencing the course of business during the second half.

OUTLOOK FOR THE SECOND HALF OF 2015

To date, there is no known event that may have a significant impact on the financial position of Axway.

As with each year, performance in the first half does not provide any particular indication of overall performance in the full year. In the short term, and continuing the trend seen in the first half of 2015, the next half-year looks encouraging, with promising commercial portfolios.

In our strategic reflection we have prioritised realignment with Axway's target markets and the positioning of our offers. This is a natural progression for a software company. From here, a medium-term development plan is being prepared, which will form the basis of the Company's roadmap. This will of course be a central feature of presentations on the annual results.

EVENTS AFTER THE REPORTING PERIOD

Between 1 July 2015 and the date of the Board of Director's meeting, there were no significant events likely to impact the financial statements presented.

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CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2015

INCOME STATEMENT

		1st half 2015	1st Half. 2014
(in thousands of euros)	**Notes**	**Amount**	**Amount**
Revenue	**3, 4**	**135,073**	**114,870**
Staff costs	5	-92,371	-81,923
External expenses		-31,806	-28,529
Taxes and duties		-1,237	-1,164
Depreciation and amortisation, Provisions and impairment		-2,515	-2,571
Other operating expenses and income from recurring operations		5,574	4,725
Operating profit on business activity		**12,717**	**5,408**
as % of revenue excl. VAT		***9.4%***	***4.7%***
Share-based payment expense		-308	-437
Amortisation of allocated intangible assets		-3,009	-1,991
Profit from recurring operations		**9,400**	**2,980**
as % of revenue excl. VAT		***7.0%***	***2.6%***
Other operating income and expenses	6	-8,138	-968
Operating profit		**1,262**	**2,012**
as % of revenue excl. VAT		***0.9%***	***1.8%***
Cost of net financial debt	7	-234	-407
Other financial income and expense	7	-96	-276
Tax charge	8	1,385	1,633
Net profit for the period from continuing operations		**2,318**	**2,962**
Profit after tax from discontinued operations		-	-
Attributable to Group		**2,318**	**2,962**
as % of revenue excl. VAT		***1.7%***	***2.6%***
Minority interests		-	203
NET PROFIT		**2,318**	**2,759**

Earnings per share

(in euros)	**Notes**	**1st half 2015**	**1st Half. 2014**
Basic earnings per share	**9**	**0.11**	**0.13**
Fully diluted earnings per share	**9**	**0.11**	**0.13**

OTHER COMPREHENSIVE INCOME STATEMENT ITEMS

(in thousands of euros)	**1st half 2015**	**1st Half. 2014**
Net profit	**2,318**	**2,962**
Other comprehensive income statement:		
Actuarial gains and losses on pension plans	865	-720
Tax impact	-287	396
Subtotal of items not reclassifiable to profit or loss	**577**	**-324**
Minority interests	-1	-202
Translation differential	12,309	1,120
Change in the value of derivatives	256	-145
Tax impact	-12	45
Subtotal of items reclassifiable to profit or loss	**12,553**	**818**
Total other comprehensive income statement	**13,130**	**494**
TOTAL COMPREHENSIVE PROFIT	**15,448**	**3,456**
Minority interests	-1	2
Attributable to Group	**15,449**	**3,454**

BALANCE SHEET

ASSETS *(in thousands of euros)*	**Notes**	**30/06/2015**	**31/12/2014**
Goodwill	10	247,947	236,472
Intangible assets		43,958	45,632
Property and equipment		6,531	6,936
Financial assets		1,635	1,377
Deferred tax assets		44,887	40,712
Other non-current assets		**344,959**	**331,129**
Inventories		198	222
Trade accounts receivable	11	69,275	84,852
Other current receivables		23,785	17,968
Cash and cash equivalents		41,693	44,574
Current assets		**134,950**	**147,615**
TOTAL ASSETS		**479,909**	**478,744**

LIABILITIES AND EQUITY *(in thousands of euros)*	**Notes**	**30/06/2015**	**31/12/2014**
Share capital		41,170	41,136
Capital reserves		109,790	109,267
Consolidated reserves		154,271	121,620
Profit for the period		2,318	26,486
Equity – Group share		**307,549**	**298,510**
Minority interests		**2**	**3**
TOTAL EQUITY	**12**	**307,551**	**298,512**
Financial debt – long-term portion	13	7,779	46,374
Deferred tax liabilities		8,308	9,484
Other non-current liabilities		9,268	9,384
Non-current liabilities		**25,355**	**65,243**
Financial debt – short-term portion	13	2,395	1,322
Trade accounts payables		7,719	7,931
Deferred revenue		81,829	61,088
Other current liabilities	14	55,060	44,648
Current liabilities		**147,003**	**114,989**
TOTAL LIABILITIES		**172,358**	**180,232**
TOTAL LIABILITIES AND EQUITY		**479,909**	**478,744**

CHANGES IN SHAREHOLDERS' EQUITY

(in thousands of euros)	Share capital	Capital reserves	Treasury shares	Reserves and consolidated profit	Other comprehensive income statement items	Total attributable to Group	Minority interests	Total
Equity at 30/06/2014	**41,099**	**108,656**	**-609**	**106,603**	**-449**	**255,300**	**1**	**255,301**
Capital transactions	37	240	-	-	-	277		277
Share-based payments		372		-	-	372		372
Transactions in treasury shares			-126	- 28	-	-155		-155
Earnings appropriation				675	-	675	-	675
Changes in scope of consolidation				-9	-	-9		-9
Others movements		-1	-	-567	-	-568		-568
Transactions with shareholders	**37**	**611**	**-126**	**71**	**-**	**593**	**-**	**593**
Profit for the year	-	-	-	23,727	-	23,727	204	23,931
Other comprehensive income statement	-	-	-	-	18,890	18,890	-202	18,688
Total comprehensive profit for the year	**-**	**-**	**-**	**23,727**	**18,890**	**42,617**	**2**	**42,619**
Equity at 31/12/2014	**41,136**	**109,267**	**-735**	**130,401**	**18,441**	**298,510**	**3**	**298,512**
Capital transactions	34	219	-	-	-	253		253
Share-based payments		305		-	-	305		305
Transactions in treasury shares			274	-	-	274		274
Earnings appropriation				-8,227	-	-8,227		-8,227
Changes in scope of consolidation				-	-	-		-
Others movements			-	987	-	987		987
Transactions with shareholders	**34**	**523**	**274**	**-7,241**	**-**	**-6,410**	**-**	**-6,410**
Profit for the year	-	-	-	2,318	-	2,318	-	2,318
Other comprehensive income statement	-	-	-	249	12,882	13,132	-1	13,130
Total comprehensive profit for the year	**-**	**-**	**-**	**2,567**	**12,882**	**15,449**	**-1**	**15,448**
EQUITY AT 30/06/2015	**41,170**	**109,790**	**-462**	**125,728**	**31,323**	**307,549**	**2**	**307,551**

STATEMENT OF CASH FLOWS

(in thousands of euros)	1st half 2015	1st Half. 2014
Consolidated net profit (including minority interests)	**2,318**	**2,962**
Net increase in depreciation, amortisation and provisions	11,128	4,602
Unrealised gains and losses relating to changes in fair value	-2,187	121
Share-based payment expense	308	437
Other calculated income and expense	-	-37
Gains and losses on disposal	201	114
Cash from operations after cost of net debt and tax	**11,768**	**8,199**
Net cost of financial debt	234	407
Income taxes (including deferred tax)	-1,385	-1,633
Cash from operations before cost of net debt and tax (A)	**10,616**	**6,973**
Tax paid (B)	-2,294	-627
Changes in operating working capital requirements (including liabilities related to employee benefits) (C)	27,801	21,324
Net cash from operating activities (D) = (A+B+C)	**36,123**	**27,670**
Purchase of tangible and intangible fixed assets	-1,478	-4,160
Proceeds from sale of tangible and intangible fixed assets	1	111
Purchase of financial assets	-153	-135
Proceeds from sale of financial assets	-	8
Impact of changes in the scope of consolidation	-6	-48,335
Variations of lending	112	-
Net cash from (used in) investing activities (E)	**-1,524**	**-52,511**
Proceeds on the exercise of stock options	253	1,015
Purchase and proceeds from disposal of treasury shares	-	1
Dividends paid during the period	-	-8,210
Change in borrowings	-40,130	23,944
Net interest paid (including finance leases)	-234	-407
Other cash flow relating to financing activities	45	225
Net cash from (used in) financing activities (F)	**-40,065**	**16,568**
Effect of foreign exchange rate changes (G)	919	365
NET CHANGE IN CASH AND CASH EQUIVALENTS (D + E + F + G)	**-4,547**	**-7,908**
Opening cash position	44,568	49,165
Closing cash position	40,021	41,257

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Contents of the notes to the consolidated financial statements

Note 1. Accounting policies

These condensed interim consolidated financial statements for the six months ended 30 June 2015, together with the accompanying notes, were prepared under the responsibility of the Board of Directors and approved at its meeting of 28 July 2015.

1.1. Basis of preparation of the condensed interim consolidated financial statements

The condensed interim consolidated financial statements for the six months ended 30 June 2015 were prepared in accordance with IAS 34 Interim Financial Reporting and do not therefore contain all the information required for the annual financial statements. For this reason, they should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2014, which were prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union.

These condensed interim consolidated financial statements are presented in thousands of euros, unless indicated otherwise.

1.2. Summary of the main accounting policies

The accounting policies and principles applied in these condensed interim consolidated financial statements are the same as those used to prepare the financial statements for the year ended 31 December 2014, with the exception of provisions specific to the preparation of interim financial statements:

- tax expense is calculated by applying the current tax rate to profit before tax for the period (forecast taxable income pro-rated to the first half);
- retirement commitments for the period were estimated using actuarial studies carried out for the 2014 financial year, discounted for the first half of 2015.

The new standards, amendments to existing standards and interpretations, which must be applied for the accounting periods beginning on or after 1 January 2015 did not have any material impact on the Group's financial statements and operating profit. These relate to:

- Annual improvements (2011-2013 cycle); and
- IFRIC 21 *Levies*.

The Group chose not to apply the standards and interpretations not yet adopted by the European Union for accounting periods beginning on or after 1 January 2015 or not mandatory at 30 June 2015, namely:

- Amendments to IAS 19 *Defined Benefit Plans: Employee Contributions*;
- Annual improvements (2010-2012 cycle);
- Annual improvements (2012-2014 cycle);
- Amendments to IAS 16 and IAS 38 *Clarification of Acceptable Methods of Depreciation and Amortisation;*
- Amendments to IFRS 10, IFRS 12 and IAS 28 *Investment Entities: Applying the Consolidation Exception*;
- Amendment to IAS 1 *Disclosure Initiative: Presentation of Financial Statements*;
- Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture; and
- Amendments to IFRS 11 *Acquisition of Interests in Joint Operations*.

The main accounting methods used by the Group are described in the notes to the annual financial statements.

Note 2. Key events and scope of consolidation

2.1. Change in the scope of consolidation

a. Deconsolidated entities

During the first half of 2015, the Group liquidated the dormant companies Vordel LTD in the United Kingdom and Vordel Inc. in the United States. These two companies were removed from the scope of the consolidation. Axway Software took over Systar SA by transferring all of its assets and liabilities. Systar SA was deleted from the Trade and Companies Register records on 26 January 2015.

b. Newly-consolidated entities

No entities were consolidated for the first time in the first half of 2015.

NOTES TO THE CONSOLIDATED INCOME STATEMENT

Note 3. Revenue

3.1. Revenue by activity

(in millions of euros)	1st half 2015		1st half 2014	
Licences	34.2	25.3%	27.8	24.2%
Maintenance	68.0	50.4%	57.4	50.0%
Services	32.8	24.3%	29.7	25.8%
TOTAL REVENUE	**135.1**	**100.0%**	**114.9**	**100.0%**

3.2. International revenue

(in millions of euros)	1st half 2015		1st half 2014	
France	47.5	35.1%	42.8	37.2%
International	87.6	64.9%	72.1	62.8%
TOTAL REVENUE	**135.1**	**100.0%**	**114.9**	**100.0%**

Note 4. Segment information

Geographical breakdown of revenue

(in millions of euros)	1st half 2015		1st half 2014	
France	47.5	35.1%	42.8	37.2%
Rest of Europe	31.6	23.4%	29.0	25.2%
Americas	49.6	36.7%	38.8	33.8%
Asia Pacific	6.5	4.8%	4.3	3.7%
TOTAL REVENUE	**135.1**	**100.0%**	**114.9**	**100.0%**

Note 5. Employee costs

5.1. Breakdown of employee costs

(in thousands of euros)	1st half 2015	1st Half. 2014
Salaries	72,308	64,064
Social charges	19,341	17,859
Employee profit sharing	721	-
TOTAL	**92,371**	**81,923**

5.2. Workforce

No. of employees at 30 June	1st half 2015	1st Half. 2014
France	692	722
International	1,234	1,262
TOTAL	**1,926**	**1,984**

Average no. of employees	1st half 2015	1st Half. 2014
France	698	653
International	1,244	1,218
TOTAL	**1,942**	**1,871**

Note 6. Other operating income and expenses

In the first half of 2014, the non-recurring expenses recognised under this item are mainly related to the acquisition of Systar and relate to the specific fees and costs in respect of this acquisition (€0.9 million) and to the incurred and estimated restructuring costs (€0.1 million).

In the first half of 2015, expenses of €8.1 million recorded under this heading relate to the ongoing Group restructuring.

Note 7. Financial income and expenses

7.1. Cost of net financial debt

(in thousands of euros)	1st half 2015	1st Half. 2014
Income from cash management	84	83
Interest expense	-318	-490
TOTAL	**-234**	**-407**

7.2. Other financial income and expenses

(in thousands of euros)	1st half 2015	1st Half. 2014
Foreign exchange gains and losses	40	-125
Reversal of provisions	321	-
Other financial income	-	13
Total other financial income	**361**	**-112**
Charges to provisions	-281	12
Discounting of retirement commitments	-59	-86
Discounting of employee profit sharing	-	-17
Change in the value of derivatives	30	-
Other financial expenses	-148	-73
Total other financial expense	**-457**	**-164**
TOTAL OTHER FINANCIAL INCOME & EXPENSE	**-96**	**-276**

Note 8. Tax expense

(in thousands of euros)	1st half 2015	1st Half. 2014
Current tax	-2,401	-1,795
Deferred tax	3,786	3,428
TOTAL	**1,385**	**1,633**

The prior earnings and future growth prospects of the US subsidiary Axway Inc. resulted in the degree to which deferred tax assets are activated being based on the profits for five years, from the half-yearly closing for 2013, rather than two years as was previously the case. This option led to the activation of deferred tax assets of €0.7 million at 30 June 2015.

In line with the strong cyclical nature of the business, Axway Software France realised a tax loss at 30 June 2015. In accordance with IAS 34 paragraph B16, tax income of €3.5 million was recorded over this tax loss, which will be used during the second half of the year.

At 30 June 2015, unrecognised deferred tax assets in relation to tax loss carryforwards amounted to €28.5 million and mainly concerned the following subsidiaries: Axway Inc. (€23.0 million), Axway UK (€1.3 million), Axway Srl in Italy (€0.8 million) and Axway Pte Ltd in Singapore (€1.2 million).

Note 9. Earnings per share

(in euros)	1st half 2015	1st Half. 2014
Net profit - Group share	2,317,844	2,758,416
Weighted average no. ordinary shares in issue	20,578,418	20,538,297
BASIC EARNINGS PER SHARE	**0.11**	**0.13**

(in euros)	1st half 2015	1st Half. 2014
Net profit - Group share	2,317,844	2,758,416
Weighted average number of ordinary shares in issue	20,578,418	20,538,297
Weighted average number of securities retained in respect of dilutive items	243,216	485,967
Weighted average number of shares retained for the calculation of diluted net earnings per share	20,821,634	21,024,264
FULLY DILUTED EARNINGS PER SHARE	**0.11**	**0.13**

NOTES TO THE CONSOLIDATED BALANCE SHEET

Note 10. Goodwill

The movements in the first half were as follows:

(in thousands of euros)	Gross value	Impairment	Net
31 December 2014	**245,248**	**8,776**	**236,472**
Acquisition of Systar	190		190
Translation differential	11,323	38	11,286
30 JUNE 2015	**256,762**	**8,814**	**247,947**

Note 11. Trade receivables

(in thousands of euros)	30/06/2015	31/12/2014
Trade accounts receivable	55,637	59,255
Accrued income	14,546	26,348
Accrued credit notes	-	-
Provision for doubtful debtors	-909	-751
TOTAL	**69,275**	**84,852**

Note 12. Equity

12.1. Changes in the share capital

At 31 December 2014, the share capital stood at €41,136,276, comprising 20,568,138 fully paid-up shares with a nominal value of €2.00 each.

In the first half of 2015, 16,953 share subscription options were exercised, leading to the creation of 16,953 new shares at the price of €2.00, with a share premium of €12.90.

At 30 June 2015, the share capital stood at €41,170,182, comprising 20,585,091 fully paid-up shares with a nominal value of €2.00 each.

12.2. Dividends

The General Shareholders' Meeting of Axway Software held on 22 June 2015 to approve the 2014 financial statements approved a dividend of €0.40 per share, representing a total of €8,227 thousand.

This dividend was scheduled for payment on 3 July 2015.

Note 13. Financial liabilities - Net debt

(in thousands of euros)	Current	Non-current	1st half 2015	31/12/2014
Bank loans	87	4,848	4,935	44,499
Employee profit sharing	577	2,931	3,508	3,148
Other financial liabilities	60		60	44
Current bank overdrafts	1,672	-	1,672	6
FINANCIAL DEBT	**2,395**	**7,779**	**10,174**	**47,696**
Cash and cash equivalents	-41,693	-	-41,693	-44,574
NET DEBT	**-39,297**	**7,779**	**-31,519**	**3,122**

Note 14. Other current liabilities

(in thousands of euros)	30/06/2015	31/12/2014
Employees	17,395	17,990
Social security	9,137	11,917
Value added tax	9,323	10,854
Other tax liabilities	1,340	2,116
Corporate income tax	967	921
Other liabilities	2,952	851
Restructuring provision	5,720	-
Dividend to pay	8,227	-
TOTAL	**55,060**	**44,648**

Deferred income

The rise in deferred income compared with 31 December 2014 primarily relates to the maintenance activities, for which invoices are mainly issued at the beginning of the year. The deferred income figure at 30 June 2015 is consistent with the growth achieved in the maintenance activity in the first half of 2015.

OTHER INFORMATION

Note 15. Related-party transactions

The agreements concluded with the parties related to the Axway Group were identified in Note 2.3 "Related-party transactions" to Axway's 2014 Registration Document, filed with the *Autorité des marchés financiers* on 23 April 2015. In addition, this Registration Document includes the report on regulated agreements.

The only new agreement concluded with parties related to the Axway Group during the first half of 2015, other than those described in the 2014 Registration Document, is the agreement presented below.

At its meeting of 22 June 2015, the Board of Directors of Axway, having noted the recommendations by the Remuneration Committee and having verified the achievement of applicable performance criteria, authorised, in the interests of Axway Software, a transaction with Christophe Fabre following the non-renewal of his terms of office as Director and Chief Executive Officer, under Article L. 225-42-1.

In accordance with the Middlenext Code recommendation, the remuneration terms of Christophe Fabre as a corporate officer include performance criteria. The Board also verified that the remuneration to be provided under the transaction with Christophe Fabre did not exceed two years' worth of fixed and variable remuneration.

The expenses of €1.4 million recognised for this transaction under other operating income and expenses notably include the transaction-based remuneration, non-compete benefits, pay in lieu of notice, insurance premiums for retirement, related expenses and the removal of the continued employment criterion for the exercise of stock options.

Note 16. Off-balance sheet commitments and contingent liabilities

The Group's off-balance sheet commitments are those made or received by Axway and its subsidiaries. These commitments were not subject to any significant changes compared with 31 December 2014.

Note 17. Exceptional events and legal disputes

As far as the Group is aware, and notwithstanding the information provided in this report, there were no disputes or litigation known of or under way that may have a significant negative impact on the Group's financial position, at the date of this report.

Note 18. Events after the reporting period

Between 1 July 2015 and the date of the Board of Director's meeting, there were no significant events likely to impact the financial statements presented.

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STATUTORY AUDITOR'S REPORT ON THE INTERIM FINANCIAL STATEMENTS

To the Shareholders,

In compliance with the assignment entrusted to us by your General Shareholders' Meeting and pursuant to Article L. 451-1-2 III of the French Monetary and Financial Code (*Code monétaire et financier*), we have performed:

- a limited review of the accompanying condensed interim consolidated financial statements of Axway Software for the period from 1 January to 30 June 2015;
- verification of the information provided in the half-year management report.

These condensed interim consolidated financial statements were prepared under the responsibility of the Board of Directors. Our responsibility is to express our conclusion on these financial statements, based on our limited review.

I. Conclusion on the financial statements

We conducted our limited review in accordance with the professional standards applicable in France.

A limited review mainly consists of interviewing management in charge of accounting and financial matters and applying analytical procedures. These procedures are less broad in scope that those required for an audit performed in accordance with French auditing standards. Accordingly, a limited review only provides moderate assurance, which is less assurance than that provided by an audit, that the financial statements taken as a whole are free of material misstatements.

Based on our limited review, we did not identify any material misstatements that would cause us to believe that the condensed interim consolidated financial statements do not comply with IAS 34, the IFRS relating to interim financial reporting adopted by the European Union.

II. Specific verification

We have also verified the information presented in the half-year management report commenting on the condensed interim consolidated financial statements that were the subject of our limited review.

We have no matters to report as to its fair presentation and consistency with the condensed interim consolidated financial statements.

Paris and Courbevoie, 29 July 2015

The Statutory Auditors

Auditeurs & Conseils Associés	**Mazars**
François Mahé	Christine Dubus

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DECLARATION BY THE PERSON RESPONSIBLE FOR THE INTERIM FINANCIAL REPORT

I declare that, to the best of my knowledge, the financial statements presented in the interim financial report have been prepared in accordance with applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and of all the entities included in the scope of consolidation, and that the half-year management report provides a fair review of the significant events that occurred in the first six months of the financial year and their impact on the interim financial statements, and of the main transactions between related parties, as well as a description of the main risks and uncertainties for the remaining six months of the financial year.

Puteaux, 29 July 2015

Jean-Marc Lazzari

Chief Executive Officer

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