

Full-Year 2016

Analyst Conference 23 Feb. 2017



Forward Looking Statements

- This presentation contains forecasts in respect of which there are risks and uncertainties concerning the company's future growth and profitability. The group highlights the fact that the signature of license contracts, which often represent investments for clients, are more significant in the second half of the year and may therefore induce to a more or less favorable full-year performance.
- Furthermore the current outcome of the events or actual results may differ from those described in this document as a result of a number of risks and uncertainties set out in the Registration Document 2015 submitted to the Autorité des Marchés Financiers (AMF) on 25 April 2016 n° D16-0393.
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Agenda

Speakers



Jean-Marc Lazzari, CEO



Patrick Donovan, **CFO**

- Full Year 2016 Analysis
- Accounting & Financial Results
- Mid-Term Status
- Q&A direct, audio, chat

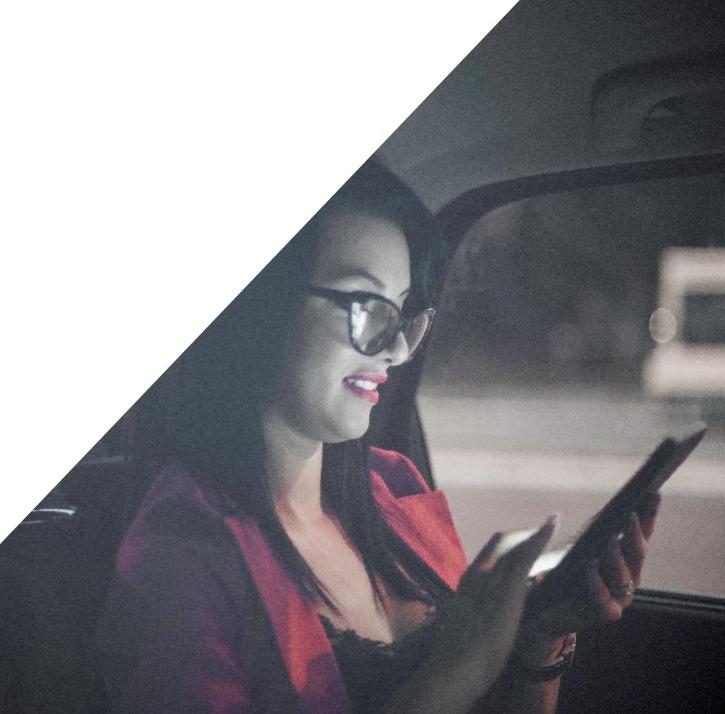








Jean-Marc Lazzari CEO



Highlights 2016 #axway

- Transition year
- Continued transformation: PM, R&D...
- Appcelerator Integration
- New branding "imagination takes shape"
- Moving people Paris, Sydney, Singapore...
- AMPLIFY platform innovation





- Axway announces the acquisition of Syncplicity
- Leader in secure collaboration and file sharing (EFSS)





Key figures 2016



	2016	2015 Published
Revenue	301.1	284.6
Profit from business activity (%revenue)	50.8 16.9%	44.5 15.6%
Net Profit (%revenue)	31.5 <i>10.5%</i>	27.9 <i>9.8%</i>



Revenue by activity 2016

[€M]	2016	2015 Published	2015 Restated	Organic Growth ¹
Licenses	81.3	80.5	79.9	1.8%
Maintenance	143.0	137.7	136.6	4.7%
Services	76.8	66.4	72.0	6.7%
Axway	301.1	284.6	288.5	4.4%



Revenue by region 2016

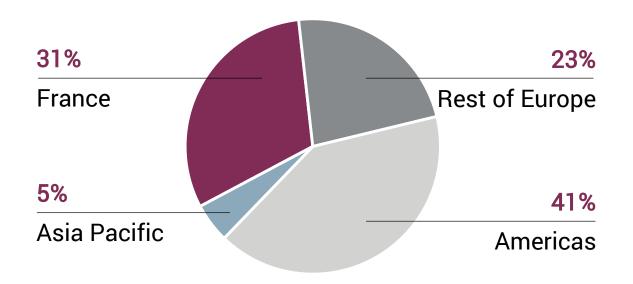
[€M]	2016	2015 Published	2015 Restated	Organic Growth ¹
France	94.2	95.2	94.8	-0.6%
Rest of Europe	68.8	65.7	64.0	7.4%
Americas	122.9	109.7	115.9	6.0%
Asia Pacific	15.3	13.9	13.8	10.7
Axway	301.1	284.6	288.5	4.4%



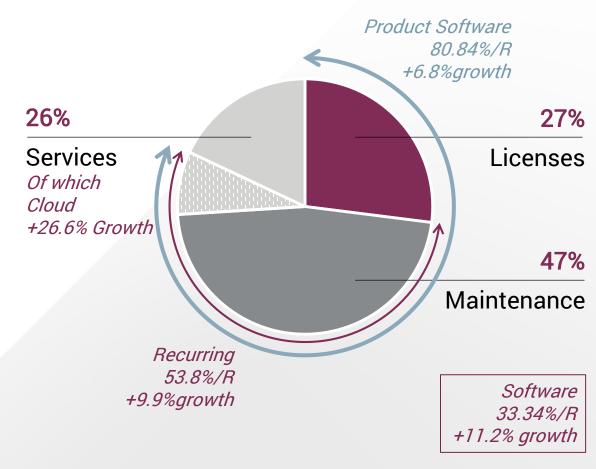
⁽¹⁾ At constant exchange rates and on a like-for-like basis

Balanced and resilient business model

By Region

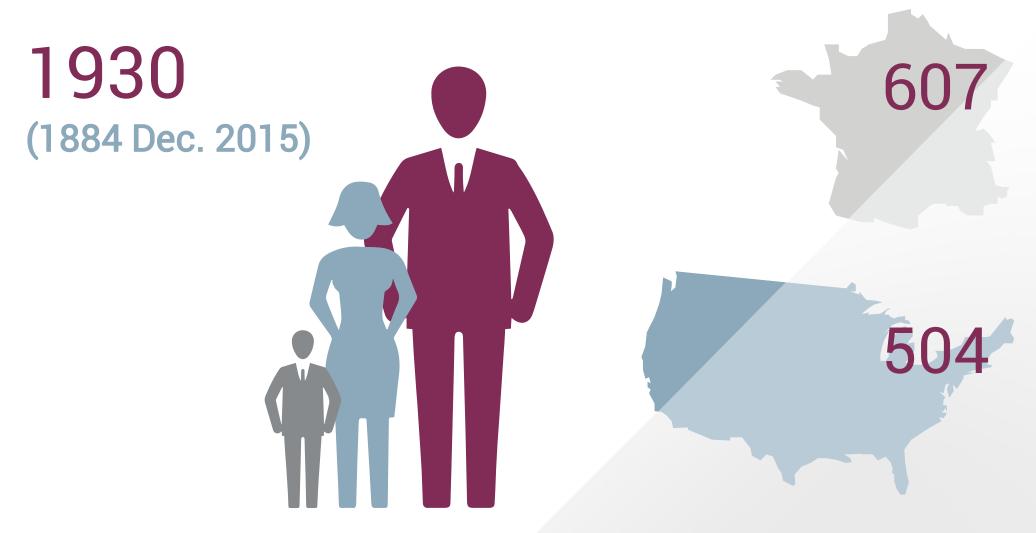


By Activity





Headcount at end of december 2016







Accounting & Financial Results

Patrick Donovan





Income statement (1/2)

- Total Revenue grew 5.8 % with total growth seen in all lines of business
- Gross Profit as a % of Revenue improved in all periods with improved Service and Cloud profitability
- R&D continued to grow in support of our growing portfolio and new Platform launch

In millions of euros	FY 2016	FY 2015	FY 2014
Revenue:			
Licenses	81.3	80.5	79.6
Maintenance	143.0	137.7	120.5
Total Product Revenue	224.2	218.2	200.1
Services	76.8	66.4	61.5
Total Revenue :	301.1	284.6	261.6
Costs of sales:			
Product Revenue	23.7	23.2	21.9
Services	63.0	63.2	57.0
Total Costs of sales :	86.6	86.4	78.9
Gross profit:	214.4	198.3	182.6
as a % of Revenue	71.2%	69.7%	69.8%
Operating expenses :			
Sales and marketing	81.9	81.9	77.5
Research and development	53.3	46.0	41.0
General and administrative	28.4	25.9	24.5
Total operating expenses :	163.7	153.8	143.0
Profit on operating activities	50.8	44.5	39.7



Income statement (2/2)

- Profit on Operating Activities finished at 16.9%, a strong 1.3 point improvement over FY2015
- Income tax benefit in 2015 due to the release of certain tax asset valuation reserves as well as favorable profit levels across our different tax jurisdictions.
- Basic EPS improved in all periods presented up to € 1.51 in 2016

In millions of euros	FY 2016	FY 2015	FY 2014
Profit on operating activities	50.8	44.5	39.7
as a % of Revenue	16.9%	15.6%	15.2%
Stock option releated expenses	(1.1)	(0.6)	(0.8)
Amortization of intangible assets	(7.9)	(6.0)	(5.3)
Profit from recurring operations	41.8	37.9	33.6
as a % of Revenue	13.9%	13.3%	12.8%
Other income and expenses	(6.7)	(10.5)	(2.3)
Operating profit	35.1	27.4	31.3
Cost of net financial debt	(0.4)	(0.4)	(1.4)
Other financial revenues and expenses	0.5	(1.3)	0.4
Income taxes	(3.7)	2.1	(3.6)
Net Profit	31.5	27.9	26.7
as a % of Revenue	10.5%	9.8%	10.2%
Basic net earnings per share (in Euro)	1.51	1.35	1.29



Simplified balance sheet (1/2)

- Goodwill and intangibles increased from the acquisition of Appcelerator
- Strong cash balance to end 2016 at 51.7
- DSO finished at 85 days, equal to 2015 end of year DSO

In millions of euros	31/12/16	31/12/15	31/12/14
ASSETS			
Goodwill	288.8	251.8	236.5
Intangible assets	49.8	40.9	45.6
Property, plant and equipment	14.5	7.8	6.9
Other non-current assets	49.6	47.0	42.1
Non-current assets	402.7	347.5	331.1
Trade receivables	78.2	73.9	84.9
Other current assets	25.3	22.5	18.2
Cash and cash equivalents	51.7	44.7	44.6
Current assets	155.2	141.0	147.6
TOTAL ASSETS	557.8	488.6	478.7



Simplified balance sheet (2/2)

- 20 M€ of borrowings under 125 M€ RCF at 31 Dec 2016, additional debt outside RCF
- Current liabilities includes 74.5 M€ of deferred income in 2016 versus 66.6 M€ in 2015

In millions of euros	31/12/16	31/12/15	31/12/14
SHAREHOLDERS' EQUITY AND LIABILITIES			
Share capital	42.0	41.5	41.1
Capital reserves and results	332.8	299.1	257.4
Total shareholders' equity	374.8	340.6	298.5
Financial debt - long-term portion	35.5	7.5	46.3
Other non-current liabilities	10.3	15.7	18.9
Non-current liabilities	45.7	23.2	65.2
Financial debt - short-term portion	3.7	1.5	1.3
Other current liabilities	133.6	123.3	113.7
Current liabilities	137.3	124.8	115.0
TOTAL LIABILITIES	183.0	148.0	180.2
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	557.8	488.6	478.7



Change in equity

• Due to the USD/Euro conversion rate movement a significant translation adjustment was recorded in 2014 and 2015 on the conversion of the foreign balance sheets to Euros

In millions of euros	31/12/16	31/12/15	31/12/14
Equity at Opening of Period	340.6	298.5	258.4
Profit for the period	31.5	27.9	26.7
Other comp. income statement items	0.0	0.0	0.0
Share-based payments	1.0	0.5	0.8
Treasury Shares	0.2	0.4	-0.1
Dividends	-8.3	-8.2	-8.2
Capital increase	3.4	3.1	1.3
Actuarial gains and losses	0.5	0.0	-0.5
Other changes	-0.2	0.0	-0.2
Translation differental	6.1	18.5	20.3
Equity at End of Period	374.8	340.6	298.5



Cash Flow statement

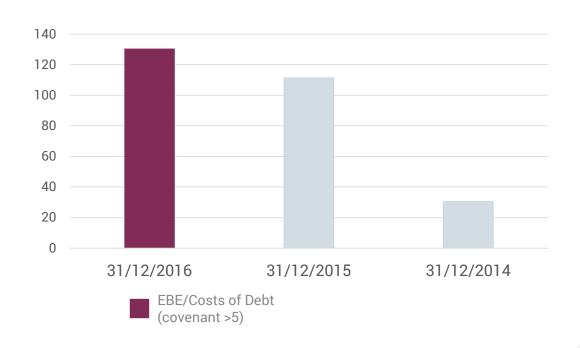
- Working Capital Requirements positive improvement in 2014 and 2015 with monetization of certain assets and improvement in DSO. 2016 Change finished at -5,9 M€
- Free cash for 2016 is 27.9 M€ versus 44.5 M€ for 2015

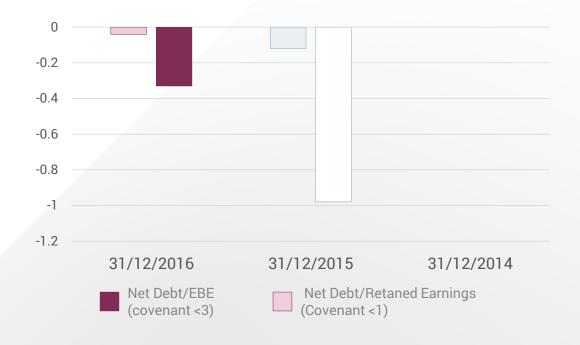
In millions of euros	FY 2016	FY 2015	FY 2014
Net profit for the period	31.5	27.9	26.7
Net charges to amortizations, depreciations and provisions	8.5	13.8	8.3
Other income and expense items	3.5	(1.1)	0.2
Cash from operations after cost of net debt and tax	43.5	40.6	35.2
Changes to operating working capital requirements	(5.9)	13.3	11.0
Costs of net financial debt	0.4	0.4	1.4
Income tax paid net of accrual	0.5	(4.6)	(0.2)
Net cash from operating activities	38.4	49.6	47.3
Net cash used in investing activities	(57.3)	(5.2)	(54.4)
Proceeds on shares issued	3.4	3.1	1.3
Dividends paid	(8.3)	(8.2)	(8.2)
Change in loan	31.3	(41.0)	7.7
Net interest paid	(0.4)	(0.4)	(1.4)
Other changes	(0.1)	0.3	(0.7)
Net cash from (used in) financing activites	26.0	(46.1)	(1.2)
Effect of foreign exchange rate changes	0.8	1.1	3.7
NET CHANGE IN CASH AND CASH EQUIVALENTS	7.8	(0.7)	(4.6)
Opening cash position	43.9	44.6	49.2
CLOSING CASH POSITION	51.7	43.9	44.6



Financial structure — Covenants 2016

- Financial covenants met in all periods. Net treasury for 2016 is 16,3 M€
- Our main covenant is the leverage ratio: Net debt/EBE ≤ 3 (-0,33 at Dec 31, 2016)
- The 125 M€ credit line is extended to mid-2021 and is fully available







Axway shareholder structure

31/12/2016

21 021 354 SHARES OUTSTANDING 33 977 278 VOTING RIGHTS





- 57.54% of the shares
- 64.91% of the voting rights



Finance at a glance



Strong increase in Profit on Operating Activities 16.9% of Revenue



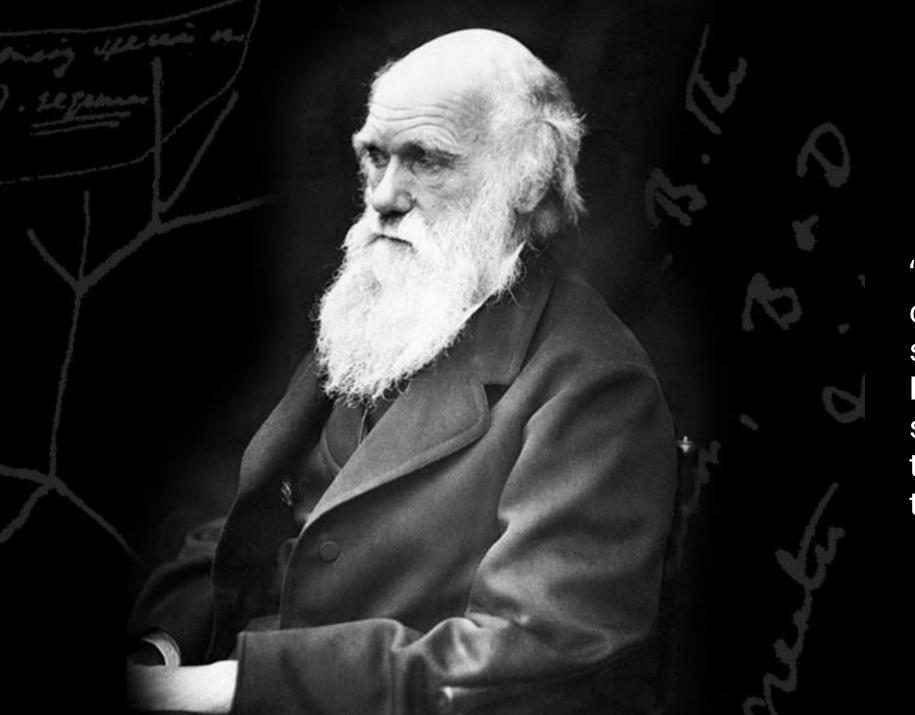
Solid ending cash 51,7 €M



Solid Annual Results for 2016 with organic growth up by 4.4%







MARKE

"It is not the strongest of the species that survives, nor the most Intelligent that survives. It is the one that is most adaptable to change."

- Charles Darwin

Digital disruption continues to test the ingenuity and agility of most enterprises

900B

HOURS SPENT INSIDE MOBILE APPS IN 2016 80%

MOBILE COVERAGE IN THE DEVELOPED WORLD 200B

CONNECTED
DEVICES DRIVEN
BY THE IOT

\$1T

IN IoT SPENDING BY 2020

90%

CARS CONNECTED BY 2020 \$79B

SMART HOME INDUSTRY



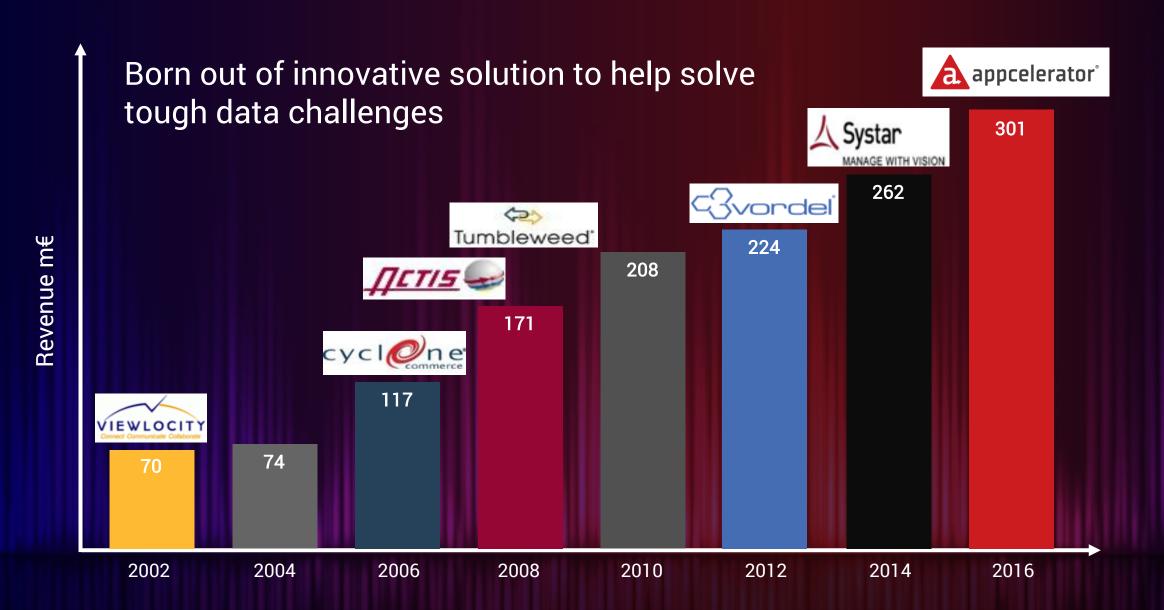




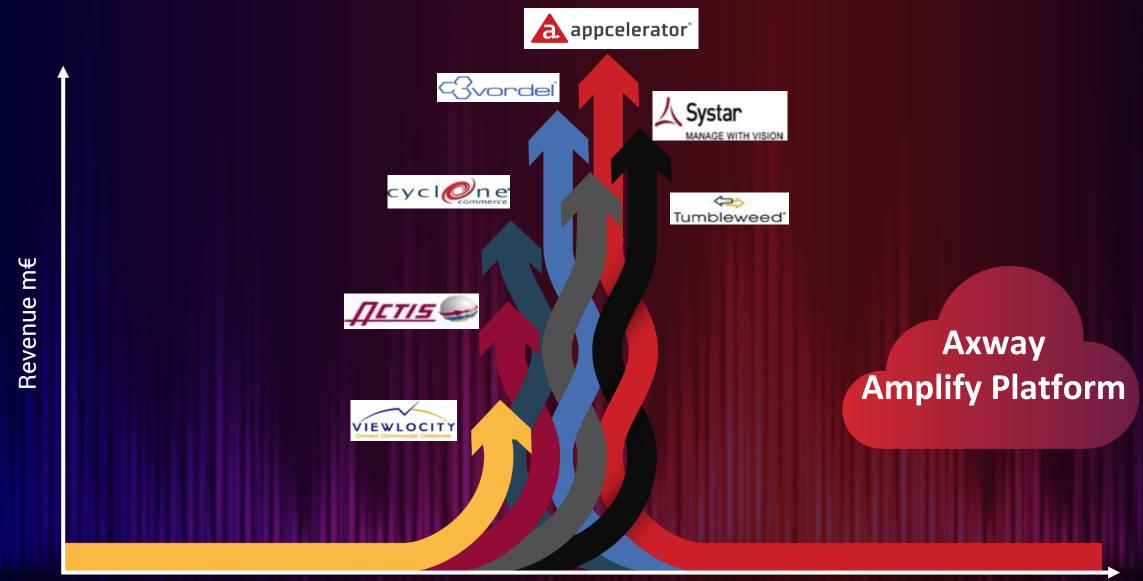
Platform Domination

The Services
Consumption
Revolution

Our Heritage



The New Transformed Axway



2016

Moving Forward

A Powerful Digital Innovation Workspace

Axway AMPLIFY Platform

Users



Developers



Suppliers



Partners



Employees

DevOps-Ready Data Access

APIs & Connectors

Integrate with Applications & Databases Leverage SOA, B2B and MFT infrastructure

Big Data

Hadoop & Elastic Search

Connect to any Big Data infrastructure

Federated Identities & SSO

Rights Management

Maintaining privileges

Internet Of Things

Powerful Digital

Business Intelligence



Cross-Platform
Development
Apps

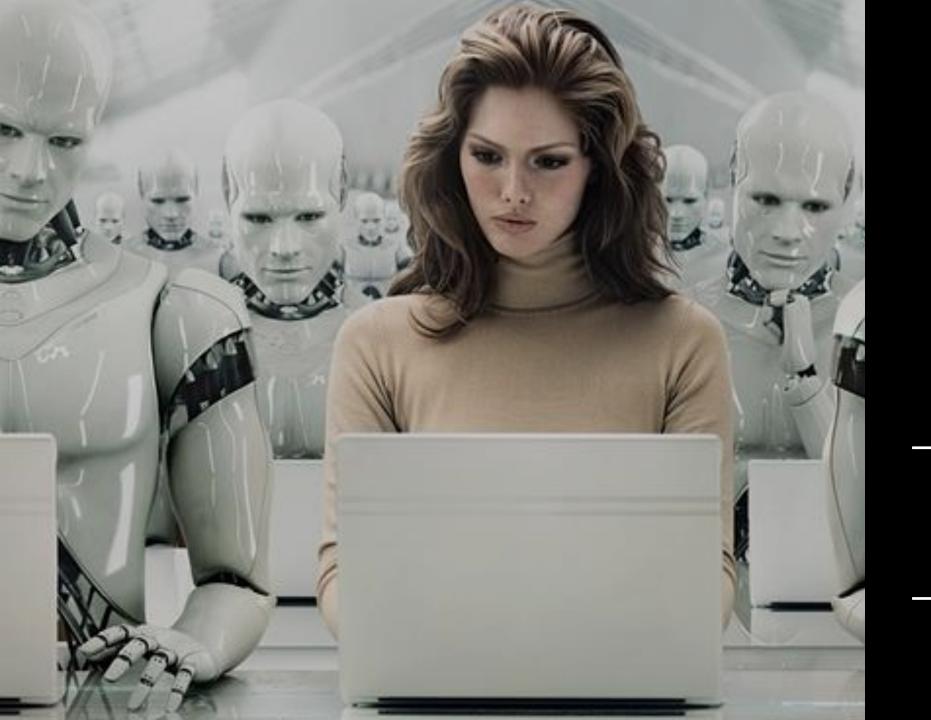


Advanced Analytics Insights



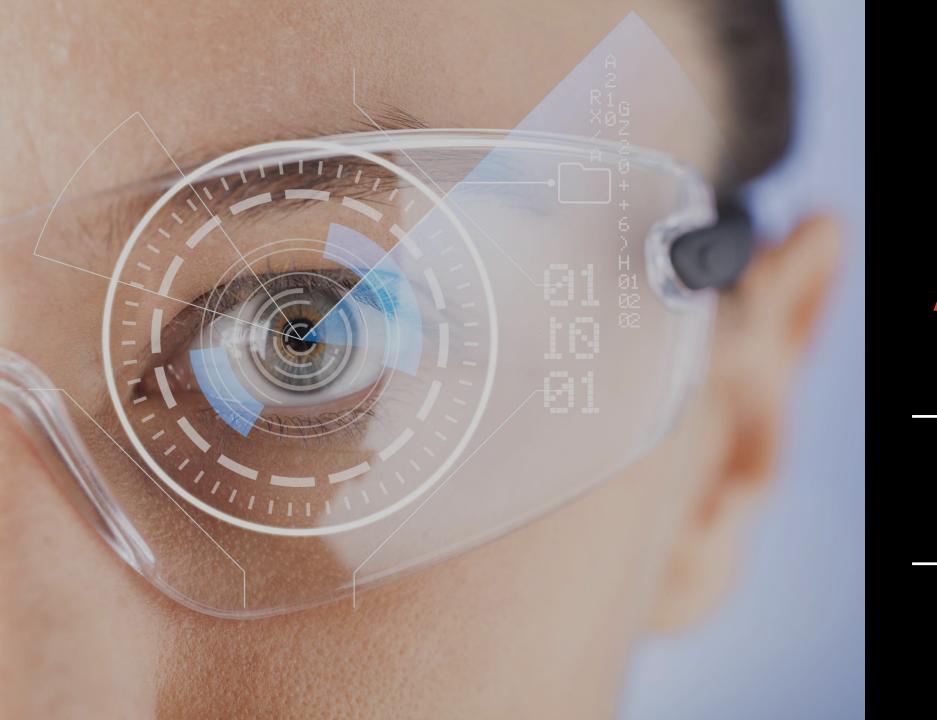
Service Accelerators

Marketplace Services



Artificial
Intelligence,
Machine
Learning,
& Robotics

Transforming Experiences



Big Data Analytics Augmented Reality

Improving Experiences



Tsunami Internet of Things

Connecting Experiences

Additional potential **Digital Enablement** Markets **DIGITAL** MTF Aggregate Market¹ \$7.7billion +19%

EFSS Opportunity

- Over the past 3 years market of EFSS has grown at over 20%+ year over year
- IDC forecasts EFSS enterprise market to grow to \$1.8 billion +17% in 2017



Strengthening Axway leadership in secure file exchange

MFT











- Managed file transfer for applications and/or partners
- Data flow governance: repository, provisioning and monitoring
- REST based API integration

- Access anywhere, anytime from any device
- Secure and easy sharing of folders and files
- Content collaboration and integration with office productivity solutions
- Data governance





Digital Shared Services

- Enhances AMPLIFY™ platform integration foundation
- File consumption and/or production exposed "as a service" to applications, partners, people
- Single trusted source for EFSS and MFT

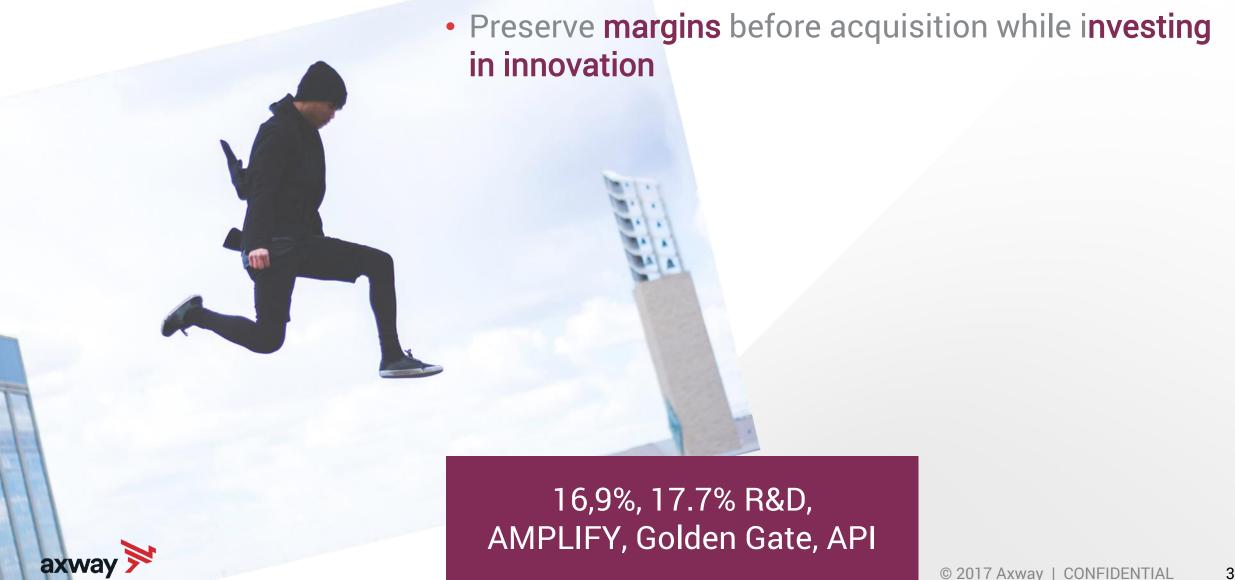


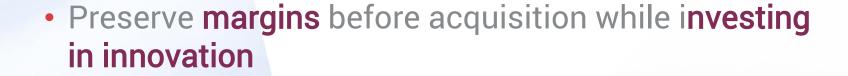
Forrester Wave: Enterprise File Sync And Share, Hybrid Solutions, Q2'16



The Forrester Wave ™: Enterprise File Sync And Share Platforms, Hybrid Solutions, Q2 2016, Forrester Research, Inc., April 26, 2016







 Keep our historic leadership in France, while focusing on Digital

Stable Revenue, 80% growth in Digital, +16%Q4





- Preserve margins before acquisition while investing in innovation
- Keep our historic leadership in France, while focusing on Digital
- Target 20% growth in software revenue in the USA

+23.4% software revenue growth in the USA





- Preserve margins before acquisition while investing in innovation
- Keep our historic leadership in France, while focusing on Digital
- Target 20% growth in software revenue in the USA
- Achieve average annual growth of 30% Digital revenue



+53% Digital (API, Analytics,...)



- Preserve margins before acquisition while investing in innovation
- Keep our historic leadership in France, while focusing on Digital
- Target 20% growth in software revenue in the USA
- Achieve average annual growth of 30% Digital revenue
- Active M&A plan both on engagement and foundation domains

Appcelerator & Syncplicity acquisitions since January 2016





