



Code of Ethics

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Implementation and respect of the rules of good conduct

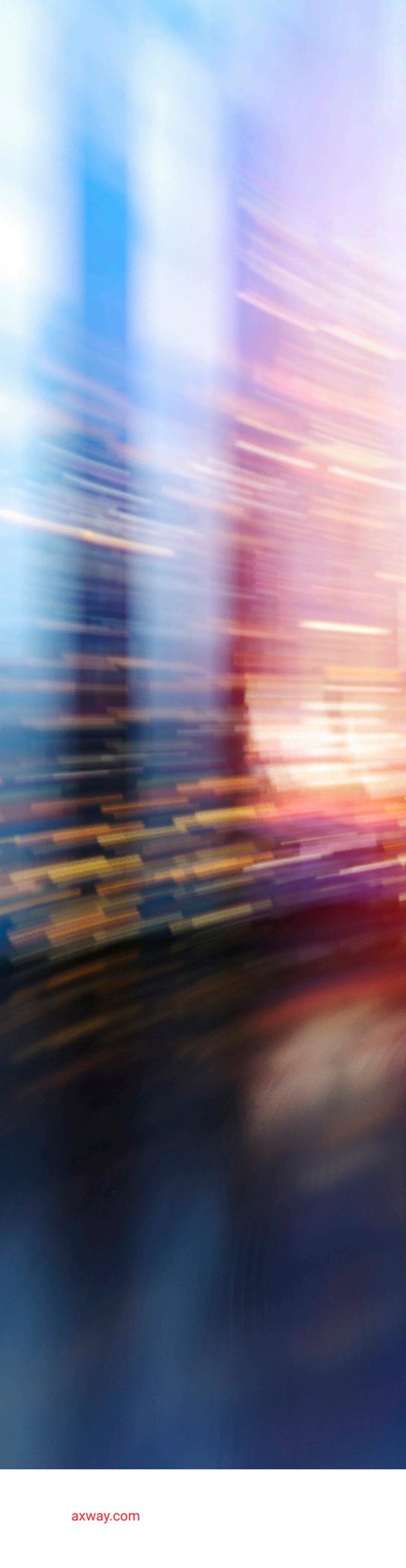
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Introduction

Letter from the Chairman of the Board

“In the exercise of our business, business ethics is the primary requirement of our daily action.

Beyond the prevailing trends, our role is to guide our customers in their choices and support them in their major transformation projects, by building on the ethical principles and values that characterize us. Axway’s women and men in 22 multi-cultural countries share the values of teamwork, progress, trust, a taste for innovation, excellence and service.

Axway’s Code of Ethics is part of an approach of transparency, fairness and loyalty with all of our stakeholders: customers, employees, shareholders, partners, suppliers and civil society actors.

The Code of Ethics defines the rules that any Axway Group company and any outside and/or temporary employee, director and partner must respect, both in their behavior internally and towards individuals and companies in their professional relations. It also defines the alert procedures put in place in case of non-compliance with these rules.

We make sure that our anti-corruption rules are known to all third parties with whom we interact.

It is in the spirit of excellence that Axway has been built and developed and it is with this objective that our Group will continue to build relationships with all of its stakeholders.”

Pierre Pasquier

Chairman of the Board

Axway Group's commitments

Present in 22 countries, the Axway Group wishes to establish a common culture of transparency, trust, integrity and responsibility both internally for our directors, employees and among external and/or temporary employees and parties as well as with stakeholders with which the Axway Group works.

In this respect, the Axway Group undertakes to respect the laws and regulations in force in the countries in which it is based and in which it operates.

However, as a responsible company, we understand that the law alone is not enough to solve certain practices that can interfere with human rights or hinder development and distort competition.

The Axway Group is a signatory to the United Nations Global Compact and promotes all 10 principles of the Global Compact with respect to human rights, labor standards, the environment and the fight against corruption.

The Axway Group has also adopted an environmental policy that promotes eco-responsible practices. Our Group has a limited impact on the direct risks to the environment. Nevertheless, we are keen to participate in preserving the planet and controlling our environmental impact.

The Axway Group is committed to a compliance program based on the principle of "zero tolerance" aimed at preventing and detecting any violation of competition law and the laws applicable to our activities in the fight against fraud and against corruption.

The Axway Group wanted to formalize these principles by enacting the rules of conduct detailed below to inform and promote these principles both internally with regards to our directors, employees and with external and/or temporary employees as well as with stakeholders the Axway Group is working with.

The term 'external or temporary employee' is defined as all employees, whether they are employees under permanent contracts or under temporary contracts, trainees, as well as sales agents, distributors, business partners, subcontractors and their employees and, more generally, all the external parties with which the Axway Group works.

We are all responsible for ensuring that our behavior is consistent with the principles of conduct detailed below in this Code.

Rules of conduct of employees

The Axway Group takes into account and integrates the cultures and customs of the countries in which it operates, by considering that this can only be beneficial and rewarding.

We also attach particular importance to the respect of our customers, the quality of our services and the relations with our stakeholders. In the context of these relationships we consider that a commitment made by an employee of the Axway Group amounts to a commitment made by the Axway Group.





Business conduct

Corruption and influence peddling

Corruption is a reprehensible behavior by which a person (public official or private person) solicits, agrees or accepts a gift, offer or promise, gifts or benefits of any kind, with a view to accomplishing, delaying or omitting to perform an act that is directly or indirectly involved in the performance of his or her duties, in order to obtain or maintain a commercial or financial advantage.

This definition distinguishes the notions:

- Active bribery/corruption: when the initiative is taken by the individual who grants the unjustified consideration
- Passive bribery/corruption: when the initiative is taken by the individual who performs or does not perform an act normally done within its duties to receive the unjustified consideration

In view of the different national legislation applicable and as soon as an act of corruption is proven, penalties can take different forms depending on the country and in particular, fines, prison sentences, exclusion from the exercise of certain functions, dissolution of the entity concerned, tax penalties, exclusion from public procurement.

In addition, it should be noted that in most States, particularly those of the European Union, corruption related to the award of public contracts is generally also a violation of competition rules that may lead to criminal penalties.

Directors, employees and external or temporary employees must not commit acts of corruption and must not use intermediaries, such as agents, consultants, advisors, distributors or any other business partner for the purpose of committing such acts.

Corruption is usually hidden and can be difficult to prevent, detect and deal with. It can take many forms that resemble common business or social practices (gifts, hospitality, sponsorships and donations).

In order to help you in your decisions to offer to give or to receive money or any other benefit ask yourself:

- Can this act be considered as having a legitimate purpose?
- Is it respectful of laws and regulations?
- Does it conform to the Group's Code of Ethics, to the Group's interest?
- Is it devoid of any personal interest?
- Does it have a negative impact on stakeholders?
- Am I sure of the attitude to adopt?
- Would I be embarrassed if my decision was communicated?

Fraud

Fraud is characterized by the intentional use of disloyal means, in order to escape the application of the law or to obtain an undue material or moral advantage or done with the intention of avoiding the application of the laws or rules.

Directors, external and temporary employees must not commit fraudulent acts.

Gifts, courtesy and hospitality, entertainment

Gifts, courtesies and hospitality or entertainment are all sorts of advantages, given by someone as a sign of gratitude or friendship, without expecting anything in return. They can, for example, include:

- "Courtesy gifts", which are small gifts given on culturally recognized occasions (e.g. weddings, funerals) or during holiday periods (e.g. Christmas, New Year)
- Refreshments, meals and accommodation
- Attending shows, concerts or sporting events

Particular attention should be paid to gifts, courtesy and hospitality (received or given) and entertainment. These are a way to foster good relationships. However, they can be seen as a mean to influence a decision, to

favor a business or a person through an outside party (for example, a competitor, the press, a prosecutor or a judge) as inducing corruption, even if neither the donor nor the recipient had such intention.

Gifts or other benefits received or donated must scrupulously respect the following rules:

- Be reasonable or even symbolic
- Never be in cash or cash equivalents (e.g. vouchers)
- Do not engage any counterparty;
- Be directly related to the promotion of the company's products or services, or contracts
- Be transparent with the hierarchy

Any gift received or given must be reported to the Axway Group Internal Audit Department and must generally be proportionate and reasonable.

The Axway Group prohibits gifts, hospitality, donation and other benefits from agents or ex-public employees, or from immediate family members when the purpose is to circumvent the laws and regulations in force. In particular, the following shall be considered as "public official":

- Any officer or employee, elected or appointed, of a government or departmental ministry, a government agency or a corporation belonging, even partially, to a government, or appointed from a public international organization
- Any person acting officially for or on behalf of a government or ministry, a government agency or a public international organization
- Politicians and candidates for public office

If in doubt, it is necessary to check with Axway Group's internal audit department to make this type of gift to public officials before handing them over to them.

Donations, patronage/sponsorship

Donations and patronage/ sponsorship are benefits given in the form of money and/or in-kind contributions which are allocated for a specific purpose: research, training or charitable and humanitarian purposes.

The Axway Group may wish, through sponsorship, to provide financial or material support for a charity, a social, sport or cultural action or to communicate and promote the values of the Axway Group.

Contributions - whether monetary or not - are made without direct and/ or indirect tangible compensation and/or any unjustified commercial advantage. They are intended to support initiatives designed to setup projects for social life in the cities and regions where the Axway Group operates. The purpose of these contributions will be to support specific projects for education and sustainable development projects.

Requests for donations, sponsorship or patronage should be carefully considered, especially requests from people able to influence the sales of the Axway Group and/or who could benefit personally if the donation is granted.

The Axway Group should ensure, as part of its sponsoring and/or patronage operations:

- to commit to organizations, for the benefit of events, and for projects that are consistent with the values of the company
- to maintain a reasonable balance between the expenses incurred and the objective pursued

Facilitation payments

Facilitation payments are informal payments (as opposed to legitimate and official duties and taxes) that are paid to facilitate or expedite certain administrative procedures such as permit applications or customs clearance.

Our Group prohibits "facilitation payments" whether or not local laws permit them.

Money laundering

Money laundering is a matter of financial crime and consists in hiding funds voluntarily because of their illegal origin, by investing them in legal activities.

Our Group prohibits accepting money from illegal activity. Thus, in order to combat money laundering, our directors, employees and our external and/ or temporary employees must pay particular attention to working only with customers whose funds are legal.

Interested parties

This Code applies also to any natural or legal person with whom the Axway Group interacts as part of its business relationship ("Interested Parties").



Considering that the Axway Group may be legally responsible for the actions that these Interested Parties undertake on its behalf, we make our best efforts to ensure that our business partners (suppliers, service providers, customers) and those acting on our behalf comply with our standards of conduct and share our values and business principles.

Each of us must ensure that these Interested Parties with whom we do business have been subject to a prior duly approved compliance check.

Axway Group may only use a third party if all of the following conditions are met:

- There is a legitimate need for the services or goods it provides
- Prices for services or goods do not exceed market value
- The third party is reliable from the point of view of the fight against corruption after evaluation by means of a prior duly approved compliance check. A review of the relationship will be periodically conducted (based on risk)
- There is a contract or other written document with legal value (e.g. a purchase order)

The receipt of the services or products must be documented and correspond to the specified requirements.

The involvement of third parties must never serve as an incentive or reward

for the recommendation of products or a guarantee of obtaining an improper commercial advantage.

Conflicts of interest

Conflicts of interest arise from any situation or provision in which professional, financial, family, political or personal interests may interfere with the judgment of the Axway Group employees and/or Axway Group external and/or temporary employees in the course of their duties.

When carrying out activities on behalf of the Axway Group, its employees or representatives must avoid conflicts of interest, whether real or perceived, material or immaterial.

All directors, employees or representatives of the Axway Group must report any known or potential conflict of interest (for example: family, financial or other) directly or indirectly related to their area of activity.

To recognize a conflict of interest situation, ask yourself whether your motivations are in line with the Axway Group or in your personal interest.

These situations are diverse:

- Commercial relations with a relative (friend, family, spouse) employed by a supplier or client
- Commercial relations with a company where you have a direct/ indirect financial interest

- Employment outside of your working hours ,etc.

Data and information management

Intellectual property

Intellectual property is paramount in our business as software editor.

The Axway Group is committed to respect intellectual property rights and innovation (whether they relate to technical creations, patents, trademarks, domain names, software or trade secrets, etc.).

The Axway Group makes available to its employees and external and/or temporary employees means to ensure the protection of intellectual property. These measures must be known and respected by employees as well as external and/or temporary employees. They include the use of USB sticks, tablets, phones or laptops. They are updated if necessary and in accordance with the technological advances made. Failure to comply with these rules may lead to disciplinary action and, where appropriate, criminal prosecution.

The various works carried out by our employees and external and/or temporary employees (ideas, software, technical creations, etc.) during their working hours become the exclusive property of the Axway Group.

In addition, the Axway Group has implemented a third-party software management policy – or OEM – made available free of charge to the public or available for payment in advance of royalties.

Personal data

Personal data means any information relating to an identified physical person or that can be identified, directly or indirectly, by reference to an identification number or to one or more elements specific to it.

The processing of personal data refers to any operation, or set of operations, relating to such data, whatever the process used, such as collection, recording, organization, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment or combination, restriction, erasure or destruction.

Given its field of activity, our Group handles daily personal and confidential internal data as well as other data coming from stakeholders. As a result, the Group provides employees and its external and/or temporary employees with the necessary means to handle and process and store such data in accordance with the applicable laws and the rules of the Axway Group.

Principle of loyalty and protection of confidentiality – privileged information and insider trading

The Axway Group pays particular attention to the various information made available to directors, employees and outside and/or casual employees in the performance of their duties.

As a result, they have the duty to preserve confidential or restricted information and must provide adequate protection for such documents. Outside and/or casual employees and collaborators are informed of the confidential nature of the data. However, it is expected that directors, employees and external and/or casual employees will use common sense in case of confidential data. To this end, they must take all the necessary measures to prevent any unauthorized or accidental disclosure by using protective devices such as encryption, for example, or to ask the person who sent them this information the degree of confidentiality of that information. in case of doubt.

The Axway Group also pays particular attention to information legally classified as inside information.

Inside information is defined by the French Monetary and Trading Code (Code Monétaire et Financier) as any specific information which has not been made public and which, if it comes to be made public, could have a significant effect on the price of the Axway Software share. As a result, the Axway Group has defined and implemented processes concerning stock exchange transactions and the use or disclosure of inside information, whether it concerns the Axway group or a third party.

Our directors, employees and external and/ or temporary employees must use common sense in the context of information classified as privileged information.

In any case our employees and our external and/or temporary employees as well as any third party having had access to privileged information and/



or confidential data, about our Group and/or other companies must be very careful when using them.

To prevent any risk, we recommend to our directors employees and our external and/ or temporary employees:

- Follow the procedures put in place to keep confidential information
- Pay attention in general to any financial transaction carried out directly and/or indirectly in France and/or abroad made on the basis of privileged information in particular
- By not trading on the securities concerned until this privileged information has been made public
- By not disclosing your privileged information to anyone. We have also prepared for the attention of our employees and anyone who has had access to this privileged information a code of market conduct available at the following public address:
<http://www.investors.axway.com/en>

Axway Group communication

Axway Software, the parent company of the Axway Group, has been listed on Euronext since June 2011. Since then, Axway Software and Axway Group have adopted and maintained a detailed and pragmatic communication both through the Axway corporate website and through the Axway Investors website.

For this purpose, only certain duly authorized employees are authorized to communicate on behalf of the Axway Group on its activities. Any uncontrolled communication can be harmful for the future of the Axway Group.

We encourage our directors, employees and our external and/or temporary employees to exercise caution when using new communication tools, either personally or professionally. In any case, the remarks must not contain any insult or be of a political, religious, sexual or racist character.

Finally, any request for information or interview must be sent to the communication service and your hierarchical superior must be informed.

Implementation and respect of the rules of good conduct

Awareness and training

Directors, external and/or temporary employees are required to read the terms and conditions of this Code of Ethics.

The Axway Group asks its employees to participate imperatively in the training sessions that will be offered on the topics addressed by this Code of Ethics. Training will be organized as often as necessary to ensure that Axway Group employees are kept informed of Axway Group policies and procedures, any changes in its role and of any regulatory changes.

The content of the training can be adapted to the role that the employee occupies. Similarly, Axway Group subsidiaries, depending on their specific needs or regulations, may require additional training.

The Axway Group is asking its business partners or stakeholders to commit to the same training and awareness requirements. Training of employees working for business

partners or stakeholders will usually be provided by business partners or other parties selected for this purpose.

Assistance, reporting non-compliant practices and work warning devices

By promoting a culture that is open to questions, the Axway Group intends above all to prevent non-compliant behavior. An external and/or temporary employees as defined herein, who reports in good faith a potential breach of this Code of Ethics to his line manager or to the legal or human resources departments, will not be sanctioned for this and will be protected against all forms of retaliation.

Axway Group managers shall ensure that external and/or temporary employees who come to them receive the help and advice they need to comply with the provisions of this Code of Ethics.

Do not hesitate to inform your supervisor:

- if you believe in good faith that a violation of the provisions of the Axway Group Code of Ethics has been or is being or may be committed, and/or
- if you discover that someone is being retaliated for raising a compliance problem in good faith

Legal entities are authorized to use the alert procedure specified in this Code of Ethics.

As an extension of this Code of Ethics, the Axway Group has set up an alert procedure consistent with its objectives.



In accordance with the regulations on the protection of personal data applicable in many countries in which the Axway Group is present and, in particular within the European Union, any person identified as part of an ethical alert procedure, whether as the creator of such alert or as the subject of the alert, can exercise its right of access its related data by sending a request accompanied by a copy of an identity document by email to the email address: axway.ethics.notification@axway.com

Behavior contrary to the provisions of this Code of Ethics

No violation of the provisions of this Code of Ethics will be tolerated.

Any director, employee or external and/or temporary employees accused is presumed to have acted in accordance with the provisions of this Axway Group Code of Ethics, unless the evidence gathered during the investigation demonstrates the non-compliance of such individual.

The Group is fully committed to dealing with non-compliance as follows:

- Take all allegations seriously
- Investigate allegations effectively and on time
- Evaluate facts objectively and impartially
- Take corrective and disciplinary action, appropriate when an allegation is proven, and
- conduct surveys objectively and independently of the persons involved

Managers are responsible for determining corrective measures and appropriate sanctions, with the support of Human Resources.

It is further recalled that any violation may result in civil and/or criminal penalties depending on the degree of seriousness of the violations found.

Implementation: responsibility and monitoring

This Code of Ethics will be periodically revised and updated to take into account the necessary adjustments as well as the changes in the laws and regulations in force.

Periodic audits may be conducted by Axway management to verify compliance with practices within the Axway Group.

It is incumbent on everyone to apply this policy in the context of their responsibilities, to set an example and to make the necessary recommendations to the employees who report to them.

The Axway Group governance bodies will report annually on the monitoring of the implementation and follow-up to the alerts.