

(Translation of the official notice published in French business newspaper Les Echos on April 2, 2007)

PROPOSED PUBLIC STOCK BUYBACK TENDER OFFER BY



CONCERNING 7,064,792 SHARES OF LECTRA STOCK
WITH A VIEW TO REDUCING ITS CAPITAL STOCK

PRESENTED BY

Natexis Bleichroeder



Offer price: €6.75 per Lectra share (ex-dividend)



This press release issued by Lectra is published in application of article 231-16 of the AMF General Regulation. The tender offer and draft prospectus remain subject to approval by the AMF.

Copies of the draft prospectus may be obtained free of charge from:

LECTRA
16-18, RUE CHALGRIN
75016 PARIS

NATEXIS BLEICHROEDER
100, RUE RÉAUMUR
75002 PARIS

SOCIETE GENERALE
CAFI/EUR/ECM
17, COURS VALMY
92972 PARIS-LA DEFENSE CEDEX

The draft prospectus is also available on the company's website (www.lectra.com) and on that of the *Autorité des Marchés Financiers* (AMF—www.amf-france.org).

The Lectra prospectus as and when approved by the AMF, together with all other information—legal, financial and accounting notably—pertaining to Lectra, will be made available free of charge for public consultation at the headquarters of Lectra, Natexis Bleichroeder and Société Générale. An announcement giving details of how and when these documents can be consulted will be published in a nationally-circulated business newspaper before the opening of the tender offer.

I DESCRIPTION OF THE TENDER OFFER

The Board of Directors of Lectra (hereafter "Lectra" or the "Company") has decided to proceed with the buyback of Lectra shares from its shareholders via a public stock buyback tender offer (hereafter the "Tender Offer") with a view to retiring the said shares, as provided under articles L.225-204 and L.225-207 of the French Commercial Code.

Pursuant to article 231-13 of the AMF General Regulation (*Réglement général*), Natexis Bleichroeder and Société Générale, acting on behalf of Lectra, have filed the draft Tender Offer with the AMF. Natexis Bleichroeder acting alone has guaranteed the substance and the irrevocability of the undertakings given by the Company within the framework of the Tender Offer, subject to approval by the Extraordinary Meeting of Lectra's shareholders called for April 30, 2007 of the resolution providing for reduction of the capital stock by a maximum par value of €10,597,188 by means of a public stock buyback tender offer.

The Tender Offer applies to 7,064,792 shares representing 20% of the Company's capital stock.

In the event that the number of shares presented in response to the Tender Offer exceeds 7,064,792, as prescribed in article 183 of the French decree of March 23, 1967 the number of shares requested by each vendor shareholder will be reduced in proportion to the number of shares for which ownership can be proved. Consequently, in the event that all of the shares held by shareholders who have not given notice of their intentions are presented in response to the Tender Offer, their applications will be honored in the proportion of 30.27% of the shares presented, having regard to the intention of the main shareholders (see §IV.2 below) not to present their shares in response to the said Tender Offer.

II REASONS FOR THE TENDER OFFER

The Company is the leading player in its market and enters the period 2007-2009 in a position of strength: it has significantly bolstered its teams, now ready for action; it has a highly competitive product offering enriched with many new products; it is giving full priority to organic growth. Its most recent acquisitions date back to 2004 and it is not currently examining any external growth project.

Its business activity does not require heavy capital expenditures liable to absorb the financial resources it is capable of generating. Most of the capital expenditures made by the Company concern computer hardware and software for its own information systems, together with fixtures and fittings on its installations. Exceptionally, in 2006 these expenditures included reconstruction of a building. The Company's substantial spending on research and development (€18.7 million in 2006, equal to 8.6% of revenue) is expensed in the year in which it is incurred. These expenditures dedicated to the development of the Company have no impact on free cash flow generation.

Further, the Company does not at present carry any debt liable to create leverage. Net cash at 31 December 2006 amounted to €8.7 million. The Company has regularly generated an annual free cash flow of approximately €15 million (an aggregate €73.5 million over the period 2002-2006, excluding non-recurring items in 2005 and 2006).

The planned Tender Offer forms part of the stock buyback strategy put in place by the Company and implemented over the past two fiscal years during which it has bought back and canceled 10% of the capital stock under annual shareholder-approved buyback programs.

This transaction would represent an opportunity for all shareholders to realize all or part of their investment, depending on their strategy *vis-à-vis* the company, the prevailing market price and its short and medium-term outlook. It would increase earnings per share for those shareholders that continue to support the company in its new growth phase.

III COMPANY INTENTIONS OVER THE NEXT TWELVE MONTHS

III.1 STRATEGY AND INDUSTRIAL POLICY

The Company intends to pursue its activities in keeping with its current strategy.

III.2 INTENTIONS REGARDING JOBS – MEMBERSHIP OF GOVERNING BODIES AND MANAGEMENT OF LECTRA AFTER THE TENDER OFFER

The transaction will not entail any change in the existing management and will have no impact on jobs.

III.3 LEGAL STATUS OF THE COMPANY

The Company has no plans to make substantive changes to its corporate by-laws.

III.4 INTENTIONS CONCERNING THE MARKET LISTING OF LECTRA SHARES FOLLOWING THE TENDER OFFER

There are no plans to delist Lectra.

III.5 DIVIDEND PAYMENT POLICY

The Company intends to maintain its dividend payment policy having regard to the amounts available for distribution after replenishing its reserves.

IV CHARACTERISTICS OF THE TENDER OFFER

IV.1 TENDER OFFER TERMS

As prescribed by the AMF General Regulation, Natexis Bleichroeder and Société Générale, acting on behalf of Lectra, have filed a draft public stock buyback tender offer with the AMF at a price of €6.75 per Lectra share of stock (ex-dividend), concerning 7,064,792 Lectra shares and representing 20% of the capital stock, subject to approval of the capital reduction via a public stock buyback tender offer by the Extraordinary Meeting of Lectra Shareholders to be held on April 30, 2007.

Under article 231-13 of the AMF General Regulation, Natexis Bleichroeder has guaranteed the irrevocability of the undertaking given by the Company to buy back the shares at a price of €6.75 per share (ex-dividend), and will proceed with the said undertakings on behalf of the Company.

Lectra's shares are traded in compartment B of the Eurolist of Euronext Paris S.A, under code ISIN FR0000065484.

In addition, there are 3,357,838 stock options in force, of which 2,791,884 were exercisable at March 29, 2007.

Holder of exercisable stock options will be eligible to present the corresponding shares in response to the Tender Offer, subject to having exercised the said options at least 6 working days before the Tender Offer closing date.

The draft Tender Offer was filed with the AMF on March 30, 2007. The draft prospectus was placed online on the Company website (www.lectra.com) and on that of the AMF (www.amf-france.org) on the aforementioned date.

The AMF will publish on its website a statement of compliance regarding the Tender Offer. This statement of compliance will take effect after the publication by the Company, scheduled for May 2, 2007, of a press release stating that the 2nd resolution concerning the reduction of the capital stock was validly approved by the Extraordinary General Meeting of shareholders on April 30, 2007.

The prospectus, together with other information pertaining to the Company, in particular legal, accounting and financial information, will be made available to the public free of charge at the headquarters of Lectra, Natexis Bleichroeder and Société Générale. An announcement giving details of how and when these documents can be consulted will be published in a nationally-circulated business newspaper before the opening of the Tender Offer.

Before the opening of the Tender Offer, the AMF and Euronext Paris will publish, respectively, a notice announcing its opening together with its timetable, and a notice announcing the terms and conditions of the Tender Offer and the timetable of the transaction.

IV.2 UNDERTAKING GIVEN BY THE MAIN SHAREHOLDERS OF LECTRA

As an indication of their confidence in the future of the Company, Messrs. André Harari and Daniel Harari, who directly held 31.7% of the capital stock and 31.3% of the voting rights on March 29, 2007, have informed the Company that they have pledged not to present their shares in response to the Tender Offer, thereby enabling the other minority shareholders so wishing to present a greater number of shares. If the Tender Offer is successful, their combined shareholdings will rise above one-third of the capital stock or voting rights. They have been granted a waiver by the AMF regarding the mandatory filing requirement for public tender offers in this respect.

In support of their waiver application, Messrs. André Harari and Daniel Harari have undertaken to refrain, for the twelve months following the General Meeting of Lectra shareholders on April 30, 2007, from actively increasing their interest in the capital stock by purchasing the Company's shares, on the open market notably, other than shares resulting from the exercise of all or part of the 334,000 stock options held by Mr. André Harari, should the case arise.

Further, Messrs. André Harari and Daniel Harari have pledged to refrain from influencing the decisions of the Extraordinary General Meeting of shareholders on April 30, 2007 held to approve the reduction in the capital stock of Lectra by means of a public stock buyback tender offer, this meeting to be held pursuant to the terms of article L.225-96 of the French Commercial Code. In that respect, the waiver applicants have stated (i) their intention to participate solely within the limit of the number of shares required to achieve a quorum at the first notice of meeting, and (ii) that they would cast two-thirds of the corresponding voting rights in favor of the resolutions concerned while abstaining from voting on these resolutions for the remaining third of the said voting rights.

IV.3 UNDERTAKING BY THE COMPANY

The Company does not intend to present the treasury shares held by it (representing 2.4% of the capital stock on March 29, 2007) in response to the Tender Offer. Approximately 167,851 of the said shares are held within the framework of the liquidity agreement, and 250,000 have been reserved for the purpose of granting bonus shares.

V APPRAISAL OF THE TENDER OFFER PRICE

The price offered by Lectra is €6.75 per share of stock (ex-dividend).

The table below summarizes valuations derived from each of the different criteria applied and the corresponding premiums implied by the Tender Offer price.

Method	Midrange valuation	Implied premium
SHARE PRICE RESTATED FOR DIVIDEND		
Closing price (03/22/07)before announcement	5.28	27.8%
Average adjusted price 1 month	5.38	25.6%
Average adjusted price 3 months	5.53	22.1%
Average adjusted price 6 months	5.34	26.5%
Average adjusted price 12 months	5.16	30.9%
ANALYST'S TARGET PRICE	6.18	9.2%
SHARE PRICE MULTIPLES	4.53	49.1%
DISCOUNTED CASH FLOWS	5.26	7.9%

AA Fineval SARL, represented by Mrs. Marie-Ange Farthouat, in its capacity as Independent Appraiser (*Expert Indépendant*), has confirmed the fairness of the Tender Offer.

VI OPINION OF THE BOARD OF DIRECTORS

The Board of Directors of Lectra unanimously approved the following resolution on March 30, 2007:

"The Board of Directors, having been fully informed of the terms of the planned transaction, as described in the draft prospectus concerning the Public Stock Buyback Tender Offer to be submitted to the *Autorité des Marchés Financiers*, of the elements considered in the appraisal of the offer price established by the presenting banks, and of the report of AA Fineval SARL represented by Mrs. Marie-Ange Farthouat in its capacity as Independent Appraiser (*Expert Indépendant*) confirming the fairness of the price offered within the framework of the said Public Stock Buyback Tender Offer, considers the planned Public Stock Buyback Tender Offer to be consistent with the interests of the Company and of its shareholders, and has noted that no impact on jobs is anticipated as a result of the completion of this transaction.

The Board of Directors notes the undertaking given by Messrs. André Harari and Daniel Harari to refrain from presenting their shares in response to the Tender Offer, thereby allowing the other shareholders so wishing to present a greater number of shares in response to the Tender Offer; it further notes their undertaking (i) to refrain, during the twelve months following the Extraordinary Meeting of shareholders called for April 30, 2007, from actively increasing their interest in the capital stock of Lectra by purchasing shares in the Company, with the exception of those resulting from the exercise of all or part of the 334,000 shares held by Mr. André Harari, and (ii) to refrain from taking part in the vote on the resolution concerning the reduction of the Company's capital stock by means of a Public Stock Buyback Tender Offer other than by means of the number of shares needed to achieve a quorum on the first notice of meeting, and (iii) to cast two-thirds of the corresponding voting rights in favor of the resolutions concerned while abstaining from voting on these resolutions for the remaining third of the said voting rights; this mechanism alone being capable of neutralizing the portion of their voting rights exercised."

VII PERSON RESPONSIBLE FOR INVESTOR RELATIONS

Jérôme Viala, Chief Financial Officer, phone: + 33 (0)1 53 64 43 31; email: j.viala@lectra.com