



For Immediate Release

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Proposed Public Stock Buyback Tender Offer for 20% (Maximum) of the Company's Capital Stock

Paris, March 22, 2007. The Board of Directors of Lectra, chaired by André Harari, resolved on March 16, 2007 to submit to the Extraordinary Meeting of Shareholders scheduled to take place after the General Meeting of Shareholders on April 30, 2007, a proposal to reduce the share capital of the company by means of a public stock buyback tender offer (*Offre Publique de Rachat d'Actions*).

Lectra enters the period 2007-2009 in a position of strength

Thanks to its business model and intensive drive to reduce its working capital requirement, now close to zero, the company has generated free cash flow (excluding non-recurring items) of €73.5 million over the past five years.

During the same period, it has stepped up its investment in research and development, rising to nearly €80 million, and made three acquisitions in 2004. In 2006, it accelerated its capital expenditures in many essential areas in response to the new challenges it faces.

Lectra thus enters the period 2007-2009 in a position of strength: it has bolstered its teams significantly, now ready for action; it has a highly competitive product offering enriched with many new products; its financial fundamentals have improved in recent years and are very robust; it is stepping up its investment in R&D and is pursuing an ambitious plan, guaranteeing the broadening of its product offering; finally, it should benefit from the expected rebound in technology investment in its major geographic and sector markets.

To achieve its targeted revenues of €300 million for 2009, the company is giving full priority to organic growth and is not currently considering making acquisitions.

Principles and terms and conditions of the planned transaction

As provided under articles L. 225-204 and L. 225-207 of the French Commercial Code, the Board of Directors would be given authority for a period of six months to reduce the share capital by a maximum nominal amount of €10,597,188, by means of the purchase of a maximum of 7,064,792 shares (representing 20% of the outstanding shares) at a price of €6.75 per share. This price represents a premium of 25% over the closing price on March 21, 2007, and of 22%, 20% and 28%, respectively, relative to the compound average prices for the last month, and for the last 3 and 12 months.

The proposed price will be submitted for appraisal to the Independent Expert designated by the company, namely AA Fineval, represented by Ms. Marie-Ange Farthouat, who will express an opinion on its fairness and whose final report will be included in the prospectus which will be submitted to the *Autorité des Marchés Financiers* (the French Financial Markets Authority) on March 30, 2007.

The repurchased shares will subsequently be canceled.

Financing of the transaction

The stock buyback will be financed by means of a €50 million medium-term bank loan granted by Société Générale and Natixis, enabling Lectra to alter the structure of its balance sheet by introducing a financial leverage. The company will therefore retain its available treasury (€10 million in cash and cash equivalents at December 31, 2006). The current cash facilities with these banks of €26 million will be brought to €13 million once the medium-term loan to finance the stock buyback is funded.

An opportunity for all shareholders

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.

Company intentions – Undertakings by the main shareholders

The company will not contribute treasury stock, representing 2.3% of the share capital at February 9, 2007, to the transaction.

It plans to maintain its dividend policy depending on the amounts available for distribution after replenishment of its reserves, and has no plans for any substantive amendment to its by-laws.

Indicating their confidence in the company's future, André and Daniel Harari—who together hold 31.8% of the share capital and 32.1% of the voting rights—have pledged not to sell their shares in response to the share buyback tender offer, thereby enabling the other minority shareholders to sell a greater number of shares in response to the tender offer. If the tender offer is successful, their combined shareholdings will rise above the one-third threshold of capital stock or voting rights (39.8% of capital stock and 40.2% of voting rights, assuming the transaction is 100% successful). In this respect, they have been granted a waiver by the *Autorité des Marchés Financiers* regarding the mandatory filing requirement for public tender offers, and have committed to refrain from exercising their voting rights for purposes other than to ensure that the quorum is met at the time of voting on the share buyback tender offer resolution, and to ensure the neutrality of their votes regarding the adoption of the resolution.

Timetable

The Board of Directors will meet again on March 30, 2007 to issue its opinion on the share buyback tender offer, after having studied the banks' report on the factors contributing to the evaluation of the offer price, the Independent Expert report, and the prospectus to be filed with the *Autorité des Marchés Financiers* in view of its decision regarding the transaction. The stock buyback tender offer will be submitted to the Extraordinary Meeting of Shareholders on April 30, 2007. The agenda and proposed resolutions of this meeting are published in the *Bulletin des Annonces Légales Obligatoires* (BALO) on March 23, 2007.

The stock buyback tender offer should be launched in the days following the Extraordinary Meeting of Shareholders.

The Management Discussion and Analysis of Financial Condition and Results of Operations for 2006 are available at www.lectra.com. Q1 2007 results will be published on April 27, 2007, after the close of Euronext Paris.

With 1,500 worldwide employees, Lectra is the world leader in software, CAD/CAM equipment and related services dedicated to large-scale users of textiles, leather and industrial fabrics. Lectra addresses a broad array of major global markets, including fashion (apparel, accessories, footwear), automotive, aeronautical and furniture. Lectra (code ISIN FR0000065484) is listed on the Eurolist (compartment B) of Euronext Paris.

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