2013 FINANCIAL REPORT

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Dear Shareholders,

This Management Discussion and Analysis reports on the company's operations and financial results, as well as on those of all of its subsidiaries, for its 40^{th} fiscal year, ended December 31, 2013.
It is separate from the report of the Board of Directors to the Ordinary Shareholders' Meeting of April 30, 2014 (available in French only), which, in addition, discusses in detail the financial statements and other disclosures relating to the parent company, Lectra SA, and presents the reasons underlying the draft resolutions submitted for approval by the shareholders.
To make the discussion of revenues and earnings as meaningful as possible, detailed comparisons between 2013 and 2012 are based on 2012 exchange rates ("like-for-like") unless stated otherwise.

1. SUMMARY OF EVENTS AND PERFORMANCE IN 2013

2013: Increase in Revenues and Income – Continuation of Investments for the Future

The company indicated on February 12, 2013 that the year was likely to be both difficult and unpredictable.
The main developed and emerging countries experienced slower–than-expected growth in 2013, due to a number of significant political, economic or social events. Major countries eased their monetary policies, thereby creating additional difficulties for the global economy and pushing up the euro against all other currencies.
Increased concerns among businesses weighed heavily on their investment decisions, and the hoped-for revival of confidence failed to materialize.

Orders for New Software Licenses and CAD/CAM Equipment Hurt by the Weak Economic Situation in Europe

Orders for new software licenses and CAD/CAM equipment amounted to €71.4 million, down 3% (€2.6 million) relative to 2012: –12% for new software licenses, while orders for CAD/CAM equipment remained stable.

Geographically, the situation remained uneven. While orders in Asia-Pacific and in the Americas increased by 4% and 2% respectively, those in Europe dropped by 20%. Orders in the rest of the world increased by 33%. Orders in emerging countries (57% of total orders) increased by 2%, while those in developed countries (43% of total orders) decreased by 9%. The share of emerging countries continued to increase (54% in 2012 and 41% in 2007, the last pre-crisis year).
Orders in the automotive market increased by 5%, going from 37% to 40% of total orders. Orders also rose in the furniture sector (+4%). By contrast, orders in the fashion and apparel sector were down 6%, their share decreasing slightly to 47% of total orders, and down 37% in other industries.

Income from Operations Before Non-Recurring Items Above the Company's Most Cautious Scenario

In its most cautious scenario, the company stated on February 12, 2013 that it expected total revenues of approximately €203 million for the fiscal year, income from operations before non-recurring items of around €15 million, reducing the operating margin before non-recurring items to 7.5%, and net income of around €10 million. The company also emphasized its goal of exceeding these figures.
At actual exchange rates, revenues totaled €203 million, in line with this scenario. Income from operations before non-recurring items, meanwhile, exceeded expectations by €2.5 million.

Rise in Revenues

As in previous years, the main uncertainty concerned revenues from new systems sales, which are heavily dependent on the state of the economy. Revenues from new systems sales rose in the end by only 3%, which was less than hoped for.
Recurring revenues (€118.1 million) increased by €8.5 million (+7%). Revenues from recurring contracts increased by 5% and revenues from spare parts and consumables by 11%. This confirmation of the acceleration in the growth of recurring revenues (in fiscal 2012 this growth amounted to 3%) is a remarkable performance and deserves special mention. The increase

in the gross margin on recurring revenues alone covered the entire rise in fixed-overhead costs in 2013.
2013 revenues (€203 million) were up by 5% relative to 2012.
Revenues increased 14% in the Americas and 12% in Asia-Pacific, but decreased 5% in Europe (13% in France). These three regions accounted for 27%, 22% and 44% (including 8% for France) of total revenues respectively. Revenues from the rest of the world (7% of total revenues) increased by 22%. In 2012, these regions accounted for 26%, 21%, 47% (including 10% for France), and 6% of total revenues respectively.
At actual exchange rates, recurrent revenues exceeded their pre-crisis level by €16.5 million (+16%). Revenues from new systems sales remain lower than their pre-crisis level by €30 million (–26%).

An Operating Margin of 8.6% Before Non-Recurring Items, Despite Lower-Than-Expected Growth and the Impact of Investments for the Future

Income from operations before non-recurring items was €17.5 million. Like-for-like, it was up €0.9 million (+4%) relative to income from operations for 2012 (there were no non-recurring items in 2012).
At actual exchange rates, it decreased by €1.9 million (–10%). This figure comprises a €2.7 million negative impact of currency fluctuations, a €0.1 million natural increase in fixed-overhead costs, and a €5.9 million increase in fixed-overhead costs related to the company's transformation plan. These negative impacts were partly offset by the €6 million positive impact resulting from the increase in recurring revenues, the increase in revenues from new systems sales (€0.2 million), and from the increase in the gross profit margin (€0.7 million).
The operating margin before non-recurring items was 8.6%, unchanged like-for-like.
At actual exchange rates it was down 1.1 percentage points (9.7% in 2012). Expenditures corresponding to investments for the future in connection with the transformation plan thus accounted for 2.7 percentage points of the reduction of this operating margin relative to 2012, and for 4.8 percentage points relative to 2011, before the plan's inception.

Income from operations amounted to €27.9 million after inclusion of the €11.1 million non-recurring income reflecting receipt of the outstanding amount in the litigation against Induyco and of the €0.7 million goodwill impairment on Lectra Spain.

Strong Net Income and Free Cash Flow

Net income reached €21.8 million. Net income before non-recurring items amounted to €12.5 million (€13.3 million in 2012).
Free cash flow amounted to €17.6 million (€11.5 million in 2012; there were no non-recurring items in 2012).
Free cash flow before non-recurring items amounted to €6.5 million.
If the French research tax credit and the competitiveness and employment tax credit for 2013 had been received, free cash flow before non-recurring items would have amounted to €13.4 million, exceeding net income before non-recurring items by €0.9 million.

A Zero-Debt Company, Shareholders' Equity and Net Cash Position Bolstered Once More

At December 31, 2013, consolidated shareholders' equity amounted to €83.8 million (+29%). Cash and cash equivalents totaled €29.5 million (+41%) and the net cash position was positive at €28.6 million (+100%), after payment of the €6.4 million dividend declared in respect of fiscal 2012.
Financial borrowings have been reduced to €0.9 million. They correspond to interest-free government advances to help finance R&D programs.

End of Litigation Against Induyco: €11.1 Million Received

On March 7, 2013 Lectra received payment of the outstanding €11.1 million due from Induyco further to the decision rendered by the Madrid Court of Appeal on January 28, 2013.
This payment puts an end to eight years of legal proceedings, after Lectra's filing of its request for arbitration in 2005. It is the mark of success of Lectra's strong determination since the dispute arose to enforce its rights and recover the full amount of the damages the International Arbitral Tribunal had awarded to it in its award rendered against Induyco in London in October 2009.

As all of the costs incurred by Lectra have already been paid, the €11.1 million received resulted in a non-recurring income of the same amount recorded in the consolidated financial statements, a net tax charge of €1.1 million—taking into account the tax losses carried forward of Lectra Spain, with no cash disbursement—and a net income of €10 million. Free cash flow and cash position were thereby increased by €11.1 million.

Acquisitions and Partnerships

The company made no acquisitions in 2013 and did not enter into any new strategic partnership agreements.

2. STRATEGIC ROADMAP FOR 2013-2015: FIRST PROGRESS REPORT

2013 was the second year of implementation of the transformation plan and investments for the future representing €50 million over the period 2012-2015, and the first year of the new strategic roadmap. These programs, presented last year, are discussed in full below.

Formulated at the end of 2009 with a view to emerging strengthened from the crisis, to prepare for the new post-crisis challenges and seize resulting opportunities, the 2010-2012 strategic roadmap has fully demonstrated its efficiency, the strength of Lectra's business model and the company's resilience. On the strength of its success, the company framed at the end of 2012 a new roadmap for 2013-2015 to enable it to fully realize its growth potential.

Continuing to focus on a long-term strategy, its overriding objectives remain unchanged: accentuate Lectra's technological leadership and the high value of its product and service offer; strengthen its competitive position and its long-term relationships with customers; accelerate organic growth; boost profitability by regularly increasing the operating margin; and generate free cash flow in excess of net income (assuming that the French research tax credit and competitiveness and employment tax credit recognized in the year are received or used), thus self financing its future growth.

Building for the Future in the New Post-Crisis Economic Order

Eight economies (Brazil, Russia, India, China, South Korea, Indonesia, Mexico and Turkey) are expected to account for half of global growth in the present decade. Following China's example, their growth models will increasingly be driven by their domestic markets, greater added value and companies' quest for higher margins. Lectra is well armed to turn this new economic order into a vehicle for dynamic growth. The other half of global growth will still take place in developed countries, where Lectra already has a significant market share.

From this dual-growth perspective, the company will benefit from its premium positioning, sustained by the new generations of all of its solutions, enhanced technological leadership, high-performing services, the expertise of its staff in their customers' businesses, and its growing importance as a supplier to major global customers as it supports them in their drive for competitiveness, primarily targeting the Group's top 3,000 customers and providing dedicated resources for the top 300. Lectra is the only player in its industry supplying a complete high-value offer across all its geographical markets and market sectors, giving its customers a unique long-term competitive advantage.

Five accelerators will drive Lectra's growth: emerging countries, together with the industrial revival in the United States and other developed countries; the automotive market—an industry currently experiencing far-reaching technological and geographical change; the leather market, thanks to the revolutionary new range of *Versalis* automated cutters; PLM for fashion and apparel offering collaborative solutions facilitating collection management; and, finally, 3D technology for fashion and apparel, the new universal product development solution.

Deliberately Cautious Macroeconomic Assumptions

The roadmap assumed that macroeconomic conditions would be as weak as in 2012, consistent with growth forecasts for 2013 and 2014 known on February 12, 2013, while allowing for an upturn in business confidence. After all, businesses will need to adapt and build for their own

future within these conditions, gradually encouraging them to resume their investment decisions.
As the very strong rebound in orders in 2010 and the first half of 2011 showed, companies in the different geographical markets and market sectors served by Lectra will need to accelerate their investment plans or make good the investments they have postponed over several years and acquire the technologies necessary to boost their competitiveness and growth. The crisis and its further developments have amplified the challenges they face.

Clear and Ambitious Financial Goals

The main goals contained in the 2013-2015 strategic roadmap are (like-for-like variations):
– a compound annual revenue growth rate equal to or greater than 10%;
– a 15% operating margin (before non-recurring items) in 2015;
– to more than double income from operations (before non-recurring items) and net income in three years.
These goals are supported by a determination to maintain a tight grip on key operating ratios, by preserving a security ratio (i.e. the percentage of annual fixed-overhead costs covered by gross profit on recurring revenues) equal to or greater than 75%. They are founded on organic growth and are based on the exchange rates of February 1, 2013, in particular $1.35/€1.
If these goals were met, income from operations before non-recurring items would be multiplied by nearly four in 2015 relative to 2007, the last pre-crisis year, and the operating margin (before non-recurring items) would rise by nearly 10 percentage points, on an actual basis.
The company had indicated that, given the uncertainties at a time when forecasting is difficult, it may review these goals in the course of this period.

Progress Report

As stated above, global growth was weaker than expected in 2013, and the hoped-for revival in business confidence failed to materialize.
While orders and revenues from new systems have fallen behind relative to the 2013-2015 roadmap, recurring revenues have grown faster than expected. Fixed-overhead costs were lower than planned, thanks to a tight grip on expenditures other than investments for the future and due to certain delays in implementation of the transformation plan. All other metrics are in line or better than expected.
Finally, the company's profitability ratios (especially the overall gross profit margin and operating margin) were better than expected, with a particularly robust 79% security ratio.
Due to the above elements and to the economic environment, it would be prudent to consider that the company will only reach in 2016 the financial objectives it had set for 2015.

Far-Reaching Company Transformation Plan and Investments for the Future

Faced with the scale of the economic crisis in 2008-2009, the company reduced its fixed-overhead costs by 20%, bringing them down from €124 million in 2007 to €100 million in 2010. Its 2010-2012 roadmap called for a second transformation phase in order to build its new post-crisis structure.
Innovation, human capital united around a strong corporate culture built on core values, uncompromised ethics in conducting business, and proximity to customers continue to drive Lectra's leadership. On the strength of its results, the company decided at the end of 2011 to give precedence to its long-term strategy rather than to short-term profitability, by devoting the requisite financial resources to this goal.
This three-point plan will cover the period to 2015, comprising:
– a major recruitment plan devoted to strengthening sales and marketing teams, which will grow from 220 people at the end of 2011 to 330, and from 16% to 22% of the total workforce (with a doubling of the number of sales people);
– the addition of 40 software R&D engineers in Bordeaux-Cestas, bringing the total R&D workforce to 260 engineers;
– accelerated investment in marketing.

Over the period, the transformation will entail more than 300 new hires overall. If the recruitment program is executed in full, Lectra's workforce should rise by around 200 to 1,540 by end 2015. This is equivalent to the pre-crisis level of 1,551 in 2007, but with resources reallocated to core strategic activities and the most promising geographical markets and market sectors, operating more efficiently, with enhanced skills and improved performance.

These investments for the future will represent a cumulative €50 million over the period 2012-2015, fully expensed, while their benefits will only be felt progressively.

Fixed-overhead costs will continue to be limited to around €130 million in 2015, versus €102 million in 2011, before the launch of the transformation plan. Adjusting for inflation, the level of fixed-overhead costs in 2015 would be below that of 2007.

Progress Report

Costs relating to the transformation plan in 2013 (€5.9 million) accounted for practically the entire increase in fixed-overhead costs.

The Group spent €3.5 million, or 4% of its total payroll costs, on training, given the importance of new recruits.

The transformation plan has resulted in extensive renewal of Lectra's sales and marketing teams, and a strengthening of software R&D teams.

As of 31 December, 2013, the sales and marketing teams totaled 277 (a rise of 63 since end 2011), a third of which joined the Group in 2013 and 50% since the launch of the plan. R&D teams came to 250 (up 32 since end 2011), 17% of which joined the company in 2013.

Lectra's workforce has increased by 95 since the end of 2011 to 1,433, 16% of which joined the company in 2013 and a quarter since the plan started.

The main priorities in bolstering sales and marketing teams have been the Corporate functions, North America, China, and the Germany and Eastern Europe region. There has been a slight delay in recruiting the corresponding personnel, whereas recruitment of software R&D engineers is proceeding ahead of schedule.

Finally, investment in marketing has been lower than forecast because certain projects have been voluntarily postponed until 2014, while others were assigned internally to new marketing teams.

Fully Internally Funded Development

The company's annual free cash flow should continue to exceed net income (assuming utilization or receipt of the research tax credit and the competitiveness and employment tax credit applicable in France), enabling it to pursue its policy of paying dividends to shareholders while financing its future development.

Its goal is to be free of all financial debt.

The company will pursue its dividend-payment policy. Barring further changes to the taxation of dividends in France, the total dividend is expected to represent a payout ratio of around 33% of net income (excluding non-recurring items), the remaining 67% serving to self finance the company's growth. This ratio could exceptionally rise to or exceed 50% until the investments for the future have produced their impact in full, insofar as they are already taken into account in the computation of net income and free cash flow.

Lastly, besides the Liquidity Agreement, the company will not implement any share buyback plan. It will preserve its cash in order to finance future targeted acquisitions in the coming years, should the right opportunities arise on favorable terms, while its organic growth continues to be financed internally thanks to its business model.

Progress Report

The company repaid ahead of schedule on March 31, 2013 the balance outstanding on its medium-term loan, received the payment of the outstanding €11.1 million due by Induyco and ended 2013 with very solid operating fundamentals.

3. CONSOLIDATED FINANCIAL STATEMENTS FOR 2013

With an average parity of $1.33/€1, the U.S. dollar was down 3% compared with 2012 ($1.29/€1). Other currencies fell sharply against the euro, in particular the Japanese yen (–21%) and the Brazilian real (–13%).

These currency movements mechanically decreased revenues by €6.2 million (–3%) and income from operations before non-recurring items by €2.7 million (–14%) at actual exchange rates, compared with like-for-like figures.

Revenues

Revenues totaled €203 million, up 5% like-for-like (+2% at actual exchange rates) compared with 2012.

Revenues from New Systems Sales

Revenues from new software licenses (€20.1 million) were down €2.7 million (–12%) and accounted for 10% of total revenues (12% in 2012).
CAD/CAM equipment revenues were up €4.1 million (+8%) to €54.6 million and accounted for 27% of total revenues (26% in 2012).
Revenues from training and consulting increased by €0.8 million (+10%) to €8.4 million.
Overall, revenues from new systems sales (€84.9 million) increased by 3% and represented 42% of total revenues (43% in 2012). They increased by 16% in the automotive market, but fell by 1% in furniture, 3% in fashion and apparel, and by 27% in other industries.

Revenues from Recurring Contracts Spare Parts and Consumables

Recurring revenues (€118.1 million) increased by €8.5 million (+7%). They accounted for 58% of total revenues (57% in 2012).
Revenues from recurring contracts—which represented 34% of total revenues—totaled €69 million, a 5% increase, identical to the increase registered in 2012. They break down as follows:

– revenues from software evolution contracts (€33.5 million), up 8% compared with 2012 and representing 17% of total revenues;
– revenues from CAD/CAM equipment maintenance contracts and from subscription contracts to the Group's five International Call Centers (€35.5 million), which increased by 3% and contributed to 17% of total revenues.

Revenues from spare parts and consumables (€49.1 million), meanwhile, increased by 11% and represented 24% of total revenues.

Order Backlog

At December 31, 2013, the order backlog of new software licenses and CAD/CAM equipment (€9.6 million) was down €2.5 million relative to December 31, 2012.
The order backlog comprised €8.1 million for shipment in Q1 2014 and €1.5 million for the rest of the year and the start of 2015.

Gross Profit Margin

The overall gross profit margin was 72.1%. Like-for-like, it decreased by 0.4 percentage point relative to 2012, reflecting the evolution of the sales mix, with software representing a smaller share of total revenues. The gross profit margin for each product line either increased or remained stable.
It is important to note that personnel expenses and other operating expenses incurred in the execution of service contracts are not included in the cost of goods sold but are recognized in selling, general, and administrative expenses.

Overhead Costs

Total overhead costs were €129 million, up €6.2 million (+5%) compared with 2012. They break down as follows:

– €116.8 million in fixed-overhead costs, up €6 million (+5%);
– €12.2 million in variable costs, up €0.1 million (+1%).

At actual exchange rates, the rise in fixed-overhead costs was €3.8 million.
R&D costs are fully expensed in the period and included in fixed-overhead costs. Before deducting the research tax credit and the portion of the new competitiveness and employment tax credit relating to R&D personnel applicable in France, R&D costs amounted to €19.1 million and represented 9.4% of revenues (€17.4 million and 8.7% in 2012). Net R&D costs, after deductions, amounted to €12.5 million (€11.5 million in 2012).

Income from Operations and Net Income

Income from operations before non-recurring items was €17.5 million.

Like-for-like, it was up €0.9 million (+4%) relative to income from operations for 2012 (there were no non-recurring items in 2012).

At actual exchange rates, it decreased by €1.9 million (–10%).

After inclusion of the €11.1 million non-recurring income reflecting the receipt of that amount putting an end to the litigation against Induyco and of the goodwill impairment of €0.7 million on Lectra Spain, income from operations amounted to €27.9 million.

Following the repayment of the balance outstanding of the medium-term bank loan on March 31, 2013, financial income and expenses represented a net expense reduced to €0.3 million (€1 million in 2012).

Foreign exchange gains and losses generated a net loss of €0.5 million.

After an income tax expense of €5.3 million, net income reached €21.8 million. Net income excluding non-recurring items amounted to €12.5 million (€13.3 million in 2012).

Net earnings per share on basic and diluted capital were €0.75 and €0.73 respectively (€0.46 per share on basic and diluted capital in 2012). Excluding non-recurring items, net earnings per share on basic and diluted capital were €0.43 and €0.42 respectively.

Free Cash Flow

Free cash flow amounted to €17.6 million, after inclusion of the non-recurring receipt of €11.1 million (there were no non-recurring items in 2012).

Free cash flow before non-recurring items amounted to €6.5 million (€11.5 million in 2012). This figure results from cash flow provided by operating activities of €11.5 million (including an increase in the working capital requirement of €9.1 million), and cash flow used in investing activities of €5 million (see note 8 of the notes to this report).

The French research tax credit (€6.4 million) and the competitiveness and employment tax credit (€0.5 million) for 2013 were accounted for but not received.

If they had been received, the increase in working capital requirement would have been limited to €2.2 million, and free cash flow before non-recurring items would have risen to €13.4 million, exceeding net income excluding non-recurring items by €0.9 million.

Shareholders' Equity

At December 31, 2013, consolidated shareholders' equity amounted to €83.8 million (€65 million at December 31, 2012), after payment of the €6.4 million dividend declared in respect of fiscal 2012.

The figure for shareholders' equity is calculated after deduction of treasury shares held under the Liquidity Agreement. Treasury shares are carried at cost, i.e. €0.1 million (versus €0.4 million at December 31, 2012).

Cash and cash equivalents totaled €29.5 million (€21 million at December 31, 2012).

Financial borrowings have been reduced to €0.9 million (€6.7 million at December 31, 2012). They correspond to interest-free government advances to help finance R&D programs.

At the company's initiative, on March 31, 2013, the company repaid the remaining €5.4 million of the €48 million medium-term loan contracted in May 2007 in order to finance the public stock repurchase tender offer for 20% of the share capital.

The net cash position doubled in the year at €28.6 million.

The working capital requirement amounted to €9.5 million. It includes a receivable of €22.3 million on the French tax administration *(Trésor public)* corresponding to the research tax credit, recognized since fiscal 2010 but not yet received or offset against income tax. Restated for this receivable, the working capital requirement was negative at €12.8 million, which is a key feature of the Group's business model.

It should be noted that, when these tax credits cannot be charged against income tax, they are treated as a receivable on the French tax administration. If unused in the ensuing three years, they are repaid to the company in the course of the fourth year (see note 9 of the notes to this report).

4. RISK FACTORS—MANAGEMENT OF RISKS

This chapter describes the main risks facing the company with regard to the specific characteristics of its business, of its structure and its organization, of its strategy and its business model. It further describes how the company manages and prevents these risks, depending on their nature.
The chapter has been organized to identify risk factors specific to the Group. They have been arranged by order of priority, according to whether they are of high, secondary, or low importance. Risks in 2013 were more or less identical to those described in the 2012 Management Discussion, with the exception of liquidity risk, which is now practically nil due to the absence of financial debt and the high level of cash available at December 31, 2013. The same is true for interest-rate risk, for the same reasons.

Identification of Risks

For internal controls to be pertinent, the Group needs to be able to identify and assess the risks to which it is subject, namely the possible occurrence of an event whose consequences could affect the company's human capital, assets, environment, goals, together with its activity, financial condition, financial results (or its ability to achieve its goals) or reputation. These risks are identified by means of a continuous process, taking into account the changes in the Group's external environment together with the organizational changes rendered necessary by the evolving nature of its markets and the macroeconomic environment. This process is overseen by the Finance division and the Legal Affairs department, with input from all Group operating and corporate departments.
As in previous years, the Audit Committee has reviewed risks liable to have a significant adverse impact on the company's human capital, assets, environment, goals, together with its activity, financial condition, or financial results (or its ability to achieve its goals), or reputation, and considers that there are no other significant risks than the ones discussed below.

The key factor protecting the Group against risks is its business model, which comprises two types of revenue streams:
– revenues from new systems sales (new software licenses and CAD/CAM equipment, related services and on-call maintenance and support interventions), the company's growth driver;
– recurring revenues, consisting partly of recurring contracts (e.g., software evolution, CAD/CAM equipment maintenance, and on-line support contracts), and partly of sales of spare parts and consumables on the installed base, statistically recurring, which are a key factor in the company's stability, acting as a cushion in periods of slow overall economic growth.
The gross profit generated by recurring revenues alone covers more than 75% of annual fixed-overhead costs.
In addition, the business model is geared to generating free cash flow in excess of net income—assuming utilization or receipt of the annual research tax credit and competitiveness and employment tax credit applicable in France—enabling the Group to finance its future growth out of its own cash, with a practically zero working capital requirement.
Finally, uncompromising ethics in the conduct of business and respect for each individual are part of the company's core values.

4.1. Macroeconomic Environment Risks

The solutions marketed by the Group represent a sometimes sizable investment for its customers. Decisions depend in part on the general macroeconomic environment and on the state of the sectors of activity in which the customers operate. They could scale back or defer their investment decisions when global economic growth slows or when a particular sector suffers a downturn or is in crisis. The Group is consequently exposed to the global economic cycle.

Risks Connected with the Economic and Financial Crisis

The deteriorated macroeconomic environment has been the chief risk affecting the Group since the onset of the economic and financial crisis in 2008.
This unprecedented crisis has severely impaired the situation of countries the world over and companies in all sectors. The resulting sharp slowdown in activity among many Group customers, the deterioration of their financial performance, their uncertain outlook, and their reduced access to credit making it hard for them to finance their investments have meant that many companies have taken steps to reduce costs, cut back or temporarily halt production, close plants, and freeze investments.
The economic, financial, and monetary crisis, of an uncertain scale and duration, persisted in 2012 and 2013 and could continue into subsequent years (see chapters 2 and 14).
Customers' businesses, meanwhile, remained at risk of a renewed credit squeeze and greater difficulty in funding their capital expenditures.
The constant shift between good and bad news, a lack of visibility, and companies' growing concerns over when a lasting economic recovery is going to take place will weigh more heavily on their investment decisions—and hence on Group revenues and earnings—than the deteriorating macroeconomic conditions

Risks Related to Geographic Sectors and Market Sectors

Apart from periods of severe economic crisis, the risks associated with the company's business activity are naturally hedged by the international reach of the company's sales and services, and by their range over a number of market sectors (chiefly fashion and apparel, and automotive, which respectively accounted for 47% and 41% of revenues from new systems sales in 2013, for a combined total of 88%) with different business cycles and growth rates serving to offset these risks.

The far-reaching changes being brought about by globalization, such as relocation and repatriation of production, are resulting in revenue loss in one country and gains in another, albeit with a possible time lag.
Thanks to its strong presence in the major emerging countries, forecast to generate half of total global growth in the present decade, the Group is well placed to turn this into a vehicle for dynamic growth. The other half of global growth is expected to take place in developed countries where the Group has a historical presence and a large market share.
In 2013, almost 75% of total revenues were generated in 10 countries or country groups (Brazil, China, France, Germany and Eastern Europe, Italy, Japan, Mexico, Portugal, the United Kingdom, and the United States), none of which accounts for more than 15% individually. Revenues generated by the Group in France accounted for 8%. The three European countries that have suffered severely from the downturn in their economies, namely Italy, Portugal and Spain, account for 10%, 4% and 3% respectively. The figure for Greece is immaterial.

4.2. Economic and Operational Risks Specific to the Company's Business

Lectra designs, produces, and markets full-line technological solutions—comprising software, CAD/CAM equipment, and associated services—specifically designed for industries that use large volumes of fabrics, leather, technical textiles, and composite materials.
It addresses a broad array of major global markets, including fashion and apparel, automotive (car seats and interiors, airbags), furniture and a wide variety of other industries, such as aeronautical, marine industries and wind power.

Innovation Risks

This activity demands continuous creativity and a steadfast search for innovation. The Group needs to retain its technological leadership in its historical business of CAD/CAM software and equipment and related services, which now account for the vast bulk of its revenues.
The Group is world number one in this sector, with an estimated market share of around 25-30%. In addition,

it faces competition from the global software leaders in the new area of Product Lifecycle Management (PLM) for the fashion and apparel sector, which is expected to be a growth driver in the medium term.

The company invests heavily in research and development, which accounts for more than 9% of revenues, before deduction of the research tax credit and the share of the competitiveness and employment tax credit applicable in France and subsidies linked to certain R&D programs. Despite the quality of its engineers and of the project development process, some programs may carry a risk of technical or commercial failure.

R&D expenditures are fully expensed in the year. Consequently, the Group's technology assets are valued at zero in the statement of financial position, and there is therefore no risk of impairment.

As a corollary of this policy, the company must ensure both that its innovations are not copied and that its products do not infringe third parties' intellectual property. It therefore has a dedicated team of intellectual property specialists that takes both offensive and defensive measures with regard to patents.

Production Risks

Moreover, the decision in 2005, made after careful consideration, to maintain Lectra's R&D and production in France has enabled it to meet the three challenges it faced, namely: to compete with the low-cost products of its international competitors that had relocated to China and those of its Asian competitors; to boost its competitiveness in the face of a persistently weak dollar against the euro; and, finally, to boost its margins.

The decision has also served to protect its intellectual property. This risk-protection strategy was made possible only through innovation. The question of relocating or possibly repatriating production has therefore been settled and will not affect the Group's strategy.

A substantial portion of the manufacturing of the equipment the company markets is subcontracted, with Lectra providing only the research, development, final assembly, and testing of the equipment that it produces and sells. The technical, logistic, or financial failure on the part of an important subcontractor could result in delays or defects in equipment shipped by the company to its customers. To reduce this risk to a minimum, subcontractors undergo technological, industrial, and financial scrutiny of their situation and performance, prior to selection and then continuously. The assessment is then updated at regular intervals, the frequency depending on the criticality of the product supplied by the subcontractor.

Moreover, the Group may face global shortages of certain components or parts used in the manufacture or maintenance of its products. This risk of a supply chain breakdown could affect its capacity to fulfill customers' orders. This is reviewed continuously, and buffer inventories are maintained of the parts and components concerned, depending on the likely risk of shortage.

There is little risk of the Group being unable to respond to a rapid growth in sales of CAD/CAM equipment and shipments of spare parts and consumables since the Bordeaux-Cestas (France) manufacturing site has sufficient capacity to increase its output by 50% with no major new investment and around 50 additional staff members. In order to double the plant's output, a further 40% of floor space would be required, in addition to the existing 10,000 m^2.

It should be borne in mind that the economic value of the land and buildings comprising the Bordeaux-Cestas site currently exceeds its historical cost of €10.4 million, but that the site figures in the statement of financial position for a net value of €3.8 million only.

4.3. Market Risks

Because of its international presence, foreign exchange risk is the principal market risk to which the Group is exposed.

It is Group policy to manage these risks conservatively, refraining from any form of speculation, by means of hedging instruments.

Specific Foreign Exchange Risks

A substantial proportion of revenues is denominated in various currencies whose fluctuations against the euro constitute a foreign exchange risk for the Group.

The mechanical and competitive effects on the Group's financial statements of fluctuations in these currencies against the euro are particularly large since the site, where the final assembly and testing of the equipment it produces and markets is carried out, is located in France and since most of its subcontractors are located in the Eurozone.

The Group is especially sensitive to variations in the U.S. dollar/euro exchange rate, as well as in other currencies, in particular the Chinese yuan owing to its progressive decorrelation from the dollar, as well as to the growing volume of activity in China, and the major role it now plays in the Group's competitiveness with regard to certain of its Chinese competitors or international competitors whose products are manufactured in China.

In 2013, 45% of the Group's consolidated revenues, 91% of its cost of sales, and 72% of its overhead expenses were denominated in euros. These percentages were respectively 34%, 5%, and 12% for the U.S. dollar.

The Chinese yuan represented nearly 6% of revenues, the other currencies each representing less than 4%; individually, their share of the cost of sales is negligible and less than 5% of overhead costs.

These currency fluctuations impact the Group at two levels:

a) impact on competitive position: the Group sells its products and services in global markets, competing primarily with its main competitor, a U.S. company that currently manufactures its equipment in China, as do its Asian competitors. As a result, prices are generally dependent on the U.S. dollar but also on the Chinese yuan;

b) currency translation impact:
– on the income statement, as accounts are consolidated in euros, revenues, gross profit, and net income of a subsidiary conducting its business in a foreign currency are mechanically affected by exchange rate fluctuations when translated into euros;
– on balance sheet positions, this refers primarily to foreign currency accounts receivable, in particular to those between the parent company Lectra SA and its subsidiaries, and it corresponds to the variation between exchange rates at collection date and those at billing date. This impact is recognized in "Foreign exchange income/loss" in the income statement.

Currency risk is borne by the parent company. The Group seeks to protect all of its foreign currency receivables and debts as well as future cash flows against currency risk on economically reasonable terms. Hedging decisions take into account currency risks and trends where these are likely to significantly impact the Group's financial condition and competitive situation. The bulk of foreign currency risk concerns the U.S. dollar.

The Group generally seeks to hedge the risk arising in respect of its net operational exposure to the U.S. dollar (revenues less all expenses denominated in U.S. dollars or strongly correlated currencies) by purchasing dollar puts or by forward currency contracts, when justified by the cost of the hedge.

In 2013, faced with slower growth, many major countries—particularly the United States, China, and Japan—eased their monetary policy. There has been an increase in certain currency risks, e.g. tapering in the U.S., and the fall in emerging markets' currencies.

Besides the possible resulting risk to the global economy, such policies could result in a lasting rise in the euro which would negatively impact the Group's business activity and financial results. The foreign exchange risk to which the Group is exposed could continue to increase in 2014. Sensitivity to U.S. dollar fluctuations and other currencies is shown in note 33 to the consolidated financial statements. The Group's statement of financial position exposure is monitored in real time; it utilizes forward currency contracts to hedge all relevant receivables and debts.

Interest-Rate Risks

The Group now no longer has any financial debt and therefore has no interest-rate risk exposure.
The Group repaid the balance outstanding of its medium-term loan on March 31, 2013. The remainder of the debt (€0.9 million at December 31, 2013) carries no interest, consisting of repayable public subsidies to fund R&D programs.

Stock Market Risks

The Group holds no interests in listed companies other than its own shares held under a Liquidity Agreement (see note 15.2 to the consolidated financial statements), and is therefore not subject to stock market risk.

4.4. Customer Dependency Risks

Each year, revenues from new systems, accounting for 42% of total revenues in 2013, are generated by around 2,000 customers, and comprise both sales to new customers and extensions to or the renewal of existing customers' installed bases. Revenues from recurring contracts, accounting for around 34% of 2013 total revenues, are generated on almost 5,500 of Lectra's customers. Finally, sales of spare parts and consumables, which account for 24% of total revenues, are generated on a large proportion of the installed CAD/CAM equipment.
There is no material risk of dependence on any particular customer or group of customers, as no individual customer represented more than 7% of consolidated revenues, as was the case in the previous three years, and the company's 10 largest customers represented less than 20% of revenues combined, and the top 20 customers less than 25%.

4.5. Legal and Regulatory Risks

The company markets its products in more than 100 countries through a network of 31 sales and services subsidiaries, supplemented by agents and distributors in countries where it does not have a direct presence. Consequently, it is subject to a very large number of legal, customs, tax, and social regulations in these countries. While the company's internal control procedures provide reasonable assurance of compliance with the prevailing laws and regulations, unexpected or sudden changes in certain rules (particularly regarding the establishment of trade barriers), as well as political or economic instability in certain countries, are all liable to impact the revenues and results of the Group.
From a tax point of view, there are many intra-Group flows requiring the existence of a transfer pricing policy compliant with French, local, and international guidelines (in particular the OECD). Adequate documentation setting forth Group policy in this regard has been put in place.
R&D activity benefits from the French research tax credit *(crédit d'impôt recherche)*, which in 2013 represented €6.4 million, or 33% of the total corresponding expense, 36% of income from operations, and 29% of net income. Any significant reduction or abrogation of this tax credit would have an impact on Group income. The changes introduced by the December 29, 2013 Budget Act (law no. 2013-1278) for 2014 *(loi de finances pour 2013)* and the Supplementary Budget Act of December 29, 2013 (law no. 2013-1279) for 2013 *(loi de finances rectificative pour 2013)* have had no impact on the benefits of the research tax credit for our company. Moreover, stabilization of the research tax credit mechanism for the remainder of the current French President's five-year term of office is one of 35 concrete measures to which the Government is committed within the framework of the National Pact for Growth, Competitiveness and Employment *(Pacte national pour la croissance, la compétitivité et l'emploi)*.
The parent company, Lectra SA, is currently the subject of a tax audit for the years 2010, 2011 and 2012.
In the normal course of its business, the Group may be involved in various disputes and lawsuits. The Group considers that there are no governmental, judicial, or arbitral proceedings, including all proceedings of which the Group has knowledge, pending or which could threaten it, for which no provision has been made in the financial statements and liable, either individually or severally, to have material impacts on the financial condition or earnings of the Group.
Finally, the company is listed on NYSE Euronext and is therefore subject to stock market regulations, particularly those of the *Autorité des Marchés Financiers* (AMF), the French Financial Markets Authority.

4.6. Human Resources Risks

The Group's performance depends primarily on the competence and expertise of its personnel, the quality of its management, and its capacity to unite its teams in addressing the Group's strategic challenges.

Any departure within the management team or of certain experts could affect the company's operations and financial results, given its size, the breadth of its international reach, the array of market sectors covered, and the components of its business—research and development, sales of technology solutions geared to implementing customer projects, together with the provision of consulting and expertise, user training in Lectra solutions, onsite support and remote support via the Group's in-house International Call Centers, manufacturing and logistics, administration and finance.

The mission of the human resources staff is to limit these risks through four main policies: to attract and retain suitably qualified personnel to ensure the competitiveness, growth and profitability of the company by implementing a structured recruitment process with very strong interaction between the Group's management team, the different corporate departments, and the subsidiaries; to motivate the Group's teams by applying principles of fairness in compensation based on the recognition of merit and performance; to sustain the development and transfer of skills and experience to the levels required for its different activities, carrying out an ambitious and continuous training policy; emphasizing the high degree of flexibility and adaptability of the Group's organization to changes in its geographic markets and market sectors, by continuously reshaping its organization.

Despite weak and uncertain macroeconomic conditions, the Group decided to focus on long-term strategy rather than on short-term profitability. In September 2011, it stepped up its transformation plan, the main pillar of which is an ambitious recruitment program lasting until the end of 2015, and will aim primarily at bolstering its sales and marketing teams, and its software R&D teams, while remaining within tight budget constraints (see chapter 2).

The transformation plan provides for continuous performance assessment and improvement, training, and coaching programs entailing a major investment by management and human resources teams. Measures taken in this regard focus on four main themes, namely: an intensified effort to develop the knowledge and skills of the sales and customer support teams with regard to solutions, customers' businesses and evolutions in the Group's markets; sustained internal communications aimed at sharing the company's strategy and challenges; the development of company projects capable of unifying different themes aimed at optimizing internal processes, improving methods and enhancing efficiency; regular investment in information systems, focused on sales activity development and tracking strategic objectives, coupled with state-of-the-art IT infrastructures and high-performance networks federating all of the company's teams the world over.

Lectra places a high premium on compliance with existing labor regulations wherever it operates. It regularly audits its subsidiaries to ensure they are compliant with local laws and regulations. Its active policy of transparency in the disclosure of information and in managing its labor relations is one means allowing the Group to create a positive social climate, enabling the company to underpin its development and deal constructively with economic uncertainty.

Significant efforts have been made to identify and evaluate risks, thanks to targeted action plans to ensure that all company activities are carried out safely, in particular in R&D and manufacturing activities as well as during maintenance interventions. This general process is overseen by a safety engineer, with the active involvement of management, via accident prevention campaigns, personnel training (nearly 550 people underwent safety-related training between 2011 and 2013), and the deployment of concrete means to increase safety. For example, the company has implemented computer-assisted goods handling aids in all parts of the manufacturing shop; it has banned the use of chemicals that present a cancer hazard; and it has installed automatic defibrillators at its Paris and Bordeaux-Cestas (France) sites and provides training in their use.

Thanks to its accident prevention policy, Lectra has achieved a very good record, with accident frequency and severity rates respectively ten and three times below national indicators in France.

4.7. Credit Risks in Case of Counterparty Default

The Group is exposed to credit risks in the event of default by a counterparty. This risk is heightened in the context of the global economic crisis.
However, the Group has succeeded in keeping the scale of losses in connection with this risk at a historically low level, representing less than 1% of annual revenues, thanks to the terms of payment it applies, with in particular down payments required at the time of the order and upon shipment, and annual or quarterly payment in advance for recurring contracts.
The Group pays close attention to the security of payment for the systems and services delivered to its customers. It notably manages this risk via a range of customer risk management procedures, which include preventively analyzing its customers' solvency and provide for the strict and systematic application of several measures for dealing with customers in arrears.
Sales to countries subject to high economic or political risks are for the most part guaranteed by irrevocable and confirmed letters of credit or by bank guarantees. Net customer receivables turnover, measured in revenue days (including all taxes) at December 31, 2013, represents less than ten days.
If, in spite of the foregoing, the Group considers that it is exposed to a risk of non-collection of a customer receivable, it recognizes impairment on the said receivable.

4.8. Liquidity Risks

The risk that the Group may have to contend with a short-term cash shortage is close to zero.
The Group's balance sheet has been fundamentally transformed in recent fiscal years, moving from a net financial debt of €56.4 million on shareholders' equity of €28.6 million at December 31, 2008, to a positive net cash of €28.6 million on shareholders' equity of €83.8 million at December 31, 2013. Financial debt has fallen from €66.5 million to €0.9 million and available cash has increased from €10.2 million to €29.5 million. As a consequence of the early repayments made by the Group at its initiative, the Group repaid on March 31, 2013 the outstanding balance of the medium-term bank loan. Cash and cash equivalents is held exclusively in interest-bearing sight accounts and represents a comfortable and sufficient liquidity reserve for the Group.
Thanks to its structurally negative or near-zero working capital requirement (after restatement of the receivable on the French Administration *(Trésor public)* in respect of the research tax credit and, to a lesser extent, the competitiveness and employment tax credit not received), any cash flows generated by the Group help to bolster its liquidity.

4.9. Information Systems Risks

The Group is exposed to various risks in connection with its information systems and the extensive use made of them, which is essential to the company's operations.
With respect to the security of information systems, the Group has put in place a business continuity plan incorporating resources designed to guarantee a coherent and rapid restoration of critical data and applications in the event of an incident.
Foremost among these means is the replication of systems in real time in a backup room, physical protection of technical facilities (with a generator, surge protector, redundant climate control, and a permanently monitored fire control system on constant alert), and daily backup on tapes (stored in an offsite safe in a remote building). Virtual server, cluster, and storage bay replication technologies all serve to guarantee very rapid deployment of the business continuity plan.
In addition, the different means of communication in place (including an international private network, remote access solutions, and videoconferencing) enable all employees to exchange and share information in a totally secure environment, regardless of location and mode of connection.

Moreover, the Group subjects its information security processes and procedures to verification. It conducts regular audits to identify potential deficiencies and rectify them appropriately, implementing new technologies as they become available, and building awareness among its staff and providing training for them in the application of and compliance with security procedures. Access to IT resources is centralized in a single directory, under the exclusive control of a dedicated team.

4.10. Insurance and Risk Cover

The parent company, Lectra SA, oversees the management of risks and the writing of insurance programs for the Group as a whole. Lectra SA's Legal Affairs department formulates Group policy with respect to the evaluation of its risks and their coverage, and coordinates the administration of insurance contracts and claims with respect to legal liability, property damage, and damages and losses incurred during transportation.
The Group exercises its judgment when assessing risks incurred in the conduct of its business, the utility or otherwise of writing insurance cover with an outside insurer and the cost of the guarantees provided. It may therefore decide to review this policy at any time.
The Group works through international brokers whose network has the capacity to assist it throughout its different geographies. Insurance programs are written with reputable insurers of sufficient size and capacity to provide cover and administer claims in all countries.
At regular intervals, when programs come due for renewal, the Group invites competing insurance companies to submit bids in order to secure the best possible terms and conditions.
The guarantees provided by these programs are calculated on the basis of estimated possible losses, the guarantee terms generally available on the market, notably for companies of comparable size and characteristics to Lectra, and depending on insurance companies' proposals.
The Group has taken the following insurance coverage:
– legal liability, business continuity, post-delivery, and professional liability (Errors and Omissions in the United States);
– directors and officers liability;
– property damage;
– transported goods.
The Group manages uncertainty with respect to general liability by means of a contractual policy that excludes its liability for indirect damage and limits its liability for direct damage to the extent allowed by applicable regulations. General liability cover is capped at €25 million per claim and per year.
Given the use made of the equipment commercialized by it, the Group is exposed to the risk of injury to its customers' employees while operating certain items of equipment supplied by it. It therefore takes all appropriate steps to ensure that these meet the strictest personnel safety standards—a major and constant concern of the Group; however, there is no such thing as zero risk. The Group's product liability insurance contract covers it against adverse monetary consequences arising from claims that could result from its sales of systems or provision of services.
The property damage program provides for payment of claims for material damage to buildings or physical assets in accordance with the declared value of each of its sites worldwide, which the Group reports annually. The program comprises additional guarantees to finance the continuity or reorganization of activity following a loss event. Special emphasis is placed on protecting the Bordeaux-Cestas (France) site, which houses research and development and production activities as well as critical services for the Group as a whole. The program notably comprises "business continuity" cover against financial loss in the event of a major accident affecting the Bordeaux-Cestas site and jeopardizing the continuity of all or part of the Group's business. This program is backed up by risk prevention measures at this site.

5. OFF-BALANCE SHEET ITEMS

Off-Balance Sheet Commitments Relating to the Group Financing

The parent company, Lectra SA, provided a total of €2.3 million at December 31, 2013 (€2.1 million at December 31, 2012) in sureties to banks, mainly to guarantee loans made by the latter to the company's subsidiaries and in guarantees given to customers or to lessors.

These sureties were previously authorized by the Board of Directors, as required under article L. 225-34 al. 4 of the French Commercial Code.

Exchange risk hedging instruments of balance sheet positions at December 31, 2013 were comprised of forward sales or purchases of foreign currencies (mainly U.S. dollars, British pounds, Romanian lei and Russian rubles) for a net total equivalent value (sales minus purchases) of €1.9 million (€2.5 million at December 31, 2012).

Off-Balance Sheet Commitments Relating to Operating Activities

The only off-balance sheet commitments relating to operating activities concern normal office, motor vehicle, and office equipment leasing and rental contracts, which may be cancelled in accordance with contract terms. These commitments are discussed in the notes to the consolidated financial statements.

6. APPROPRIATION OF EARNINGS

In 2011, and as recommended by the Board of Directors, the company resumed its dividend payment policy and declared a dividend of €0.18 per share in respect of fiscal 2010. The dividend was increased to €0.22 per share in respect of fiscal year 2011 and 2012.

In last year's report, the Board stated that the company will pursue its dividend-payment policy. Barring further changes to the taxation of dividends in France, the total dividend is expected to represent a payout ratio of around 33% of net income (excluding non-recurring items), the remaining 67% serving to finance the company's growth internally. Exceptionally, this ratio could rise to or exceed 50% until the investments for the future have produced their impact in full, insofar as they are already taken into account in the computation of net income and free cash flow.

The Board of Directors will propose to the annual Shareholders' Meeting of April 30, 2014 to maintain a dividend of €0.22 per share, in respect of fiscal 2013. The gross dividend represents a payout ratio of 52% of 2013 net income excluding non-recurring items (30% of net income) and a yield of 2.7% based on the December 31, 2013 closing share price.

Subject to approval by the shareholders, the dividend will be made payable on May 7, 2014.

7. SHARE CAPITAL – OWNERSHIP – SHARE PRICE PERFORMANCE

Change in Share Capital

At December 31, 2013, the share capital totaled €29,664,415, divided into 29,664,415 shares with a par value of €1.00. In 2013, share capital increased by 716,100 shares, resulting from the exercise of stock options (an increase of €0.7 million of share capital together with a total share premium of €2.4 million).

On January 7, 2013, Delta Lloyd Asset Management NV (Netherlands), on behalf of investment funds it manages, reported that it had increased its shareholding above the threshold of 15% of the company's capital stock, and that it held 15.08% of the capital stock and 14.84% of the voting rights. On March 26, 2013, Delta Lloyd reported that on March 22 it had decreased its shareholding below the threshold of 15% of the capital stock and that at that date it held 14.97% of the capital stock and 14.76% of the voting rights. On June 11, 2013, Financière de l'Échiquier, on behalf of investment funds it manages, reported that it had decreased its shareholding, on June 7, below the threshold of 5% of the capital stock and the voting rights and that it held at that date 4.22% of the capital stock and 4.16% of the voting rights.

On February 17, 2014, Schroders Investment Management Limited (United Kingdom), on behalf of investment funds it manages, reported that it had increased, on February 12, 2014 its shareholding above the threshold of 10% of the company's capital stock and the voting rights and that it held at that date 10.14% of the capital stock and 10.01% of the voting rights. Schroders Investment Management Limited also indicated that it holds an additional 2% of the company's capital on behalf of clients who have kept the exercise of their voting rights.

No other crossing of statutory thresholds was notified to the company since January 1, 2013.

At the date of publication of this report, and to the company's knowledge, the main shareholders are:

– André Harari and Daniel Harari, who together hold 37.4% of the capital and 36.9% of the voting rights;

– Delta Lloyd Asset Management NV (Netherlands), and Schroder Investment Management Ltd (UK), which each hold more than 10% (but less than 15%) of the capital and of the voting rights, on behalf of investment funds they manage.

Treasury Shares

At December 31, 2013, the company held 0.04% of its own shares in treasury shares, solely within the framework of the Liquidity Agreement managed by Exane BNP Paribas. All of the information required under article L. 225-211 of the French Commercial Code concerning purchases and sales by the company of its own shares is presented in chapter 10 below.

Granting of Stock Options—Potential Capital Stock

The Extraordinary General Shareholders Meeting of April 27, 2012, authorized the creation of a new stock option plan for a maximum of 1.5 million options for the same number of shares with a par value of €1.00, in accordance with the conditions described in the report of the Board of Directors to said meeting and in its second resolution, and automatically terminated the authority given to it by the Extraordinary Shareholders' Meeting of April 30, 2010. The exercise price may not be less than the average opening price of Lectra shares listed for the 20 stock market trading sessions preceding the options' grant date.

2013 Stock Option Plan

On June 13, 2013, the Board of Directors granted 765,600 options, at an exercise price of €6.25 per share to 107 beneficiaries in respect of fulfillment of their annual performance targets set for 2013, corresponding to a maximum number of options.

At the date of the present report, the closing of the Group's 2013 consolidated financial statements allowed to carry out the majority of calculations of actual performance in 2013, bringing the number of options to 277,599 and the number of beneficiaries to 103. 475,201 options have ceased to be valid on grounds of non-fulfillment of 2013 performance targets and 12,800 options due to beneficiaries' departure from the Group.

These calculations have not yet been finalized for certain beneficiaries who hold nearly 32,000 options that may still lease to be valid.

The Board of Directors also granted 70,400 options at an exercise price of €6.25 per option to 41 laureates of the *2012 Lectra Worldwide Championship*.

Altogether, the Board of Directors thus granted a maximum of 836,000 options to 127 beneficiaries, reduced to 347,999 options and 123 beneficiaries, in respect of the 2013 stock option plan, at the date of publication of this report.

All of the options granted concerned Group employees. The only two executive directors, André Harari and Daniel Harari, have held no stock options since 2000.

These options vest over a period of four years from January 1, 2013 and are conditional upon the beneficiary's presence in the Group at the end of each annual period (the beneficiary being required to retain links with the company or with one of its affiliates in the form of an employment contract or as an executive director).

The options are subject to a four-year lock-up period applicable to all the beneficiaries of these plans, without exception.

The options are valid for a period of eight years from the date of granting.

Options Outstanding at December 31, 2013

716,100 options of the different stock option plans outstanding at December 31, 2012 were exercised in 2013. 601,682 options (including 488,001 options granted in 2013) have ceased to be valid, 127,077 of which following the departure of their beneficiaries, and 474,605 options on grounds of non-fulfillment of 2012 or 2013 targets.

At December 31, 2013, 182 employees were beneficiaries of 2,494,051 options outstanding and 28 former employees still held 63,392 options. Altogether, there are 210 beneficiaries of options (respective figures at December 31, 2012 are: 166, 14, and 180).

At the same date, the maximum number of shares liable to comprise the capital stock, including all new shares that may be issued following the exercise of stock options outstanding and eligible for the subscription of new shares, is 32,221,858, consisting of:

– capital stock: 29,664,415 shares;
– stock options: 2,557,443 options.

Each stock option gives the beneficiary the right to acquire one new share with a par value of €1.00, at the exercise price decided by the Board of Directors on the date of granting (adjusted to take account of the public stock buyback tender offer of May 2007). If all of the options were exercised, regardless of whether these are fully vested or have not yet vested, and regardless of their exercise price relative to the market price of Lectra shares at December 31, 2013, the company's capital (at par value) would increase by a total of €2,557,443, associated with a total additional paid-in capital of €10,496,651. No subsidiary of Lectra has opened a stock option or stock purchase plan.

The notes to the consolidated financial statements contain full details of the vesting conditions, exercise prices, and exercise dates and conditions of all outstanding stock options at December 31, 2013.

The Board of Directors' special report, as mandated under article L. 225-184 of the French Commercial Code, is provided in a separate document (available in French only).

Absence of Bonus Shares

The company has not granted any bonus shares, and no plan for such shares has been submitted for approval to the Shareholders' Meeting.

Consequently, the Board of Directors has not prepared a special report on the granting of bonus shares as provided under article L. 225-197-4 of the French Commercial Code.

Share Price Performance and Trading Volumes

The company's share price rallied strongly in 2013, with a sharp increase in trading volumes.

The company's share price at December 31, 2013 was €8.29, up 75% compared with December 31, 2012 (€4.73), a level not seen in nearly ten years. The share price recorded a low of €4.59 on April 29 and a high of €8.59 on December 30. The CAC 40 index and the CAC Mid & Small index rose 18% and 27% respectively over the same period, in 2013.

According to NYSE Euronext statistics, the number of shares traded (8.1 million) rose by 92%, and trading volumes (€47.6 million) were up 141% compared with 2012. Trading on NYSE Euronext represented more than 99% of the total annual volume, with only €0.3 million traded on other platforms.

Lectra's shares were transferred from Compartment C to Compartment B of NYSE Euronext on January 29, 2014.

8. CORPORATE GOVERNANCE—CORPORATE SOCIAL AND ENVIRONMENTAL RESPONSILIBITY POLICY

The company has taken strenuous measures over the past ten years to implement the requirements of corporate governance.

Voting Rights

Following the decision of the Extraordinary General Meeting of May 3, 2001, shares whose registration was requested subsequent to May 15, 2001, and those purchased after that date, no longer carry double voting rights (barring special cases covered by the corresponding resolution passed by the said Extraordinary General Meeting). At their own initiative, in 2001 André Harari and Daniel Harari cancelled the double voting rights that were attached to the shares they held. As a result of the foregoing, only 391,433 shares (representing 1.3% of the capital stock) carried double voting rights at December 31, 2013.

Separation of the Functions of Chairman of the Board of Directors and Chief Executive Officer

In 2002, the Board of Directors separated the functions of Chairman of the Board of Directors and Chief Executive Officer.

The French August 1, 2003 Financial Security Act introduced two new changes. First, the Chairman of the Board of Directors no longer represents the Board. Second, in a report attached to the Management Discussion and Analysis, he is henceforth required to present to the General Meeting of Shareholders a report on internal control procedures and risk management and on corporate governance established by the company. Under this organization, and pursuant to French legislation, the Board of Directors is responsible for setting strategy and broad policy governing the company's activities, and for overseeing their implementation.

The Chairman organizes and directs its proceedings, being responsible for reporting to the General Meeting of Shareholders, and for overseeing the proper functioning of the company's management organization. The Chief Executive Officer is invested with full powers to act in the name of the company in all circumstances, and to represent it in its relations with third parties. He may be assisted by one or more Executive Vice Presidents. As resolved by the shareholders of Lectra, the Chief Executive Officer must be a member of the Board of Directors.

The Board of Directors believes this format for the management and administration of the company achieves a better balance and greater operational efficiency. It considers that the format is better suited to the size of the company, its worldwide structure, and its mode of operation, and enables it to comply more fully with the requirements of corporate governance.

The Chief Executive Officer is thus free to devote his full attention—in the particularly hostile macroeconomic climate since the onset of the global economic and financial crisis of 2008-2009—to the implementation of the company's accelerated transformation in order to address the new challenges facing it, alongside the execution of the company's goals and short-term action plan, while at the same time pursuing its medium-term strategic plan. This format has amply demonstrated its relevance since the onset of the crisis, with the sharp rebound in earnings and the strengthening of Lectra's balance sheet.

The Shareholders' Meeting of April 27, 2012 renewed the directorships of André Harari and Daniel Harari for a further period of four years (in compliance with the reduction in the length of Directors' terms from six years to four, as resolved by the same Meeting), until the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2015. The meeting of the Board held on the same day re-elected André Harari to the position of Chairman of the Board of Directors and Daniel Harari to the position of Chief Executive Officer. The Board has not named an Executive Vice President.

Daniel Harari chairs the Executive Committee, the other three members since January 1, 2014 being Jérôme Viala, Chief Financial Officer, Véronique Zoccoletto, Chief Human Capital and Information Officer and Édouard Macquin, Executive Vice President, Sales, recently named to the Committee.

Composition of the Board of Directors

The Shareholders' Meeting of April 27, 2012 approved the co-optation of Anne Binder and Bernard Jourdan as independent directors for a four year period ending at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2015.

Following the renewal of the Board of Directors, the Directors devoted several meetings of the Strategic and Compensation Committees in 2012 and 2013 to enabling the two new Directors to acquire a thorough understanding of the company, its organization, and mode of operation, and its products and services mix, together with a review of the 2013-2015 strategic roadmap.

Criteria Defining Board Members' Independence

The criteria of independence are set forth in the Code of Corporate Governance published by the AFEP *(Association française des entreprises privées*—Association of French Private Corporations) and the MEDEF *(Mouvement des entreprises de France*—French Business Confederation) in December 2008 and updated in April 2010 and June 2013 (referred to as the "AFEP-MEDEF Code"), which the company has adopted.

Anne Binder and Bernard Jourdan fully satisfy the criteria of independence.

Audit Committee, Compensation Committee and Strategic Committee

The Board of Directors established an Audit Committee, a Compensation Committee in 2001 and a Strategic Committee in 2004. Until December 31, 2012, these committees were made up of three directors, two of them independent within the meaning of the rules laid down in the AFEP-MEDEF Code. In anticipation of the new legal provisions that took effect on August 31, 2013, André Harari, Chairman of the Board of Directors, relinquished his position on the Audit Committee on December 31, 2012. For the sake of consistency, and as recommended by the AFEP-MEDEF Code, he also relinquished his position on the Compensation Committee as of the same date.

With effect from January 1, 2013, the Audit Committee and the Compensation Committee now have two independent directors: Bernard Jourdan, Committee Chairman, and Anne Binder. The Strategic Committee continues to have three members: André Harari, Committee Chairman, Bernard Jourdan and Anne Binder. The membership, functions, and activities of these committees are discussed in the report of the Chairman on internal control procedures and risk management and on corporate governance appended to this report.

Executive Directors' Compensation

The MEDEF and AFEP published a set of recommendations on October 6, 2008, concerning the compensation of executive directors of companies whose shares are listed for trading on a regulated market, for the guidance of compensation committees (these recommendations now being consolidated into the AFEP-MEDEF Code).

These recommendations:

– spell out principles for setting the compensation of executive directors of listed companies;

– prohibit the simultaneous holding of a position as executive director and an employment contract;

– place a cap on one-time termination payments ("golden parachutes") to two years' compensation, and abolish the granting of indemnities in the event of voluntary resignation and in the event of failure;

– strengthen the rules governing pension plans and place a cap on additional pension benefits;

– make stock option plans for executive directors conditional on the extension of such option plans to all employees or to the existence of mechanisms entitling all employees to a share of profits;

– terminate the granting of bonus shares unrelated to performance to executive directors; the latter should also purchase shares at market price additional to any performance-related shares granted to them;

– make compensation policies more transparent by means of a standardized disclosure format.

The French government further called on the Boards of Directors of the companies concerned to formally accept these recommendations and to ensure that they are enforced rigorously.

In response to this demand, the company issued a statement on November 28, 2008, declaring that:

– it had already been in spontaneous compliance with these recommendations for many years with regard to André Harari and Daniel Harari in their respective capacities as Chairman of the Board of Directors and Chief Executive Officer. In particular, they have never combined their positions as executive directors with an employment contract, are not entitled to any component of compensation, indemnity, or benefit owed or liable to be owed to them in virtue of a termination or change of their functions, or to any supplementary pension plan *(retraite chapeau)* or additional defined benefit pension plan, stock options or bonus shares;

– it had decided to adopt the recommendations issued jointly by the AFEP and the MEDEF as the code of corporate governance to which the company shall voluntarily refer in matters of compensation of its executive directors, and to comply with its provisions or, should any of these provisions be deemed inappropriate with respect to the specific circumstances of the company, to explain the reasons for not applying them, as prescribed in article L. 225-37 of the French Commercial Code.

Consultation of Shareholders on Compensation of Executive Directors (Say on Pay)

The June 2013 amended version of the AFEP-MEDEF Code introduced new recommendations on corporate governance, including a procedure for the consultation of shareholders on the following items of individual executive directors' compensation, namely:

– fixed portion;

– annual variable portion and, where applicable, the multi-year variable portion with targets contributing to the setting of said variable portion;

– exceptional compensation;

– share options, performance-based shares and all other items of long-term compensation;

– start-of-contract or termination payments;

– additional pension entitlements;

– fringe benefits.

Shareholders are therefore invited to vote on compensation of the company's Chairman of the Board and the Chief Executive Officer, as provided in the eighth and ninth resolutions of this Shareholders' Meeting.
In the event of a negative vote, the Board of Directors, acting on the opinion of the Compensation Committee, is required to vote on the matter and to publish immediately on the company website a statement indicating how it intends to respond to the wishes of the shareholders.

Policy Governing the Compensation of Executive Directors

This subject is discussed in detail in the report of the Chairman on internal control procedures and risk management and on corporate governance appended to this report.
The sole executive directors *(dirigeants mandataires sociaux)* are André Harari, Chairman of the Board of Directors, and Daniel Harari, Chief Executive Officer. They are not under any employment contract to the company and they are not the beneficiaries of any special arrangement or specific benefits concerning deferred compensation, severance compensation, or pension liabilities committing the company to pay any form of indemnity or benefit in the event of termination of their functions, or at the time of their retirement, or more generally subsequent to the termination of their functions.
Compensation of executive directors of the company comprises a fixed portion and a variable portion. The company does not award them bonuses in any form.
Each year the Board of Directors determines the amount of target-based total compensation for the year. At its meeting on February 12, 2013, and as stated in last year's report, the Board has decided to increase the total compensation of the Chairman of the Board of Directors and the Chief Executive Officer progressively over three years to €600,000 conditional upon fulfillment of annual targets, i.e. to: €520,000 in 2013, €560,000 in 2014, and €600,000 in 2015.
Conditional upon the fulfillment of annual targets, variable compensation is equal to 60% of total compensation. Variable compensation is set in accordance with the following four quantitative criteria (to the exclusion of any qualitative criteria) expressed in terms of annual targets, reflecting the company's strategy of profitable sales activity and earnings growth.
The amount of target-based total compensation was unchanged (€475,000) for the years 2005 to 2012. The fixed portion of compensation has been unchanged since 2003.
The four performance criteria since 2011 are:
(i) consolidated profit before tax, excluding net financial expense and non-recurring items (accounting for 50%);
(ii) consolidated free cash flow excluding net financial expense, non-recurring items and income tax, and after restatement of certain items (accounting for 15%);
(iii) a criterion measuring the contributive value of growth in sales activity (accounting for 25%); and (iv) a criterion measuring the contributive value of recurring contracts (accounting for 10%).
For each of these four criteria, the corresponding variable compensation is equal to zero below certain thresholds; if annual targets are met it is 100%; and it is capped at 200% if annual targets are exceeded. Between these thresholds, it is calculated on a linear basis. The results are then weighted for each criterion.
Only the annual targets and corresponding thresholds have been revised each year on the basis of Group targets for the fiscal year.
Consequently, variable compensation is equal to zero if none of these thresholds is met, and is capped at 200% of target-based compensation if the annual targets are exceeded on all criteria and result in a ceiling of 200% for each of them.
Total compensation is therefore comprised between 40% and 160% of target-based compensation.
Annual targets are set by the Board of Directors based on the recommendations of the Compensation Committee. The Committee is responsible for ensuring that the rules for setting the variable portion of compensation each year are consistent with the evaluation of executive directors' performance, the company's medium-term strategy and the general macroeconomic conditions, and in particular those of the geographic markets and market sectors in which the company operates. After the close of each fiscal year, the Committee verifies the annual application of these rules and the final amount of variable compensation paid, on the basis of the audited financial statements.
These criteria and targets apply also to the two members of the Executive Committee who are not executive directors, and to around ten managers of the parent

company Lectra SA, the only differences concerning the portion relating to target-based variable compensations, which is set individually for each manager.
In 2013, altogether, the percentage obtained for the variable portion of compensation paid to the Chairman of the Board of Directors and to the Chief Executive Officer represented 77% of the amount tied to the fulfillment of annual targets (96% in 2012). Consequently the total actual compensation due in respect of 2013 was 86% of the target-based compensation (98% in 2012).
In its meeting of February 11, 2014, the Board has maintained the four criteria performance, with, however, a change in the relative weighting of each one, to give particular importance to the realization of the company's strategy of profitable sales activity growth:
(i) consolidated income before tax, excluding net financial expense and non-recurring items (accounting for 30%);
(ii) consolidated free cash flow excluding net financial expense, non-recurring items, income tax, and after restatement of certain items (accounting for 10%);
(iii) a criterion measuring the contributive value of growth in sales activity (accounting for 50%); and (iv) a criterion measuring the contributive value of recurring contracts (accounting for 10%).

Details of Individual Compensation Paid to Each Executive Director

The table below presents the fixed and variable compensation (gross amounts before employee contribution deductions) assuming fulfillment of annual targets and the actual compensation effectively earned,
in respect of each fiscal year:

	2013			2012		
(in euros)	Compensation assuming fulfillment of annual targets	Actual compensation earned in respect of the fiscal year	% Actual compensation/ Compensation assuming fulfillment of annual targets	Compensation assuming fulfillment of annual targets	Actual compensation earned in respect of the fiscal year	% Actual compensation/ Compensation assuming fulfillment of annual targets
André Harari, Chairman of the Board of Directors						
Fixed compensation	208,000	208,000	100%	190,000	190,000	100%
Variable compensation	312,000	240,041	77%	285,000	273,805	96%
Total	520,000	448,041	86%	475,000	463,805	98%
Daniel Harari, Chief Executive Officer						
Fixed compensation	208,000	208,000	100%	190,000	190,000	100%
Variable compensation	312,000	240,041	77%	285,000	273,805	96%
Total	520,000	448,041	86%	475,000	463,805	98%

The table below shows fixed and variable compensation (gross amounts before deduction of social security contributions), benefits in kind, and directors' fees due in respect of the fiscal year and amounts actually paid in the year.

	2013		2012	
(in euros)	Amounts earned in respect of the fiscal year[1]	Amounts paid in the year[1]	Amounts earned in respect of the fiscal year[1]	Amounts paid in the year[1]
André Harari, Chairman of the Board of Directors				
Fixed compensation	208,000	208,000	190,000	190,000
Variable compensation	240,041	273,805	273,805	303,626
Directors' fees[2]	40,000	25,000	25,000	25,000
Benefits in kind[3]	9,402	9,402	9,934	9,934
Total	497,443	516,207	498,739	528,560
Daniel Harari, Chief Executive Officer				
Fixed compensation	208,000	208,000	190,000	190,000
Variable compensation	240,041	273,805	273,805	303,626
Directors' fees[2]	40,000	25,000	25,000	25,000
Benefits in kind[3]	16,839	16,839	20,443	20,443
Total	504,880	523,644	509,248	539,069

(1) Differences between amounts earned in respect of 2013 and 2012 and the amounts paid in 2013 and 2012 stem from leads and lags in the payment of this compensation. Allowance for variable compensation due in respect of a given fiscal year is made in the financial statements of the said fiscal year, the final amount being calculated after closure of the annual accounts and paid in the following fiscal year.
(2) Directors' fees in respect of 2013 shown here are subject to approval by the Shareholders' Meeting of April 30, 2014.
(3) The amounts shown for benefits in kind reflect the value for tax purposes of the use of company cars (€9,402 for André Harari and €10,651 for Daniel Harari in 2013) and payments to life insurance policies for Daniel Harari (€6,188 in 2013 and in 2012); the life insurance policy on André Harari expired on April 1, 2009.

These amounts were borne and paid in full by the parent company, Lectra SA. The Executive Directors received no compensation or special benefits from subsidiaries controlled by Lectra SA under article L. 233-16 of the French Commercial Code. (For the record, Lectra SA is not controlled by any other company.)

The table below lists the existence or otherwise of an employment contract, additional pension entitlements, benefits payable at the start of contract, or on termination or reassignment, and provision of payment in return for non-competition clauses, introduced by the amended version of the AFEP-MEDEF Code.

	André Harari, Chairman of the Board of Directors	Daniel Harari, Chief Executive Officer
Employment contract	None	None
Additional pension entitlements	None	None
Entitlement to payment or benefits in the event of termination or reassignment	None	None
Payment in return for non-competition clause	None	None

Aggregate and Individual Attendance Fees Paid to Directors and Rules Governing their Distribution

Directors' fees paid are detailed in the table below. The total figure of €100,000 approved by the General Meeting of Shareholders on April 30, 2013, in respect of 2012 was apportioned equally among the directors (€25,000, or one quarter of the total, for each director). As stated in last year's report, the Board of Directors proposed the Shareholders' Meeting to increase the total amount of Directors' fees to €160,000 in respect of fiscal 2013, in recognition, among others, of the increased number of Committee meetings and Directors' duties. This amount had been unchanged since fiscal 2006. Directors' fees in respect of fiscal 2013 are presented subject to approval by the Shareholders' Meeting. They will be divided equally among the directors (€40,000, or one quarter of the total, for each director) as in previous years.

(in euros)	2013	2012
André Harari, Chairman of the Board of Directors	40,000	25,000
Daniel Harari, Chief Executive Officer	40,000	25,000
Anne Binder, Director	40,000	25,000
Bernard Jourdan, Director	40,000	25,000
Total	**160,000**	**100,000**

Policy Governing the Granting of Stock Options to all Beneficiaries and Specific Policy Governing the Granting of Stock Options to Executive Directors

Stock options are reserved for persons within the company or an affiliated company that are linked by an employment contract and/or in their capacity as an executive director, and who are entitled by law to receive stock options, whose responsibilities, missions, and/or performance justify their being given a stake in the capital stock of the company by the granting of stock options. Additional disclosure on options granted is provided in chapter 7 of this report.

The only two executive directors, André Harari and Daniel Harari, hold no stock options. In compliance with French legislation, neither of them has been granted or has been entitled to receive stock options since they each individually passed the threshold of 10% ownership of capital stock, which occurred in 2000.

Appointments and Other Directorships Held by Directors and Executive Directors in the Year under Review

André Harari holds no directorship or general management position in any company other than the parent company, Lectra SA.

Daniel Harari holds no directorship or general management position in any company other than the parent company Lectra SA and certain of its international subsidiaries. He is Chairman of the Board of Directors of Lectra Sistemas Española SA and of Lectra Italia SpA, and President of Lectra Systems (Shanghai) Co. Ltd, all of which are direct subsidiaries of Lectra SA, located respectively in Spain, Italy, and China. He is also a member of the Board of Directors of Lectra USA Inc., a direct subsidiary of Lectra SA in the United States.

Anne Binder is currently a Director of Paperflow (an office-furniture company) and member of the strategic committee of AM France, which manages Alternativa (a new European stock exchange for small-and medium-sized growth companies). She is also Vice Chairman of the French National Chamber of Financial Expert Consultants. These positions are held in France.

Bernard Jourdan holds no outside directorship.

Transactions Subject to Article L. 621-18-2 of the French Financial and Monetary Code and Article 223-22 of the General Regulation of the *Autorité des Marchés Financiers*

No trading in Lectra's shares, as referred to in article L. 621-18-2 of the French Financial and Monetary Code and article 223-22 of the General Regulation of the AMF, was carried out in 2013 by the directors.

Jérôme Viala and Véronique Zoccoletto, who are members of the Executive Committee, and who are the senior executives (other than the directors) having the power to make management decisions regarding the company's development and strategy and with regular access to inside information concerning the company, exercised stock options and sold shares on NYSE Euronext as follows:

	Date	Number	Price (€)	Value (€)
Jérôme Viala				
Exercise of stock options	1st to 7 November, 2013	103,776	5.63	584,259
Exercise of stock options	December 11, 2013	6,607	4.10	27,089
Exercise of stock options	December 11, 2013	25,000	2.50	62,500
Sale of shares	1st to 7 November, 2013	103,776	6.86	711,877
Sale of shares	December 11, 2013	6,607	7.74	51,169
Véronique Zoccoletto				
Exercise of stock options	5 to 8 November, 2013	60,316	5.63	339,579
Exercise of stock options	10 to 12 December, 2013	43,446	6.30	273,710
Sale of shares	5 to 8 November, 2013	60,316	6.84	412,445
Sale of shares	10 to 12 December, 2013	43,446	7.79	338,616

Compliance with the Transparency Directive of the *Autorité des Marchés Financiers* – Regulated Disclosure

The company complies with the financial disclosure obligations of companies listed on Euronext, which took effect on January 20, 2007. These obligations are spelled out in Title 2, Book II, of the General Regulation of the AMF concerning periodic and continuous disclosure. The General Regulation defines regulated disclosure in the form of a list of reports and information to be disclosed by companies, together with rules governing its dissemination and storage. Lectra has recourse to the services of NASDAQ OMX, a professional information provider approved by the AMF that satisfies the criteria laid down in the General Regulation, to publish and file information to the AMF. At the same time, the regulated information is published on the company's website.

Fees Paid to Group Auditors and Companies in Their Network

The Lectra Group booked, in 2013, a total of €715,000 in fees paid for the audit of the financial statements of all Group companies, including €434,000 to PricewaterhouseCoopers Audit, €248,000 to KPMG, and €34,000 to other auditors, excluding other services provided. The corresponding charge recognized in 2012 was €727,000.
Total fees paid to the Group Statutory Auditors in respect of the audit of the financial statements and other services provided to subsidiaries by members of their networks for 2013 amounted to €842,000, including €549,000 to PricewaterhouseCoopers Audit and €293,000 to KPMG.

(in thousands of euros)	PWC Amount 2013	2012	% 2013	2012	KPMG Amount 2013	2012	% 2013	2012
Audit								
Statutory audits, certification and examination of individuals and consolidated financial statements								
Issuer (Lectra SA)	158	149	29%	28%	131	131	45%	50%
Fully-consolidated subsidiaries	276	297	50%	56%	117	110	40%	42%
Others services directly related to the Auditors' engagement								
Issuer (Lectra SA)	–	–	0%	0%	–	–	0%	0%
Fully-consolidated subsidiaries	–	–	0%	0%	–	–	0%	0%
Sub-total	434	446	79%	85%	248	241	85%	91%
Other services to consolidated entities								
Legal, tax and social reviews	115	80	21%	15%	45	23	15%	9%
Sub-total	115	80	21%	15%	45	23	15%	9%
Total	549	527	100%	100%	293	264	100%	100%

Appointment of Statutory Auditors and Alternate Statutory Auditors

The appointments of PricewaterhouseCoopers Audit and KPMG as Statutory Auditors expire at the end of this Ordinary Shareholders' Meeting of April 30, 2014 called to approve the financial statements for fiscal 2013, as do the appointments of Franck Cournut and Étienne Boris, alternate Statutory Auditors.

The Board of Directors has proposed to the shareholders to renew the appointments of PricewaterhouseCoopers Audit and KPMG as Statutory Auditors for a period of six fiscal years expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for fiscal year 2019.

The Board also proposed to appoint KPMG Audit IS SAS, Immeuble le Palatin, 3, cours du Triangle, 92939 Paris-La Défense (France), and Jean-Christophe Georghiou, born on May 4, 1965 in Grenoble (Isère – France), of French nationality and domiciled at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex (France), alternate Statutory Auditors, for a period of six years expiring at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for fiscal 2019.

Information Concerning Items Covered by Article L. 225-100-3 of the French Commercial Code as Amended by the March 31, 2006, Public Tender Offers Act

Article L. 225-100-3 requires companies whose securities are eligible for trading on a regulated market to disclose and where applicable explain the following items if they are liable to be material in the event of a public tender offer:

a) the structure of the company's capital stock;

b) any restrictions contained in the by-laws on the exercise of voting rights and on the transfer of shares, or clauses contained in agreements notified to the company in application of article L. 233-11 of the French Commercial Code;

c) direct or indirect shareholdings in the capital of the company known to it in virtue of articles L. 233-7 and L. 233-12;

d) the list of holders of all securities carrying special control rights and the description thereof;

e) control mechanisms provided for in the event of an employee share ownership system, when the employees do not exercise controlling rights;

f) agreements between shareholders that are known to the company and that may entail restrictions on the transfer of shares and on the exercise of voting rights;

g) the rules governing the appointment and replacement of members of the Board of Directors and amendments to the company by-laws;

h) the powers of the Board of Directors and in particular concerning the issuance or buyback of shares;

i) agreements entered into by the company that will be modified or terminated in the event of change of company control;

j) agreements providing for the payment of indemnities to members of the Board of Directors or employees in the event of resignation or dismissal without genuine and serious cause, or if their employment is terminated by reason of a public tender offer.

Under present conditions, none of these items is liable to be of consequence in the event of a public tender offer for the shares of Lectra SA.

Corporate Social and Environmental Responsibility Policy

Disclosures required under the July 12, 2010 "Grenelle II" Act (Law no. 2010-788) are presented in a separate report appended to the Board of Directors' report submitted to the Annual Shareholders' Meeting on April 30, 2014.
The company has designated PricewaterhouseCoopers Audit and KPMG as co-auditors of the Group's corporate, social and environmental responsibility information in the framework of the "Grenelle II" Act. Their initial mandate was set at one year (to audit 2013 information) and will be renewed for a period of six years if the Shareholders' Meeting renews their Statutory Auditors' mandate for a further period of six years.

Diversity, Ethical Values and Core values

Uncompromising ethical rigor in the conduct of its business activities, and respect for the individual, are fundamental values of Lectra.
Lectra rejects all notion or practice of discrimination between people, notably on grounds of sex, age, handicap, ethnic origin, social origin, or nationality. This principle ensures fair treatment in terms of equal career opportunities and equal pay.
As for diversity, it has been one the most fundamental features since its very beginning and extends well beyond barring discrimination of any sort. Lectra's teams operate in 35 countries and represent almost 50 different nationalities. They work side by side every day, drawing enhanced creativity and vigor from their differences.
Lectra's strong corporate culture is built on five core values shared by all Lectra team members worldwide: entrepreneurship, leadership, innovation, excellence and customer care. Open-minded and dynamic, it emphasizes teamwork transcending geographic and cultural barriers, as well as a keen sense of individual responsibility.
It has forged a company with a strong identity, attuned to the evolution of its customers, its markets, and their macroeconomic cycles.
Whenever possible, Lectra facilitates internal mobility, with appropriate support, in order to enrich its employees' know-how and preserve their employability.

Social Policy

The Group's ambition is to develop and consolidate its position as world leader. Building on its proximity to its customers, it forges long-term relationships with them and supports them in their development, through its integrated solutions combining software with CAD/CAM equipment and associated services to address their strategic challenges, by investing continuously in innovation and new technologies, and in the development of its human capital.
Its business worldwide depends primarily on the value of its senior executives, the expertise of its personnel, and its international marketing and services network, both global and local.

The Group has consistently set a high priority on preserving its human resources and talent. It has kept a tight grip on its recruitment plan. Emphasis is also placed on monitoring individual performance. On this score, the Group closely reviews under-performing staff, providing suitably tailored support to help them progress and improve their results.
In 2005, the Group made the strategic decision of maintaining its research and manufacturing operations in France, in order to protect its intellectual property while guaranteeing its productivity and competitiveness.
Initiated the same year, the company's radical transformation was overhauled at the end of 2009 in order to prepare for the post-crisis period. Its aim is to adapt the Group to the profound changes taking place in its geographical markets and market sectors; to strengthen its competitiveness and world leadership; to concentrate its resources on the most promising geographical markets and market sectors so as to fulfill its development potential; to reinforce and develop its marketing and sales organization; and, lastly, to bolster the company's innovative capabilities and reinforce its research and development teams.
These actions are undertaken in parallel with a constant search for individual and collective performance. Continuous improvement and optimization of all functions, including administrative and financial information, and processes, remains a permanent objective of the company. In support of this strategy, the Group is pursuing a robust policy of developing its human resources.
The first major policy is to recruit and develop the best skills, at headquarters and in international subsidiaries, and to continue to invest significantly in skills training and in developing the capabilities of managers and their teams, nurturing and reinforcing their expertise and performance.
The second policy is to implement the projects necessary to simplify the organization with the help of the new working methods, and high-performance internal information systems.

Economic Headcount

The Group's economic headcount at December 31, 2013 (number of active full-time equivalent persons), was 1,433 worldwide (1,345 at December 31, 2012). The Group's legal headcount is 1,465 (registered workforce). Its customer relations teams (marketing, sales and services activities) account for 50% of the headcount; research and development 18%; production and logistics 11%; and administration and finance, human capital management, and information systems 21%.
35% of the headcount at December 31, 2013 have joined the company in the past five years, 32% of them in the last three years.
Group policy is designed to advance the careers of its best-performing employees and support all of its employees in enriching their knowledge and know-how. The Group attaches particular importance to internal mobility for its employees. 98% of employees are on open-ended contracts. Fixed-term contracts apply mainly to persons hired to replace staff on maternity or long-term leave.
As a transnational corporation, Lectra operates in a multicultural environment and shares its know-how with its customers in more than 100 countries via its own worldwide sales and services network, supplemented by agents or distributors in certain countries. Its workforce is spread across the parent company, Lectra SA, and its subsidiaries, with more than 50 nationalities represented. This diversity is a major source of wealth and indisputably a key competitive advantage for the Group.
Men represent 65% of the Group's total headcount (unchanged vs 2012) and form the majority of staff in its sales (82%), customer support (86%), manufacturing (80%) and R&D (81%) teams. Conversely, although women represent 35% of the total headcount, they are in the majority in other areas such as marketing (79%), administration and finance, human resources, and information systems (67%). Genders are evenly split in the professional training and consulting services (54% men, 46% women). Women accounted for 39% of recruitments in 2013 (41% over the past three years),

which is 4 percentage points higher than the proportion of 35% observed for the total headcount.
Finally, Europe accounts for 71% of employees (including 49% in France and 22% in the rest of Europe), Asia-Pacific 12%, the Americas 12%, and the rest of the world 5%.

Training and Integration

Lectra invests heavily in training for its employees whose expertise is one of the Group's key strengths.
Hiring people with a wide diversity of profiles and skills development has been a priority, the aim being to match the skills and competencies of its teams as closely as possible to the strategy of the Group.
The creation of Lectra Academy, the Group's worldwide in-house training center, in Bordeaux-Cestas, in 2005, was one of a series of major initiatives forming part of a far-reaching plan. The five key challenges of this program are: to adapt and upgrade business-related professional skills and know-how; to bolster the Group's attractiveness to new job applicants around the world; to transmit the strong corporate culture in all its entities; to identify, develop, and retain talent; and to manage careers effectively.
Employees worldwide enjoy access to a broad array of training programs. The Lectra Academy's team is fully dedicated to this task and works directly with the managers of each department and subsidiary, implementing training plans geared to the specific needs of the company's different businesses as well as to local circumstances. Group experts and outside instructors organize and run seminars in each of the company's areas of competence.
Moreover, Lectra Academy organizes an induction seminar, "Lectra Together" for all new recruits on arrival in the Group. The seminar lasts between one and two weeks, depending on the profiles concerned, and managers provide follow-up coaching on their return from training.
The training plan initiated in 2011 is highly ambitious and focuses especially on enriching the capabilities of all Group sales, marketing and consulting teams, as part of the company's accelerated transformation plan and support for the large number of new recruits. The Group also continued to provide technical training for its other teams—R&D especially—in new technologies and methodologies, in Lectra's solutions offer, and in its customers' businesses.
Some subsidiaries follow intensive training, given the evolution of their markets and the weight they carry in the Group's strategy, as for example, China and the United States. Each session is then adapted to local needs and challenges, and is led by the Group's best experts.
In 2013, the Group invested €3.5 million in training, representing 4% of total staff costs. 82% of employees attended at least one training program in 2013 (79% in 2012).

Environmental Disclosures

In view of their specific nature (design, production and distribution of software and CAD/CAM equipment, and related services), the Group's activities have very little impact on the environment.
As a result, the company has no internal department concerned with environmental management, nor with training or briefing for employees on this subject, and does not dedicate specific resources to reducing environmental hazards, nor to the introduction of an organization for dealing with accidental pollution liable to have consequences outside of the company's premises.
However, many employees have been made aware of environmental issues and incorporate these into their decisions. Environmental issues are, however, taken into account in the design phase of products and services.
More generally, the Group's efforts with regard to the environment focus on three main aspects:
– eco-design of CAD/CAM equipment, aimed at reducing raw materials usage in its manufacture, as well as its weight and dimensions. Other goals include limiting the use of polluting or hazardous materials, reducing noise levels in machinery, and raising the share of recyclable products used. This notably entails compliance with a wide range of standards that have yet to become mandatory. This policy also seeks to reduce energy consumption;

– products and services enabling the Group and its customers to reduce their CO_2 emissions, and their consumption of energy and natural resources. This is notably the case for remote diagnostic systems (part of the "Smart Services" offer), which serve to maintain the performance and guarantee a very high level of availability in customers' software and CAD/CAM equipment without the need for technicians to visit customers' facilities. Moreover, thanks to Lectra solutions, customers are able to limit the number of physical prototypes needed in order to develop their products as well as reduce their consumption of raw materials (e.g. fabrics, leather, technical textiles and composite materials) in manufacturing. This reduction of raw materials translates on the other hand, indirectly, to reduced energy consumption and CO_2 emissions;
– investing in infrastructure designed to preserve the environment. At its Bordeaux-Cestas facility, for example, the Group has invested in energy-saving infrastructure to cut down on heating and lighting needs. It has also invested heavily in programs to dematerialize documents and virtualize its data servers, yielding substantial gains in paper and energy consumed. Finally, the Group has invested in high-performing, sophisticated videoconferencing systems equipping corporate headquarters and almost all subsidiaries worldwide. This allows for virtual meetings of a particular high quality and comfort in terms of images, sound, interactivity and in document sharing. These are used intensively by Group employees, significantly reducing the need for travel (primarily by plane, given the worldwide locations of its teams) and resulting greenhouse gas emissions.

The Group considers that its activities are without impact on biodiversity and therefore has no specific program devoted to preserving or developing this.

Finally, no provision is made nor guarantee recognized for environmental risks in its financial statements. It has never paid any compensation in execution of a court decision on environmental grounds, and has no knowledge of any violation by any of its foreign subsidiaries of local environmental rules.

Subcontractors

The Group subcontracts the production of sub-assemblies of the CAD/CAM equipment it markets to a network of French, regional or national, and foreign companies (most of them located in European Union countries). These sub-assemblies are then assembled and tested at the Bordeaux-Cestas industrial facilities. Other subcontracted activities are mainly confined to cleaning and maintenance of premises and green areas, company cafeterias, and the packaging and transportation of equipment shipped throughout the world and a range of different services.

The Group has for many years pursued a policy of responsible procurement, notably through the promotion of local subcontracting, reducing the number of outside suppliers, streamlining its logistics so as to minimize its recourse to transportation and packaging, the use of recyclable materials with a lower carbon footprint, promoting recycling, instituting a responsible procurement charter between the company, its suppliers and subcontractors, and implementing contracts recalling its social and environmental requirements.

The Group encourages its subcontractors and suppliers to implement policies contributing to the conservation of natural resources, and to the reduction and elimination of their waste by means of solutions that respect the environment.

The Group is not aware of any violation by its subcontractors and foreign subsidiaries of the fundamental provisions of the International Labor Organization (ILO).

Relations Between the Group and Educational Institutions

The Group has chosen to focus its commitment on the educational sector, with a special emphasis on training for the professionals of tomorrow.

Lectra takes the view that, as a world leader, it has a responsibility to actively help students in their personal

development and preparation for their careers, especially in the fashion and apparel industries. For the past several years the company and its foreign subsidiaries have forged partnerships with more than 850 educational institutions based in 60 countries.
These partners mainly comprise:
– fashion schools and universities;
– schools of engineering, especially those specializing in textiles and computer sciences;
– fashion trade associations.
The company has intensified programs and its relations with the educational community since 2007. Its partnership policy has proved highly successful, providing increased support for the professionals of tomorrow by assisting students throughout the duration of their studies.
Three levels of partnership allow the Group to adapt the form and content of its actions to the specific characteristics of each institution (e.g. to the nature of their programs and the students' course requirements). Lectra offers these students access to its latest technologies and to the full extent of its expertise, so that instructors can incorporate these into their programs. All these partnerships are part of a joint and customized approach, forming part of a long-term reciprocal commitment between the institution and Lectra.
It has signed 36 "Privilege" (the highest level) partnerships with prestigious schools and universities in Brazil, Canada, China, France, Germany, India, Italy, the Netherlands, Poland, Switzerland, the United Kingdom, and the United States. Lectra especially offers students opportunities to gain practical experience with technological innovations and with real world business activities through seminars in which they benefit from the experience of the Group's best experts. Lectra also provides them with an exceptional medium and showcase for their final course projects, notably thanks to its international network and Internet website, which includes a special webpage reserved just for them. Finally, Lectra offers internships and actively recruits students graduating from these institutions.

For the sixth consecutive year, following Shanghai in 2010, Bordeaux in 2011 and London in 2012, Lectra invited the representatives of its "Privilege" partners to a congress in Milan (Italy) in November 2013. The event attracted more than 55 professors, department heads, and head teachers or directors from 32 fashion schools and colleges.
These partnerships represent a major investment by the Group, equivalent to the value of more than 60,000 active software licenses, made available at no charge to professors and students.
At the same time, the Group works with the world's leading trade associations, such as the *Fédération française de la couture, du prêt-à-porter des couturiers et des créateurs de mode* (French *haute couture*, ready-to-wear and fashion designers' federation). It works closely with all players in the sector in order to anticipate industry developments and help them remain highly competitive in an environment subject to the vagaries of a complex global economy and to the new challenges of the post-crisis economy.
Additionally, Lectra has become involved as a founding partner of the Institute for Innovation and Competitiveness, created in 2011 and supported by ESCP Europe and the Europe+ Foundation. This veritable think tank aims to promote a broader vision of innovation and serve as a forum for exchanges of views on innovation with public authorities at both the French and European levels.
In 2013, Lectra signed a new 3-year partnership with the French Institute for Innovation and Competitiveness to establish in January 2014 a Fashion and Technology Chair at the ESCP Europe. The Chair will set the standard for research in innovation, technology for the fashion and the luxury industries, as well as serving as a focal point for meetings and discussions between business leaders, academics, policymakers and students at ESCP Europe. It will contribute to the dissemination and promotion of its reaseach findings via seminars and training for professionals in these industries.

9. RESEARCH AND DEVELOPMENT

Despite the economic crisis, the Group has continued to invest significantly in research and development, and plans to bolster its R&D teams with the addition of 40 software engineers at Bordeaux-Cestas, as part of its €50 million investments for the future program.

The R&D headcount increased by 17% in 2013. It comprised 250 persons at December 31, 2013 (213 at December 31, 2012), including 235 in France, 13 in Spain, and 2 in Germany. Consisting mainly of trained engineers, they span a wide array of specialties across a broad spectrum from software development and Internet services through electronics, mechanical engineering, as well as expert knowledge of the Group's customers' businesses.

The Group also has recourse to specialized subcontractors, accounting for a small proportion of its total R&D spending.

All R&D expenditures are fully expensed in the year and booked in fixed overhead costs. Before deduction of the (French) research tax credit and, since 2013, the portion of the competitiveness and employment tax credit applicable in France, these expenditures totaled €19.1 million in 2013, or 9.4% of revenues (€17.4 million and 8.7% in 2012). Net R&D expense, after deducting the tax credits, amounted to €12.5 million (€11.5 million in 2012).

These substantial investments (a total of nearly €175 million in the aggregate over the past ten years, reflecting a technology asset valued at zero in the statement of financial position) have enabled the company to maintain and even strengthen its technology lead over its competitors.

10. AUTHORIZATION GIVEN TO THE COMPANY TO ACQUIRE AND SELL ITS OWN SHARES

The Shareholders' Meeting of April 30, 2013 renewed the program in place since the Shareholders' Meeting of April 27, 2012, and granted authority to the company to trade in its own shares for a period of eighteen months from the date of the said Meeting. The sole purpose of this program is to maintain a liquid market in the company's shares by means of a Liquidity Agreement with an investment services provider, in compliance with the code of conduct of the *Association française des entreprises d'investissement* (AFEI, French Association of Investment Companies) or any other code of conduct recognized by the AMF.

Share Cancelations

The company is not authorized to cancel shares.

Transactions by the company on its own account

The company is not authorized to make any transactions to purchase and sell company shares on its own account.

Liquidity Agreement

Since May 21, 2012, Lectra has contracted with Exane BNP Paribas to act as liquidity provider under a Liquidity Agreement, signed in accordance with the Charter of Ethics of the *Association Française des Marchés Financiers* (AMAFI) recognized by AMF. Previously, the Liquidity Agreement was managed by SG Securities (Société Générale).

Under this Liquidity Agreement, from January 1 to December 31, 2013, the company purchased 233,215 shares and sold 307,091 shares at an average price of €5.96 and €5.95 respectively.

Consequently, at December 31, 2013, the company held 10,408 Lectra shares (or 0.04% of share capital), at a par value of €1.00, with an average purchase price of €8.01, entirely under the Liquidity Agreement (respectively 14,767, 0.05% and €8.18 at the date of this report) together with €0.3 million in liquidity.

Additionally, Lectra may increase the resources allocated, if necessary, by contributing up to €1 million, with a maximum corresponding to the market value of 150,000 Lectra shares.

Renewal of the Share Buyback Program

The Board of Directors has proposed to the General Meeting of Shareholders of April 30, 2014, to renew the share buyback program pursuant to Article L. 225-209 of the French Commercial Code, for a period of eighteen months from the date of the said Meeting.

As in the case of previous programs, the new program's objective is confined to maintaining a liquid market in Lectra shares. The program will be carried out by an investment services provider acting under a liquidity agreement compliant with the Charter of Ethics

established by the AFEI or any other code of conduct approved by the AMF.
The company will act in conformity with the requirements of French law with regard to the maintenance of sufficient retained earnings and the elimination of voting rights attached to treasury shares.

Maximum Percentage of Capital Stock and Maximum Number of Shares that the Company Proposes to Purchase

As previously, this program will concern a variable number of shares such that the company does not come to hold a number of treasury shares exceeding 3% of the capital stock (representing 891,895 shares at the date of this report), adjusted for transactions that may affect it subsequent to the date of the Ordinary Shareholders' Meeting, where appropriate.

Characteristics of Shares Concerned by the Buyback Program

Lectra shares are listed on compartment B on NYSE Euronext (ISIN code: FR0000065484).
The Board of Directors will provide shareholders with the information required in articles L. 225-211 of the French Commercial Code, in its reports to the Annual Shareholders' Meeting.
The Board of Directors has proposed the following terms:
– maximum purchase price: €15 per share;
– gross maximum amount to be utilized in the stock buyback program: €3 million.
If the shareholders approve this resolution, the new program will replace the one authorized by the General Shareholders' Meeting of April 30, 2013. It will have a duration of eighteen months from the date of the Annual Shareholders' Meeting, e.g., until October 30, 2015.

11. POST-CLOSING EVENTS

No significant event has occurred since December 31, 2013.

12. FINANCIAL CALENDAR

The Annual Shareholders' Meeting will take place on April 30, 2014. First, second, and third quarter earnings for 2014 will be published on April 29, July 30, and October 29, 2014, respectively, after the close of trading on NYSE Euronext.
Full-year earnings for 2014 will be published on February 11, 2015.

13. REPORT ON AUTHORITY TO INCREASE THE CAPITAL

Article L. 225-100 of the French Commercial Code, as amended by the Executive Order *(Ordonnance)* of June 24, 2004, requires that the Management Discussion and Analysis comprises a table summarizing the authorities and powers granted to the Board of Directors by the Shareholders' Meeting, with respect to capital increases in application of articles L. 225-129-1 and L. 225-129-2 of the French Commercial Code, and their utilization by the Board of Directors in the course of the year. The table is attached to this report.
The Extraordinary Shareholders' Meeting of April 27, 2012 authorized the issuance of shares within the framework of a stock option plan for a period of thirty-eight months expiring on June 27, 2015 (see chapter 7). This authority automatically terminated the authority to issue shares within the framework of a stock option plan, decided by the Extraordinary Shareholders' Meeting of April 30, 2010.

14. BUSINESS TRENDS AND OUTLOOK

The year 2014 looks both difficult and unpredictable like 2013. The latest growth forecasts for 2014 and 2015 confirm signs of a partial upturn in certain developed countries, particularly the United States and Japan, while Europe continues to accumulate structural difficulties and could face a deflation. At the same time, growth in certain emerging countries has been revised downward. Finally, there has been an increase in certain currency risks, e.g. tapering in the U.S. and the fall in emerging markets' currencies.
The constant shift between good and bad news, a lack of visibility and growing concerns over when a lasting economic recovery is going to take place and when confidence will return, are sure to weigh more heavily on companies' investment decisions than the deteriorating macroeconomic conditions. They are likely, moreover, to experience greater difficulty in financing capital expenditures.

2014 Outlook

The level of orders for new software licenses and CAD/CAM equipment in 2013 was weaker than expected, especially in Q4. Given that the order backlog at January 1 was €2.5 million below the prior year figure and given also the weak sales activity in January, Q1 2014 revenues are expected to be stable and income from operations down relative to Q1 2013, at around €48 million and €1.5 million, respectively.

However, there are now more customer projects in negotiation than at the beginning of 2013.The sales teams are now significantly larger. They have more senior profiles, and have received extensive training. Positive results should start to be felt from the second half onward, as recent recruits reach their full potential. The recruitment plan is ongoing and should achieve its final target between the end of the current year and June 30, 2015.

High Sensitivity to Exchange Rates

The company has based its 2014 scenarios on exchange rates of February 1, 2014, notably $1.35/€1. At the date of this report, the company has not hedged its currency exposure for 2014.

The conversion of 2013 results to 2014 exchange rates on which the 2014 scenarios are based have the effect of reducing revenues and income from operations before non-recurring items by €2.6 million and €1.3 million, respectively, to €200.4 million and €16.2 million; the operating margin before non-recurring items decreases by 0.5 percentage point to 8.1%.

Sensitivity to fluctuations in the value of the U.S. dollar and other currencies is covered in note 33 to the financial statements in this report.

Key Financial Metrics

Key financial metrics of the 2014 plan are (like-for-like variations):

– keeping gross profit margins on the different product lines at their 2013 levels;

– an increase of around 4.5% to 5.5% in recurring revenues. Recurring contracts are expected to increase by around 3.5% to 4.5%, and sales of spare parts and consumables by 5.5% to 6.5%, given the increase in the installed base and the activity and output at customer firms;

– fixed-overhead costs of around €124 million, up €8 million (+7%) relative to 2013. Of this €124 million, €16 million, or 13%, is attributable to the company's transformation plan;

– a security ratio (i.e. the percentage of annual fixed-overhead costs covered by gross profit on recurring revenues) of 77%.

As in previous years, the main uncertainty concerns revenues from new systems sales. Visibility remains limited, calling for continuing caution.

The company's objective is to reach, at the minimum, total revenues of approximately €214 million (+7% relative to 2013) for the fiscal year, income from operations before non-recurring items of around €18 million (+10%), an operating margin before non-recurring items of 8.3% (increasing slightly), and net income of around €12.5 million (unchanged at actual exchange rates, excluding 2013 non-recurring items).

Nevertheless, the company, if macroeconomic risks abate, leading to a revival of customers' capital expenditures, and by capitalizing on the expected returns of its transformation plan, hopes to exceed these figures and partly make good the shortfall relative to its initial plan. For every extra €1 million in revenues from new systems sales, income from operations would increase by approximately €0.45 million.

Free cash flow should continue to exceed net income less the net amount of the French research tax credit and competitiveness and employment tax credit recognized or reimbursed in 2014.

The Company is Confident in its Medium-Term Growth Prospects

The company entered 2014 with even more solid operating fundamentals than in 2013 and an even stronger balance sheet.

Bolstered by the strength of its business model and the relevance of its strategic roadmap, the company is confident in its growth prospects for the medium term.

The Board of Directors
February 25, 2014

SCHEDULE OF AUTHORITY TO INCREASE THE CAPITAL AT THE CLOSE OF FISCAL YEAR 2013

Note to chapter 13 of the Management Discussion

Type of issue	Authorization date	Maturity	Term	Maximum amount	Utilization
Stock options[1]	April 27, 2012	June 27, 2015	38 months	Capital: €1,500,000	Amount utilized: €871,644
Total authorized, non expired and unutilized at December 31, 2013				**€ 628,356**	

(1) The General Shareholders Meeting of April 27, 2012 authorized the creation of a new stock option plan for a maximum of 1,500,000 options with a par value of €1.00. The maximum amount and amounts utilized at December 31, 2013 are shown with the par value of the shares; 871,644 options had been utilized at December 31, 2013, and 628,356 remained at the Board's disposal (see note 15.5 to the consolidated financial statements).

"We certify that, to our knowledge, the financial statements have been prepared in accordance with currently applicable accounting standards and provide a fair view of the assets, financial condition, and results of the company and of its consolidated companies. We further certify that the Management Discussion and Analysis presents a true and fair view of the operations, results, and financial condition of the parent company and consolidated companies, together with a description of the main risks and uncertainties faced by the company."

Paris, February 25, 2014

Daniel Harari	Jérôme Viala
Chief Executive Officer	Chief Financial Officer

CHAIRMAN'S REPORT ON INTERNAL CONTROL PROCEDURES AND RISK MANAGEMENT, AND ON CORPORATE GOVERNANCE

Dear Shareholders,

The French Financial Security Act of August 1, 2003, modifying the obligations of French *sociétés anonymes*, notably amended article L. 225-37 of the French Commercial Code. This requires the Chairman of the Board of Directors of a *société anonyme* to append to the Management Discussion and Analysis of Financial Condition and Results of Operations a report giving details of the manner in which the Board's proceedings are prepared and organized, and on the company's internal control procedures.
Under the amended legislation, the report of the Chairman of the Board of Directors on conditions governing the preparation and organization of Board proceedings and on internal control procedures is also required to describe the principles and rules established by the Board regarding compensation and benefits of all kind of the company's executive directors *(mandataires sociaux).*
The French law no. 2008-649 of July 3, 2008, which amends various aspects of French company law in order to comply with European Union law, amended the terms of article L. 225-37 of the French Commercial Code. In particular, this requires that, when a company voluntarily refers to a code of corporate governance framed by representative organizations of corporations, the report of the Chairman on internal control procedures and risk management and on corporate governance must identify the provisions it has chosen not to apply and the reasons for doing so. Alternatively, if the company does not refer to any such code of corporate governance, the report must state which rules it has adopted in addition to those required by law and explain why the company has decided not to apply any of the provisions of this code of corporate governance.
As required by the French Act (Law no. 2011-103) of January 27, 2011, this report also discusses the application of the principle of balanced representation of men and women on the Board.

The Board of Directors of the company has formally adhered to the AFEP-MEDEF Corporate Governance Code of Listed Companies (the consolidated code of December 2008, updated in June 2013, hereafter referred to as the "AFEP-MEDEF Code"), since 2008 and has rigorously enforced it. In particular, the Board of Directors stated on November 28, 2008, that the company had decided to adopt the recommendations issued by the AFEP-MEDEF Code as the code of corporate governance to which the company shall voluntarily refer in matters of compensation of its executive directors, and to comply with its provisions or, should any of these provisions be deemed inappropriate with respect to the specific circumstances of the company, to explain the reasons for not applying them, as prescribed in article L. 225-37 of the French Commercial Code.
The AFEP and the MEDEF published their fifth annual report on the application by SBF 120 companies of their Code of Corporate Governance in October 2013.
The AFEP-MEDEF Code is available for consultation at www.medef.com.
As in prior years, the present report describes (i) the conditions in which the Board prepared and organized its proceedings in the fiscal year ended December 31, 2013; (ii) the internal control and risk management procedures implemented by the company; (iii) the rules established by the Board of Directors for the purpose of determining the compensation and benefits of executive directors; and (iv) identifies which of the recommendations of the AFEP-MEDEF Code have been considered ill-suited to the particular characteristics of the company, and explains the reasons for not applying them, as prescribed in article L. 225-37 of the French Commercial Code. This report is substantively unchanged from the prior year, with the exception of minor modifications, which are indicated as such.
This report was submitted to and discussed by the Audit Committee and approved by the Board of Directors at their meeting of February 25, 2014.

1. CONDITIONS GOVERNING THE PREPARATION AND ORGANIZATION OF BOARD PROCEEDINGS

1.1. Role and Operation of the Board of Directors

The Board of Directors is responsible under French law for setting the company's strategy and direction for company operations, and for overseeing their implementation. In 2002, as permitted under the (French) New Economic Regulations Act of May 15, 2001, the Board of Directors separated the functions of Chairman of the Board of Directors from those of Chief Executive Officer. The Chairman of the Board is responsible for organizing and directing the Board's proceedings, and for reporting to the General Shareholders' Meeting; he is also responsible for ensuring the proper operation of the company's management bodies. The Chief Executive Officer is invested with full powers to act in the company's name in all circumstances and represents the company in its dealings with third parties. He may be assisted by one or more Executive Vice Presidents. As required in the company's by-laws, the Chief Executive Officer must be a member of the Board of Directors.
In its amended version released in June 2013 the AFEP-MEDEF Code stipulates that, in communicating to the market, corporations must spell out their long-term outlook in their disclosures to investors. The company has complied precisely with this requirement, presenting its new strategic roadmap for 2013-2015 and its financial objectives for 2015 in its February 12, 2013 Management Discussion and the Report of the Board of Directors to the Ordinary Shareholders' Meeting of April 30, 2013; the company has again spelled out its long-term outlook in its February 11, 2014 Management Discussion and the report of the Board of Directors to the Ordinary Shareholders' Meeting of April 30, 2014.

1.2. Membership of the Board of Directors

The Board of Directors has four members: André Harari, Chairman of the Board of Directors, Daniel Harari, CEO, Anne Binder and Bernard Jourdan.
The Board of Directors had co-opted Anne Binder and Bernard Jourdan respectively on October 27 and December 21, 2011 as new independent directors. This cooptation was ratified by the Shareholders' Meeting of April 27, 2012, which also re-elected them to the Board for a period of four years.
Following the renewal of the Board of Directors, the directors have devoted several meetings of the Strategic and Compensation Committees to enabling the two new directors to acquire a thorough understanding of the company, its organization and operating mode, and its product and service offer, together with a review of the new 2013-2015 strategic roadmap.
In its amended version released in June 2013 the AFEP-MEDEF Code refers to the provisions of the French Commercial Code, which stipulates that if the shareholdings held by the employees of the company exceed 3% of the company's capital, or if the company employs at least 5,000 full-time employees in France, or at least 10,000 worldwide, including its direct and indirect subsidiaries, the Board of Directors must include directors representing the employees. This provision does not affect the company, since it does not satisfy any of these conditions.

Directors' Biographies and Other Appointments

Details of directors' biographies and other appointments are provided in the company's annual report.
André Harari holds no outside directorships. Apart from his directorship of the company and certain of its subsidiaries, Daniel Harari holds no directorships outside the company.

Directors' Shareholdings

Article 12 of the company's by-laws stipulates that each director must hold at least one share of the company throughout his or her term as a director.
At February 25, 2014, André Harari held 5,606,851 of the company's shares, and Daniel Harari 5,507,560 shares (i.e., 18.9% and 18.5% of the share capital respectively).
Also, at that date, Anne Binder held 200 of the company's shares, and Bernard Jourdan 78 shares.
The AFEP-MEDEF Code states that each director should be a shareholder in a personal capacity, which is the case for the company.

It further states that each director should own a significant number of shares relative to the director's fees received: if the director does not own these shares when joining the Board, he or she should use the director's fee received in order to purchase shares. The company does not apply this stipulation. The Board of Directors considers that the four directors collectively hold a very large number of shares, and that their concern for the interests of the shareholders is self-evident. It further considers that it is neither necessary nor sufficient to be a large shareholder, individually, to fulfill the duties of a director diligently. Finally, the two non-executive directors, who own fewer shares, have been selected for their independence and their experience outside the company.

Criteria Defining Board Members' Independence

André Harari, who is Chairman of the Board of Directors, and Daniel Harari, the Chief Executive Officer, are the two executive directors and as such are not deemed to be independent.
To comply with the rules of corporate governance, as set forth in the AFEP-MEDEF Code, the Board of Directors must include at least two independent directors.
A director is deemed to be independent of company's management when there is no relationship whatever between him and the company or the group to which it belongs liable to compromise the said director's freedom of judgment.
Such is the case for two of the four members of the Board of Directors, namely Anne Binder and Bernard Jourdan.

Duration of Board Appointments

The AFEP-MEDEF Code recommends that duration of Board appointments laid down in the corporate by-laws should not exceed four years. This was not the case at Lectra, where for very many years the by-laws stipulated a duration of six years.
Following the motion by the Board of Directors, the Shareholders' Meeting of April 27, 2012 reduced the terms of office of the directors to four years.

Consequently, the directorships of André Harari, Daniel Harari, Anne Binder and Bernard Jourdan were renewed for a period of four years, on April 27, 2012. They will terminate in 2016 at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2015. As a result of the foregoing, the company has not complied with the recommendation of the AFEP-MEDEF Code regarding the staggering of directors' terms. It considers that, given the small number of directors, maintaining the stability of the Board of Directors, with coincident terms of office, is an important factor in the proper functioning of the Board and its Committees and guarantees a better understanding of the activities, strategy, challenges and issues specific to the company.

Representation of Women on the Board

The January 13, 2011 law laid down new rules on the balance between men and women on Boards of Directors. The law comes into force on January 1, 2017 and sets the minimum proportion of directors of each gender at 40% as of that date, with a proportion of 20% at the close of the first Ordinary Shareholders' Meeting held after January 1, 2014. The AFEP-MEDEF Code has set a higher standard, requiring that the 40% threshold be met at the end of the Ordinary Shareholders' Meeting held in 2016.
With the cooptation of Anne Binder to the Board of Directors, and the confirmation of her appointment by the Shareholders' Meeting of April 27, 2012, the company has respected the figure of 20% referred to above, and will continue to do so throughout the terms of the current directors, i.e. until the first half of 2016.
In 2013, the Board of Directors discussed the appropriate balance of its composition and that of the committees it has established, and took the view that it had carried out all appropriate measures required to guarantee shareholders and the market that its missions are being performed with the necessary independence, diversity of analysis and objectivity. This point will be reviewed again in 2016, on the occasion of the renewal of the Board of Directors.

1.3. Committees of the Board of Directors

The Board of Directors has created three committees: an Audit Committee (2001), a Compensation Committee (2001), and a Strategic Committee (2004).
Given the limited number of directors, the functions of the Nominating Committee as laid down in the AFEP-MEDEF Code is performed either by the Compensation Committee or by the Board of Directors in plenary session, depending on the case.
Until December 31, 2012, each committee had three members, including the two independent directors (in keeping with the rule requiring that independent directors represent a minimum of two-thirds of each committee's members), the Audit Committee and the Compensation Committee being chaired by an independent director.
In the opinion of the Board of Directors, the membership of the Audit Committee and the Compensation Committee, which are chaired by an independent director, together with discussions that have taken place with the other independent member of the committee, were consistent with the proper representation of the interests of the different shareholders of the company.
The AFEP-MEDEF Code recommends that the Audit and Compensation Committees contain no executive director. This was not the case until December 31, 2012, since the Board had considered it useful for the Chairman of the Board of Directors, André Harari, to take part in these committees (André Harari does not hold any operational position, being neither Chief Executive Officer nor Executive Vice President, but he is closely involved in the oversight of the company's operations).
Moreover, article L. 823-19 of the French Commercial Code, introduced via the Ordinance of December 8, 2008 rendering the establishment of an Audit Committee mandatory, bars directors holding management positions from membership of the said Committee with effect from August 31, 2013. Anticipating the coming into force of this provision, André Harari voluntarily relinquished his membership of the Audit Committee on December 31, 2012.
Consistent with this decision, respecting the recommendations of the AFEP-MEDEF Code on this subject, he also terminated his membership of the Compensation Committee on the same date.

Finally, in its amended version of June 2013, the AFEP-MEDEF Code requires each committee to establish rules spelling out its powers and procedures. These may be incorporated into the standing rules and procedures of the Board of Directors, and the company did so in its updated version published on its website on February 11, 2014.

Audit Committee

Membership

The Audit Committee has consisted of two independent directors, Bernard Jourdan, Chairman of the Committee, and Anne Binder, since January 1, 2013.
The AFEP-MEDEF Code requires the members of the Committee to be competent in financial and accounting matters, and that, upon their appointment, they should be provided with information regarding the specific accounting, financial and operational characteristics of the company. This is the case with its two members, in view of their academic qualifications and professional career, as described in their biographies. In particular, Bernard Jourdan, the Chairman of the Committee, holds a Master of Science in Management from the Sloan School of Management (MIT, Cambridge, USA), is an alumnus of École Centrale de Paris (Engineering), and obtained an MS (DECS) in accounting from the University of Paris and a BA in economics from the University of Paris Assas. Anne Binder graduated from the Institut d'Études Politiques of Paris. She also has a BA from the Paris faculty of law and a Master in Business Administration from INSEAD in Fontainebleau, France; she is also Vice Chairman of the French National Chamber of Financial Expert Consultants.

Mission

As required by law and as recommended by the AFEP-MEDEF Code, the mission of the Audit Committee is to:
– review the financial statements, and in particular ensure that the Company's accounting methods used in preparing the consolidated and statutory financial statements are appropriate and permanent; oversee the implementation of processes for the preparation of financial disclosure and the effectiveness of internal control and risk management procedures; and to review press releases and quarterly and annual financial announcements prior to meetings of the Board of Directors.

The Committee scrutinizes important transactions liable to give rise to conflicts of interest;
– oversee the application of the rules governing the independence and objectivity of the Statutory Auditors, guide the procedure for the selection of Statutory Auditors when their current appointment expires, and to make its recommendation to the Board of Directors. The Statutory Auditors also inform the Committee each year of fees paid to members of their network by Lectra Group companies in respect of fees not directly related to their mission as Statutory Auditors, as well as providing information to the Committee concerning the services performed in respect of audits directly related to their mission as Statutory Auditors;
– to review the corporate social and environmental responsibility information required under the "Grenelle II" Act of July 12, 2010 (French law no. 2010-788);
– make recommendations to the Board.

Meetings and Activities

The Audit Committee meets at least four times a year, before the Board meetings called to review the quarterly and annual financial statements. The Statutory Auditors and the Chief Financial Officer attend all of these meetings. The Audit Committee held five meetings in 2013. All members of the Committee were present, resulting in an effective attendance rate of 100%.
The review of the financial statements, which takes place quarterly, is accompanied by a presentation by the Chief Financial Officer of the company's results, accounting choices made, risk exposure and significant off-balance sheet liabilities. It is also accompanied by a presentation by the Statutory Auditors drawing attention to the essential points raised in regard to financial results, together with accounting choices made, together with an account of their auditing work and observations, if any. The Committee Chairman systematically asks the Statutory Auditors if their reports will be qualified.
The Committee Chairman systematically reports on the Committee's proceedings and recommendations to the Board of Directors at its meetings to close the quarterly and annual financial statements.
The Audit Committee continuously oversees the preparation of the company accounts, internal audits and financial communication, together with the quality and fairness of the company's financial reports. The Chief Financial Officer assists the Committee in the discharge of its duties, and the Committee periodically reviews with him areas of potential risk to which it needs to be alerted or requiring closer attention.
The Committee also works with him in reviewing and approving guidelines for the work program on management control and internal control for the year in progress. The Committee notably reviews significant off-balance sheet risks and liabilities, assesses the scale of malfunctions or shortcomings brought to its attention, and any necessary corrective measures, and it informs the Board of Directors at its discretion. It also reviews the assumptions used in closing the consolidated and statutory, quarterly, half-year and annual financial statements before they are submitted to the Board of Directors. In particular, the Committee considered the report of the (French) Financial Markets Authority (AMF), published in November 2013, based on the reports by company Chairmen on internal control procedures and risk management, and on corporate governance, for fiscal 2012, together with the AMF's recommendation of November 12, 2013 on the closing of the fiscal 2013 financial statements.
At the meeting of the Committee that preceded the meeting of the Board of Directors to consider the preparation of the Annual Shareholders' Meeting, the Committee notably reviews the Board of Directors' Management Discussion and the Chairman's report on internal control procedures and risk management, and on corporate governance, for the past year, and makes recommendations.
In 2013, then on February 11 and February 25, 2014, for the review of the fiscal 2013 financial statements (André Harari having been invited to attend), the Committee notably reviewed the goodwill impairment tests and deferred tax assets at December 31, 2013, together with the impacts on the financial statements of the supplementary French Budget Act *(loi de finances rectificative)* for 2013, of December 29, 2013, and of the December 29, 2013 Budget Act *(loi de finances)* for 2014. The Committee also reviewed the November 5, 2013 report of the AMF on implementation of the new provisions of the French "Grenelle II" Act (Law no. 2010-788) of July 12, 2010, its enabling decree

published on April 24, 2012, and the ministerial decree of May 13, 2013 setting out the procedures for the performance of specific auditors' duties. Its review also covered changes to required items for inclusion in the Board of Directors' report submitted to the Annual Shareholders' Meeting on April 30, 2014, for fiscal year 2013, relative to those published in 2012.

The Committee also reviewed the company's 2014 budget as well as the 2014 revenue and income from operations scenarios, together with the macroeconomic assumptions serving as the basis for the information communicated to the market.

The Committee has not identified any operations liable to give rise to a conflict of interests.

Finally, the Committee reviews and discusses with the Statutory Auditors the scope of their engagement and their fees, and ensures that these are sufficient to enable them to exercise a satisfactory level of control: each Group company is subject to an annual verification, usually carried out by a local member of the Statutory Auditors' firms, and a limited review is conducted on the half-year reporting package of the main subsidiaries. At each meeting the Committee invites them to report on their control program and on new areas of risk they may have identified in the course of their work, and it discusses the quality of accounting information with them. Once a year, it receives from the Statutory Auditors a report prepared exclusively for its attention on the findings of their audit of the statutory and consolidated financial statements for the year ended, and confirming the independence of their companies in accordance with the French Code of professional ethics and the August 1, 2003 (French) Financial Security Act.

The Committee also held a specific meeting with the Finance Division teams for a presentation and discussion of its organization and control procedures.

The AFEP-MEDEF Code recommends that, when selecting or renewing the Statutory Auditors, the Committee should propose the selection procedure to the Board, and in particular if there is reason to issue a call for tenders. The Committee then supervises the call for tenders, approves the list of requirements and the shortlist of audit firms consulted, taking care to select the "best bidder" and not the "lowest bidder".

Giving precedence to continuity and in light of the expertise gained by the company's Statutory Auditors, the Committee opted not to issue a call for tenders when renewing the appointments of the full and alternate Statutory Auditors in 2008, but it did discuss their fees. The same approach has been adopted with regard to their reappointment for a further period of six years, as proposed to the Shareholders' Meeting on April 30, 2014.

The Committee conducts an annual review with the Statutory Auditors of the risks to their independence. Given the size of the Lectra Group, there is no cause to consider safeguard measures required in order to attenuate these risks: the amount of fees paid by the company and its subsidiaries and the share of revenues paid to the audit firms and their networks, are immaterial and are not therefore such as to impair the independence of the Statutory Auditors.

Finally, the Committee assures itself each year that the mission of the Statutory Auditors is exclusive of any other service unrelated to statutory audit, and in particular of any form of consulting activity (legal, tax, IT, etc.) directly or indirectly performed for the benefit of the company and its subsidiaries. However, at the Committee's recommendation, additional work or work directly complementing the audit of the financial statements is performed; the corresponding fees are insignificant.

The Committee has not seen fit to call upon outside experts.

The AFEP-MEDEF Code recommends a minimum period of two days between the meeting of the Audit Committee and that of the Board of Directors. The company does not follow this recommendation, since the Audit Committee systematically meets on the morning of the same day on which the Board of Directors meets, prior to the latter's meeting, in order to shorten the time between the closing of consolidated and statutory financial statements and market disclosure. However, the members of the Audit Committee, like those of the Board of Directors, are given sufficient time for consideration insofar as the relevant documents are communicated to them at least three to five days before their meetings. The Chairman of the Audit Committee systematically communicates the Committee's recommendations to the Board in the course of the latter's meeting.

Compensation Committee

Membership

The Compensation Committee consists of two independent directors, Bernard Jourdan, Chairman of the Committee, and Anne Binder.
The June 2013 amended version of the AFEP-MEDEF Code states that "it is advised that an employee director be a member of this committee". However, inasmuch as the company is not covered by the obligation to appoint employee directors, for the reasons stated above, this recommendation does not apply to the company.

Mission

The mission of the Compensation Committee is broader than that laid down in the recommendations of the AFEP-MEDEF Code and is to:

- review prior to meetings of the Board of Directors the principles and amount of fixed and variable compensation, together with the corresponding annual targets serving to determine the variable portion thereof, and the additional benefits paid to executive directors, to make recommendations and to set those of the other members of the Executive Committee. At year-end closing, the Committee validates the actual amount corresponding to variable compensation earned during the year elapsed;
- review the fixed and variable compensation of all Group managers whose annual compensation exceeds €150,000 or $200,000;
- review the annual plan to award stock options prior to the meeting of the Board of Directors, and to make its recommendations;
- review company policy on equal opportunities and equal pay, and to make recommendations to the Board, prior to annual discussion by the latter, as required under the January 13, 2011 Act;
- be apprised annually of the Group's human resources performance report, of its policies and of the corresponding plan for the current fiscal year. This review has been expanded to include the regular monitoring of progress in implementing the 2012-2015 recruitment plan.

Meetings and Activities

The Compensation Committee meets before each meeting of the Board whenever the setting of executive directors and other members of the Executive Committee's compensation and related fringe benefits or the granting of stock options are placed on the Board's agenda. It sets the compensation and attendant benefits of the other members of the Executive Committee, and also reviews the compensation of the Group's senior managers once a year. In addition, it annually reviews the company's policy on equal opportunities and equal pay, prior to the meeting of the Board of Directors, as required under the January 13, 2011 Act, and makes its recommendations. The Committee reviews in detail all corresponding documents prepared by the Chief Executive Officer and the Chief Human Capital Officer, and communicates its recommendations to the Board.
In view of its importance, the Compensation Committee regularly discussed progress of the Group's recruitment plan for 2012-2015. The consequences of changes in French tax and social legislation are also reviewed regularly.
The Committee met three times in 2013, then on February 11, 2014, for the review and validation of the actual amount corresponding to the 2013 variable compensations and again on February 25 to determine the final number of stock options at December 31, 2013. All members of the Committee attended these meetings, resulting in an effective attendance rate of 100%.
For the reasons given above, the Board of Directors has not seen fit to appoint a Selection or Nominating Committee, this mission being performed as required by the Compensation Committee or the Board of Directors in full session.
Moreover, the AFEP-MEDEF Code stipulates that, when reporting on the proceedings of the Compensation Committee to the Board of Directors, the executive directors absent themselves when the Board discusses and votes on their compensation. In view of the way in which the Board of Directors functions, the independent directors of the company, who are both members of the Compensation Committee, have not seen fit to discuss the matter in the absence of the executive directors.

Strategic Committee

Membership

The members of the Strategic Committee are André Harari, Committee Chairman, Anne Binder, and Bernard Jourdan.

Mission

The prime mission of the Strategic Committee is to review the coherence of the company's strategic plan, its key challenges, and the internal and external growth drivers allowing it to optimize its development in the medium term.

Meetings and Activities

The Committee met three times in 2013, as well as on January 9, 2014, in particular to review and discuss progress in execution of the 2013-2015 strategic roadmap, adopted at the end of 2012 in order to prepare the Group for the new global post-crisis economic challenges, to continue strengthening its business model and its key operating and financial ratios, analyze the main internal risks to the company and external risks (macroeconomic, technological, and competitive), and to formulate recommendations. This applies also to progress in fulfilling the 2012-2015 transformation plan of the company launched in September 2011.

The Committee has been regularly and fully informed of the impact on the activities of the Group of developments in the macroeconomic environment.

It also reviewed and discussed the main priorities and the different scenarios for 2014, together with the broad outlines of the 2014 action plan, and the research and development, marketing and human resources plans.

In view of the importance of these subjects, the Chief Executive Officer and the other members of the Executive Committee were invited to attend several of this Committee's meetings.

All of the Committee's members attended at these meetings, resulting in an effective attendance rate of 100%.

Limits to the Decision-Making Powers of the Committees

Subjects that the Chairman of the Board of Directors or the Chairman of either of these Committees wishes to discuss are placed on the agenda of the Committee concerned. When an item on the agenda of the Board of Directors requires prior discussion by the Audit Committee, the Compensation Committee, or the Strategic Committee, the Chairman of the Committee concerned communicates his Committee's comments, if any, and recommendations to the full session of the Board. This communication enables the Board to be fully informed, thus facilitating its resolutions.

No decision within the competence of the Board of Directors is made by the Audit Committee, the Compensation Committee, or the Strategic Committee. All decisions required to be made by the Board of Directors, and in particular those concerning the compensation of executive directors and the granting of stock options programs to managers and employees, together with all external growth operations, are considered and approved in full sessions of the Board of Directors.

Moreover, all financial press releases and notices published by the company are submitted to prior review by the Board and the Statutory Auditors, and are published on the same evening after the close of NYSE Euronext.

The AFEP-MEDEF Code recommends that, at the time of reporting on the work of the Compensation Committee on the compensation of executive directors, the Board of Directors should discuss the matter in the absence of the latter. This has not been the practice at Lectra since all issues are discussed fully and openly by the Board in plenary session. However, André Harari and Daniel Harari abstain from voting on decisions concerning them.

1.4. Internal Rules and Procedures of the Board of Directors and Board Committees

The AFEP-MEDEF Code recommends the establishment of internal rules to govern the procedures of the Board of Directors and the Board Committees.

The Board of Directors laid down principles several years ago governing all cases requiring prior approval, notably as regards commitments and guarantees given by the company, significant transactions outside the stated strategy of the company (the case has never arisen), and all external growth operations, and has laid down the rules whereby it is informed of the company's financial situation and cash position.

It has also, from the outset, had in place a procedure for managing conflicts of interest, if any (the director concerned abstains from participating in the vote in cases where a conflict of interest occurs). The company did not encounter this situation in the course of the period, apart from the remuneration of executive directors and related party transactions with subsidiaries.
In view of the changes that have occurred in its membership, and following the motion by its Chairman, in 2012 the Board of Directors adopted a set of internal rules and procedures, updated on February 11, 2014 in response to certain new provisions contained in the June 2013 amended version of the AFEP-MEDEF Code. The full text of this document is available for consultation on the company's website, lectra.com.

1.5. Timetable and Meetings of the Board of Directors

The company's financial calendar setting out the dates for the publication of quarterly and annual financial results, those of the Annual General Shareholders' Meeting and the two annual analysts' meetings is established before the end of the previous fiscal year. The calendar is published on the company's website and communicated to NYSE Euronext.
The dates of six meetings of the Board of Directors are decided on the basis of this calendar. These comprise the quarterly and annual financial results publication dates, approximately forty-five to sixty days prior to the Annual General Shareholders' Meeting in order to review the documents and decisions to be presented, and approximately twenty trading days after the dividend approved by the Annual Shareholders' Meeting is made payable, or thirty to forty-five calendar days after the Annual Shareholders' Meeting if there is no dividend, i.e. around June 10, for the granting of the annual stock option plan.
The Statutory Auditors are invited to, and systematically attend, these meetings (with the exception of the meeting to decide on the annual stock options plan).

In addition, the Board also meets outside of these dates to discuss other subjects falling within its responsibilities (including all planned acquisitions or the review of the company's strategic plan) or those that the Chairman wishes to submit to the directors. The Chief Financial Officer was appointed Board Secretary in 2006, and is systematically invited to attend and takes part in all Board meetings, except when prevented from doing so.
The Board of Directors met six times in 2013. All members of the Board were present at all of its meetings, resulting in an effective attendance rate of 100%.

1.6. Organization of Board Proceedings – Communication of Information to Directors

The agenda is set by the Chairman of the Board of Directors after consulting with the Chief Executive Officer, the Chief Financial Officer and, where appropriate, the Chairmen of the Audit Committee and the Compensation Committee in order to place on the agenda all subjects they wish to be discussed at the forthcoming Board meeting.
In advance of each Board meeting, a set of documents is systematically addressed to each director, to the employees' Works Council representatives and to the Chief Financial Officer, as well as to the Statutory Auditors for the four meetings called to review the financial statements and for the meeting to prepare for the Annual General Meeting of Shareholders.
Details of each item on the agenda are provided in a written document prepared by either the Chairman of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, or the Chief Human Capital and Information Officer, as required, or are presented during the meeting itself.
As in previous years, in 2013 all documents required to be communicated to the directors were made available to them in compliance with regulations. Further, the Chairman regularly asks directors if they require additional documents or reports in order to complete their information.
Detailed minutes are produced for each meeting and submitted to the Board of Directors for approval at a subsequent meeting.

1.7. Evaluation of the Board of Directors

The AFEP-MEDEF Code recommends that once a year the Board should devote an item on its agenda to a discussion of its own functioning, reviewing its membership, organization and procedures.

This point is considered during the February Board meeting, which reviews and closes the financial statements for the year elapsed. In particular, the two independent directors, Anne Binder and Bernard Jourdan, were asked for their views on this subject at the February 11, 2014 meeting of the Board of Directors. Reiterating their initial observations made last year, the directors considered that the functioning of the Board was highly satisfactory and that relations with the two executive directors were based on complete trust. They notably emphasized the quality and comprehensive nature of the information communicated to them and the time frame in which it is communicated, giving them sufficient time to analyze it, together with the program drawn up by the Chairman to introduce the new directors rapidly to the businesses and specific characteristics of Lectra.

In 2013, they notably attended a detailed meeting with the Finance Division teams and another one with the Human Resources and Information Systems teams.

A meeting with the Corporate Marketing Departments will take place in the first half of 2014. The directors also emphasized the frequency of the meetings of the Board, and of the Strategic, Compensation and Audit Committees, together with the regular attendance of their members. Finally, the directors reiterated their wish that the Chairman be invited to attend the meetings of the Audit and Compensation Committees.

The AFEP-MEDEF Code also recommends a formal evaluation exercise every three years at least, assisted by an outside consultant should the need arise, and that the shareholders be informed annually of the performance of these evaluations. No such evaluation has been performed by the company.

The Board considers that, because of its small size, the comprehensive nature of the subjects discussed, the extent of its disclosure, and the fact that the directors are accustomed to working together and regularly discussing its functioning, this recommendation is satisfied informally, and that there is no need for a formal evaluation, nor would it be appropriate to measure the effective contribution of each director to the work of the Board, which is by nature an collegiate body.

The AFEP-MEDEF Code further recommends that the independent directors meet periodically in the absence of the executive or internal directors. In light of the way in which the Board of Directors functions, the company's independent directors have not seen fit to meet without the executive officers being present, bearing in mind that they have the opportunity to meet and discuss matters without the presence of the executive directors, in the course of the meetings of the Board committees.

1.8. AFEP-MEDEF Code Recommendations not Implemented

As recommended by the AMF, the table below summarizes those provisions of the AFEP-MEDEF Code with which the company is non-complaint and explains the reasons why, applying the "comply or explain" rule provided for in article L. 225-37 of the French Commercial Code and referred to in article 25.1 of the AFEP-MEDEF Code:

AFEP-MEDEF Code recommendations not implemented	Explanation
Obligation for each director to own personally a significant number of shares relative to the director's fees received: if the director does not own these shares when joining the Board, he or she should use the director's fee received in order to purchase shares	The Board considers that the four directors collectively hold a very large number of shares, and that their concern for the interests of the shareholders is self-evident. It further considers that it is neither necessary nor sufficient to be a large shareholder, individually, to fulfill the duties of a director diligently. The two non-executive directors, who individually own fewer shares, have been selected for their independence and their experience outside the company.
Presence of employee representatives on the Board of Directors	The company fulfills none of the conditions laid down in the French Commercial Code (employee shareholdings exceeding 3% of the corporate capital or at least 5,000 full-time employees in France or 10,000 worldwide), and is therefore not affected by this provision.
Staggering of directors' terms of office	The company considers that, given the small number of directors, maintaining the stability of the Board of Directors, with coincident terms of office, is an important factor in the proper functioning of the Board and its Committees and guarantees a better understanding of the activities, strategy, challenges and issues specific to the company.
Minimum period of two days between the meeting of the Audit Committee and that of the Board of Directors	The Audit Committee meets on the morning of the same day on which the Board of Directors meets, prior to the latter's meeting, in order to shorten the time between the closing of consolidated and statutory financial statements and market disclosure. However, the members of the Audit Committee, like those of the Board of Directors, are given sufficient time for consideration insofar as the relevant documents are communicated to them at least three to five days before their meetings. The Chairman of the Audit Committee systematically communicates the Committee's recommendations to the Board in the course of the latter's meeting.
Presence of an employee director on the Compensation Committee	The company is not covered by the obligation to appoint employee directors and consequently this recommendation does not apply to it.
The Board of Directors to discuss the compensation of executive directors in the absence of the latter	In view of the highly transparent nature of the Board's discussions on all subjects in full session, the Board has never deemed it necessary to follow this recommendation. André Harari and Daniel Harari abstain from voting on matters concerning them.
Formal evaluation of the functioning of the Board of Directors every three years at least, assisted by an outside consultant should the need arise	The Board considers that, because of its small size, the comprehensive nature of the subjects discussed, the extent of its disclosure, and the fact that the directors are accustomed to working together and regularly discussing its functioning, this recommendation is satisfied informally, and that there is no need for a formal evaluation, nor would it be appropriate to measure the effective contribution of each director to the work of the Board, which is by nature an collegiate body.
Independent directors to meet periodically in the absence of the executive or internal directors.	In light of the way in which the Board of Directors functions, the company's independent directors have not seen fit to follow this recommendation, bearing in mind that they have the opportunity to meet and discuss matters without the presence of the executive directors, in the course of the meetings of the Board committees.

2. INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES ESTABLISHED BY THE COMPANY

In its work, and in preparing this report, the company referred to the principles set forth in the reference framework published by the AMF in January 2007, and to the guide to implementing this recommendation for small-and mid-sized companies, published initially in January 2008, and a new version of which was published in July 2010. The general approach adopted for this purpose makes due allowance for issues specifically applicable to the company and its subsidiaries having regard to their size and respective activities.

This chapter refers to the parent company Lectra SA and to its consolidated subsidiaries, the risk management and internal control procedures applying to all Group companies. This concerns procedures as well as control processes especially, which apply to all of the subsidiaries.

The risk management and internal control procedures are intimately bound up with the strategy of the Group and its business model. They must enable the control and management of risks within the Group while optimizing its operating performance, respecting its culture, values and ethical standards.

The Group regularly reviews its internal control and risks management procedures in order to identify areas for progress within the framework of its continuous improvement program. The overhaul and updating of certain procedures, the establishment of a self-assessment procedure for internal control processes, and harmonization of the financial reporting information system are all part of this program.

The main risks to which the company is exposed, given the specific nature of its activities, structure and organization, and that of its strategy and business model, are discussed in chapter 4 of the Management Discussion, to which the reader is referred.

2.1. Lectra Group Internal Control System

The internal control system designed and implemented by the Group comprises a body of rules, procedures and charters. It also encompasses reporting obligations and the individual conduct of all of the players involved in the internal control system by virtue of their knowledge and understanding of its aims and rules.

This system aims at providing reasonable assurance of achieving the following objectives:

2.1.1. Legal and Regulatory Compliance

The company's internal control procedures are designed to provide assurance that the operations carried out in all Group companies comply with the laws and regulations in force in each of the countries concerned for the different areas in question (e.g. corporate, customs, labor and tax laws, etc.).

2.1.2. Oversight of Proper Application of General Management Instructions

A series of procedures has been put in place to define the scope and the limits to the powers of action and decision of Group employees at all levels of responsibility. In particular these serve to ensure that the business of the Group is conducted in accordance with the policies and ethical rules laid down by General Management.

2.1.3. Protection of Assets and Optimizing Financial Performance

The purpose of the processes in place and procedures to control their application is to optimize the financial performance consistently with the company's short and medium-term financial goals. Internal control procedures contribute to the safeguarding of Group fixed and intangible assets (such as intellectual property, company brands, customer relationships and corporate image), as well as the Group human capital, all of which play a key role in its property, business activity and growth dynamism.

2.1.4. Reliable Financial Information

Among the control mechanisms in place, special emphasis is placed on procedures for preparing and processing accounting and financial information. Their aim is to generate reliable, high-quality information that presents a fair view of the company's operations and financial condition. In addition, these procedures are designed to produce timely quarterly and annual financial statements, ready for publication thirty days after the close of each quarter at the latest, and a maximum of forty-five days after fiscal year end.

The internal control system put in place by Lectra covers all Group companies, taking into account their diversity in terms of size and the goals and situation of the different subsidiaries and the parent company. Similarly, the cost of implementing the system's performance target for covered risks versus residual risks is compatible with the Group's resources, its size and the complexity of its organization.

While this system provides reasonable assurance of fulfillment of the aforesaid objectives, it can provide no absolute guarantee of doing so. Many factors independent of the system's quality, in particular human factors or those attributable to the outside environment in which the company operates, could impair its effectiveness.

2.2. Components of Internal Control

2.2.1. Organization, Decision-Making Process, Information Systems and Procedures

a) Organization and Decision-Making Process

As indicated in chapter 1, the Board of Directors is responsible for setting the company's strategy and direction for the company's operations, and for overseeing their implementation. The Chairman of the Board is responsible for ensuring the proper operation of the company's management bodies.

The Audit Committee discusses the internal control system at least once a year with the Group Statutory Auditors. It gathers their recommendations and, notably, ensures that their level and quality of coverage are adequate. It reports on its proceedings and opinions to the Board of Directors.

The Executive Committee implements the strategy and policies defined by the Board of Directors. The Executive Committee is chaired by the Chief Executive Officer and comprised two other members until December 31, 2013, the Chief Financial Officer and the Chief Human Capital and Information Officer, to whom broad powers have been delegated and who are critical to the effectiveness of the internal control system. A fourth member, the Executive Vice President Sales, was appointed to the Committee, effective January 1, 2014.

The Chief Executive Officer is responsible, together with the other members of the Executive Committee, for worldwide sales and service operations, of which the regional managers and subsidiaries form part.

The heads of the Lectra Group's various corporate divisions also report directly to the Chief Executive Officer or to another member of the Executive Committee, their organization and missions being adapted to the changing external and internal context of the company, i.e.:

- the Finance division (treasury, accounting and consolidation, management control and audit, sales administration, and legal affairs);
- the Manufacturing division (purchasing, manufacturing, logistics, quality control);
- the Human Resources and Information Systems division;
- the Sales division;
- the Marketing and Communication divisions;
- the Customer Support Services division;
- the Professional Services division (training, consulting);
- the Software and Hardware Research and Development divisions.

All important decisions (sales strategy, organization, investments and recruitment) relating to the operations of a region or Group subsidiary are made by a "board of directors" responsible for the region or subsidiary concerned. These boards, chaired by the Chief Executive Officer or by one of the Executive Committee members, usually meet quarterly for the regions and/or main countries, with the regional managers and heads of the subsidiaries concerned as well as their management teams attending. The latter submit to the "boards" their detailed action plans drawn up on the basis of Group strategic and budget directives, and they report on the implementation of decisions as well as on their operations and performance.

The powers and limits to the powers of directors of subsidiaries and regions and of the directors of the various corporate divisions are laid down by the Chief Executive Officer or by a member of the Executive Committee, depending on the area concerned. These powers and their limits are communicated in writing to the directors concerned.

The directors are then required to account for their utilization of the powers thus conferred on them in the pursuit of their objectives, in monthly reports on their activities to the Chairman of the Board of Directors and to the members of the Executive Committee.

The internal control process involves a large number of other players. The corporate divisions are at the center of this organization. They are responsible for formulating rules and procedures, for monitoring their application and, more generally, for approving and authorizing a large number of decisions connected with the operations of each Group entity.

Clear and precise delineation of organizations, responsibilities and decision-making processes, together with regular written and verbal exchanges, allow all players to understand their role, discharge their duties and form a precise assessment of their performance *vis-à-vis* the objectives assigned to them and also *vis-à-vis* those of the Group as a whole.

b) Information Systems

Thanks to integrated inter-company financial information, assured homogeneity and communicability between the Group's different IT systems, and their continuous adaptation to developments in business processes and modes of operation, together with tighter controls, the information systems play a structurally critical role in the Group's system of internal control, and acts as a key performance-tracking instrument.

The information systems are regularly upgraded and adapted to the expanded requirements of General Management in terms of the quality, relevance, timeliness and comprehensiveness of information, while at the same time providing stronger controls.

Deployment of an ERP software application, which began in 2007, was finalized in 2013 and now covers all of the functions pertaining to the parent company's activities (purchasing, supply chain and accounting functions) and those of all Group subsidiaries (order and billing processing, and after-sales services). This system has introduced new operational modes with improved management procedures and rules, thanks in particular to better integration of business processes.

In order to harmonize the Group's financial reporting systems, a new software application has been deployed, encompassing both statutory consolidation of the accounts (since 2010) and management reporting (from the start of 2014). This comprehensive financial suite will strengthen controls, ensuring the quality of financial disclosure and guaranteeing the consistency of internal information and the Group's external financial communication.

Moreover, a new Group human resources administration information system has been in service since 2010. It is regularly updated and serves to track personnel (recruitment, promotions, departures, etc.), changes in compensation (other than the administration of pay), and employee attendance in training programs. In addition to streamlining the entry and automation of reports, the system serves to harmonize procedures across the entire Group with improved control, hitherto performed manually.

A new customer relations management (CRM) system project was launched in 2013, the main aim being to improve efficiency in the Group's marketing and sales functions, and to support its transformation plan. Deployment will begin in 2014 with completion scheduled for 2015.

Finally, specific procedures are in place to ensure the physical security and preservation of data, these procedures being periodically upgraded in response to the changing nature of risks.

c) Procedures

A large number of procedures spell out the manner in which the different processes are to be performed, together with the roles of the different persons concerned, and the powers delegated to them within the framework of these processes. They further prescribe the method of controlling compliance with rules for the performance of processes. The main cycles or subjects entailing issues critical to Group objectives are:

- Sales

A series of procedures exists to cover the sales cycle and more generally the entire marketing and sales process. In particular the "Sales rules and guidelines" clearly set

forth rules, delegations of powers, and circuits, together with the controls performed at the different stages in the sales process to verify the authenticity and content of orders, together with shipment and billing thereof.
In addition, one or more quarterly reviews of current business are organized with each region and subsidiary by a member of the Executive Committee.
Finally, procedures have been put in place for more effective monitoring of sales teams' performance, including tracking their fulfillment of targets and of individual performance (business expertise, knowledge of Lectra's products and services, and their proficiency in sales methods and tools).

• Credit Management

Credit management procedures are designed to limit the risks of non-recovery and shorten account collection delays. These procedures also track all Group accounts receivable above a certain threshold, providing for both upstream control of contractual payment terms and the customer's solvency prior to booking of the order, together with the systematic and sequenced implementation of all means of recovery, from simple reminders to legal proceedings. These means of recovery are coordinated by the credit management department in conjunction with the Legal Affairs department.
Historically, bad debts and customer defaults have been rare.
There is no material risk of dependence on any particular customer, insofar as over the past three years no individual customer has represented more than 7% of consolidated revenues, and the 10 largest customers combined have represented less than 20% of revenue, and the 20 largest customers less than 25%.

• Purchasing

The parent company's purchases and capital expenditure account for the bulk of Group outlays under these headings. Procedures are in place to ensure that all purchases from third parties are compliant with budgetary authorizations. They further spell out formally the delegations of powers regarding expenditure commitments and signatures, based on the principle of the separation of tasks within the process. The information system now in place reinforces the process of control over the proper application of rules.

• Personnel

Under the procedures in place all forecasted or actual personnel changes are communicated to the Group Human Resources division. All recruitments and dismissals must receive the division's prior authorization. In the case of dismissals, the division must systematically assess the actual and forecasted costs of the dismissal and communicate its findings to the Finance division, which in turn ensures that the resulting liability is recognized in the Group financial statements.
Compensation is reviewed annually and submitted to the Chief Human Capital Officer for approval. Finally, for all personnel whose total annual compensation exceeds €150,000 or $200,000, the Executive Committee submits the annual compensation review, together with rules for the calculation of variable compensation, to the Compensation Committee for prior approval.
These procedures are now applied more strictly in light of the significant recruitment plan in place for the period 2012-2015.

• Treasury and currency risk

The company's internal control procedures regarding treasury operations mainly concern bank reconciliations, security of payment means, delegation of signing authority, and monitoring of currency risk.
Bank reconciliation procedures are systematic and comprehensive. They entail verification of all treasury department book entries and entries in the company's bank accounts made by the banks, together with reconciliation between treasury balances and the cash and bank accounts within the financial statements.
The company has implemented secure means of payment to avoid or limit as far as possible all risks of fraud, and agreements covering check security have been signed with each of the Group's banks.

The company uses the EBICS TS protocol to secure payments made by bank transfer, and it began to comply with the obligation to issue bank transfers in accordance with the Single European Payment Area (SEPA) standard in 2013, in advance of the stipulated implementation date. Bank signature authorizations for each Group company are governed by written procedures laid down by the Executive Committee and are revocable at all times with immediate effect. Signing powers delegated under these procedures are notified to the banks, which must acknowledge receipt thereof.

Recourse to short- and medium-term borrowing is strictly limited and is subject to prior approval by the Chief Financial Officer within the framework of delegations previously authorized by the Board of Directors.

All decisions pertaining to currency hedging instruments are made jointly by the Chief Executive Officer and the Chief Financial Officer, and are implemented by the Group Treasurer.

2.2.2. Identification and Management of Risks

Risk factors and risk management processes are described in detail in chapter 4 of the Management Discussion to which this report is appended.

2.2.3. Control Activity: Players Involved in Risk Control and Management Processes

The Group does not have an internal audit department as such, but the Group Finance division—in particular the treasury and management control teams—and the department of Legal Affairs are central to the internal control and risk management system.

Controls are in place at many points throughout the Group's organization. These are adapted to the critical aspects of the processes and risks to which they apply, depending on their influence on the performance and fulfillment of Group objectives. Controls are conducted by means of IT applications, procedures subject to systematic manual control, via ex-post audits, or via the chain of command, in particular by members of the Executive Committee. Spot checks are also performed in the various Group subsidiaries.

In each subsidiary, the person in charge of finance and administration, which usually comprises legal affairs, also plays a major role in the organization and conduct of internal controls. The primary mission of this person, who reports functionally to the Group Finance division, is to ensure that the subsidiary complies with the rules and procedures established by the Executive Committee and the corporate divisions.

The Information Systems division is responsible for guaranteeing the integrity of data processed by the various software packages in use within the Group. It works with the Group Finance division to ensure that all automated processing routines contributing to the preparation of financial information are compliant with accounting rules and procedures. In addition, it verifies the quality and completeness of information transferred between the different software applications. Finally, it is responsible for information systems security.

The Group Legal Affairs department and Human Resources division perform legal and social audits of all Group subsidiaries. Their role notably consists in verifying that their operations are compliant with the laws and other legal and social regulations in force in the countries concerned. They also supervise most of the contractual relations entered into between Group companies and employees or third parties.

The Legal Affairs department works with a network of law firms located in the countries concerned and specializing in the subjects at issue, as needed. The Legal Affairs department is also responsible for identifying risks requiring insurance and formulating a policy for covering these risks by means of appropriate insurance contracts. It supervises and manages potential or pending litigation, in conjunction with the Group's attorneys where appropriate.

Currency risk is managed centrally by the Group Treasurer. Group exposure is hedged by a range of derivative instruments: forward currency contracts are used to hedge foreign exchange balance sheet positions; purchases of currency puts—when their cost relative to their benefits is not prohibitive—or forward contracts are utilized to hedge estimated exposure to fluctuations in billing currencies for future periods, when these are considered justified.

Finally, a dedicated intellectual property team functions as part of the Legal Affairs department. It plays a key role in the protection of the company's intellectual property, acting preventively to protect innovations and avert all risks of infringement of the company's intellectual property rights.

2.2.4. Continuous Oversight of the Internal Control System and Improvement of Procedures

Incidents observed on the occasion of controls or the findings of ex-post audits of compliance with internal control rules and procedures serve both to ensure the proper functioning of the latter and to consider appropriate improvements.

Given the nature of its business, the Group is compelled to adapt its organization to market changes whenever necessary. In particular, it has accelerated deployment of its transformation plan over the period 2012-2015. Each change in its organization or modus operandi is preceded by a review process to ensure that the proposed change is consistent with the preservation of an internal control environment complying with the objectives described in chapter 2.1 above. Within this context, the scope and distribution of the powers of individuals and teams, reporting lines and rules for the delegation of signing authority, are subject to scrutiny and are adjusted, if necessary, during all organizational changes.

Oversight of internal controls is underpinned by a continuous improvement process focused notably on:

– updating the Group's risk mapping;
– updating and/or formalizing accounting and financial procedures, procedures relating to human resources management and internal control rules;
– updating and improving reporting tools;
– general improvements to internal control procedures.

This matter is the subject of a specific communication to the Audit Committee and discussion at least once a year.

2.3. Specific Procedures to Ensure the Reliability of Accounting and Financial Information

In addition to the elements described in the foregoing paragraphs, the Group has implemented precise procedures for the preparation and control of accounting and financial information. This is notably the case regarding reporting and budget procedures, and procedures for the preparation and verification of the consolidated financial statements, which are an integral part of the internal control system. Their purpose is to ensure the quality of accounting and financial information communicated to management teams, the Audit Committee, the Board of Directors, and to the shareholders and the financial markets, with particular reference to the consolidated and statutory financial statements.

The Finance Division regularly identifies risks liable to impair the compilation and processing of accounting and financial information, together with the quality of that information. It communicates continuously with the accounting and Finance Divisions of the Group's subsidiaries to ensure that these risks are managed. Difficulties arising in the management of a specific risk are dealt with and/or give rise to specific action by the financial control teams. This analysis and centralized risk management process are additional to the procedures described below to reduce the risks of deliberate or involuntary error in the accounting and financial information published by the company.

2.3.1. Reporting and Budget Procedures

The company produces comprehensive and detailed financial reporting covering all aspects of the activities of each parent company unit and each subsidiary. This is based on a sophisticated financial information system built around a market-leading software package.

Reporting procedures are based primarily on the budgetary control system put in place by the Group.

The Group's annual budget is prepared centrally by the Finance division management control teams.

This detailed, comprehensive process consists in analyzing and quantifying the budgetary targets of each subsidiary and Group unit under a very wide range of income statement and treasury headings, working capital requirements, together with indicators specific to each activity and the structure of operations. This system permits rapid identification of any deviation in actual or forecast results, and thereby minimizes the risk of error in the financial information produced.

2.3.2. Accounts Preparation and Verification Procedures

a) Monthly Financial Results

The actual results of each Group company are verified and analyzed on a monthly basis, and new forecasts for the current quarter are consolidated. Each deviation is identified and described in detail in order to determine its causes, verify that procedures have been respected and the financial information properly prepared.
This approach is designed to ensure that transactions recorded in the accounts fully reflect the economic reality of the Group's business and operations.
Assets and liabilities are subject to regular controls to ensure the accuracy of monthly reported results. These controls include physical counting of fixed assets and reconciliation with accounts; a revolving physical count of inventories (the most important references being counted four times a year); a comprehensive monthly review, with the credit management department, of overdue accounts receivable (see paragraph 2.2.1 c); a monthly analysis of provisions for risks and charges, and provisions for asset impairment.

b) Quarterly Consolidation

Group financial statements (statement of financial position, income statement, statement of cash flows, and statements of changes in equity) are consolidated on a quarterly basis. The process of preparing the consolidated financial statements comprises a large number of controls to ensure the quality of the accounting information communicated by each of the consolidated companies and of the consolidation process itself.

All Group subsidiaries employ a single standard consolidation reporting package and the procedure is subject to a wide range of precise controls. Actual results are compared with forecasts received previously in the monthly reporting procedure. Discrepancies are analyzed and justified and, more generally, the quality of information transmitted is verified. Upon completion of the consolidation process, all items in the income statement, statement of financial position and statement of cash flows are analyzed and justified.
The resulting financial statements are reviewed by the Chief Executive Officer, by the Chairman of the Board of Directors in the course of organizing the work of the Board of Directors, and then submitted to the Audit Committee, before being reviewed and approved by the Board of Directors, and published by the company.

2.4. Specific Mechanism to Guarantee the Reliability of Social, Environmental and Societal Information

A working group was put in place in 2012, under the supervision of a member of the Legal Affairs department, to coordinate the gathering and verification of the corporate social and environmental responsibility information whose disclosure is now mandatory under the 2012 "Grenelle II" Act.
An audit has been carried out with one of the joint auditors appointed to validate the content and relevance of the information, information-gathering procedures, and to identify areas for needed improvements.
These have been taken into account in preparing the 2013 report on social and environmental responsibility information appended to the Board of Directors' report to the Ordinary Shareholders' Meeting on April 30, 2014.
The audit found that the procedure in place and the quality of the information published in 2012 were satisfactory.

3. PRINCIPLES AND RULES ESTABLISHED BY THE BOARD OF DIRECTORS FOR DETERMINING THE COMPENSATION AND BENEFITS OF EXECUTIVE DIRECTORS

The recommendations of the AFEP-MEDEF Code:
– spell out principles for setting the compensation of executive directors of listed companies;
– prohibit the simultaneous holding of a position as executive director and an employment contract;
– place a cap on one-time termination payments ("golden parachutes") to two years' compensation, and abolish the granting of indemnities in the event of voluntary resignation and in the event of failure;
– strengthen the rules governing pension plans and place a cap on additional pension benefits;
– make stock option plans for senior managers conditional on the extension of such option plans to all employees or to the existence of mechanisms entitling all employees to a share of profits;
– terminate the granting of bonus shares unrelated to performance to executive directors; the latter must also purchase shares at market price additional to any performance-related shares granted to them;
– make compensation policies more transparent by means of a standardized disclosure format.
In its statement on November 28, 2008, the company declared that:
– it had already been in spontaneous compliance with these recommendations for many years with regard to André Harari and Daniel Harari in their respective capacities as Chairman of the Board of Directors and Chief Executive Officer;
– in particular, André Harari and Daniel Harari have never combined their positions as executive directors with an employment contract, are not entitled to any component of compensation, indemnity or benefit owed or liable to be owed to them in virtue of a termination or change of their functions, to any additional defined benefit pension plan, stock options or bonus shares.
Detailed information additional to the disclosures below is provided in the Management Discussion and Analysis to which this report is amended.

3.1. Executive Directors

The sole executive directors are André Harari, Chairman of the Board of Directors, and Daniel Harari, Chief Executive Officer.
The principles and rules for determining the compensation and benefits of executive directors are subject to prior review and recommendation by the Compensation Committee. This Committee notably reviews total compensation and the precise rules for determining its variable portion and the specific annual performance targets that serve to calculate it. All of these components are then discussed by the Board of Directors in full session and are subject to its sole discretion.
Until 2013, all elements of the executive directors' potential or actual compensation were made public with the publication online, before March 31, of the Board of Directors' report submitted to the Ordinary Shareholders' Meeting and the Chairman's report on internal control procedures and risk management, and on corporate governance. As of 2014, these elements are henceforward published after the meeting of the Board of Directors held to approve them (they were published on February 12, 2014).
The new provisions of the AFEP-MEDEF Code state in particular that *"variable compensation is a reward for the director's performance and the progress of the company in the period under consideration. The share price must not be the only criteria for measuring this performance"*. As stated below, the share price is not included among these criteria. The variable compensation *"must be set at a level that is balanced in relation to the fixed part. The variable part is a maximum percentage of the fixed part, and is adapted to the business conducted by the company and predefined by the Board"; "without jeopardizing the confidentiality that may be linked to certain elements of determining the variable part of the compensation, this presentation must indicate the criteria on the basis of which this variable part is determined":* this has been the Board of Directors' practice at all times, consistently reporting how these criteria have been applied on the basis of results for the year in review.

No bonuses in any form are paid, as a matter of principle. The compensation of executive directors is paid in its entirety by Lectra SA. They receive no compensation or particular benefit from companies controlled by Lectra SA within the meaning of article L. 233-16 of the French Commercial Code (Lectra SA is not controlled by any company). No stock options have been granted to the two executive directors since 2000. The only benefit accorded to them concerns the valuation for tax purposes of the utilization of company cars and the payment of life insurance premiums (for Daniel Harari alone, André Harari's contract having expired in 2009), the amount of which is indicated in the Management Discussion and Analysis.

Finally, the executive directors are not the beneficiaries of any particular arrangement or specific benefit regarding deferred compensation, termination payment or retirement benefit committing the company to pay them any form of indemnity or benefit if their duties are terminated, at the time of their retirement (they are not bound to the company by any form of employment contract) or, more generally, subsequent to the termination of their functions.

In view of the foregoing, the company is compliant with the new recommendations laid down in the June 2013 amended version of the AFEP-MEDEF Code, strengthening the rules governing elements of executive directors' compensation, notably introducing specific requirements relating to non-competition clauses and to start-of-contract indemnities, or with regard to caps on additional pension benefits.

Each year the Board of Directors determines first the total amount of target-based compensation for the year if annual targets are achieved ("target-based compensation"). At its meeting on February 12, 2013, and as stated in its report last year, the Board decided to progressively increase the total target-based compensation of the Chairman of the Board and of the Chief Executive Officer to €600,000 over three years, i.e.: €520,000 in 2013, €560,000 in 2014, and €600,000 in 2015.

The variable portion of target-based compensation is equal to 60% of their total compensation. The variable portion is determined on the basis of quantitative criteria (to the exclusion of all qualitative criteria) expressed in terms of annual targets, reflecting the company's strategy of profitable sales activity and earnings growth. Total target-based compensation has remained unchanged at €475,000 for the fiscal years 2005 through 2012. The fixed portion has been unchanged since 2003.

Since 2011, the four performance criteria are: (i) consolidated profit before tax, excluding non-recurring items (accounting for 50%); (ii) consolidated free cash flow excluding non-recurring items and income tax, and after restatement of certain items (accounting for 15%); (iii) a criterion measuring the contributive value of growth in sales activity (accounting for 25%); and (iv) a criterion measuring the contributive value of recurring contracts (accounting for 10%).

In its meeting of February 11, 2014, the Board maintained the four performance criteria, with, however, a change in the relative weighting of each one, to give particular importance to the realization of the company's strategy of profitable sales activity growth: (i) consolidated income before tax, excluding net financial expense and non-recurring items (accounting for 30%); (ii) consolidated free cash flow excluding net financial expense, non-recurring items, income tax, and after restatement of certain items (accounting for 10%); (iii) a criterion measuring the contributive value of growth in sales activity (accounting for 50%); and (iv) a criterion measuring the contributive value of recurring contracts (accounting for 10%).

For each of these four criteria, the corresponding variable portion is equal to zero below certain thresholds, if annual targets are met in full it is 100%, and it is capped at 200% if annual targets are exceeded. Between these thresholds, it is calculated on a linear basis. The results are then weighted for each criterion. Only the annual targets and corresponding thresholds have been revised each year according to the Group's objectives for the fiscal year.

Consequently, variable compensation is equal to zero if none of these thresholds is met, and is capped at 200% of target-based compensation if the annual targets are exceeded on all criteria and result in a ceiling of 200% for each of them.
Total compensation is therefore comprised between 40% and 160% of target-based compensation.
Annual targets are set by the Board of Directors based on the recommendations of the Compensation Committee. The Committee is responsible for ensuring that the rules for setting the variable portion of compensation each year are consistent with the evaluation of executive directors' performance, the company's medium-term strategy and the general macroeconomic conditions, and in particular those of the geographic markets and market sectors in which the company operates. After the close of each fiscal year, the Committee verifies the annual application of these rules and the final amount of variable compensation paid, on the basis of the audited financial statements.
These targets apply also to the two members of the Executive Committee who are not executive directors—namely Jérôme Viala, Chief Financial Officer, and Véronique Zoccoletto, Chief Human Capital and Information Officer—together with around around ten managers of the parent company Lectra SA (for these persons, the relative share of variable compensation in their total compensation, together with the relative weighting given to the above mentioned performance criteria, are set individually).
Executive directors also receive Directors' fees in addition to the fixed and variable compensation.
In its June 2013 amended version, the AFEP-MEDEF Code links the granting of compensation to executive directors to the ownership and retention until the end of their term of office of a significant number of company shares, periodically determined by the Board. In view of the very large percentage of shares held by the Chairman of the Board and by the Chief Executive Officer, the Board has not deemed fit to specify a number of shares.

Consultation of Shareholders on Individual Executive Directors' Compensation

As stated in the Board of Directors' report submitted to the Ordinary Shareholders' Meeting, the June 2013 amended version of the AFEP-MEDEF Code introduces new recommendations on corporate governance, including in particular a procedure for the consultation of shareholders on individual executive directors' compensation, in application of the "say on pay" principle. This entails submitting for shareholders' approval separate resolutions for each executive director. Shareholders are thus invited to express their opinion on the compensations of the Chairman of the Board and the Chief Executive Officer, on the occasion of the Ordinary Shareholders' Meeting on April 30, 2014. In the event of a negative vote, the Board of Directors, acting on the opinion of the Compensation Committee, is required to vote on the matter and to publish on the company's website a statement indicating how it intends to respond to the expectations of the shareholders.

3.2. Non-Executive Directors

Non-executive directors—i.e. the two independent directors—receive no form of compensation other than directors' fees.

3.3. Directors' Fees

Directors' fees approved annually by the General Shareholders' Meeting are distributed equally among the directors.
In view of the strong commitment displayed by the members of the Board of Directors, in particular the historically high rate of attendance at meetings of the Board of Directors and its Committees, and the number of meetings, the Board has not seen fit to follow the recommendation of the AFEP-MEDEF Code and institute a variable portion dependent on attendance in calculating the payment of Directors' fees or a supplementary fee to encourage directors' participation in specialized committees.

4. PROHIBITION ON TRADING IN SHARES APPLICABLE TO CERTAIN GROUP MANAGERS

The Board of Directors decided on May 23, 2006, in keeping with the rules of corporate governance and, since its publication, with the AFEP-MEDEF Code, to prohibit members of the corporate management and management teams of the Lectra Group from buying or selling the company's shares during the period starting fifteen calendar days before the end of each calendar quarter and expiring two stock market trading days after the meeting of the Board of Directors closing the quarterly and the annual financial statements of the Lectra Group. However, contrary to the recommendations of the AFEP-MEDEF Code, this prohibition does not apply to the exercise of stock options during the period in question by any person figuring on the list drawn up by the Board of Directors, but the said persons are required to hold any resulting shares until the expiration of the period.

The Board of Directors has further decided that, in addition to each of its members, only the two members of the Executive Committee who do not hold a directorship have "the power to make management decisions regarding the company's development and strategy" and "regular access to inside information", and are therefore required to notify the AMF within the stipulated deadlines of any purchases, sales, subscriptions or exchanges of financial instruments issued by the company.

Daniel Dufag, the company's General Counsel, has also been named compliance officer for all matters pertaining to the General Regulation of the AMF concerning the drawing up of lists of insiders. His duties include adapting the guidelines published by the ANSA and to draw up the guide to procedures specific to Lectra, to draw up lists of permanent and occasional insiders, to notify these people individually in writing, accompanied by a memorandum spelling out the procedures specific to Lectra.

The list is regularly updated by the Board of Directors to indicate the people on this list that have left the company, together with those whom the General Management proposes to add to this list in virtue of their new duties or because they have reached a level of responsibility and information within the Group justifying their inclusion, or because they have been recently recruited. This list is reviewed and approved at least once a year by the Board of Directors.

5. POWERS OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is invested with full and unlimited powers. He exercises his powers within the limits of the corporate aims and subject to those explicitly attributed to the Shareholders' Meetings and to the Board of Directors.

6. SPECIFIC FORMALITIES FOR ATTENDANCE AT SHAREHOLDERS' MEETINGS

The right of attendance at shareholders' meetings, to vote by correspondence or to be represented, is subject to the following conditions:

– for registered shareholders *(actionnaires nominatifs)*: shares must be registered in their name or in the name of an authorized intermediary in the company register, which is maintained by Société Générale in its capacity as bookkeeper and company agent, at zero hour, Paris time, on the third working day preceding the day set for the said Meeting;

– for holders of bearer shares *(actionnaires au porteur)*: receipt by the Shareholders' Meeting department of Société Générale of a certificate of attendance noting the registration of the shares in the register of bearer shares at zero hour, Paris time, on the third working day preceding the day set for the said Meeting, delivered by the financial intermediary (bank, financial institution or brokerage) that holds their account;

Shareholders not attending this Meeting in person may vote by correspondence or may vote by proxy by giving their proxy voting form to the Chairman of the Meeting, to their spouse, or to another shareholder or any other person of their choice, in accordance with the law and regulations, and in particular, those laid down in article L. 225-106 of the French Commercial Code.
Shareholders are free to dispose of their shares in whole or in part until the time of the Meeting. However, if the disposal takes place before zero hour, Paris time, on the third working day preceding the day set for the said Meeting, the financial intermediary that holds their account shall notify the disposal to Société Générale, and shall transmit the necessary information. The company shall invalidate or modify the vote by correspondence, proxy vote, admission card or the certificate of attendance in consequence of the foregoing. However, if the disposal takes place after zero hour, Paris time, on the third working day preceding the day set for the said Meeting, it will not be notified by the financial institution holding the account, nor taken into consideration by the company for the purposes of attendance at the Shareholders' Meeting.
Registered shareholders and holders of bearer shares unable to attend the Meeting in person may vote by correspondence or by proxy by applying to Société Générale for a voting form at least six days before the Meeting.
Correspondence and proxy voting forms together with all documents and information relating to the Meetings are available on the company website at www.lectra.com at least twenty-one days before the time of these Meetings. These documents are also obtainable on request, free of charge, from the company. Written questions for submission to the Meeting may be addressed to the company at its headquarters: 16-18, rue Chalgrin, 75016 Paris, or by electronic mail at the following e-mail address: investor.relations@lectra.com on the fourth working day preceding the day set for the Meeting at the latest, and must be accompanied by proof of registration.
All correspondence and proxy voting forms sent by post must reach Société Générale on the day prior to the date of the Meeting at the latest.
As required in article R. 225-79 of the French Commercial Code, notification of designation and revocation of a proxy may also be communicated electronically, by sending an electronically signed email, employing a reliable procedure for identification of the shareholder guaranteeing that the notification was effectively sent by the said shareholder, to investor.relations@lectra.com.
Shareholders holding a fraction of the capital defined in articles L. 225-102 paragraph 2 and R. 225-71 paragraph 2 of the French Commercial Code must transmit any draft resolutions they wish to place on the agenda of the Meeting at least twenty-five days prior to the date of the Meeting.
Practical details pertaining to the above will be communicated in the notice of Meeting sent to the shareholders.

7. PUBLICATION OF INFORMATION CONCERNING POTENTIALLY MATERIAL ITEMS IN THE EVENT OF A PUBLIC TENDER OFFER

As required under article L. 225-37 paragraphe 9 of the French Commercial Code, potentially material information is disclosed in chapter 8 of the Management Discussion and Analysis to which this report is appended, under "Information Concerning Items Covered by Article L. 225-100-3 of the French Commercial Code as Amended by the March 31, 2006 Public Tender Offers Act."

André Harari
Chairman of the Board of Directors
February 25, 2014

Consolidated financial statements

STATEMENT OF FINANCIAL POSITION
consolidated

ASSETS

As at December 31 (in thousands of euros)		2013	2012[1]
Goodwill	note 6	29,986	31,132
Other intangible assets	note 7	4,403	4,273
Property, plant and equipment	note 8	13,328	12,959
Non-current financial assets	note 9	2,121	1,871
Deferred tax assets	note 11	7,171	8,791
Total non-current assets		**57,009**	**59,026**
Inventories	note 12	20,748	22,756
Trade accounts receivable	note 13	50,269	45,149
Other current assets	note 14	28,999	22,108
Cash and cash equivalents		29,534	20,966
Total current assets		**129,550**	**110,979**
Total assets		**186,559**	**170,005**

EQUITY AND LIABILITIES

(in thousands of euros)		2013	2012[1]
Share capital	note 15	29,664	28,948
Share premium	note 15	5,043	2,600
Treasury shares	note 15	(83)	(380)
Currency translation adjustments	note 16	(8,721)	(8,840)
Retained earnings and net income		57,926	42,676
Total equity		**83,829**	**65,004**
Retirement benefit obligations	note 17	7,419	6,872
Borrowings, non-current portion	note 18	394	892
Total non-current liabilities		**7,813**	**7,764**
Trade and other current payables	note 19	45,109	44,265
Deferred revenues	note 20	43,008	41,911
Current income tax liabilities	note 11	2,391	1,545
Borrowings, current portion	note 18	500	5,834
Provisions for other liabilities and charges	note 21	3,909	3,682
Total current liabilities		**94,917**	**97,237**
Total equity and liabilities		**186,559**	**170,005**

(1) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated statement of financial position at December 31, 2012 (see note 2 – Accounting Rules and Methods).

The notes are an integral part of the consolidated financial statements.

INCOME STATEMENT

consolidated

Twelve months ended December 31 (in thousands of euros)		2013	2012[1]
Revenues	note 24	**203,032**	**198,436**
Cost of goods sold	note 25	(56,550)	(53,475)
Gross profit	note 25	**146,482**	**144,961**
Research and development	note 26	(12,503)	(11,536)
Selling, general and administrative expenses	note 27	(116,511)	(114,090)
Income (loss) from operations before non-recurring items		**17,468**	**19,335**
Non-recurring income	note 23	11,124	–
Goodwill impairment	note 6	(702)	–
Income (loss) from operations		**27,890**	**19,335**
Financial income	note 30	234	318
Financial expenses	note 30	(500)	(1,336)
Foreign exchange income (loss)	note 31	(541)	(287)
Income (loss) before tax		**27,084**	**18,030**
Income tax	note 11	(5,309)	(4,705)
Net income (loss)		**21,775**	**13,325**

(in euros)			
Earnings per share	note 32		
– basic		0.75	0.46
– diluted		0.73	0.46
Shares used in calculating earnings per share			
– basic		29,116,988	28,806,716
– diluted		29,664,802	29,280,673

STATEMENT OF COMPREHENSIVE INCOME

(in thousands of euros)		2013	2012[1]
Net income (loss)		**21,775**	**13,325**
Currency translation adjustments	note 16	119	(24)
Effective portion of the change in fair value of interest-rate swaps	note 18	–	326
Tax effect		–	(109)
Other comprehensive income (loss) to be reclassified in net income (loss)		**119**	**193**
Actuarial gains (losses) on defined benefit pension liabilities	note 17	(574)	(2,096)
Tax effect		192	574
Other comprehensive income (loss) not to be reclassified in net income (loss)		**(382)**	**(1,522)**
Comprehensive income (loss)		**21,512**	**11,996**

(1) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated income statement at December 31, 2012 (see note 2 – Accounting Rules and Methods).

The notes are an integral part of the consolidated financial statements.

STATEMENT OF CASH FLOWS

consolidated

Twelve months ended December 31 (in thousands of euros)		2013	2012[1]
I – OPERATING ACTIVITIES			
Net income (loss)		21,775	13,325
Net depreciation, amortization and provisions		8,009	6,937
Non-cash operating expenses	note 36	517	(19)
Loss (profit) on sale of fixed assets		(17)	(39)
Changes in deferred income taxes, net value	note 11	1,393	1,053
Changes in inventories		584	(1,974)
Changes in trade accounts receivable		(5,005)	3,711
Changes in other current assets and liabilities		(4,680)	(6,674)
Net cash provided by (used in) operating activities[2]	note 37	**22,575**	**16,320**
II – INVESTING ACTIVITIES			
Purchases of intangible assets	note 7	(1,879)	(1,278)
Purchases of property, plant and equipment	note 8	(2,915)	(3,786)
Proceeds from sales of intangible assets and property, plant and equipment		37	169
Purchases of financial assets	note 9	(2,407)	(861)
Proceeds from sales of financial assets	note 9	2,177	973
Net cash provided by (used in) investing activities		**(4,987)**	**(4,783)**
III – FINANCING ACTIVITIES			
Proceeds from issuance of ordinary shares	note 15	3,159	156
Dividends paid		(6,377)	(6,330)
Purchases of treasury shares	note 15	(1,389)	(537)
Sales of treasury shares	note 15	1,827	772
Repayments of long-term and short-term borrowings	note 38	(5,834)	(10,934)
Net cash provided by (used in) financing activities		**(8,614)**	**(16,873)**
Increase (decrease) in cash and cash equivalents		**8,974**	**(5,336)**
Cash and cash equivalents at opening		**20,966**	**26,320**
Increase (decrease) in cash and cash equivalents		8,974	(5,336)
Effect of the consolidation of Lectra Morocco		–	137
Effect of changes in foreign exchange rates		(406)	(155)
Cash and cash equivalents at closing		**29,534**	**20,966**
Free cash flow before non-recurring items		6,464	11,537
Non-recurring items of the free cash flow		11,124	–
Free cash flow	note 39	**17,588**	**11,537**
Income tax paid (reimbursed), net		2,834	3,342
Interest paid		15	626

(1) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated statement of cash flows at December 31, 2012 (see note 2 – Accounting Rules and Methods).

(2) At December 31, 2013, the net cash provided by operating activities includes €11,124,000 of non-recurring elements (see note 39).

The notes are an integral part of the consolidated financial statements.

STATEMENT OF CHANGES IN EQUITY

consolidated

(in thousands of euros, except for par value per share expressed in euros)		Share capital							
		Number of shares	Par value per share	Share capital	Share premium	Treasury shares	Currency translation adjustments	Retained earnings and net income	Equity
Balance at January 1, 2012		**28,903,610**	**0.97**	**28,037**	**2,487**	**(722)**	**(8,816)**	**37,700**	**58,686**
Net income (loss)[1]								13,325	13,325
Other comprehensive income (loss)	note 16						(24)	(1,305)	(1,329)
Comprehensive income (loss)							**(24)**	**12,020**	**11,996**
Increase of par value per share	note 15		0.03	868				(868)	–
Exercised stock options	note 15	44,705	0.99	44	112				156
Fair value of stock options	note 15							225	225
Sale (purchase) of treasury shares	note 15					342			342
Profit (loss) on treasury shares	note 15							(71)	(71)
Dividends paid								(6,330)	(6,330)
Balance at December 31, 2012		**28,948,315**	**1.00**	**28,948**	**2,600**	**(380)**	**(8,840)**	**42,676**	**65,004**
Net income (loss)								21,775	21,775
Other comprehensive income (loss)	note 16						119	(382)	(263)
Comprehensive income (loss)							**119**	**21,393**	**21,512**
Exercised stock options	note 15	716,100	1.00	716	2,443				3,159
Fair value of stock options	note 15							140	140
Sale (purchase) of treasury shares	note 15					297			297
Profit (loss) on treasury shares	note 15							94	94
Dividends paid								(6,377)	(6,377)
Balance at December 31, 2013		**29,664,415**	**1.00**	**29,664**	**5,043**	**(83)**	**(8,721)**	**57,926**	**83,829**

(1) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated statement of changes in equity at December 31, 2012 (see note 2 – Accounting Rules and Methods).

The notes are an integral part of the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

All amounts in the tables are in thousands of euros, unless otherwise indicated.
The Lectra Group, hereafter the Group, refers to Lectra S.A., hereafter the company, and its subsidiaries.
The Group's consolidated financial statements were drawn up by the Board of Directors on February 25, 2014 and will be proposed to the General Meeting of Shareholders for approval on April 30, 2014.

NOTE 1 BUSINESS ACTIVITY

Lectra was established in 1973 and has been listed since 1987 on NYSE Euronext (compartment B). Lectra is the world leader in software, CAD/CAM equipment and associated services dedicated to large-scale users of fabrics, leather, technical textiles and composite materials. Lectra addresses a broad array of major global markets, including fashion and apparel, automotive (car seats and interiors, airbags), furniture and a wide variety of other industries, such as aeronautical, marine and wind power.
The company's technology offer is geared to the specific needs of each market, enabling its customers to design, develop and manufacture their products (garments, seats, airbags, etc.). For the fashion and apparel industry, Lectra's software applications also enable the management of collections and cover the entire product lifecycle (Product Lifecycle Management, or PLM). Lectra forges long-term relationships with its customers and provides them with full-line, innovative solutions.
The Group's customers comprise large national and international corporations and medium-sized companies. Lectra helps them to overcome their major strategic challenges: e.g., cutting costs and boosting productivity; reducing time-to-market; dealing with globalization; developing secure electronic communications across the supply chain; enhancing quality; satisfying the demand for mass-customization; and monitoring and developing their corporate brands. The Group markets end-to-end solutions comprising the sale of software, CAD/CAM equipment and associated services (technical maintenance, support, training, consulting, sales of consumables and spare parts).
With the exception of a few products for which the company has formed long-term strategic partnerships, all Lectra software and equipment is designed and developed in-house. Equipment is assembled from sub-elements produced by an international network of subcontractors, and tested in the company's main industrial facilities in Bordeaux–Cestas (France) where most of Lectra's R&D is performed.
Lectra's strength lies in the skills and experience of its more than 1,430 employees worldwide, encompassing expert R&D, technical and sales teams with deep knowledge of their customers' businesses.

The Group has been present worldwide since the mid-1980s. Based in France, the company serves its customers in more than 100 countries through its extensive network of 31 sales and services subsidiaries, which are backed by agents and distributors in some regions. Thanks to this unrivalled network, Lectra generated 90% of its revenues directly in 2013. Its five International Call Centers, at Bordeaux–Cestas (France), Madrid (Spain), Milan (Italy), Atlanta (USA) and Shanghai (China) cover Europe, North America and Asia.
All of the company's technologies are showcased at its International Advanced Technology & Conference Centers in Bordeaux–Cestas (France) for Europe and international visitors, and its two International Advanced Technology Centers in Atlanta (USA) for North and South America, and Shanghai (China) for Asia and the Pacific. Lectra is geographically close to its customers wherever they are, with nearly 780 employees dedicated to marketing, sales and services. It employs 250 engineers dedicated to R&D, and nearly 160 employees in industrial purchasing, assembly and testing of CAD/CAM equipment, and logistics.

BUSINESS MODEL

Lectra's business model comprises two types of revenue streams:
– revenues from new systems sales, the company's growth driver, comprising new software licenses, CAD/CAM equipment, related services, and per-call maintenance and support interventions;
– recurring revenues, a key factor in the company's stability, acting as a cushion in periods of slow overall economic growth, consisting partly of recurring contracts (e.g. software evolution, CAD/CAM equipment maintenance and on-line support contracts), and partly of sales of spare parts and consumables, corresponding to statistically recurring revenues generated by the installed base.
In addition, the business model is geared to generating free cash flow in excess of net income assuming utilization or receipt of the annual research tax credit and the competitiveness and employment tax credit applicable in France.

NOTE 2 ACCOUNTING RULES AND METHODS

NOTE 2.1 CURRENT ACCOUNTING STANDARDS AND INTERPRETATIONS

The consolidated financial statements are compliant with the International Financial Reporting Standards (IFRS) published by the International Accounting Standards Board as adopted within the European Union, and available for consultation on the European Commission website:
http://ec.europa.eu/internal_market/accounting/ias/index_en.htm.
The consolidated financial statements at December 31, 2013 have been prepared in accordance with the same rules and methods as those applied in the preparation of the 2012 financial statements, with the exception of the two standards presented below. They have been prepared under the responsibility of the Board of Directors that reviewed them at its meeting of February 25, 2014 and audited by the Statutory Auditors.
The other standards and interpretations adopted by the European Union as of January 1, 2013 had no impact on the Group's financial statements.
The Group has not early adopted any standards, amendments or interpretations whose application is not required for fiscal years starting from January 1, 2013.

Application of Amendment to IAS1 Presentation of Items of Other Comprehensive Income

Lectra has applied the Amendment to IAS 1, which is applicable to annual periods beginning on or after January 1, 2013, resulting in a change in the consolidated statement of comprehensive income

Application of IAS 19 (revised) – Employee Benefits

The Group has also applied the amendment to IAS 19– Employee benefits, mandatory for fiscal years starting from January 1, 2013. The only impact of application of this amendment concerns accounting for past service costs. These were amortized over the expected duration of the obligation whereas they are henceforward recognized in full in the income statement with effect from January 1, 2013. Retrospective application of this amendment has led the Group to restate prior published periods, and to show a reduction of €479,000 (€319,000 after tax effect) at December 31, 2012 in consolidated shareholders' equity.
For the record, the Group decided in 2012 to recognize all actuarial gains or losses in the consolidated statement of comprehensive income. This change of accounting method was made in anticipation of the application of the revised IAS 19 standard in 2013, under which this option to recognize actuarial gains and losses in equity became compulsory.
The restated statement of comprehensive income is presented below:

CONSOLIDATED INCOME STATEMENT

2012	Twelve months ended December 31, published	Twelve months ended December 31, restated
Revenues	**198,436**	**198,436**
Cost of goods sold	(53,475)	(53,475)
Gross profit	**144,961**	**144,961**
Research and development	(11,536)	(11,536)
Selling, general and administrative expenses	(113,611)	(114,090)
Income (loss) from operations	**19,814**	**19,335**
Income (loss) before tax	**18,509**	**18,030**
Income tax	(4,865)	(4,705)
Net income (loss)	**13,644**	**13,325**

NOTE 2.2 CURRENT ASSETS AND LIABILITIES

The Group's consolidated financial statements are prepared on a historical cost basis with the exception of the assets and liabilities listed below:

– cash equivalents, marked to market in the income statement;

– loans and receivables, together with borrowings and financial debts, trade payables and other current financial liabilities, recognized at their amortized cost;

– derivative financial instruments marked to market.

The Group uses such instruments to hedge its foreign exchange risks and recognizes them at fair value in the income statement, and to hedge interest-rate risk, which is recognized at fair value in shareholders' equity (see note 3 "Risk Hedging Policy").

Current assets comprise assets linked with the normal operating cycle of the Group, assets held with a view to disposal within the next twelve months after the close of the financial year, together with cash and cash equivalents. All other assets are non-current. Current liabilities comprise debts maturing in the course of the normal operating cycle of the Group or within the next twelve months after the close of the financial year.

NOTE 2.3 GOODWILL

Goodwill is the difference between purchase price (including a best estimate of earn-out stipulated in the purchase agreement, if any) and fair value of the purchaser's share in the acquired identifiable assets, liabilities and contingent liabilities.

Goodwill recognized in a foreign currency is translated at the year-end exchange rate.

Each goodwill is allocated to a Cash Generating Unit (CGU) defined as being a sales subsidiary or group of more than one sales subsidiaries, being sufficiently autonomous to generate cash inflows independently.

In taking into account expected future revenue streams, goodwill is tested for possible impairment loss at each closing date.

NOTE 2.4 OTHER INTANGIBLE ASSETS

Intangible assets are carried at their purchase price less cumulative depreciation and impairment, if any. Depreciation is charged on a straight-line basis depending on the estimated useful life of the intangible asset.

Management Information Software

This item contains only software utilized for internal purposes.

The new information system progressively deployed in the Group subsidiaries since January 1, 2007 is amortized on a straight-line basis over eight years, corresponding to their useful life as determined by the Group for this intangible asset. Activation of costs relating to this project has been made possible by the fact that the project's technical feasibility has been consistently demonstrated and it has been established as probable that this fixed asset will generate future benefits for the Group.

Other purchased management information software packages are amortized on a straight-line basis over three years.

In addition to expenses incurred in the acquisition of software licenses, the Group also activates direct software development and configuration costs, comprising personnel costs for personnel involved in development of the software and external expenses directly relating to these items.

Patents and Trademarks

Patents, trademarks and associated costs are amortized on a straight-line basis over three to ten years from the date of registration. The amortization period reflects the rate of consumption by the company of the economic benefits generated by the asset. The Group is not dependent on any patents or licenses that it does not own.

In terms of intellectual property, no patents or other industrial property rights belonging to the Group are currently under license to third parties.

The rights held by the Group, notably with regard to software specific to its business as a software developer and publisher, are used under license by its customers within the framework of sales activity.

The Group does not activate any internally-generated expense relating to patents and trademarks.

Other

Other intangible assets are amortized on a straight-line basis over two to five years.

NOTE 2.5 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is carried at cost less accumulated depreciation and impairment, if any.
When a tangible asset comprises significant components with different useful lives, the latter are analyzed separately. Consequently, costs incurred in replacing or renewing a component of a tangible asset are booked as a distinct asset. The carrying value of the component replaced is written-off. Moreover, the Group considers that there is no residual value on its assets. At each closing date, the useful life of assets is reviewed and adjusted as required.
Subsequent expenditures relating to a tangible asset are capitalized if they increase the future economic benefits of the specific asset to which they are attached. All other costs are expensed directly at the time they are incurred.
Financial expense is not included in the cost of acquisition of tangible assets. Investment grants received are deducted from the value of tangible assets. Depreciation is computed on this net amount.
Losses or gains on disposals of assets are recognized in the income statement under caption "Selling, general and administrative expenses".
Depreciation is computed on the straight-line method over their estimated useful lives as follows:

– buildings and building main structures: 20–35 years;
– secondary structures and building installations: 15 years;
– fixtures and installations: 5–10 years;
– land arrangements: 5–10 years;
– technical installations, equipment and tools: 4–10 years;
– office equipment and computers: 3–5 years;
– office furniture: 5–10 years.

NOTE 2.6 FIXED ASSETS IMPAIRMENT – IMPAIRMENT TESTS

When events or changes in the market environment, or internal factors, indicate a potential impairment of value of goodwill, other intangible assets or property, plant and equipment, these are subjected to detailed scrutiny. In the case of goodwill, impairment tests are carried out systematically at least once a year.

Goodwill

Goodwill is tested for impairment by comparing its carrying value with its recoverable amount, which is defined as the higher of the asset's fair value less costs to sell and value in use determined as the present value of future cash flows attached to them, excluding interest and tax. The results utilized are derived from the Group's three-year plan. Beyond the time frame of the three-year plan, cash flows are projected to infinity, the assumed growth rate being dependent on the growth potential of the markets and/or products concerned by the impairment test. The discount rate is computed under the Weighted Average Cost of Capital (WACC) method, the cost of capital being determined by applying the Capital Asset Pricing Model (CAPM).
If the impairment test reveals an impairment of value relative to the carrying value, an irreversible impairment loss is recognized to reduce the carrying value of the goodwill to its recoverable amount. This charge, if any, is recognized under "Goodwill impairment" in the income statement.

Other Fixed Assets

Other intangible assets and property, plant and equipment are tested by comparing the carrying value of each relevant group of assets (which may be an isolated asset or a cash-generating unit) with its recoverable amount. If the latter is lower than the carrying value, an impairment charge equal to the difference between these two amounts is recognized. In the case of Lectra's new information system, impairment testing consists in periodically verifying that the initial assumptions regarding the useful life and functions of the system remain valid. The base and the schedule of amortization/depreciation of the assets concerned are reduced if a loss is recognized, the resulting charge being recorded as an amortization/depreciation charge under "Cost of goods sold", or "Selling, general and administrative expenses" in the income statement depending on the nature and use of the assets concerned.

NOTE 2.7 NON-CURRENT FINANCIAL ASSETS

This item mainly comprises investments in subsidiaries and receivables relating to financial investments in unconsolidated companies.
Investments in subsidiaries are classified with available for sale securities.
Non-current financial assets are tested for impairment annually on the basis of the net asset value of the related companies.

NOTE 2.8 DEFERRED INCOME TAX

Deferred income tax is accounted for using the liability method on temporary differences arising between the book value and tax value of assets and liabilities shown in the statement of financial position. The same is true for tax loss carry-forwards. Deferred taxes are calculated at the future tax rates enacted or substantially enacted at the fiscal year closing date. For a given entity, assets and liabilities are netted where taxes are levied by the same tax authority, and where permitted by the local tax authorities. Deferred tax assets are recognized where their future utilization is deemed probable in light of expected future taxable profits.

NOTE 2.9 INVENTORIES

Inventories of raw materials are valued at the lower of purchase cost (based on weighted-average cost, including related costs) and their net realizable value. Finished goods and works-in-progress are valued at the lower of standard industrial cost (adjusted at year end on an actual cost basis) and their net realizable value.
Net realizable value is the estimated selling price in the normal course of business, less the estimated cost of completion or upgrading of the product and unavoidable selling costs.
Inventory cost does not include interest expense.
A write-down is recorded if the net realizable value is lower than the book value.
Write-downs on inventories of spare parts and consumables are calculated by comparing book value and probable net realizable value considering a specific analysis of the rotation and obsolescence of inventory items, taking into account the utilization of items for maintenance and after-sales services activities, and changes in the range of products marketed.

NOTE 2.10 TRADE ACCOUNTS RECEIVABLE

Accounts receivable are originally accounted for in the statement of financial position at their fair value, and thereafter at their amortized cost, which generally corresponds to their nominal value. Impairment is recorded on the basis of the risk of non-collectibility of the receivable, measured on a case-by-case basis in light of how long they are overdue, the results of reminders sent out, the local payment practices, and the risks specific to each country.
Sales in those countries presenting a high degree of political or economic risk are generally secured by letters of credit or bank guarantees.
Owing to the very short collection delays, trade accounts receivable are not discounted.

NOTE 2.11 CASH AND CASH EQUIVALENTS

Cash (as shown in the cash flow statement) is defined as the sum of cash and cash equivalents, less bank overdrafts where applicable. Cash equivalents comprise either investments in money-market funds recorded at market value at year end, convertible at any time into a known amount of cash, or negotiable certificates of deposit issued by the company's banks. Interest-bearing sight accounts opened in the company's banks are treated as cash. All these short-term holdings are available immediately and the equivalent cash amount is either known or subject to minimal uncertainty.
Net cash (as shown in note 18.1) is defined as the amount of "Cash and cash equivalents" less financial borrowings (as shown in note 18.3) when this difference is positive. When this difference is negative, the result corresponds to a net financial debt.
Cash equivalents are recognized at their fair value; changes in fair value are recognized in the income statement.

NOTE 2.12 CAPITAL MANAGEMENT POLICY

In managing its capital, the Group seeks to achieve the best possible return on capital employed.
The liquidity of Lectra's shares on the stock market has been ensured by means of a Liquidity Agreement with Exane BNP Paribas since May 21, 2012. Previously, the Liquidity Agreement was managed by SG Securities (Société Générale group) (see note 15.2).
The payment of dividends is an important instrument in the Group's capital management policy, the aim being to compensate shareholders adequately as soon as this is justified by the Group's financial situation while preserving the necessary cash to fund the Group's future development.

NOTE 2.13 STOCK OPTIONS

The company has granted stock options to Group employees and managers. All plans are issued at an exercise price equal or greater than the first average stock market price for the 20 trading days prior to granting.
Under the regulations governing the company's stock option plans, which have been accepted by all of their beneficiaries, the Group is not exposed to the risk of liability for payment of French social security charges on capital gains arising from sales of shares within four years of the granting of options.
The application of IFRS 2 has resulted in the recognition of a charge corresponding to the fair value of the advantage granted to beneficiaries. This charge is recognized in personnel costs and retained earnings.
It is measured using the Black & Scholes model and is deferred *prorata temporis* over the stock options' vesting period.

NOTE 2.14 BORROWINGS AND FINANCIAL DEBT

The non-current portion of borrowings and financial debt comprises the portion due in more than one year of:
– the interest-bearing bank loans;
– non-interest bearing reimbursable advances corresponding to R&D grants.
The current portion of borrowings and financial debt comprises:
– the portion of bank loans, reimbursable advances and other borrowings and financial debt due in less than one year;
– cash facilities, where applicable.
Borrowings and financial debts are recognized initially at fair value.
At closing date, borrowings and financial debt are stated at amortized cost using the effective interest rate method, defined as the rate whereby cash received equals the total cash flows relating to the servicing of the borrowing.
Interest expenses on the bank loans and on the utilization of cash credit facilities are recognized as financial expenses in the income statement.

NOTE 2.15 RETIREMENT BENEFIT OBLIGATIONS

The Group is subject to a variety of deferred employee benefit plans, depending on the subsidiary concerned. The only deferred employee liabilities are retirement benefit obligations.

Defined Contributions Plans

These refer to post-employment benefits plans under which, for certain categories of employee, the Group pays defined contributions to an outside insurance company or pension fund. Contributions are paid in exchange for services rendered by employees during the period. They are expensed as incurred, according to the same logic as wages and salaries. Defined contributions plans do not create future liabilities for the Group and hence do not require recognition of provisions.

Most of the defined contributions plans to which the company and its subsidiaries contribute are additional to the employees' legal retirement plans. In the case of the latter, the company and its subsidiaries contribute directly to a social security fund, their contributions being charged to income according to the same logic as wages and salaries.

Defined Benefit Plans

These refer to post-employment benefits payable plans that guarantee contractual additional income for certain categories of employee (in some cases these plans are governed by specific industrywide agreements). For the Group, these plans only cover lump-sum termination payments solely as required by legislation or as defined by the relevant industrywide agreement.

The guaranteed additional income represents a future contribution for which a liability is estimated.

This liability is calculated by estimating the benefits to which employees will be entitled having regard to projected end-of-career salaries.

Benefits are reviewed in order to determine the net present value of the liability in respect of defined benefits in accordance with the principles set forth in IAS 19.

Actuarial assumptions notably include a rate of salary increase, a discount rate (this corresponds to the average annual yield on bonds with maturities approximately equal to those of the Group's obligations), an average rate of social charges and a turnover rate, in accordance with local regulations where appropriate, based on observed historical data.

Actuarial gains and losses are recognised in other comprehensive income, in accordance with the principles set forth in IAS 19 (revised) – Employee Benefits.

The relevant portion of any change in past-service cost is recognised immediately as a loss (in the case of an increase) or as a gain (in the case of a reduction) in the income statement when a plan is amended, in accordance with the principles set forth in IAS 19 (revised) – Employee Benefits.

NOTE 2.16 PROVISIONS FOR OTHER LIABILITIES AND CHARGES

All known risks at the date of Board of Directors' meeting are reviewed in detail and a provision is recognized if an obligation exists, if the costs entailed to settle this obligation are probable or certain, and if they can be measured reliably.

In view of the short-term nature of the risks covered by these provisions, the discounting impact is immaterial and therefore not recognized.

At the time of the effective payment, the provision is deducted from the corresponding expenses.

Provisions for Warranties

A provision for warranties covers, on the basis of historical data, probable costs arising from warranties granted by the Group to its customers at the time of the sale of CAD/CAM equipment, for replacement of parts, technicians' travel and labor costs. This provision is recorded at the time of the booking of the sale generating a contractual obligation of warranty.

NOTE 2.17 TRADE PAYABLES

Trade accounts payables refer to obligations to pay for goods or services acquired in the ordinary course of business. They are classified in current liabilities when payment is due in less than twelve months, or in non-current liabilities when payment is due in more than one year.

NOTE 2.18 REVENUES

Revenues from sales of hardware are recognized when the significant risks and benefits relating to ownership are transferred to the purchaser.
For hardware, or for software in cases where the company also sells the computer equipment on which the software is installed, these conditions are fulfilled upon physical transfer of the hardware in accordance with the contractual sale terms.
For software not sold with the hardware on which it is installed, these conditions are generally fulfilled at the time of installation of the software on the customer's computer (either by CD-ROM or downloading).
Revenues from software evolution contracts and recurring services contracts, billed in advance, are booked monthly over the duration of the contracts.
Revenues from the billing of services not covered by recurring contracts are recognized at the time of performance of the service or, where appropriate, on a percentage of completion basis.

NOTE 2.19 COST OF GOODS SOLD

Cost of goods sold comprises all purchases of raw materials included in the costs of manufacturing, the change in inventory and inventory write-downs, all labor costs included in manufacturing costs which constitute the added value, freight-out costs on equipments sold, and a share of depreciation of the manufacturing facilities.
Cost of goods sold does not include salaries and expenses associated with service revenues, which are included under "Selling, General and Administrative Expenses".

NOTE 2.20 RESEARCH AND DEVELOPMENT

The technical feasibility of software and hardware developed by the Group is generally not established until a prototype has been produced or until feedback is received from its pilot sites, conditioning their commercialization. Consequently, the technical and economic criteria that render the recognition of development costs in assets at the moment they occur are not met, and these, together with research costs, are therefore expensed in the year in which they are incurred.
The (French) research tax credit *(crédit d'impôt recherche)* is deducted from R&D expenses.

NOTE 2.21 GOVERNMENT GRANTS

Government investment grants are deducted from the cost of the fixed assets in respect of which they were received. Consequently they are recognized in the income statement over the period of consumption of the economic benefits expected to derive from the corresponding asset.
Operating grants are deducted from their associated charges in the income statement. This applies to subsidies received to finance research and development projects.
The Group receives interest-free reimbursable advances which are recognized at their amortized cost. Benefits arising from the non-remuneration of these advances are initially recognized as operating grants in deferred income, then deducted from R&D expenses in the income statement.
The research tax credit is treated as a subsidy in the Group financial statements and is discounted in light of the probability of future offsetting against income tax and of reimbursement of the unused portion after four years (see note 14), if it couldn't be offset previoulsy.

NOTE 2.22 INCOME FROM OPERATIONS BEFORE NON-RECURRING ITEMS

Where applicable, non-recurring items excluded from income from operations before non-recurring items reflect the impact on the financial statements of events that are either unusual, abnormal and infrequent. There are very few of these and their amounts are significant. When the Group identifies non-recurring items, it tracks its operating performance by means of an intermediate balance referred to as "Income from operations before non-recurring items". This financial metric reflects income from operations less non-recurring income and plus non-recurring expenses, as set forth in CNC (French National Accouting Council) recommendation 2009-R.03.

NOTE 2.23 BASIC AND DILUTED EARNINGS PER SHARE

Basic net earnings per share are calculated by dividing net income by the weighted-average number of shares outstanding during the fiscal year, excluding the weighted average number of treasury shares.
Diluted net earnings per share are calculated by dividing net income by the weighted-average number of shares adjusted for the dilutive effect of stock options outstanding during the fiscal year and excluding the weighted average number of treasury shares held solely under the Liquidity Agreement.
The dilutive effect of stock options is computed in accordance with the share repurchase method provided in the revised version of IAS 33. The assumed proceeds from exercise of stock options are regarded as having been used to repurchase shares at the average market price during the period. The number of shares thus obtained is deducted from the total number of shares resulting from the exercise of stock options.
Only options with an exercise price below the said average share price are included in the calculation of the number of shares representing the diluted capital.

NOTE 2.24 OPERATING SEGMENTS

Operating segment reporting is based directly on the company's performance tracking and review systems. The operating segments disclosed in note 35 are identical to those covered by the information regularly communicated to the Executive Committee, in its capacity as the company's "chief operating decision maker". Operating segments refer to the major marketing regions that combine countries with similar economic characteristics in terms of type of product and service, customer type and distribution method. The regions concerned are: the Americas, Europe, Asia-Pacific, and the rest of the world, where the company operates chiefly in North Africa, South Africa, Turkey, Israel, and the Middle East. These regions are involved in sales and the provision of services to their customers. They do not perform any industrial activities or R&D. They draw on centralized competencies and a wide array of functions that are pooled among all of the regions, including marketing, communication, logistics, procurement, finance, legal affairs, human resources and information systems. All of these cross-divisional activities are reported as an additional operating segment referred to here as the "Corporate" segment.
Performance is measured by the segment's income from operations before non-recurring items and impairment of assets, if any. Marketing regions derive their revenues from external clients; all inter-segment billings are excluded from this item. The gross margin rates used to determine operating performance are identical for all regions. They are computed for each product line and include added value supplied by the Corporate segment. Consequently, for products or services supplied in full or in part by the Corporate segment, a percentage of consolidated gross margin is retained in the income computed for the Corporate segment sufficient to cover its costs. The Corporate segment's general overheads, most of which are fixed, its margin and consequently its income from operations therefore depend mainly on the volume of business generated by marketing regions.

NOTE 2.25 FREE CASH FLOW

Free cash flow is equal to net cash provided by operating activities plus cash used in investing activities—excluding cash used for acquisitions of companies, net of cash acquired.

NOTE 2.26 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Preparation of the financial statements in accordance with IFRS demands that certain critical accounting estimates be made. Management is also required to exercise its judgment in applying the Group's accounting policies. Although such estimates are made in a particularly uncertain environment, their relevance is supported by the Group's business model features. The areas involving a higher degree of judgment or complexity, or requiring material assumptions and estimates in relation to the consolidated financial statements, relates to goodwill impairment (see note 6) and deferred taxation (see note 11.3).

NOTE 2.27 TRANSLATION METHODS

Translation of Financial Statements of Foreign Subsidiaries

Most subsidiaries' functional currency is the local currency, which corresponds to the currency in which the majority of their transactions are denominated.
Accounts of foreign companies are translated as follows:
– assets and liabilities are translated at the official year-end closing rates;
– reserves and retained earnings are translated at historical rates;
– income statement items are translated at the average monthly exchange rates for the year for revenues and cost of products and services sold, and at the annual average rate for all other income statement items other than in the case of material transactions;
– items in the cash flow statement are translated at the annual average exchange rate. Thus, movements in short-term assets and liabilities are not directly comparable with the corresponding movements in the statement of financial position, due to the currency translation impact, which is shown under a separate heading in the cash flow statement: "Effect of changes in foreign exchange rates";
– gains or losses arising from the translation of the net assets of foreign consolidated subsidiaries, and those derived from the use of average exchange rates to determine income or loss, are recognized in "Currency translation adjustment" in shareholders' equity and therefore have no impact on earnings, unless all or part of the corresponding investments are divested. They are adjusted to reflect long-term unrealized gains or losses on internal Group positions.

Translation of Items from the Statement of Financial Position Denominated in Foreign Currencies

• **Third-Party Receivables and Payables**

Foreign currency purchases and revenues are booked at the average exchange rate for the month in which they are recorded, and may be hedged.
Receivables and payables denominated in foreign currencies are translated at the December 31 exchange rate.
Unrealized differences arising from the translation of foreign currencies appear in the income statement. Where a currency has been hedged forward, the translation adjustment reflected on the income statement is offset by the change in fair value of the hedging instrument.

• **Inter-Company Receivables and Payables**

Translation differences on short-term receivables and payables are included in net income using the same procedure as for third-party receivables and payables. Unrealized translation gains or losses on long-term assets and liabilities, whose settlement is neither scheduled nor probable in the foreseeable future, are recorded as a component of shareholders' equity under the heading "Currency translation adjustment" and have no impact on net income, in compliance with the paragraph "Net Investment in a Foreign Operation" of IAS 21.

EXCHANGE RATE TABLE FOR MAIN CURRENCIES

(equivalent value for one euro)	2013	2012
U.S. dollar		
Annual average rate	1.33	1.29
Closing rate	1.38	1.32
Japanese yen		
Annual average rate	130	103
Closing rate	145	114
British pound		
Annual average rate	0.85	0.81
Closing rate	0.83	0.82
Chinese yuan		
Annual average rate	8.17	8.11
Closing rate	8.35	8.22

NOTE 2.28 CONSOLIDATION METHODS

The consolidated financial statements include the accounts of the parent company and the subsidiaries the Group controls. A company is deemed to be controlled when the Group has the power to determine, either directly or indirectly, the financial and operating policies of the company such as to benefit from the said company's operations.

Subsidiaries are fully consolidated from the date of transfer of control over them to the Group. They are removed from consolidation from the date at which it ceases to control them or at which these entities are liquidated.

The parent company holds more than 99% of the voting rights of the fully-consolidated companies. They are designated FC (fully consolidated) in the schedule of consolidated companies below. Certain sales and service subsidiaries not material to the Group, either individually or in the aggregate, are not consolidated.

Most of these subsidiaries' sales activity is billed directly by the parent company Lectra SA. They are designated NC in the schedule.

Companies are consolidated on the basis of company documents and financial statements drawn up in each country and restated in accordance with the aforementioned accounting rules and methods.

All intra-Group balances and transactions, together with unrealized profits arising from these transactions, are eliminated upon consolidation.

All consolidated companies close their annual financial statements at December 31.

Scope of Consolidation

At December 31, 2013, the Group's scope of consolidation comprised Lectra S.A. together with 27 fully-consolidated companies.

Company	City	Country	% of ownership and control 2013	2012	Consolidation method(1) 2013	2012
Parent company						
Lectra SA	Cestas	France			FC	FC
Subsidiaries						
Lectra Systems Pty Ltd	Durban	South Africa	100.0	100.0	FC	FC
Lectra Deutschland GmbH	Munich	Germany	99.9	99.9	FC	FC
Humantec Industriesysteme GmbH	Huisheim	Germany	100.0	100.0	FC	FC
Lectra Australia Pty Ltd	Melbourne	Australia	100.0	100.0	FC	FC
Lectra Benelux NV	Gent	Belgium	99.9	99.9	FC	FC
Lectra Brasil Ltda	São Paulo	Brazil	100.0	100.0	FC	FC
Lectra Canada Inc.	Montreal	Canada	100.0	100.0	FC	FC
Lectra Systems (Shanghai) Co. Ltd	Shanghai	China	100.0	100.0	FC	FC
Lectra Hong Kong Ltd	Hong Kong	China	99.9	99.9	FC	FC
Lectra Danmark A/S	Herning	Denmark	100.0	100.0	FC	FC
Lectra Sistemas Española SA	Madrid	Spain	100.0	100.0	FC	FC
Lectra Baltic Oü	Tallinn	Estonia	100.0	100.0	FC	FC
Lectra USA Inc.	Atlanta	USA	100.0	100.0	FC	FC
Lectra Suomi Oy	Helsinki	Finland	100.0	100.0	FC	FC
Lectra Hellas EPE	Athens	Greece	99.9	99.9	FC	FC
Lectra Technologies India Private Ltd	Bangalore	India	100.0	100.0	FC	FC
Lectra Italia SpA	Milan	Italy	100.0	100.0	FC	FC
Lectra Japan Ltd	Osaka	Japan	100.0	100.0	FC	FC
Lectra Maroc Sarl	Casablanca	Morocco	99.4	99.4	FC	FC
Lectra Systèmes SA de CV	Mexico	Mexico	100.0	100.0	FC	FC
Lectra Portugal Ltda	Porto	Portugal	99.9	99.9	FC	FC
Lectra UK Ltd	Greengates	United Kingdom	99.9	99.9	FC	FC
Lectra Russia OOO	Moscow	Russia	100.0	100.0	FC	FC
Lectra Sverige AB	Borås	Sweden	100.0	100.0	FC	FC
Lectra Taiwan Co. Ltd	Taipei	Taiwan	100.0	100.0	FC	FC
Lectra Systèmes Tunisie SA	Tunis	Tunisia	99.8	99.8	FC	FC
Lectra Systèmes CAD - CAM AS	Istanbul	Turkey	99.0	99.0	FC	FC
Lectra Chile SA	Santiago	Chile	99.9	99.9	NC	NC
Lectra Israel Ltd	Natanya	Israel	100.0	100.0	NC	NC
Lectra Philippines Inc.	Manila	Philippines	99.8	99.8	NC	NC
Lectra Singapore Pte Ltd	Singapore	Singapore	100.0	100.0	NC	NC

(1) FC: Fully consolidated – NC: Non-consolidated.

There was no change in the scope of consolidation in 2013.
A subsidiary of Lectra SA, Lectra Maroc Sarl, which was not until then included in the Group's scope of consolidation, was fully consolidated in 2012. The impact on the Group financial statements for the fiscal year 2012 of this first-time consolidation was not material.

In view of the parent company's percentage of interest in its consolidated subsidiaries, minority interests are immaterial and are therefore not shown in the financial statements.

NOTE 3 RISK MANAGEMENT POLICY

The Group's risk management policy contained in these notes to the consolidated financial statements is mainly discussed in the Management Discussion of the Board of Directors, in chapter 4, Risk Factors – Management of Risks, and in chapter 14, Business Trends and Outlook, to which readers are referred.

NOTE 3.1 SPECIFIC FOREIGN EXCHANGE RISKS—DERIVATIVE FINANCIAL INSTRUMENTS

Exchange rate fluctuations impact the Group at two levels:

Competitive Impact
Lectra sells its products and services in global markets, competing primarily with its main competitor, a U.S. company that currently manufactures its equipment in China, as do its Asian competitors. As a result, prices are generally dependent on the U.S. dollar but also on the Chinese yuan.

Currency Translation Impact
On the income statement, as accounts are consolidated in euros, revenues, gross profit, and net income of a subsidiary conducting its business in a foreign currency are mechanically affected by exchange rate fluctuations when translated into euros.
On balance sheet positions, this refers primarily to foreign currency accounts receivable, in particular to those between the parent company Lectra SA and its subsidiaries, and it corresponds to the variation between exchange rates at collection date and those at billing date. This impact is recognized in "Foreign exchange income (loss)" in the income statement.

Currency risk is borne by the parent company. The Group seeks to protect all of its foreign currency receivables and debts as well as future cash flows against currency risk on economically reasonable terms. Hedging decisions take into account currency risks and trends where these are likely to significantly impact the Group's financial condition and competitive situation. The bulk of foreign currency risks concerns the U.S. dollar.
The Group generally seeks to hedge the risk arising in respect of its net operational exposure to the U.S. dollar (revenues less all expenses denominated in U.S. dollars or strongly correlated currencies) by purchasing dollar puts or by forward currency contracts, when justified by the cost of the hedge.
The Group's statement of financial position exposure is monitored in real time; it utilizes forward currency contracts to hedge all relevant receivables and debts.
To hedge its balance sheet positions, the Group uses financial instruments to hedge its net foreign currency positions (receivables and debts). Consequently, all changes in the value of these instruments offset foreign exchange gains and losses on the remeasurement of these receivables and debts. However, these hedges are not treated as such within the meaning of IAS 39.
Derivative financial instruments to hedge future flows of funds are initially booked at fair value. Thereafter they are marked to market at the closing date. Resulting profits or losses are recognized in shareholders' equity or in the income statement, depending upon whether the hedge (or the portion of the hedge concerned) was deemed to be effective or not, as defined by IAS 39.
In the event that an appreciation was initially recognized in shareholders' equity, the accumulated profits or losses are then included in income for the period in which the initially planned transaction actually takes place.

NOTE 3.2 INTEREST RATE RISK

The Group has no significant interest-rate risk exposure at present.
The Group's financial debt is currently close to zero (€0.9 million at December 31, 2013, compared with

€66.5 million December 31, 2008 and €6.7 million at December 31, 2012). Financial debt consists exclusively of interest-free government grants repayable in 2014 and 2015.
Sensitivity to interest rate fluctuations is discussed in note 18.5.
Finally, the Group follows a conservative policy in short-term investing its cash surpluses, placing them only in money market mutual funds classified as "euro money market funds" by the *Autorité des Marchés Financiers*, in negotiable certificates of deposit issued by the company's banks, or in interest-bearing sight accounts.

NOTE 3.3 CUSTOMER DEPENDENCY RISK

There is no material risk of dependence on any particular customer or group of customers, as no individual customer represented more than 7% of consolidated revenues in 2013 as was the case in previous years, and the company's 10 largest customers represented less than 20% revenues combined, and the top 20 less than 25%.

NOTE 3.4 CREDIT RISKS

The Group is exposed to credit risks in the event of default by a counterparty. This risk is heightened in the context of the global economic crisis.
The Group pays close attention to the security of payment for the systems and services delivered to its customers. It notably manages this risk via a range of procedures, which include preventively analyzing its customers' solvency and provide for the strict and systematic application of several measures for dealing with customers in arrears.

NOTE 3.5 LIQUIDITY RISK

The main indicator monitored by the Group in order to measure a possible liquidity risk is the cumulative unused confirmed credit lines granted to the Group and available cash (see note 18.1).
This indicator is compared against cash forecasts over a six-month time horizon.
The risk that the Group may have to contend with a short-term cash shortage is very low. Cash and cash equivalents are held exclusively in interest-bearing sight accounts and represent a comfortable and sufficient liquidity reserve for the Group.
Thanks to its structurally negative or near-zero working capital requirement, any cash flows generated by the Group help to bolster its liquidity.

NOTE 4 DIVIDEND

The Board of Directors has proposed to the Shareholders' Meeting on April 30, 2014 to declare a dividend of €0.22 per share in 2014 in respect of fiscal year 2013.
The company declared a dividend of €0.22 per share in 2013, in respect of fiscal year 2012.

TAX ON DIVIDENDS

The second supplementary finance act for 2012, dated August 16, 2012, has instituted a tax on dividends in the form of an additional contribution to income tax equal to 3% of the amounts distributed by companies subject to income tax in France. It applies to all dividends paid with effect from August 17, 2012 and must be recognized at the time of approval of the dividends by the Board of Directors.
A tax expense of €192,000 has been recognized on dividends paid in 2013 in respect of fiscal year 2012.
This amount was fully recognized in the income statement, as per IAS 12 – Income Taxes.

NOTE 5 POST-CLOSING EVENTS

No significant event has occurred since December 31, 2013.

NOTE 6 GOODWILL

No acquisition was made in fiscal years 2013 and 2012.
All past acquisitions have been paid for in full, and no further earn-out is due on these transactions.

	2013	2012
Book value at January 1	**31,132**	**31,309**
Goodwill impairment	(702)	–
Exchange rate differences	(444)	(177)
Book value at December 31	**29,986**	**31,132**

Cash Generating Units (CGU) have been defined as a sales subsidiary or group of more than one sales subsidiaries sharing common resources; these CGUs are sufficiently autonomous to generate cash inflows independently. Operating segments as defined in note 35 correspond to groups of these CGUs.
Goodwill shown in the statement of financial position was subjected to impairment testing in December 2013.
The projections used are based on the 2014-2016 plan for each CGU based on actual 2013 cash flows and on forecast trends in each market concerned and, beyond 2016, on a projection to infinity using a 2% growth rate assumption.
Future flows after tax are discounted using the weighted average cost of capital. The discount rates adopted differ depending on the CGU to allow for exposure to local economic environments. They are broken down as follows:
– The cost of capital is determined on the basis of an estimated risk free rate for each CGU plus a market risk premium of 5% adjusted for the sector's beta;
– A specific risk premium has been computed for each CGU. This varies between 1% and 1.5% depending on the estimated risk attaching to fulfillment of the 2014-2016 plan;
– The normative cost of debt is determined on the basis of average market conditions for the fourth quarter of 2013 plus the margin applied by the banks.
In the current context of a sluggish Spanish economy and following impairment tests on the Spain Cash Generating Unit (CGU), goodwill recognized on this CGU in the statement of financial position has been reduced to zero. This has resulted in a €702,000 impairment expense recorded on the "Goodwill impairment" line in the income statement.
The other resulting estimates of the value in use of goodwill components have not been revised on the occasion of the year-end closing.

At December 31, 2013, goodwill and discount rates used in impairment testing were allocated as follows among the different CGUs:

	2013		2012	
	Discount rate	Goodwill	Discount rate	Goodwill
Italy	8.2%	12,004	8.6%	12,004
France	8.5%	2,324	7.4%	2,324
Germany	8.5%	4,631	7.3%	4,631
Northern Europe	8.5%	1,590	7.3%	1,590
Great Britain	8.6%	1,289	7.3%	1,317
Spain	8.2%	–	8.7%	702
Portugal	8.3%	220	9.1%	220
Total Europe		**22,058**		**22,788**
North America	9.1%	5,896	7.2%	6,163
South America	14.8%	392	12.0%	409
Total Americas		**6,287**		**6,572**
Japan	6.2%	390	5.7%	497
Greater China	10.1%	558	8.7%	583
Other Asian countries	9.2%	324	8.3%	324
Total Asia-Pacific		**1,272**		**1,404**
Other countries	**10.7%**	**368**	**8.0%**	**368**
Total		**29,986**		**31,132**

An identical valuation of the CGUs would result from application of a pre-tax discount rate to pre-tax cash flows.
The following sensitivity calculations have been performed:
– A one percentage point rise in the discount rate;
– A one percentage point decline relative to the revenue growth assumptions for each CGU used in framing the 2014-2016 plan;
– A one percentage point decline in the gross profit margin assumptions used in framing the 2014-2016 plan;
– A one percentage point decline in the long-term growth rate to infinity (from 2% to 1%).
None of these sensitivity calculations would entail any impairment of goodwill additional to the goodwill impairment recognized on the Spain CGU.

NOTE 7 OTHER INTANGIBLE ASSETS

2012	Management information software	Patents and trademarks	Other	Total
Gross value at January 1, 2012	22,511	2,302	6,180	30,993
External purchases	632	246	40	918
Internal developments	373	–	–	373
Write-offs and disposals	(3,730)	(453)	(5,632)	(9,815)
Exchange rate differences	(31)	–	(5)	(36)
Gross value at December 31, 2012	19,755	2,095	583	22,434
Amortization at December 31, 2012	(15,916)	(1,783)	(462)	(18,160)
Net value at December 31, 2012	3,839	312	121	4,273

2013	Management information software	Patents and trademarks	Other	Total
Gross value at January 1, 2013	19,755	2,095	583	22,434
External purchases	907	74	39	1,020
Internal developments	859	–	–	859
Write-offs and disposals	(321)	–	(1)	(322)
Exchange rate differences	(83)	–	(10)	(94)
Gross value at December 31, 2013	21,117	2,169	611	23,897
Amortization at December 31, 2013	(17,129)	(1,885)	(480)	(19,494)
Net value at December 31, 2013	3,988	284	131	4,403

Changes in amortization:

2012	Management information software	Patents and trademarks	Other	Total
Amortization at January 1, 2012	(18,113)	(2,092)	(6,046)	(26,251)
Amortization charges	(1,528)	(143)	(27)	(1,698)
Amortization write-backs	3,703	453	5,610	9,766
Exchange rate differences	22	–	1	24
Amortization at December 31, 2012	(15,916)	(1,783)	(462)	(18,160)

2013	Management information software	Patents and trademarks	Other	Total
Amortization at January 1, 2013	(15,916)	(1,783)	(462)	(18,161)
Amortization charges	(1,595)	(102)	(23)	(1,720)
Amortization write-backs	323	–	2	324
Exchange rate differences	60	–	3	63
Amortization at December 31, 2013	(17,129)	(1,885)	(480)	(19,494)

The Group had reviewed its intangible assets during the course of 2012, which had resulted in the write-off of certain items of management software and other intangible assets, then obsolete and almost fully amortized. The gross impact of these write-offs was €3,730,000 for management information software and €5,632,000 for other intangible assets.

MANAGEMENT INFORMATION SOFTWARE

As part of an ongoing process of upgrading and reinforcing its information systems, in 2012 and 2013 the Group purchased licenses of new management information software together with additional licenses for software already in use. Investments concerned license purchase costs together with the cost of developing and configuring the corresponding software.
Write-offs and disposals of intangible assets mainly concern the scrapping of obsolete software.

OTHER INTANGIBLE ASSETS

At December 31, 2013, nearly all of the other intangible assets were fully amortized several years ago. The net residual value of these intangible assets was €131,000.

NOTE 8 PROPERTY, PLANT AND EQUIPMENT

2012	Land and buildings	Fixtures and fittings	Equipment and other	Total
Gross value at January 1, 2012	**10,310**	**14,571**	**23,573**	**48,454**
Additions	353	1,489	2,001	3,843
Write-offs and disposals	–	(9)	(695)	(704)
Exchange rate differences	–	(42)	(140)	(182)
Gross value at December 31, 2012	**10,663**	**16,009**	**24,738**	**51,411**
Accumulated depreciation at December 31, 2012	**(6,766)**	**(11,072)**	**(20,615)**	**(38,452)**
Net value at December 31, 2012	**3,897**	**4,938**	**4,124**	**12,959**

2013	Land and buildings	Fixtures and fittings	Equipment and other	Total
Gross value at January 1, 2013	**10,663**	**16,009**	**24,738**	**51,411**
Additions	14	532	2,369	2,915
Write-offs and disposals	(239)	(647)	(5,454)	(6,340)
Exchange rate differences	–	(102)	(326)	(428)
Gross value at December 31, 2013	**10,439**	**15,792**	**21,327**	**47,558**
Accumulated depreciation at December 31, 2013	**(6,625)**	**(11,303)**	**(16,301)**	**(34,230)**
Net value at December 31, 2013	**3,813**	**4,489**	**5,026**	**13,328**

Changes in depreciation:

2012	Land and buildings	Fixtures and fittings	Equipment and other	Total
Accumulated depreciation at January 1, 2012	**(6,682)**	**(10,199)**	**(19,984)**	**(36,865)**
Additional depreciation	(84)	(905)	(1,334)	(2,323)
Write-offs and disposals	–	3	606	609
Exchange rate differences	–	29	98	127
Accumulated depreciation at December 31, 2012	**(6,766)**	**(11,072)**	**(20,615)**	**(38,452)**

2013	Land and buildings	Fixtures and fittings	Equipment and other	Total
Accumulated depreciation at January 1, 2013	**(6,766)**	**(11,072)**	**(20,615)**	**(38,452)**
Additional depreciation	(98)	(958)	(1,344)	(2,400)
Write-offs and disposals	239	635	5,430	6,304
Exchange rate differences	–	91	228	320
Accumulated depreciation at December 31, 2013	**(6,625)**	**(11,303)**	**(16,301)**	**(34,230)**

During fiscal year 2013, the Group took an inventory of part of its tangible assets that led to the write-off of certain items that had been depreciated in full and were then obsolete. The gross impact of these write-offs is €239,000 for land and buildings, €288,000 for fixtures and fittings, and €3,820,000 for equipment and other items.
Moreover, the majority of the remaining amount in the "write-offs and disposals" for 2013 came from the relocation of some of the Group's subsidiaries.

LAND AND BUILDINGS

"Land and buildings" pertain solely to the Group's industrial facilities in Bordeaux–Cestas (France), amounting to a gross value of €10,439,000, net of investment grants received and to a net value of €3,813,000 at December 31, 2013. The facility covers an area of 11.6 hectares (28.7 acres) and the buildings represent 29,400 m^2 meters (316,460 sq. ft.).
Land and buildings were partly purchased by the company under financial leases (the company became owner of them in October 2002), and partly outright. These have been paid for in full.
The assets purchased under finance leases were carried at cost in the consolidated financial statements: they are valued at €3,975,000 for the buildings, depreciated in full, and €480,000 for the land. No acquisitions of new equipment had been made using finance leases since 2002.
The assets purchased outright by the company represent a gross value of €5,983,000, of which €2,650,000 has been depreciated at December 31, 2013. Fixed assets remaining to be depreciated (net amount €3,148,000 excluding the value of land, which is non-depreciable) mainly refer to the plant extension carried out in 2000, to construction of the International Advanced Technology & Conference Center at the Bordeaux-Cestas industrial site in 2007 and its extension made in 2011 and in 2012.
Investments have been made in 2012 (€353,000) at the industrial site in order to strengthen the Group's industrial capacity and expand its showrooms. It mainly concerns the extension of the International Advanced Technology & Conference Center.

FIXTURES AND FITTINGS

Fixtures and fittings refer to the Bordeaux-Cestas industrial facility and the fittings installed in all Group subsidiaries for a gross amount of €15,792,000 and for a net amount of €4,489,000 at December 31, 2013.
Investments have been made in fixtures and fittings in 2012 (€1,489,000) and in 2013 (€532,000) throughout the Group. Most of this amount in 2013 concerns the Group's U.S. subsidiary, which relocated to new premises in Atlanta, as well as the Hong Kong subsidiary, which also relocated. In 2012, those mainly concerned the expansion of the International Advanced Technology & Conference Center (€1,091,000).

EQUIPMENT AND OTHER

Other fixed assets purchased in 2013 and 2012 mainly concerned computer equipment and manufacturing molds and tools for the Bordeaux–Cestas industrial facility, as well as new equipment for the new premises of the U.S. subsidiary.

NOTE 9 NON-CURRENT FINANCIAL ASSETS

2012	Investments in subsidiaries	Other non-current financial assets	Total
Gross value at January 1, 2012	**2,781**	**1,040**	**3,821**
Additions	–	866	866
Disposals	(220)	(898)	(1,117)
Exchange rate differences	(3)	(37)	(40)
Gross value at December 31, 2012	**2,559**	**972**	**3,530**
Impairment provision at December 31, 2012	**(1,608)**	**(51)**	**(1,659)**
Net value at December 31, 2012	**951**	**921**	**1,871**

2013	Investments in subsidiaries	Other non-current financial assets	Total
Gross value at January 1, 2013	**2,559**	**972**	**3,530**
Additions	–	2,407	2,407
Disposals	–	(2,177)	(2,177)
Exchange rate differences	–	(72)	(72)
Gross value at December 31, 2013	**2,559**	**1,130**	**3,689**
Impairment provision at December 31, 2013	**(1,567)**	**–**	**(1,567)**
Net value at December 31, 2013	**991**	**1,130**	**2,121**

INVESTMENTS IN SUBSIDIARIES

"Investments in subsidiaries" exclusively concern companies not included in the scope of consolidation. The decline recorded in 2012 stemmed from the first-time consolidation of Lectra Maroc, a wholly-owned subsidiary of Lectra SA.
At December 31, 2013, four sales and service subsidiaries were not consolidated, their revenues being immaterial both separately and in the aggregate. Most of these subsidiaries' sales activity is billed directly by the parent company, Lectra SA (see note 10).

OTHER NON-CURRENT FINANCIAL ASSETS

"Other non-current financial assets" at December 31, 2013 primarily consisted of deposits and guarantees for €824,000 (identical to December 31, 2012) together with the amount (€306,000 at December 31, 2013) placed by the company at the disposal of Exane BNP Paribas, along with company shares under the Liquidity Agreement (see note 15.2).
The cumulative amount of all transactions on treasury shares by Exane BNP Paribas under the Liquidity Agreement is shown in additions (in case of sales of shares) and disposals (in case of purchases of shares) of other non-current financial assets (see note 15.2).
The movements for the period also concern cash exchanged between the company and Exane BNP Paribas, under the Liquidity Agreement managed by the latter.

NOTE 10 RELATED-PARTY TRANSACTIONS

The amounts below refer to fiscal year 2013 or December 31, 2013, as applicable.

Type of transaction	Items concerned in consolidated financial statements	Non-consolidated subsidiaries concerned	Amounts
Receivables(1)	Trade accounts receivable	Lectra Chile SA (Chile)	249
		Lectra Systemes Inc. (Philippines)	295
		Lectra Israel Ltd (Israel)	257
		Other non-consolidated subsidiaries	3
Payables(1)	Trade payables and other current liabilities	Lectra Singapore Pte Ltd (Singapore)	(698)
		Other non-consolidated subsidiaries	(12)
Sales(2)	Revenues	Lectra Chile SA (Chile)	135
		Lectra Israel Ltd (Israel)	15
		Lectra Systemes Inc. (Philippines)	85
Commissions(2)	Selling, general and administrative expenses	Lectra Singapore Pte Ltd (Singapore)	(231)
		Other non-consolidated subsidiaries	(5)
Personnel invoiced(2)	Selling, general and administrative expenses	Lectra Singapore Pte Ltd (Singapore)	(713)
Fees(2)	Selling, general and administrative expenses	Lectra Singapore Pte Ltd (Singapore)	(62)

(1) Amounts between brackets represent a liability in the statement of financial position, absence of brackets an asset.
(2) Amounts between brackets represent an expense for the year, absence of brackets an income for the year.

All of the parties concerned are non-consolidated subsidiaries acting either as agents or distributors of the company's products in their respective countries. The transactions in question mainly concern purchases to the parent company for the purposes of their local operations or charges and commissions billed to the parent company in order to cover their overheads when they act as agents, as is generally the case with new systems sales.
Transactions with Board of Directors are limited to aspects of compensation solely, details of which are provided in notes 28.6 and 28.7.

NOTE 11 TAXES

NOTE 11.1 TAX CHARGE

	2013	2012
Current tax income (expense)	(3,916)	(3,651)
Deferred tax income (expense)	(1,393)	(1,054)
Net tax income (expense)	**(5,309)**	**(4,705)**

The research tax credit *(crédit d'impôt recherche)* applicable in France is deducted from R&D expenses (see note 26). It amounts to €6,346,000 in 2013 (€5,797,000 in 2012).
The French "*crédit d'impôt compétitivité et emploi*" (competitiveness and employment tax credit) enacted in 2013 is shown as a deduction from the corresponding personnel expense (see note 28) and amounted to €520,000 in 2013. These two tax credits are therefore not included in the net tax charge for the two fiscal years presented here.

NOTE 11.2 EFFECTIVE TAX RATE

	2013	2012
Income before tax	**27,084**	**18,030**
Standard rate of corporate income tax in France	33.4%	33.4%
Expense at standard rate of corporate income tax in France	**(9,056)**	**(6,022)**
Effect of other countries' different tax rates	678	285
Effect of reduction in unrecognized deferred tax assets	2,312	324
Effect of tax credits(1)	2,328	1,969
Effect of CVAE(2)	(640)	(654)
Effect of other non taxable income and non deductible expenses(3)	(796)	(332)
Others	(135)	(276)
Net tax income / (expense)	**(5,309)**	**(4,705)**
Consolidated effective tax rate	19.6%	26.1%

(1) This mainly includes the non taxation of the research tax credit (2012 and 2013) and the competitiveness and employment tax credit (2013), included in the income before tax.
(2) The *"cotisation sur la valeur ajoutée des entreprises"* (CVAE – tax on corporate added value) in France satisfies the definition of an income tax as set forth in IAS 12.2 – Income taxes based on taxable profit.
(3) This mainly corresponds to income or expenses for the year that will never be subject to taxation or tax deduction, including in particular the neutralization for tax purposes of certain consolidation entries.

The net income tax expense in 2013 included the reduction of unrecognized deferred tax assets of the Spanish subsidiary for an amount of €2,238,000. The end of the litigation with Induyco and the receipt the remaining €11,124,000 outstanding allowed for a full recognition of the remaining deferred tax assets of the subsidiary.

NOTE 11.3 DEFERRED TAXES

Owing to uncertainty over the future profit-earning capacity of some subsidiaries, all or part of their tax losses and other deferred tax assets on timing differences are not recognized as deferred tax assets. The Group considers five years to be a reasonable period for the utilization of tax losses. Beyond that period, because forecasts of activity levels being deemed insufficiently reliable, the portion of their bases not expected to be utilized in the next five years is not recognized. Forecasts made in order to determine the timetable for the utilization of deferred tax losses, based on assumptions consistent with those used in the impairment tests, were established on the basis of a Group 3-year plan, extrapolated to five years, subject to annual review, with variants according to the strategic objectives of each of the subsidiaries concerned and allowing for the cyclical difficulties and macroeconomic environment in which it operates.
At December 31, 2013, unrecognized deferred tax assets totaled €4,299,000, compared with €6,521,000 at December 31, 2012. The U.S. subsidiary accounted for the bulk of this figure, for which deferred tax assets have been partially recognized and for which tax losses can be deferred for twenty years, pushing back the most distant deadlines for utilization to 2029. In 2012, this amount also included the Spanish subsidiary's tax-loss carryforwards, only partially recognized until then; the end of the litigation against Induyco and the receipt of the €11.1 million due allowed for full recognition in 2013 of the remaining deferred tax assets of the subsidiary.
The share of deferred taxes directly recognized in equity for the year worked out to a positive €192,000 corresponding to the tax effect of actuarial gains and losses related to the booking of retirement benefit obligations. In 2012, apart from this same effect for a positive €564,000, this amount also included a negative €98,000 corresponding to the cancellation of the deferred tax related to the mark-to-market accounting of interest-rate swaps on the medium-term bank loan, which matured in the course of 2012 (see note 18.4).
Deferred taxes are listed below according to the type of timing difference:

	2011	P&L impact	Equity impact	Translation adjustments	2012
Tax losses carry-forward	5,387	(1,416)	–	(15)	3,955
Depreciation/amortization of tangible and intangible assets	500	(208)	–	8	299
Impairment of accounts receivable	544	113	–	(3)	654
Write-down of inventories	1,500	(269)	–	(72)	1,159
Financial instruments	98	–	(98)	–	–
Other timing differences	1,514	727	564	(83)	2,722
Total	**9,543**	**(1,054)**	**465**	**(165)**	**8,791**

	2012	P&L impact	Equity impact	Translation adjustments	2013
Tax losses carry-forward	3,955	(2,050)	–	(73)	1,832
Depreciation/amortization of tangible and intangible assets	299	(114)	–	12	197
Impairment of accounts receivable	654	71	–	(7)	718
Write-down of inventories	1,159	84	–	(169)	1,074
Financial instruments	–	–	–	–	–
Other timing differences	2,722	616	192	(180)	3,350
Total	**8,791**	**(1,393)**	**192**	**(417)**	**7,171**

NOTE 11.4 SCHEDULE OF RECOGNIZED TAX LOSSES CARRY-FORWARDS

	Expiration date			
	Until 2014	Between 2015 and 2019	Beyond 2019	Total
Deferred tax assets on tax losses[1]	–	163	1,669	1,832

(1) The above expiration date corresponds to the maximum period of utilization. Recognized deferred tax assets are expected to be utilized within a period of between one and five years.

NOTE 12 INVENTORIES

	2013	2012
Raw materials	22,660	23,422
Finished goods and work-in-progress[1]	6,052	6,866
Inventories, gross value	**28,712**	**30,287**
Raw materials	(5,776)	(5,447)
Finished goods and work-in-progress[1]	(2,187)	(2,084)
Write-downs	**(7,963)**	**(7,531)**
Raw materials	16,884	17,974
Finished goods and work-in-progress[1]	3,865	4,782
Inventories, net value	**20,748**	**22,756**

(1) Including demonstration and second-hand equipment.

€901,000 of inventory fully written down was scrapped in the course of 2013 (€1,296,000 in 2012), thereby diminishing the gross value and write-downs by the same amount. Inventory write-downs charged for the year amounted to €2,008,000 (€1,749,000 in 2012). Reversals of previous write-downs relating to sales transactions amounted to €647,000 (€1,249,000 in 2012), booked against the charges for the period.

NOTE 13 TRADE ACCOUNTS RECEIVABLE

	2013	2012
Trade accounts receivable excluding deferred revenues	7,602	4,358
Deferred recurring software evolution and services contracts	39,827	38,992
Other deferred equipment and services revenues	3,180	2,919
VAT on deferred recurring contracts and on deferred revenues	4,731	4,610
Trade accounts receivable, gross value	**55,340**	**50,879**
Provision for impairment	**(5,071)**	**(5,730)**
Trade accounts receivable, net value	**50,269**	**45,149**

Trade receivables at December 31, 2013 include €43,008,000, excluding taxes, on recurring contracts, other services and equipment billed in advance for 2014 (compared with €41,911,000, excluding taxes, at December 31, 2012 in respect of 2013). An identical amount is recorded in "Deferred revenues" (see note 20). Payments on recurring contracts generally become due on the first day of the period covered by them. The Group endeavors to bill as many of them as possible in advance, in order to optimize collection. The increase in the amount shown under "Deferred recurring software evolution and services contracts" mainly stems from increased revenues in November and December 2013 compared to the same months of 2012.

The Group recognizes an impairment charge on trade accounts in light of an individual analysis of overdue accounts receivable. Changes in impairment charges are analyzed below:

	2013	2012
Provisions at January 1	(5,730)	(4,807)
Additional provision	(2,109)	(2,817)
Write-back of provisions no longer required	195	10
Write-back of provisions on receivables paid	941	743
Write-back of provisions on irrecoverable receivables written-off	1,602	1,101
Exchange rate differences	30	39
Provisions at December 31	(5,071)	(5,730)

Changes in provisions for impairment of accounts receivable and related accounts, net of irrecoverable receivables, are recognized under "Selling, general and administrative expenses" in the income statement, on the line "Net provisions".

Schedule of gross receivables by maturity:

	2013	2012
Receivables not yet due	43,290	38,864
Receivables due, of which due in:	12,050	12,015
– less than 1 month	3,098	2,882
– 1-3 months	1,788	2,444
– more than 3 months	7,164	6,689
Total	**55,340**	**50,879**

Almost all of the provisions of accounts receivable and related accounts amounting to €5,071,000 at December 31, 2013 concerned accounts more than three months overdue.

NOTE 14 OTHER CURRENT ASSETS

	2013	2012
Research tax credit	22,294	15,731
Discount effect on research and development tax credit receivable	(182)	(126)
Other tax receivables	1,783	1,512
Income tax down-payments	1,470	637
Staff and social security receivables	236	266
Other current assets	3,398	4,087
Total other current assets	**28,999**	**22,108**

RESEARCH TAX CREDIT—COMPETITIVENESS AND EMPLOYMENT TAX CREDIT

At December 31, 2013, the company held a receivable of €22,294,000 on the French tax administration *(Trésor public)*. This comprised the research tax credit recognized in 2013 (€6,666,000), in 2012 (€5,715,000) and in 2011 (€6,161,000), and the balance due (€3,752,000) of the research tax credit recognized in 2010 after deduction of income tax payable by Lectra SA in respect of fiscal year 2013 and prior years.
The company accounted for the first time in 2013 for a competitiveness and employment tax credit receivable (€520,000), which was fully deducted from corporate income tax due in respect of 2013.
It should be noted that, when the research tax credit and the competitiveness and employment tax credit recognized in the year cannot be charged against income tax, they are treated as a receivable on the French tax administration.
If unused in the ensuing three years, it is repaid in the course of the fourth year.
Consequently, the receivable will be charged to income tax payable in future year-ends, and the portion that could not be used will be repaid by the French tax administration.
Under the 2013 French finance act of December 20, 2012 (effective 2012), the deductibility of tax loss carryforwards from taxable income is capped at €1,000,000, to which is added 50% of the fraction of taxable income exceeding that limit.

In light of company estimates of tax credits and income tax for the next three years, the company does not expect to make any payment in respect of income tax (which will be deducted in full from the tax credits receivable), and also expects to receive reimbursement of the balance outstanding of tax credits not deducted in 2014 (in respect of the 2010 tax credit), 2015 (in respect of the 2011 tax credit), 2016 (in respect of the 2012 tax credit), and 2017 (in respect of the 2013 tax credits). This situation will last for as long as the amount of the annual tax credits exceeds the amount of income tax payable.
If the income tax charge were to rise above the figure for the tax credits for the year, the company would continue not to pay the income tax charge until deduction of the corresponding receivable in full. Thereafter it would offset the tax credits against the income tax charge for the same period in full, and would be required to pay the residual amount.

OTHER TAX RECEIVABLES

Other tax receivables at December 31, 2013 comprised the recoverable value-added tax for parent company and its subsidiaries.

OTHER CURRENT ASSETS

Other current assets comprise prepaid rental expenses, insurance premiums and equipment rental charges.

NOTE 15 SHAREHOLDERS' EQUITY

NOTE 15.1 SHARE CAPITAL AND SHARE PREMIUM

The share capital at December 31, 2013 totaled €29,664,415, divided into 29,664,415 shares with a par value of €1.00.
It was €28,948,315, divided into 28,948,315 shares with a par value of €1.00, at December 31, 2012.
Share capital has increased by 716,100 shares since January 1, 2013, resulting from the exercise of stock options, that is an increase of €3,159,000 of share capital together with total share premium (issuance of 44,705 shares in 2012).
Apart from the authority to increase the capital granted by the Shareholders' Meeting within the framework of the granting of stock options to senior managers and employees, there is no other authorization outstanding such as to alter the number of shares comprising the share capital.
The tables below provide details of changes in the number of shares, the capital and additional paid-in capital and merger premiums in fiscal 2013 and 2012.

Note 15.1.1 Share Capital

	2013		2012	
	Number of shares	Share capital (in euros)	Number of shares	Share capital (in euros)
Share capital at January 1	**28,948,315**	**28,948,315**	**28,903,610**	**28,036,502**
Stock options exercised	716,100	716,100	44,705	44,253
Increase of par value per share	–	–	–	867,560
Share capital at December 31	**29,664,415**	**29,664,415**	**28,948,315**	**28,948,315**

The shares comprising the capital are fully paid up.

Note 15.1.2 *Share Premium*

	2013	2012
Share premium at January 1	**2,600**	**2,487**
Stock options exercised	2,443	112
Share premium at December 31	**5,043**	**2,600**

NOTE 15.2 TREASURY SHARES

The General Meeting of Shareholders on April 30, 2013 renewed the existing share buyback program authorizing the Board of Directors to buy and sell company shares. The purpose of this program is solely to maintain liquidity in the market of the company's shares, via an authorized investment services provider acting within the framework of a liquidity agreement in compliance with the Charter of Ethics of the French Association of Investment Companies (AFEI) or any other charter recognized by the French Financial Markets Authority (AMF).

Following the termination by SG Securities (Société Générale) of the Liquidity Agreement signed by the company in 2005, Lectra contracted with Exane BNP Paribas, which has maintained liquidity in the company's shares since May 21, 2012, under a Liquidity Agreement compliant with the code of conduct of the *Association Française des Marchés Financiers* (French Financial Markets Association) recognized by the French Financial Markets Authority.

The resources allocated to the previous contract have been allocated to the liquidity account under this new Liquidity Agreement (147,730 Lectra shares and €14,000 in cash, representing an equivalent value of around €635,000). Lectra may increase the resources allocated, if necessary, by contributing up to €1,000,000 (with a maximum corresponding to the market value of 150,000 Lectra shares).

At December 31, 2013, the company held 10,408 shares, i.e. 0.04% of its capital within the framework of the Liquidity Agreement (compared with 0.3% at December 31, 2012) for a total of €83,000 (compared with €380,000 at December 31, 2012) representing an average purchase price of €8.01 per share, which has been deducted from shareholders' equity. The company holds no treasury shares outside the framework of the Liquidity Agreement.

	2013			2012		
	Number of shares	Amount	Average price per share (in euros)	Number of shares	Amount	Average price per share (in euros)
Treasury shares at January 1 (historical cost)	84,284	(380)	4.51	133,854	(722)	5.39
Liquidity agreement						
Purchases (at purchase price)	233,215	(1,389)	5.96	118,644	(537)	4.53
Sales (at sale price)	(307,091)	1,827	5.95	(168,214)	772	4.59
Net cash flow[1]	**(73,876)**	**438**		**(49,570)**	**235**	
Gains (losses) on disposals		141			(106)	
Treasury shares at December 31 (historical cost)	**10,408**	**(83)**	**8.01**	**84,284**	**(380)**	**4.51**

(1) A negative figure corresponds to a net outflow reflecting purchases and sales of its own shares by the company.

NOTE 15.3 VOTING RIGHTS

Voting rights are proportional to the capital represented by stock held.
However, double voting rights, subject to certain conditions, existed until May 3, 2001.
The Extraordinary Meeting of Shareholders of May 3, 2001 had decided that shares registered after May 15, 2001, together with shares purchased after that date, are not eligible for double voting rights (with the exception of special cases covered by the corresponding resolution submitted to the said Extraordinary Meeting). At their own initiative, André Harari, Chairman of the Board of Directors, and Daniel Harari, Chief Executive Officer, had cancelled at that time the double voting rights attached to the shares they held.
As a result, at December 31, 2013, 29,272,982 shares qualified for normal voting rights, and only 391,433 (i.e. 1.3% of the capital stock) for double voting rights. Moreover, no other shares could potentially qualify for double voting rights at some future date.
At December 31, 2013, the theoretical total number of voting rights attached to the company's shares was 30,055,848. This number has been reduced to 30,045,440 due to the fact that no voting rights are attached to treasury shares (under the Liquidity Agreement).

NOTE 15.4 STATUTORY THRESHOLDS

Other than the legal notification requirements for crossing the thresholds established by French law, there is no special statutory obligation.

NOTE 15.5 STOCK OPTION PLANS

At December 31, 2013, 182 employees were the beneficiaries of 2,494,051 options and 28 former employees still held 63,392 options; altogether, 210 persons were beneficiaries of options (respectively 166, 14 and 180 at December 31, 2012).
At the same date, the maximum number of shares comprising the share capital, including potential new shares liable to be issued via the exercise of existing rights qualifying for subscription to new shares, was 32,221,858, made up as follows:
- share capital: 29,664,415 shares;
- stock options: 2,557,443 options.

Each option entitles the holder to purchase one new share with a par value of €1.00 at the exercise price set by the Board of Directors on the grant date (adjusted for the effect of the public stock buyback tender offer carried out in May 2007, if applicable). If all of the options outstanding were exercised—regardless of whether the beneficiary's options are vested or not yet vested—and regardless of their exercise price relative to their market price at December 31, 2013, the share capital would increase by €2,557,443, together with a total issue premium of €10,496,651. None of the parent company's subsidiary has set up a stock option or share purchase plan.
Annual option plans are granted by the Board of Directors at least twenty trading days after the dividend approved by the annual Meeting of Shareholders is made payable, or thirty to forty-five calendar dates after the Meeting if no dividend is declared, i.e. around June 10.
The share exercise price is set on the date of granting of the options, at a price in no circumstances less than the average opening price of the share listed for the twenty trading sessions prior to the date of granting of options by the Board of Directors.
IFRS 2 requires companies to expense the value of the benefit granted to the beneficiaries of stock options.

Fair value of stock options granted in 2013 and 2012 was measured at grant date by means of the Black & Scholes method, using the following assumptions:

	2013	2012
Exercise price (in euros)	6.25	6.25
Share price on the date of allocation (in euros)	5.14	4.61
Risk-free interest rate	1.81%	0.67%
Dividend payout rate	4.28%	4.77%
Volatility[1]	17.60%	25.00%
Duration of options	4 years	4 years
Fair value of one option (in euros)	0.20	0.22

(1) Expected volatility is calculated on the basis of the observed historical volatility of the company's shares.

Volatility is calculated on the basis of the observed historical volatility of the company's share price over a time frame corresponding to the vesting period. This calculation ignores peaks resulting from exceptional events.
Fair value of the options granted on June 13, 2013 amounts to €167,000.
An expense of €140,000 is recognized in the 2013 financial statements, including €31,000 in respect of the grants made in 2013, and €109,000 in respect of options granted previously. Charges for the year are recognized under personnel expenses.
Plans in force at December 31, 2013 will impact the years 2014, 2015 and 2016 alone in the estimated amounts of €64,000, €15,000 and €4,000 respectively.
The Group paid a €29,000 employer's contribution based on the fair value of the options granted in 2013, fully expensed in personnel costs for 2013.

Note 15.5.1 Stock Options Outstanding: Options Granted, Exercised and Cancelled During the Period

	2013		2012	
	Number of stock options	Average exercise price (in euros)	Number of stock options	Average exercise price (in euros)
Stock options outstanding at January 1	**3,039,225**	**4.83**	**2,881,319**	**4.72**
Stock options granted during the year	836,000	6.25	976,119	6.25
Stock options exercised during the year	(716,100)	4.41	(44,705)	3.50
Stock options expired/cancelled during the year	(601,682)	6.13	(773,508)	6.30
Stock options outstanding at December 31	**2,557,443**	**5.10**	**3,039,225**	**4.83**
– of which fully vested	1,939,750	4.74	2,308,859	4.55
– for which exercise rights remain to be acquired	617,693	6.25	730,366	5.70

For plans in force at December 31, 2013, the terms relating to the vesting of options are determined on an annual basis over a period of four years since the 1st of January of the year they are granted, and depend on whether the beneficiary was a Group employee at December 31 of the elapsed fiscal year.
From 2006 to 2011, performance-based options were granted by the Board of Directors only upon final approval of the relevant actual results against the corresponding targets for that year and were notified in advance to beneficiaries individually. This rule was changed in 2012.

The 836,000 options granted on June 13, 2013 under the 2013 options plan (see note 15.5.6) to 127 beneficiaries in recognition of fulfillment of their 2013 performance targets corresponded to a maximum number, which was reduced to 347,999 and 123 beneficiaries on December 31, 2013. 475,201 options have ceased to be valid after closing of the Group's 2013 consolidated financial statements due to non-fulfillment of 2013 targets, and 12,800 due to beneficiaries' departure from the Group.

Note 15.5.2 *Breakdown of Stock Options Outstanding at December 31, 2013, by Category of Beneficiaries*

	2013				
	Number of beneficiaries	Number of stock options	%	Of which fully vested	Of which exercise rights remain to be acquired
Executive Directors and other members of the Executive Committee(1)	2	736,153	29%	592,593	143,560
Group management	37	1,055,608	41%	791,011	264,597
Other employees	143	702,290	28%	492,754	209,536
Persons having left the company and still holding unexercised options	28	63,392	2%	63,392	–
Total	**210**	**2,557,443**	**100%**	**1,939,750**	**617,693**

(1) The only two beneficiaries are Jérôme Viala, Chief Financial Officer, and Véronique Zoccoletto, Chief Human Capital and Information Officer, members of the Executive Committee. André Harari, Chairman of the Board of Directors, and Daniel Harari, Chief Executive Officer do not hold any options.

Note 15.5.3 *Breakdown of Stock Options at December 31, 2013, by Expiration Date and Exercise Price*

Grant date	Expiration date	Number of stock options	Exercise price (in euros)
May 23, 2006	May 23, 2014	86,413	5.63
June 8, 2007	June 8, 2015	282,649	6.30
June 11, 2008	June 11, 2016	50,296	6.30
June 11, 2008	June 11, 2016	174,093	4.10
June 9, 2009	June 9, 2017	18,241	4.10
June 9, 2009	June 9, 2017	231,700	2.50
June 10, 2010	June 10, 2018	429,494	2.50
June 9, 2011	June 9, 2019	412,913	6.25
September 4, 2012	September 4, 2020	523,645	6.25
June 13, 2013	June 13, 2021	347,999	6.25
Total		**2,557,443**	

Among the 63,392 options held by people having left the Group, 39,015 expire in 2014, 15,980 in 2015 and 8,397 in 2016.

Note 15.5.4 Breakdown of Stock Options for Which Exercise Rights Remain to be Acquired After December 31, 2013 by the Beneficiaries

Year of vesting	Number of stock options
2014	315,069
2015	215,703
2016	86,921
Total	**617,693**

Note 15.5.5 Stock Option Plans of Executive Directors at December 31, 2013

No stock options were granted to André Harari, Chairman of the Board of Directors, and Daniel Harari, Chief Executive Officer, who each own more than 10% of the capital since 2000 and have therefore been prohibited since this date by French law from being granted further stock options, and have not received any options.

Note 15.5.6 Stock Options Granted in 2013

On June 13, 2013, the Board of Directors granted 765,600 options, at an exercise price of €6.25 per share to 107 beneficiaries, conditional on fulfillment of their annual performance targets for 2013, corresponding to a maximum number of options. The closing of the 2013 consolidated financial statements allowed the Group to carry out most of the calculations for performance in 2013 bringing the number of options to 277,599 and the number of beneficiaries to 103. 475,201 options have ceased to be valid due to non-fulfillment of 2013 objectives and 12,800 due to the departure of the beneficiaries. These calculations have not yet been finalized for certain beneficiaries who hold nearly 32,000 options that may still cease to be valid.

The Board of Directors also granted 70,400 options at an exercise price of €6.25 per option, to 41 laureates of the 2012 Lectra Worldwide Championship.

Altogether, the Board of Directors thus granted a maximum of 836,000 options to 127 beneficiaries, reduced to 347,999 options and 123 beneficiaries, in respect of the 2013 options plan. The 10 Group employees who are not executive corporate officers and to whom the largest number of options was granted in the course of fiscal year 2013 were granted a total of 140,665 options.

All beneficiaries of the options granted are Group employees. The two corporate executive officers, André Harari and Daniel Harari, have not received any stock options.

Beneficiaries' rights vest over a period of four years starting January 1, 2013 and depend on the beneficiary's presence in the Group at the end of each annual period (beneficiaries must at all times be connected with the company or an affiliated company via an employment contract or as a corporate officer). Starting with the 2010 option plan, the four-year lockup period applicable to French residents has been extended to all beneficiaries of these plans, whether they are French residents for tax purposes or not.

The options are valid for eight years from their grant date.

Note 15.5.7 Stock Options Exercised in 2013

716,100 options pertaining to the different options plans in force at December 31, 2012 were exercised in 2013. Moreover, 601,682 options ceased to be valid (including 488,001 options granted in 2013), of which 127,077 options due to their beneficiaries' departure and 474,605 options due to non-fulfillment of 2012 or 2013 objectives.

	2013	
Grant date	Number of stock options exercised	Exercise price (in euros)
May 23, 2006	291,489	5.63
June 8, 2007	71,940	6.30
July 27, 2007	694	6.30
June 11, 2008	89,638	4.10
June 11, 2008	2,653	6.30
June 9, 2009	242,600	2.50
June 9, 2009	17,086	4.10
Total	**716,100**	**4.41**

NOTE 16 CURRENCY TRANSLATION ADJUSTMENT

Analysis of changes recorded in 2013 and 2012:

	2013	2012
Cumulative translation adjustment at January 1	**(8,840)**	**(8,816)**
Differences on translation of subsidiaries' income statements	355	(50)
Adjustment required to maintain subsidiaries' retained earning at historical exchange rate	389	159
Other movements	(625)	(133)
Cumulative translation adjustment at December 31	**(8,721)**	**(8,840)**

NOTE 17 RETIREMENT BENEFIT OBLIGATIONS

Retirement benefit obligations correspond to lump-sum amounts payable under defined benefit plans. These lump-sum amounts are generally paid at the time of retirement, but they may also be paid upon resignation or dismissal, depending on local legislation. The two executive directors *(dirigeants mandataires sociaux)* are not beneficiaries of any defined benefit retirement plans.

These obligations apply mainly in France, in Italy and Japan, as detailed below:

2012	France	Italy	Japan	Taiwan	Others	Total
Retirement benefits at January 1, 2012	1,879	1,448	957	(70)	228	4,442
Expense/(income) of the year[1]	796	60	107	(134)	68	897
Benefits paid	(31)	(214)	(23)	(27)	(158)	(453)
Actuarial losses (gains)	1,610	118	(42)	352	58	2,096
Exchange rate differences	–	–	(115)	(3)	8	(110)
Retirement benefits at December 31, 2012[1]	4,254	1,412	884	118	204	6,872

(1) Following application of IAS 19 (revised) – Employee Benefits (see note 2 – Accounting Rules and Methods), the pension liabilities of Lectra SA (France) increased retrospectively by €479,000 in respect of past-service costs not yet amortized at December 31, 2012.

2013	France	Italy	Japan	Taiwan	Others	Total
Retirement benefits at January 1, 2013	4,254	1,412	884	118	204	6,872
Expense/(income) of the year	373	44	113	9	37	576
Benefits paid	(77)	(146)	(75)	–	(46)	(344)
Contributions paid	–	–	–	(21)	–	(21)
Actuarial losses (gains)	444	15	86	4	25	574
Exchange rate differences	–	–	(203)	(8)	(27)	(238)
Retirement benefits at December 31, 2013	4,994	1,325	805	102	193	7,419

Breakdown of net annual charge:

2012	France	Italy	Japan	Taiwan	Others	Total
Service cost provided in the year	69	–	90	26	55	240
Past service cost[1]	639	–	–	(163)	–	476
Interest cost	88	60	17	3	13	181
Expense/(income) of the year[1]	796	60	107	(134)	68	897

(1) Following application of IAS 19 (revised) – Employee Benefits (see note 2 – Accounting Rules and Methods), the charge for 2012 has been restated retrospectively for past-service costs in respect of the liabilities of Lectra SA (France).

2013	France	Italy	Japan	Taiwan	Others	Total
Service cost provided in the year	227	–	99	7	21	354
Past service cost	–	–	–	–	–	–
Net interest cost	146	44	14	2	16	222
Expense/(income) of the year	373	44	113	9	37	576

Main actuarial assumptions used:

	France	Italy	Japan	Taiwan
Discount rate	3.28%	3.10%	1.00%	2.00%
Average rate of salary increase, including inflation	2.31%	3.00%	1.91%	2.00%
Personnel turnover rate	1.73% / 6.16%	5.00%	3.49%	8.70%

The discount rate used is determined by reference to the yield the date of measurement on investment-grade corporate bonds with a maturity corresponding to the duration of the obligation. For the Eurozone, the discount rate used is determined by reference to the iBoxx rates.
The personnel turnover rate was calculated via a table based on age group. For France, the personnel turnover rate for employees under 50 years of age was 1.73% for non-managerial grade personnel, and 6.16% for managerial grade personnel. It was 0% over 50 years of age.

NOTE 18 BORROWINGS AND FINANCIAL DEBTS

NOTE 18.1 NET CASH

	2013	2012
Cash	29,534	20,966
Total borrowings	(894)	(6,726)
Net cash	**28,640**	**14,240**

The major part of cash is invested in interest-bearing sight accounts.

NOTE 18.2 BREAKDOWN OF BORROWINGS BY CURRENCY

At December 31, 2013, 100% of the company's financial debt was euro-denominated, as at December 31, 2012.

NOTE 18.3 SCHEDULE OF BORROWINGS BY CATEGORY AND BY MATURITY

At December 31, 2013, the repayment schedule is as follows:

	Short term	Long term		
	Less than 1 year	Between 1 and 5 years	More than 5 years	Total
Medium-term bank loan	–	–	–	–
Interest-free repayable advances	500	394	–	894
Total	**500**	**394**	**–**	**894**

The repayable advances correspond to public grants to finance R&D programs.

Note 18.3.1 Medium-Term Bank Loan

In 2007, the company contracted a €48,000,000 medium-term bank loan from Société Générale and Natixis in order to finance the public stock buyback tender offer for 20% of the company's share capital, carried out in May 2007, at a price of €6.75 per share.

In 2011, it made a repayment of €3,840,000 on June 30, ahead of the scheduled repayment date, pursuant to the excess cash flow clause in the loan contract (there was no repayment under this clause in 2012) and a voluntary repayment of €10,000,000 on December 31 (in addition to the contractual repayments which were reduced to €560,000 due to the repayment ahead of schedule for €10,000,000 made on December 31, 2010).

The repayment of €10,000,000 made on December 31, 2011 ahead of the scheduled repayment date, replaced the contractual half-yearly installments due in respect of 2012, which were consequently reduced to €560,000 and effectively repaid at December 31, 2012.

On December 31, 2012, the company had made another voluntary repayment of €10,000,000 ahead of schedule, which similarly substituted for the contractual half-year repayments due in 2013, consequently reduced to €5,360,000.

On March 31, 2013, the company repaid the balance outstanding, in advance of schedule and at its own initiative, the amount of €5,360,000, following receipt, on March 7, of the balance of €,11,124,000 in damages remaining due to Lectra from El Corte Inglés (see note 23.2).

Repayments made are summarized in the table below:

	2013	2012
Balance of bank loan outstanding at January 1	**5,360**	**15,920**
Contractual repayments	–	(560)
Early repayments (at company's initiative)	(5,360)	(10,000)
Balance of bank loan outstanding at December 31	**0**	**5,360**

In 2013, the total effective interest fixed rate after including the cost of the hedging instruments and amounts hedged was 1.14% (solely during the first quarter).

Note 18.3.2 Covenants

At December 31 of each year, the company was bound during the period of the medium-term loan to respect the covenants governing the ratios between its net financial borrowing and shareholders' equity ("gearing") on the one hand and between net financial borrowing and EBITDA ("leverage") on the other. These two ratios were respected in 2012. The other covenants attached to the loan, the remainder of which was repaid in 2013 were respected in 2012 and 2013.

Note 18.3.3 Repayable Advances

The Group booked a €2,000,000 repayable advance from OSEO Innovation, a French public body, to aid one of the company's R&D programs. This advance bearing no interest is progressively repayable subject to the success and profitability of the corresponding project. The first repayments were made in 2011 for €406,000, in 2012 for €300,000 and in 2013 for €400,000. The balance of €894,000 will be repaid in 2014 and 2015.

NOTE 18.4 FINANCIAL INSTRUMENTS: INTEREST RATE HEDGES

The company had hedged its interest-rate risk exposure in connection with a portion of the medium-term bank borrowing by converting the floating interest rate payable on the borrowing (3-month Euribor rate) into a fixed rate via two interest-rate swap contracts, since the loan contract signature in 2007 until December 31, 2012 (when the last interest-rate swaps expired).

At December 31, 2013, the company had no interest-rate risk exposure, and therefore held no financial instrument to hedge said risk.

NOTE 18.5 ANALYSIS OF FINANCIAL BORROWINGS BY TYPE OF INTEREST RATE AND CURRENCY

At December 31, 2013, all financial borrowings were in euros and bore no interest.

Thus, financial borrowings are not sensitive to currency variations or interest rates.

NOTE 18.6 FINANCIAL INSTRUMENTS: CURRENCY HEDGES

The Group mainly uses forward sales and purchases of currencies to hedge its foreign currency balance sheet positions at the end of each month. The main currencies commonly concerned are the U.S. dollar, the Hong Kong dollar, the Australian dollar, the Canadian dollar, the Taiwanese dollar, the Japanese yen, the Moroccan dirham, the Russian ruble, the Romanian leu and the British pound.

Forward transactions entered into by the company to hedge significant balance sheet currency positions at December 31, 2013 and 2012 are analyzed below:

	2013				2012			
	In foreign currency (in thousands)(1)	Fair value (in thousands of euros)(2)	Difference in value(3)	Expiration date	In foreign currency (in thousands)(1)	Fair value (in thousands of euros)(2)	Difference in value(3)	Expiration date
USD	4,936	3,579	41	January 6, 2014	9,914	7,514	(25)	January 4, 2013
CAD	1,592	1,085	(1)	January 6, 2014	949	723	(2)	January 4, 2013
GBP	(1,971)	(2,364)	1	January 6, 2014	(1,765)	(2,163)	10	January 4 and 28, 2013
HKD	9,645	902	7	January 6, 2014	6,622	648	(4)	January 4, 2013
JPY	(112,942)	(780)	(14)	January 6, 2014	(175,813)	(1,548)	2	January 4 and 28, 2013
MAD	11,372	1,013	–	January 6, 2014	–	–	–	–
PLN	(846)	(204)	1	January 7, 2014	(4,019)	(986)	3	January 4, 2013
RON	(7,570)	(1,693)	4	January 6, 2014	(3,074)	(692)	(2)	January 4, 2013
RUB	66,541	1,468	4	January 9, 2014	–	–	–	–
Other currencies	na	(1,110)	–	January 6 and 7, 2014	na	(998)	5	January 4 and 28, 2013
Total		**1,896**	**43**			**2,498**	**(14)**	

(1) For each currency, net balance of forward sales and (purchases) against euros.
(2) Equivalent value of forward contracts is calculated by multiplying the amounts in local currencies hedged by the closing rate.
(3) Difference in value reflects the difference between the value at historical rates and the value at closing rates of the forward contracts.

Fair value of forward currency contracts at December 31, 2013 is calculated on the basis of exchange rates published by the European Central Bank (ECB) or, in the absence of quotation by the ECB, on the basis of rates published by Natixis. This valuation is comparable to the procedure utilized for information purposes by the banks with which these forward currency contracts were entered into.

With the exception of Mexico, Tunisia, the People's Republic of China and Turkey (individually representing less than 9% and together less than 19% of Group revenues), each entity bills and is billed in local currency. Consequently, Group exposure to currency risk is borne by the parent company. The table below, showing foreign currency exposure, lists the most significant parent company's foreign currency assets and liabilities, together with the net value of forward transactions unexpired at December 31, 2013 and December 31, 2012:

	2012								
(in thousands of currencies)	USD	BRL	CAD	GBP	INR	JPY	PLN	RON	SGD
Carrying position to be hedged:									
Trade account receivables	19,345	7,229	1,350	1	6,667	321	(7)	(2,890)	–
Cash	103	–	–	–	–	–	–	–	–
Trade payables	(10,959)	(4,453)	(1)	(1,783)	(37,650)	(175,340)	(4,019)	(170)	(1,124)
Total	**8,489**	**2,776**	**1,349**	**(1,782)**	**(30,983)**	**(175,019)**	**(4,026)**	**(3,060)**	**(1,124)**
Net nominal of hedges	(9,914)	–	(949)	1,765	11,051	175,813	4,019	3,074	1,088
Net residual position	**(1,425)**	**2,776**	**400**	**(17)**	**(19,932)**	**794**	**(7)**	**14**	**(36)**
Equivalent value in euros at closing rate	(1,080)	1,027	305	(21)	(275)	7	(2)	3	(22)
Analysis of sensitivity to currency fluctuations									
Closing rate	1.32	2.70	1.31	0.82	72.56	113.61	4.07	4.44	1.61
5% currency depreciation relative to closing rate									
Closing rates parity depreciated by 5%	1.39	2.84	1.38	0.86	76.19	119.29	4.28	4.67	1.69
Currency transalation impact	51	(49)	(15)	1	13	–	–	–	1
Impact on stockholders' equity	–	–	–	–	–	–	–	–	–
5% currency appreciation relative to closing rate									
Closing rates parity appreciated by 5%	1.25	2.57	1.25	0.78	68.93	107.93	3.87	4.22	1.53
Currency transalation impact	(57)	54	16	(1)	(14)	–	–	–	(1)
Impact on stockholders' equity	–	–	–	–	–	–	–	–	–

(in thousands of currencies)	2013 USD	BRL	CAD	GBP	INR	JPY	PLN	RON	SGD
Carrying position to be hedged:									
Trade account receivables	26,589	9,602	1,587	2	4,139	(1,524)	–	–	–
Cash	223	–	–	–	–	–	–	–	–
Trade payables	(13,693)	(8,299)	(8)	(1,759)	(26,020)	(111,638)	(398)	(7,666)	(1,201)
Total	**13,119**	**1,303**	**1,578**	**(1,758)**	**(21,881)**	**(113,161)**	**(398)**	**(7,666)**	**(1,201)**
Net nominal of hedges	(4,936)	–	(1,592)	1,971	18,864	112,942	846	7,570	892
Net residual position	**8,184**	**1,303**	**(14)**	**213**	**(3,016)**	**(219)**	**448**	**(95)**	**(309)**
Equivalent value in euros at closing rate	5,934	400	(9)	256	(35)	(2)	108	(21)	(177)
Analysis of sensitivity to currency fluctuations									
Closing rate	1.38	3.26	1.47	0.83	85.37	144.72	4.15	4.47	1.74
5% currency depreciation relative to closing rate									
Closing rates parity depreciated by 5%	1.45	3.42	1.54	0.88	89.63	151.96	4.36	4.69	1.83
Currency transalation impact	(283)	(19)	–	(12)	2	–	(5)	1	8
Impact on stockholders' equity	–	–	–	–	–	–	–	–	–
5% currency appreciation relative to closing rate									
Closing rates parity appreciated by 5%	1.31	3.09	1.39	0.79	81.10	137.48	3.95	4.25	1.65
Currency transalation impact	312	21	–	13	(2)	–	6	(1)	(9)
Impact on stockholders' equity	–	–	–	–	–	–	–	–	–

NOTE 19 TRADE AND OTHER PAYABLES

	2013	2012
Trade payables	19,094	17,335
Social debts	16,759	16,241
Fiscal debts	5,148	5,250
Down-payments from customers	3,766	5,165
Other current payables	342	274
Total	**45,109**	**44,265**

NOTE 20 DEFERRED REVENUES

	2013	2012
Deferred recurring software evolution and services contracts	39,827	38,992
Other deferred revenues[1]	3,180	2,919
Total	**43,008**	**41,911**

(1) Other deferred revenues mainly correspond to invoiced services, which were not completed at year end.

The counterpart of "Deferred recurring software evolution and services contracts" and "Other deferred revenues" is recorded for the same amount (plus VAT and related taxes) in "Trade accounts receivable" in the statement of financial position (see note 13).

NOTE 21 PROVISIONS FOR OTHER LIABILITIES AND CHARGES

	Provisions for employee-related claims	Provisions for tax litigations	Provisions for other litigations	Provisions for warranty and technical risks	Total
Provisions at January 1, 2012	188	1,327	955	682	3,152
Additional provisions	1,421	138	–	933	2,492
Used amounts reversed	(482)	–	(90)	(1,006)	(1,578)
Unused amounts reversed	(48)	–	(112)	(69)	(229)
Exchange rate differences	–	(151)	(5)	–	(156)
Provisions at December 31, 2012	**1,079**	**1,315**	**748**	**540**	**3,682**

	Provisions for employee-related claims	Provisions for tax litigations	Provisions for other litigations	Provisions for warranty and technical risks	Total
Provisions at January 1, 2013	1,079	1,315	748	540	3,682
Additional provisions	811	134	–	888	1,833
Used amounts reversed	(320)	–	–	(735)	(1,055)
Unused amounts reversed	(82)	–	–	(219)	(301)
Exchange rate differences	(2)	(240)	(8)	–	(250)
Provisions at December 31, 2013	**1,486**	**1,209**	**740**	**474**	**3,909**

POTENTIAL LIABILITIES

The Group had no knowledge, at the date of Board of Directors' meeting to draw up the accounts, of any potential liability at December 31, 2013.
To the Group's knowledge, there were no proceedings pending at December 31, 2013, other than those for which provision has been made, that could have a material negative impact on the financial condition of the Group.

ENVIRONMENTAL RISKS

Given the nature of its business the Group is not exposed to any environmental risks.

NOTE 22 ADDITIONAL DISCLOSURE CONCERNING FINANCIAL INSTRUMENTS

The Group has designated the following main categories of financial assets and liabilities:

At december 31, 2012	IAS 39 category	Carried at amortized cost	Carried at fair value through profit or loss	Carried at fair value through equity	Carrying amount	Fair value
Loans, deposits and guarantees	Loans and receivables	X			921	921
Trades account receivables	Loans and receivables	X			45,149	45,149
Other current assets	Loans and receivables	X			18,806	18,806
Derivatives not designated as hedges	Financial assets at fair value through profit and loss		X		14	14
Derivatives designated as hedges	Financial assets at fair value through equity			X	–	–
Cash and cash equivalents	Financial assets at fair value through profit and loss		X		20,966	20,966
Total financial assets					**85,856**	**85,856**
Interest-bearing bank loans	Financial liabilities carried at amortized cost	X			5,360	5,360
Repayable advance OSEO	Financial liabilities carried at amortized cost	X			1,366	1,366
Cash facilities	Financial liabilities carried at amortized cost	X			–	–
Derivatives not designated as hedges	Financial liabilities at fair value through profit and loss		X		–	–
Derivatives designated as hedges	Financial assets at fair value through equity			X	–	–
Trade payables and other current liabilities	Financial liabilities carried at amortized cost	X			44,265	44,265
Total financial liabilities					**50,991**	**50,991**

At december 31, 2013	IAS 39 category	Carried at amortized cost	Carried at fair value through profit or loss	Carried at fair value through equity	Carrying amount	Fair value
Loans, deposits and guarantees	Loans and receivables	X			1,130	1,130
Trades account receivables	Loans and receivables	X			50,269	50,269
Other current assets	Loans and receivables	X			26,184	26,184
Derivatives not designated as hedges	Financial assets at fair value through profit and loss		X		–	–
Derivatives designated as hedges	Financial assets at fair value through equity			X	–	–
Cash and cash equivalents	Financial assets at fair value through profit and loss		X		29,534	29,534
Total financial assets					**107,117**	**107,117**
Interest-bearing bank loans	Financial liabilities carried at amortized cost	X			–	–
Repayable advance OSEO	Financial liabilities carried at amortized cost	X			894	894
Cash facilities	Financial liabilities carried at amortized cost	X			–	–
Derivatives not designated as hedges	Financial liabilities at fair value through profit and loss		X		43	43
Derivatives designated as hedges	Financial assets at fair value through equity			X	–	–
Trade payables and other current liabilities	Financial liabilities carried at amortized cost	X			45,109	45,109
Total financial liabilities					**46,046**	**46,046**

Fair value of loans and trade accounts receivable, trade payables and other current liabilities is identical to their book value.

NOTE 23 ADDITIONAL DISCLOSURES

NOTE 23.1 COMMITMENTS GIVEN AND RECEIVED

Commitments Given

	Payments due by period			
Contractual commitments	Less than 1 year	Between 1 to 5 years	More than 5 years	Total
Rental contracts: offices	4,183	7,341	1,276	12,800
Rental contracts: others[1]	3,668	3,574	–	7,242
Total rental contracts	**7,851**	**10,915**	**1,276**	**20,042**
Other guarantees: sureties[2]	1,290	994	–	2,284

(1) These contracts mainly cover IT and office equipment.
(2) This mainly concerns sureties given by banks on the company's behalf, or given by the company to financial institutions against leases made by the latter to its subsidiaries.

Rentals booked as expenses in 2013 amounted to €10,552,000.

Commitments Received

The company's German subsidiary, Lectra Deutschland GmbH, has access to a confirmed bank credit facility of €1,000,000 intended for the giving of guarantees. This facility is generally renewed annually.

NOTE 23.2 END OF LITIGATION WITH INDUYCO

Lectra received on March 7, 2013, payment of the outstanding €11.1 million which was due by El Corte Inglés (after the absorption of Induyco) further to the decision rendered on January 28, 2013, by the Madrid Court of Appeal.
With this decision, the Madrid Court of Appeal had rejected Induyco's challenge to *exequatur*, and had thus confirmed the judgment of the Madrid Court of First Instance of June 27, 2011, which had granted *exequatur* in Spain of the arbitral award rendered against Induyco in October 2009, in London, by an International Arbitral Tribunal.
This payment has put an end to eight years of legal proceedings, after Lectra's filing of its request for arbitration in 2005, and is the mark of success of Lectra's determination since the dispute arose, to enforce its rights and recover the full amount of the damages the arbitral tribunal had awarded to it.
The total amount of legal and expert fees, procedural and other costs incurred by Lectra since the beginning and until the end of the procedure by Lectra was €11.6 million.
As all of the costs incurred by Lectra have already been paid, the €11.1 million received resulted in a non-recurring income of the same amount recorded in the 2013 consolidated financial statements, a net tax expense of €1.1 million—taking into account the tax losses carried forward of Lectra Spain, with no cash disbursement—and a net income of €10 million. Thus, free cash flow and cash position have been increased by €11.1 million.

The history of the lawsuit is described in the following paragraphs:

In its Ruling on October 21, 2009, the International Court of Arbitration Awarded Lectra €26.2 Million in Damages and Interest (as of December 31, 2012)

In June 2005, Lectra initiated arbitration proceedings against Induyco (then part of the Spanish group El Corte Inglés), the former shareholder of Investronica Sistemas, following the acquisition of this company.

Under the stock purchase agreement signed on April 2, 2004, the parties agreed that any disputes arising out of the stock purchase agreement would be finally settled by international arbitration under the Rules of the International Chamber of Commerce in London, England.

In its decision of October 21, 2009, the International Arbitral Tribunal awarded Lectra €21.7 million[1] (plus interest):

– award on the merits: €15.1 million (plus interest since June 30, 2005 and post-award interest until payment),
– award as costs: €6.6 million (plus post-award interest from the time of the decision until payment).

Total interest awarded by the tribunal from initiation of the arbitral procedure to the date of the decision amounts to €3.4 million, bringing the total amount of the award plus interest awarded at the date of the decision to €25.2 million. Interest accrued between October 28, 2009 and December 31, 2012, amounts to €1 million, bringing the total amount at that date to €26.2 million.

The Madrid Court of Appeals Issued a Decision Overturning and Vacating the Interim Order that Suspended Execution of the First Demand Bank Guarantees Provided to Lectra by Induyco

Following notification of the arbitral award, Lectra called on the first demand bank guarantees provided by Induyco in order to secure its contractual obligations, and requested Induyco to pay the full amount of the award plus interest. In response, Induyco initiated a judicial action in Spain seeking to block the calls on the grounds that Lectra first had to obtain recognition and enforcement of the award in Spain.

In November 2009, Induyco obtained an interim order temporarily suspending the operation of the first demand bank guarantees. Lectra appealed and during the pendency of the appeal, the Madrid Court of First Instance stayed further proceedings.

On September 20, 2010, the Madrid Court of Appeals issued a decision overturning and vacating the interim order entered by the Madrid Court of First Instance, and thereby lifted the temporary injunction. The Court of Appeals also ordered Induyco to pay Lectra's legal costs.

Following the appellate court's decision, Lectra called on the first demand guarantees and in accordance with their terms Lectra received €15.1 million on October 7, 2010.

On October 4, 2010, the Madrid Court of First Instance dismissed the suit brought by Induyco in which it sought to prevent Lectra from calling on the demand guarantees until Lectra had obtained a Spanish court judgment recognizing and enforcing the arbitral award. In its earlier judgment, the Madrid Court of First Instance had temporarily enjoined Lectra from calling on the bank guarantees. In a further effort to interfere with Lectra's successful calls on the bank guarantees, Induyco appealed the court's decision. On March 30, 2011, the Madrid Court of Appeals rejected all other related demands of Induyco under this appeal.

(1) In a clarification of its ruling requested by the parties, in May 2010 the Tribunal rectified a material error in the amount of the legal costs awarded to Lectra on October 21, 2009. This explains the minor difference ($220,000 or approximately €0.15 million) relative to the figures previously published by the company.

The London High Court of Justice Dismissed Induyco's Action to Set Aside the Award Rendered by the International Arbitral Tribunal

In parallel with the action in Spain (which sought to block the calls on the demand guarantees), Induyco commenced an action in England to set aside the award. On July 1, 2010, the London High Court of Justice dismissed this action in its entirety, denied leave to appeal and awarded Lectra its costs and fees of defending the action.

The arbitral decision is binding on Induyco under international law. The decisions of the Madrid Court of Appeals and the London High Court of Justice strengthened Lectra in its view that the suits in Spain commenced by Induyco were entirely groundless and reinforced its commitment to enforce its rights and to recover the amounts due to it under the arbitral award.

Lectra Obtained Exequatur *in Spain of the Award Rendered by the International Arbitral Tribunal Against Induyco, which Induyco Appealed the Judgment*

Lectra filed a procedure of *exequatur* before the Madrid Court of First Instance at the end of December 2010, in order to enforce in Spain the arbitral award rendered in October 2009 and recover the amounts due by Induyco.

In a decision of *exequatur* issued on June 27, 2011, the Madrid Court of First Instance had recognized the arbitral award rendered against Induyco by the International Arbitral Tribunal. It had thus confirmed the award is valid and enforceable in Spain and rejected Induyco's challenge to Lectra's *exequatur*.

The Madrid Court of Appeal Upholds the Enforcement in Spain of the October 2009 Award Rendered Against Induyco by the International Arbitral Tribunal

In a decision issued on January 28, 2013, the Madrid Court of Appeal upheld the judgment of the Madrid Court of First Instance of June 27, 2011, recognizing the validity and enforceability in Spain of the arbitral award rendered against Induyco in London. With this decision, the Court of Appeal has, in turn, rejected Induyco's challenge to Lectra's claim for *exequatur*.

As Induyco was merged into El Corte Inglés on December 18, 2012 and immediately dissolved, El Corte Inglés has now replaced Induyco as the current debtor of Lectra for the balance still due.

The Company Had Recorded in its Accounts Only the €15.1 Million Actually Received out of the Full Amount of the Arbitral Award of €26.2 Million

The September 20, 2010 decision of the Madrid Court of Appeals and the receipt of €15.1 million resulted, in the 2010 financial statements, in a €6.1 million reduction in goodwill and a net non-recurring gain of €3.3 million resulting from a non-recurring gain of €9 million less legal costs (€5.7 million) previously recognized in other current assets.

Only this amount of €15.1 million was recognized in the Group's financial statements at December 31, 2012.

By convention, a minus sign in the tables of notes to the income statement represents a charge for the year, and a plus sign an income or gain for the year. To make the discussion of revenues and earnings as relevant as possible, detailed comparisons between 2013 and 2012 are also provided at 2012 exchange rates ("like-for-like"), as indicated in the notes concerned.

NOTE 24 REVENUES

In 2013, no single customer represents more than 7% of consolidated revenues, the 10 largest customers combined account for less than 20% of revenues, and the 20 largest customers for less than 25%.

NOTE 24.1 REVENUES BY GEOGRAPHIC REGION

In 2013, nearly 75% of total revenues was generated in 10 countries or country groups (Brazil, China, France, Germany and Eastern Europe, Italy, Japan, Mexico, Portugal, the United Kingdom, and the United States), none of which individually accounts for more than 15%.
Revenues generated in Italy, Portugal and Spain accounted for 10%, 4% and 3% respectively of the Group's total. These countries remain very affected by their weak economies. Revenues generated in Greece are not material.

	2013			2012		Changes 2013/2012	
	Actual	%	At 2012 exchange rates	Actual	%	Actual	Like-for-like
Europe, of which:	89,169	44%	89,508	93,797	47%	–5%	–5%
– France	16,560	8%	16,560	19,130	10%	–13%	–13%
Americas	55,017	27%	57,380	50,188	26%	+10%	+14%
Asia-Pacific	44,427	22%	47,128	41,972	21%	+6%	+12%
Other countries	14,419	7%	15,168	12,479	6%	+16%	+22%
Total	**203,032**	**100%**	**209,184**	**198,436**	**100%**	**+2%**	**+5%**

NOTE 24.2 REVENUES BY PRODUCT LINE

	2013			2012		Changes 2013/2012	
	Actual	%	At 2012 exchange rates	Actual	%	Actual	Like-for-like
Software, of which:	53,562	27%	55,034	55,313	28%	–3%	–1%
– New licenses	20,056	10%	20,676	23,374	12%	–14%	–12%
– Software evolution contracts	33,506	17%	34,359	31,939	16%	+5%	+8%
CAD/CAM equipment	54,613	27%	56,322	52,225	26%	+5%	+8%
Hardware maintenance and on-line services	35,508	17%	36,590	35,533	18%	0%	+3%
Spare parts and consumables	49,108	24%	50,604	45,606	23%	+8%	+11%
Training and consulting services	8,351	4%	8,654	7,834	4%	+7%	+10%
Miscellaneous	1,891	1%	1,981	1,925	1%	–2%	+3%
Total	**203,032**	**100%**	**209,184**	**198,436**	**100%**	**+2%**	**+5%**

NOTE 24.3 BREAKDOWN OF REVENUES BETWEEN NEW SYSTEMS SALES AND RECURRING REVENUES

	2013			2012[3]		Changes 2013/2012	
	Actual	%	At 2012 exchange rates	Actual	%	Actual	Like-for-like
Revenues from new systems sales[1]	84,910	42%	87,632	85,359	43%	–1%	+3%
Recurring revenues[2], of which:	118,122	58%	121,553	113,078	57%	+4%	+7%
– Recurring contracts	69,013	34%	70,949	67,472	34%	+2%	+5%
– Other recurring revenues on the installed base	49,108	24%	50,604	45,606	23%	+8%	+11%
Total	**203,032**	**100%**	**209,184**	**198,436**	**100%**	**+2%**	**+5%**

(1) Revenues from new systems sales comprise sales of new software licenses, CAD/CAM equipment, professional services and punctual interventions on the installed base.

(2) Recurring revenues fall into two categories:
- software evolution, hardware maintenance and online support contracts, which are renewable annually,
- revenues from sales of consumables and spare parts which are statistically recurrent.

(3) Revenues from punctual interventions, which appeared under "Recurring revenues" in 2012 for an amount of €1,671,000, are now presented as part of "Revenues from New Systems Sales". The amounts for 2012 have consequently been restated to allow comparison with the 2013 data.

NOTE 24.4 BREAKDOWN OF REVENUES FROM NEW SYSTEMS SALES BY MARKET SECTOR

	2013			2012[1]		Changes 2013/2012	
	Actual	%	At 2012 exchange rates	Actual	%	Actual	Like-for-like
Fashion and apparel	39,627	47%	40,941	42,083	49%	–6%	–3%
Automotive	35,275	41%	36,470	31,335	37%	+13%	+16%
Furniture	5,646	7%	5,775	5,827	7%	–3%	–1%
Other industries	4,363	5%	4,446	6,114	7%	–29%	–27%
Total	**84,910**	**100%**	**87,632**	**85,359**	**100%**	**–1%**	**+3%**

(1) Revenues from punctual interventions, which appeared under "Recurring revenues" in 2012 for an amount of €1,671,000, are now presented as part of "Revenues from New Systems Sales". The amounts for 2012 have consequently been restated to allow comparison with the 2013 data.

NOTE 24.5 BREAKDOWN OF REVENUES BY CURRENCY

	2013	2012
Euro	45%	48%
U.S. dollar	34%	30%
Chinese yuan	6%	5%
Japanese yen	3%	4%
British pound	3%	3%
Other currencies[1]	9%	10%
Total	**100%**	**100%**

(1) No other single currency represents more than 3% of total revenues.

NOTE 25 COST OF GOODS SOLD AND GROSS PROFIT

	2013	2012
Revenues	203,032	198,436
Cost of goods sold, of which:	(56,550)	(53,475)
– Purchases and freight-in costs	(48,332)	(48,506)
– Inventory movement, net	(1,662)	1,717
– Industrial added value	(6,556)	(6,686)
Gross profit	**146,482**	**144,961**
(in % of revenues)	72.1%	73.1%

Personnel costs and other operating expenses incurred in the performance of service activities are not included in cost of goods sold but are recognized in "Selling, general and administrative expenses".

NOTE 26 RESEARCH AND DEVELOPMENT

	2013	2012
Fixed personnel costs	(16,801)	(15,362)
Variable personnel costs	(95)	(108)
Other operating expenses	(1,467)	(1,418)
Depreciation expenses	(488)	(464)
Total before research tax credit and grants[1]	**(18,851)**	**(17,353)**
(in % of revenues)	9.3%	8.7%
Research tax credit and government grants	6,348	5,817
Total	**(12,503)**	**(11,536)**

(1) In 2013, this amount includes, in fixed personnel expenses, the relative share of the (French) competitiveness and employment tax credit. Before this deduction, it would amount to €19,065,000, that is 9.4% of revenues.

NOTE 27 SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	2013	2012[2]
Fixed personnel costs	(68,886)	(67,099)
Variable personnel costs	(8,601)	(8,679)
Other operating expenses	(34,651)	(34,256)
Depreciation expenses	(3,175)	(3,091)
Net provisions	(1,198)	(966)
Total[1]	**(116,511)**	**(114,090)**
(in % of revenues)	57.4%	57.5%

(1) "Selling, general and administrative expenses" do not include the expenses comprised in "Industrial added value" (see note 25), which amounted to €6,556,000 in 2013 and €6,686,000 in 2012.
(2) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated income statement at December 31, 2012 (see note 2 – Accounting Rules and Methods).

FEES PAID TO GROUP AUDITORS AND COMPANIES IN THEIR NETWORKS

In 2013, other operating expenses comprised €715,000 in respect of the audit of all Group companies, of which €434,000 for PricewaterhouseCoopers Audit, €248,000 for KPMG and €34,000 for other audit firms, excluding other services provided. The corresponding amount in 2012 was €727,000.

Fees paid by the Group in 2013 to the Statutory Auditors in respect of the audit and other services performed by their networks to consolidated entities were €842,000, of which €549,000 for PricewaterhouseCoopers Audit and €293,000 for KPMG:

	PWC				KPMG			
	Amount		%		Amount		%	
	2013	2012	2013	2012	2013	2012	2013	2012
Audit								
Statutory audits, certification and examination of individuals and consolidated financial statements								
– Issuer (Lectra SA)	158	149	29%	28%	131	131	45%	50%
– Fully-consolidated subsidiaries	276	297	50%	56%	117	110	40%	42%
Others services directly related to the Auditors' engagement								
– Issuer (Lectra SA)	–	–	0%	0%	–	–	0%	0%
– Fully-consolidated subsidiaries	–	–	0%	0%	–	–	0%	0%
Sub-total	**434**	**446**	**79%**	**85%**	**248**	**241**	**85%**	**91%**
Other services to consolidated entities								
– Legal, tax and social reviews	115	80	21%	15%	45	23	15%	9%
Sub-total	**115**	**80**	**21%**	**15%**	**45**	**23**	**15%**	**9%**
Total	**549**	**527**	**100%**	**100%**	**293**	**264**	**100%**	**100%**

NOTE 28 STAFF

NOTE 28.1 TOTAL PERSONNEL EXPENSES

The table below combines all fixed and variable personnel costs for the Group.

	2013	2012[2]
Research and development	(16,896)	(15,470)
Selling, general and administrative	(77,487)	(75,778)
Manufacturing, logistics and purchasing[1]	(4,444)	(4,627)
Total	**(98,827)**	**(95,875)**

(1) "Manufacturing, logistics and purchasing" personnel expenses are included in the cost of goods sold, in "Industrial added value" (see note 25).
(2) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated income statement at December 31, 2012 (see note 2 – Accounting Rules and Methods).

The increase in personnel expenses in "Selling, general and administrative" and "Research and development" stems mainly from the transformation plan (which comprises a major recruitment plan to bolster sales and marketing teams, as well as software R&D teams) deployed by the Group since the end of 2011.
Personnel expenses for 2013 are presented after deduction of the competitiveness and employment tax credit, amounting to €520,000.

NOTE 28.2 HEADCOUNT AT DECEMBER 31

	2013	2012
Parent company[1]	708	655
Subsidiaries[2], of which:	725	690
– Europe	309	304
– Americas	167	153
– Asia-Pacific	178	166
– Other countries	71	67
Total	**1,433**	**1,345**

(1) In 2013 as in 2012, expatriates are attached to the economic entities for which they work.
(2) Refers to all consolidated and non-consolidated Group companies.

Analysis of Headcount by Function

	2013	2012
Marketing, Sales	277	236
Services (Business Consultants and Solutions Experts, Call Centers, Technical Maintenance)	444	445
Research and Development	250	213
Purchasing, Production, Logistics	156	153
Administration, Finance, Human Resources, Information Systems	306	298
Total	**1,433**	**1,345**

NOTE 28.3 CONTRIBUTIONS TO PENSION PLANS

Contributions to compulsory or contractual pension plans are expensed in the year in which they are paid. During 2013, Group companies subject to defined-contribution pension plans booked a sum of €3,697,000 under personnel costs in respect of their contributions to these pension or retirement funds. The main subsidiaries concerned, in addition to the parent company, were those in Italy, Belgium and the United Kingdom.

NOTE 28.4 INDIVIDUAL TRAINING RIGHTS

No provision is made for parent company employee training entitlements within the framework of individual training rights applicable in France since future training represents a use value in return for the Group. The accumulated number of hours corresponding to rights acquired at December 31, 2013 by employees of the parent company is 67,536. Employees have not yet exercised their rights to 66,946 hours of training.

NOTE 28.5 EMPLOYEE PROFIT-SHARING AND INCENTIVE PLANS

Profit-Sharing Plan

An amendment to the October 1984 employee profit-sharing plan *(participation)*, applicable solely to parent company employees, was signed in October 2000. Under this plan, a portion of the special employee profit-sharing reserve set aside annually may be invested in equity securities, in a corporate savings plan. Consequently, beneficiaries may choose between five types of funds, one consisting exclusively of Lectra shares, at their discretion.

There will be no profit-sharing payment in 2014 in respect of fiscal 2013 due to non-fulfillment of the threshold for payment.

Likewise, there was no profit-sharing payment in 2013 in respect of 2012.

Incentive Plan – Profit-Sharing Bonus

A collective employee incentive plan *(intéressement)*, applicable solely to parent company employees, was signed for the first time in September 1984 and renewed every year since that date. The most recent incentive plan signed in June 2011 covers the period 2011–2013.

The cumulative incentive and profit-sharing bonus *(prime de partage des profits)* amount in respect of fiscal year 2013 equals to €1,340,000 (€1,594,000 in respect of 2012). For fiscal year 2013, an interim payment of €512,000 was made in November 2013, the balance outstanding to be paid in the first half of 2014.

NOTE 28.6 COMPENSATION OF GROUP MANAGEMENT

The Group management team consists of two executive directors: the Chairman of the Board of Directors and the Chief Executive Officer; the Chief Financial Officer, and the Chief Human Capital and Information Officer. The Group Sales Director has been named to the Executive Committee effective January 1, 2014 and has joined the management team.

The executive directors *(dirigeants mandataires sociaux)* are not the beneficiaries of any special arrangement or specific benefits concerning deferred compensation, severance compensation, or pension liabilities committing the company to pay any form of indemnity or benefit in the event of termination of their functions, or at the time of their retirement (they are not under any employment contract to the company), or more generally subsequent to the termination of their functions. The company does not award them bonuses in any form.

Compensation of members of the management team, executive directors or other, comprises a fixed portion and a variable portion.

In 2013, as in 2012, variable compensation is set in accordance with four performance quantitative criteria (to the exclusion of any qualitative criteria) expressed in terms of annual targets:

– consolidated income before tax, excluding net financial expenses and non-recurring items (accounting for 50%);
– consolidated free cash flow excluding net financial expenses, non-recurring items, income tax and after certain restatements of certain items (accounting for 15%);
– a criterion measuring the contributive value of growth in sales activity (accounting for 25%);
– a criterion measuring the contributive value of recurring contracts (accounting for 10%).

Below certain thresholds this variable compensation is equal to zero; if annual targets are met it is 100%; and it is capped at 200% if annual targets are exceeded. Between these thresholds, it is calculated on a linear basis.

Conditional upon fulfillment of annual targets, variable compensation for 2013 and 2012 was equal to 60% of total compensation for the Chairman of the Board of Directors and Chief Executive Officer, and 30% for the Chief Financial Officer and the Chief Human Capital and Information Officer. Variable compensation may represent a higher percentage if these annual objectives are exceeded with maxima of 75% and 46% respectively.

Annual targets are set by the Board of Directors based on the recommendations of the Compensation Committee. The Committee is responsible for ensuring that the rules for setting the variable portion of compensation each year are consistent with the evaluation of executive directors' performance, the company's medium-term strategy and the general macroeconomic conditions, and in particular those of the geographic markets and market sectors in which the company operates. After the close of each fiscal year, the Committee verifies the annual application of these rules and the final amount of variable compensation paid, on the basis of the audited financial statements.

These criteria and targets apply to the four members of the Group management and to around ten managers of the parent company, Lectra SA, the only differences concerning the portion relating to target-based variable compensations, which is set individually for each manager.

In 2013, the variable portion of compensation for the four members of the Group management represented 77% of the amount payable on fulfillment of annual targets, none of the targets having been reached.

Aggregate compensation and benefits in kind paid to the Group management team in 2013 (excluding directors' fees for the two executive directors), amounted to €1,595,000, of which €906,000 in fixed compensation, €642,000 in variable compensation, and €48,000 in benefits in kind.

In 2012, the variable portion of compensation for the four members of the Group management represented 96% of the amount payable on fulfillment of annual targets, the annual free cash-flow target having been exceeded but the three other criteria having been missed.

In respect of 2012, this aggregate compensation and benefits in kind paid to these same managers amounted to €1,664,000, of which €870,000 in fixed compensation, €749,000 in variable compensation, and €45,000 in benefits in kind.

Only the Chief Financial Officer and the Chief Human Capital and Information Officer were granted stock options in 2013 (respectively 80,000 and 64,000 maximum). A charge of €22,000 and €16,000 was recognized in respect of 2013 as a result of the new stock option plan together with prior-year plans concerning these two beneficiaries (€38,000 and €27,000 in respect of 2012). The two executive directors held no stock options (see note 15.5.5).

NOTE 28.7 DIRECTORS' FEES

Subject to the approval of the General Meeting of Shareholders on April 30, 2014, €160,000 in directors' fees will be allocated in equal proportions to the four members of the Board with respect to fiscal 2013 (€100,000 for fiscal 2012). Compensation paid to the two non-executive directors consists exclusively of directors' fees.

NOTE 29 DEPRECIATION AND AMORTIZATION CHARGES

The table below combines all depreciation and amortization charges on tangible and intangible fixed assets (excluding goodwill) and their allocation between income statement items:

	2013	2012
Research and development[1]	(488)	(464)
Selling, general and administrative	(3,175)	(3,091)
Manufacturing, logistics and purchasing[2]	(472)	(486)
Total	**(4,135)**	**(4,041)**

(1) Amortization charges allocated to "Research and development" pertain to the share of the intangible assets and property, plant and equipment used by these teams. R&D costs themselves are expensed in full in the year.
(2) "Manufacturing, logistics and purchasing" depreciation and amortization charges are included in "Industrial added value" (see note 25).

NOTE 30 FINANCIAL INCOME AND EXPENSES

	2013	2012
Financial income, of which:	**234**	**318**
Gains on sales of cash equivalents	68	130
Other interest income	77	92
Reversal of provisions for depreciation of investments and loans	89	96
Financial expenses, of which:	**(500)**	**(1,336)**
Bank charges	(427)	(543)
Interest expense on bank loans and financial debts	(15)	(626)
Other financial expenses	(58)	(167)
Total	**(266)**	**(1,018)**

Interest expense on borrowings in 2013 comprised €15,000 (€626,000 in 2012) in interest on the medium-term bank loan contracted to finance the public stock buyback tender offer carried out in 2007 (see note 18.3), the balance of which was fully repaid on March 31.

NOTE 31 FOREIGN EXCHANGE INCOME (LOSS)

A foreign exchange translation loss of €541,000 was recognized in 2013 (€287,000 in 2012).
At December 31, 2013, as at December 31, 2012, the company held no currency options (see note 18.6).

NOTE 32 SHARES USED TO COMPUTE EARNINGS PER SHARE

At December 31, 2013 and 2012, the company had not issued any dilutive instrument other than the stock options detailed in note 15.5.

Basic earnings per share	2013	2012
Net income (in thousands of euros)	21,775	13,325
Weighted average number of shares outstanding during the period[1]	29,159,800	28,928,312
Weighted average number of treasury shares held during the period	(42,812)	(121,596)
Weighted average number of shares used to compute basic earnings per share	29,116,988	28,806,716
Basic earnings per share (in euros)	**0.75**	**0.46**

(1) In 2013, 716,100 stock options were exercised, giving rise to the creation of 716,100 new shares. In 2012, 44,705 stock options were exercised, giving rise to the creation of 44,705 new shares (see note 15).

Diluted earnings per share	2013	2012
Net income (in thousands of euros)	21,775	13,325
Weighted average number of shares outstanding during the period[1]	29,159,800	28,928,312
Weighted average number of treasury shares held during the period	(42,812)	(121,596)
Dilutive effect of stock options, under the share repurchase method[2]	547,814	473,957
Weighted average number of shares used to compute diluted earnings per share	29,664,802	29,280,673
Diluted earnings per share (in euros)	**0.73**	**0.46**

(1) In 2013, 716,100 stock options were exercised, giving rise to the creation of 716,100 new shares. In 2012, 44,705 stock options were exercised, giving rise to the creation of 44,705 new shares (see note 15).
(2) In 2013, due to an average share price of €5.86 during the period, the dilutive effect of stock options under the share repurchase method resulted in 547,814 theoretical additional shares (473,957 theoretical additional shares in 2012 due to an average share price of €4.68).

NOTE 33 INCOME STATEMENT AT CONSTANT EXCHANGE RATES

	2013		2012[1]	Changes 2013/2012	
	Actual	At 2012 exchange rates	Actual	Actual	Like-for-like
Revenues	**203,032**	**209,184**	**198,436**	**+2%**	**+5%**
Cost of goods sold	(56,550)	(57,189)	(53,475)	+6%	+7%
Gross profit	**146,482**	**151,995**	**144,961**	**+1%**	**+5%**
Research and development	(12,503)	(12,503)	(11,536)	+8%	+8%
Selling, general and administrative expenses	(116,511)	(119,294)	(114,090)	+2%	+5%
Income from operations before non-recurring items	**17,468**	**20,199**	**19,335**	**–10%**	**+4%**
(in % of revenues)	8.6%	9.7%	9.7%	–1.1 point	0 point

(1) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated income statement at December 31, 2012 (see note 2 – Accounting Rules and Methods).

The company's net operational exposure to foreign exchange fluctuations corresponds to the difference between revenues and total costs denominated in each of these currencies. This exposure mainly concerns the U.S. dollar, which is the principal currency in which business is transacted after the euro. The other currencies having a significant impact on Group exposure to foreign exchange risk are the Chinese yuan, the British pound, the Japanese yen, the South African rand and the Brazilian real. The overall currency variations between 2012 and 2013 have decreased 2013 Group revenues by €6,152,000 and income from operations by €2,731,000.

The U.S. dollar alone (average parity versus the euro $1.29/€1 in 2012 and $1.33/€1 in 2013) accounted for a decrease of €2,377,000 in revenues and of €1,568,000 in income from operations before non-recurring items in the 2013 figures at actual exchange rates, relative to the 2013 figures at 2012 exchange rates.

In 2013, 45% of the Group's consolidated revenues, 91% of its cost of sales, and 72% of its overhead expenses were denominated in euros. These percentages were respectively 34%, 5%, and 12% for the U.S. dollar. The Chinese yuan represented nearly 6% of revenues, the other currencies each representing less than 4%; individually, their share of the cost of sales is negligible and less than 5% of overhead costs.

SENSITIVITY OF REVENUES AND INCOME FROM OPERATIONS TO A CHANGE IN CURRENCIES EXCHANGE RATES

The company has based its 2014 scenarios on parities fixed on February 1 for the currencies in which the Group generates its revenues, in particular $1.35/€ 1.

In view of the estimated share of revenues and costs denominated in dollars or in currencies correlated with the dollar, a 5-cent rise in the euro against the dollar over the entire year (i.e. $1.40/€1) mechanically entails a fall in fiscal 2014 revenues of around €3 million and of €1.6 million in income from operations. Conversely, a 5-cent fall in the euro (i.e. $1.30/€1) increases revenues and income from operations by the same amounts.

In addition to fluctuating against the dollar and against currencies strongly correlated with it, the euro also fluctuates against the other currencies. However, these variations are frequently heterogeneous both in direction (upward and downward) and in scale.

Consequently, the theoretical hypothesis of a 1% appreciation of the euro against all of the other currencies in which the company conducts its business would mechanically reduce revenues by an additional €0.2 million and income from operations by an additional €0.1 million. Conversely, a 1% fall in the euro would boost revenues and income from operations by the same additional amounts.

NOTE 34 QUARTERLY RESULTS OF OPERATIONS

Reconciliation of published quarterly financial statements with the audited annual financial statements:

2013: quarter ended	March 31	June 30	September 30	December 31	2013
Revenues	**48,344**	**50,888**	**50,764**	**53,035**	**203,032**
Cost of goods sold	(13,548)	(14,273)	(13,667)	(15,062)	(56,550)
Gross Profit	**34,797**	**36,616**	**37,097**	**37,973**	**146,482**
Research and development	(3,218)	(3,330)	(2,708)	(3,247)	(12,503)
Selling, general and administrative expenses	(28,476)	(29,219)	(28,333)	(30,483)	(116,511)
Income (loss) from operations before non-recurring items	**3,102**	**4,067**	**6,056**	**4,243**	**17,468**
Non-recurring income	11,124	–	–	–	11,124
Goodwill impairment	–	–	–	(702)	(702)
Income (loss) from operations	**14,226**	**4,067**	**6,056**	**3,541**	**27,890**
Net income (loss)	**12,213**	**2,390**	**4,246**	**2,926**	**21,775**

2012[1]: quarter ended	March 31	June 30	September 30	December 31	2012
Revenues	**47,813**	**51,664**	**47,852**	**51,107**	**198,436**
Cost of goods sold	(12,876)	(14,364)	(12,370)	(13,865)	(53,475)
Gross Profit	**34,937**	**37,300**	**35,482**	**37,242**	**144,961**
Research and development	(3,079)	(2,948)	(2,494)	(3,015)	(11,536)
Selling, general and administrative expenses	(28,517)	(28,848)	(27,614)	(29,111)	(114,090)
Income (loss) from operations	**3,341**	**5,504**	**5,374**	**5,116**	**19,335**
Net income (loss)	**2,361**	**3,582**	**3,788**	**3,594**	**13,325**

(1) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated income statement at December 31, 2012 (see note 2 – Accounting Rules and Methods).

NOTE 35 OPERATING SEGMENTS INFORMATION

2013	Europe	Americas	Asia-Pacific	Other countries	Corporate segment	Total
Revenues	89,169	55,017	44,427	14,419	–	203,032
Income (loss) from operations	8,034	2,255	(136)	1,791	5,524	17,468

2012	Europe	Americas	Asia-Pacific	Other countries	Corporate segment	Total
Revenues	93,797	50,188	41,972	12,479	–	198,436
Income (loss) from operations[1][2]	10,684	1,958	(4)	1,548	5,149	19,335

(1) The standard profit margins used to determine the performance of operating segments (excluding the Corporate segment) have been increased from January 1, 2013, to take into account the improvement in actual profit margins at the level of marketing regions as well as the Group. The allocation of gross profit between marketing regions and the Corporate segment carried out in this way allows performance by operating segment to be made clearer.
The amounts for 2012 have consequently been restated to allow comparison with the 2013 data.
(2) The impacts of the application of the revised IAS 19 standard – Employee Benefits, with effect from January 1, 2013, are restated retrospectively in the consolidated income statement at December 31, 2012 (see note 2 – Accounting Rules and Methods).

Income from operations, which is obtained by adding together the income for each segment, is identical to consolidated income from operations shown in the Group's consolidated financial statements and therefore does not require reconciliation.

NOTE 36 NON-CASH OPERATING EXPENSES

In 2013, as in 2012, "Non-cash operating expenses" includes unrealized translation gains or losses on short-term balance sheet positions affecting the gain or loss on foreign exchange translation (see note 2.26 – Translation Methods), additional financial provisions, the impact of measurement of stock options, and reversal of the provision for impairment of investments in non-consolidated subsidiaries.

NOTE 37 CHANGES IN WORKING CAPITAL REQUIREMENT

In 2013, the net increase of the working capital requirement amounted to €9,101,000 and comprised:

- +€5,005,000 mainly corresponding to an increase in trade accounts receivable, for the most part due to increased revenues in November and December 2013 compared to the same months of 2012 (the variation in accounts receivable included "Deferred revenues" in the statement of financial position, which for the most part comprised the share of recurring contracts billed but not yet recognized in revenues – see note 13);
- –€584,000 corresponding to a decrease in inventories;
- +€6,572,000 arising from the receivable on the French tax administration *(Trésor public)* corresponding to the (French) research tax credit receivable for 2013, accounted for but not received, after deduction of the corporate income tax due by Lectra SA for the same period;
- –€1,914,000 arising from the increase in trade payables.

Finally, no change in other current assets and liabilities, taken individually, was material.

In 2012, the net increase of the working capital requirement amounted to €4,937,000 and broke down as follows:

- –€3,711,000 corresponding to a decrease in trade accounts receivable, given the drop in sales of new systems and faster collection of accounts receivable;
- +€1,974,000 corresponding to an increase in inventories, a major part of this increase being resulting from the launch of the new *Versalis* and *Vector* cutter generations;
- +€5,715,000 arising from the (French) research tax credit receivable for 2012, accounted for but not received;
- +€959,000 arising from the change in other current assets and liabilities; taken individually, these changes were immaterial.

At December 31, 2013, as at December 31, 2012, the ratio of accounts receivable net of down payments received and deferred revenues, measured in DSO (Days Sales Outstanding) represented less than ten days of revenues (inclusive of VAT).

NOTE 38 REPAYMENT OF LONG-TERM AND SHORT-TERM BORROWINGS

NOTE 38.1 PROCEEDS FROM LONG-TERM AND SHORT-TERM BORROWINGS

In 2013 as in 2012, the Group did not contract any financial debts.

NOTE 38.2 REPAYMENT OF LONG-TERM AND SHORT-TERM BORROWINGS

The company repaid €5,360,000 representing the balance outstanding of borrowings, at its own initiative and ahead of schedule, on March 31, 2013 (see note 18.3).
Also in 2013, it repaid €400,000 in government grants previously received with respect to R&D programs. The figure for 2012 was €374,000.
In 2012, the company had made a voluntary repayment of €10,000,000 ahead of schedule, which substituted for the contractual half-year repayments due in 2013, consequently reduced to €5,360,000.

NOTE 39 FREE CASH FLOW

Free cash flow is equal to net cash provided by operating activities plus cash used in investing activities—excluding cash used for acquisitions of companies, net of cash acquired.

	2013	2012
Net cash (used in)/provided by operating activities	22,575	16,320
Net cash (used in)/provided by investing activities	(4,987)	(4,783)
Free cash flow	**17,588**	**11,537**
Non recurring items included in free cash flow	11,124	–
Free cash flow before non recurring items	**6,464**	**11,537**

In 2013, net cash provided by operating activities comprised a €9,101,000 increase in working capital requirement (an increase of €4,937,000 in 2012).
Details of changes in working capital requirement are provided in note 37 above.
Free cash flow was positive at €17,588,000 and amounted to €6,464,000 excluding non-recurring items. There was no non-recurring disbursement in 2012, and free cash flow amounted to €11,537,000.

STATUTORY AUDITORS' REPORT
ON THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended December 31, 2013

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking users. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended December 31, 2013, on:
– the audit of the accompanying consolidated financial statements of Lectra SA;
– the justification of our assessments;
– the specific verification required by law.
These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2013 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.
Without qualifying our opinion, we draw your attention to the matter set out in the note 2.1 to the consolidated financial statements which describes the impact of the application of IAS 19 (Revised) – Employee Benefits.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of article L. 823-9 of the French Commercial Code *(Code de commerce)* relating to the justification of our assessments, we bring to your attention the following matters:
– Your company systematically performs impairment tests of goodwill at year end and also assesses any impairment indicators, as explained in the note 2.6 "Fixed assets impairment – Impairment tests" to the consolidated financial statements. We have examined the ways this impairment test was implemented as well as the cash flow forecasts and the assumptions upon which these forecasts were based. We verified the appropriateness of the information provided in the note 6 "Goodwill".
– As explained in the note 2.8 "Deferred income tax", your company is led to make estimates and assumptions with respect to the evaluation of deferred tax assets. In the context of our assessments, our procedures consisted in assessing the overall consistency of the data and the underlying assumptions used to support the evaluation of these deferred tax assets and in reviewing the company's calculations and the appropriateness of the information provided in note 11.3.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. SPECIFIC VERIFICATION

As required by law, we have also verified in accordance with professional standards applicable in France the information presented in the Group's management report.

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

Mérignac and Neuilly-sur-Seine, on February 25, 2014

The Statutory Auditors

KPMG SA

Éric Junières

Anne Jallet-Auguste

PricewaterhouseCoopers Audit SA

Bruno Tesnière

STATUTORY AUDITORS' REPORT,
PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF THE FRENCH COMMERCIAL CODE ON THE REPORT PREPARED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF LECTRA SA

For the year ended December 31, 2013

This is a free translation into English of the Statutory Auditors' report issued in the French language and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Lectra SA and in accordance with article L. 225-235 of the French Commercial Code *(Code de commerce)*, we hereby report to you on the report prepared by the Chairman of your company in accordance with article L. 225-37 of the French Commercial Code for the year ended December 31, 2013.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report describing the internal control and risk management procedures implemented by the company and providing the other information required by article L. 225-37 of the French Commercial Code, in particular relating to corporate governance. It is our responsibility:

– to report to you on the information set out in the Chairman's report on internal control and risk management procedures relating to the preparation and processing of financial and accounting information, and

– to attest that the report sets out the other information required by article L. 225-37 of the French Commercial Code, it being specified that it is not our responsibility to assess the fairness of this information.

We conducted our work in accordance with professional standards applicable in France.

INFORMATION CONCERNING THE INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES RELATING TO THE PREPARATION AND PROCESSING OF FINANCIAL AND ACCOUNTING INFORMATION

The professional standards require that we perform procedures to assess the fairness of the information on internal control and risk management procedures relating to the preparation and processing of financial and accounting information set out in the Chairman's report. These procedures mainly consisted of:

– obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of financial and accounting information on which the information presented in the Chairman's report is based, and of the existing documentation;

– obtaining an understanding of the work performed to support the information given in the report and of the existing documentation;

– determining if any material weaknesses in the internal control procedures relating to the preparation and processing of financial and accounting information that we may have identified in the course of our work are properly described in the Chairman's report.

On the basis of our work, we have no matters to report on the information given on internal control and risk management procedures relating to the preparation and processing of financial and accounting information, set out in the Chairman of the Board's report, prepared in accordance with article L. 225-37 of the French Commercial Code.

OTHER INFORMATION

We attest that the Chairman's report sets out the other information required by article L. 225-37 of the French Commercial Code.

Mérignac and Neuilly-sur-Seine, on February 25, 2014

The Statutory Auditors

KPMG SA		PricewaterhouseCoopers Audit SA
Éric Junières	Anne Jallet-Auguste	Bruno Tesnière

BIOGRAPHIES OF LECTRA DIRECTORS AND MEMBERS OF THE GROUP EXECUTIVE COMMITTEE

André Harari

André Harari, 70, Chairman of the Board of Directors of Lectra since May 3, 2002.
He became Vice Chairman of Lectra's Board of Directors in 1991, and Vice Chairman and Executive Vice President in 1998. He was a member of the Supervisory Board of Lectra from 1978 to 1990, when Compagnie Financière du Scribe was a minority shareholder of Lectra since its early stage, before taking control of it at the end of 1990.
André Harari holds no outside directorships.
André Harari was Chairman and Chief Executive Officer of Compagnie Financière du Scribe (Paris, France), a venture capital firm specialized in technology companies, which he founded in 1975. Together with his brother Daniel Harari, he was the main shareholder in Compagnie Financière du Scribe until its merger with Lectra on April 30, 1998. He began his career with the consulting division of Arthur Andersen (Paris, 1970-1975).
André Harari is a graduate of the École Polytechnique and the École Nationale de la Statistique et de l'Administration Économique (Paris). He also holds a doctorate in management science from the University of Paris-Dauphine.

Daniel Harari

Daniel Harari, 59, Director and Chief Executive Officer of Lectra since May 3, 2002, Chairman of the Executive Committee since its creation in 2005.
He became Chairman and Chief Executive Officer of Lectra in 1991, following its takeover by Compagnie Financière du Scribe at the end of 1990. He holds no directorships outside the company and its subsidiaries.
Daniel Harari was a director (since 1981) and Chief Executive Officer (since 1986) of Compagnie Financière du Scribe, a venture capital firm specialized in technology companies. André Harari and Daniel Harari were the main shareholders until its merger with Lectra on April 30, 1998.
He began his career as Vice President of Société d'Études et de Gestion Financière Meeschaert, an asset management company (Paris, France, 1980-1983).
He was then Chairman and Chief Executive Officer of La Solution Informatique (1984-1990), a PC distribution and services company, and of Interleaf France (1986-1989), a subsidiary of the U.S. software publisher, both of which he founded in Paris.
Daniel Harari is a graduate of the École Polytechnique (Paris, France) and the Institut Supérieur des Affaires (Paris, coupled with the second year of the Stanford Business School MBA program, Palo Alto, CA, United States).

Édouard Macquin

Édouard Macquin, 48, has served as Executive Vice President, Sales, since January 1, 2011. He has been a member of the Executive Committee since January 1, 2014.
He joined Lectra in 1987 in the R&D department and later became training manager in the United States, then services manager for Brazil. After that, he took on various marketing positions in Paris, Italy, the United States then in Brazil. In 2000, he was appointed Director of Lectra Brazil, then in 2005 Director for South America.
Édouard Macquin holds an MBA from São Paulo (Brazil) Business School.

Jérôme Viala

Jérôme Viala, 52, Chief Financial Officer of Lectra since 1994, responsible for all financial, legal and manufacturing functions, member of the Executive Committee since its creation in 2005.
He joined the finance department of Lectra in 1985, then successively held the positions of Controller for Europe and North America (1988-1991), CFO for France (1992-1993) and CFO for the Product Division (1993-1994).
Jérôme Viala began his career as a credit analyst at Esso (France). He is a graduate of the École Supérieure de Commerce de Bordeaux (Bordeaux, France).

Véronique Zoccoletto

Véronique Zoccoletto, 54, Chief Human Capital Officer, Chief Information Officer since 2005, member of the Executive Committee since its creation in 2005.
She joined Lectra in 1993 as Chief Financial Officer for the Lectra France division, and subsequently was Group controller (1996-1998), Group Sales Administration manager (1998-2000), and Director of Organization and Information Systems (2000-2004).

She began her career with Singer (France) in 1983 as Controller, and then was head of the budget and internal audit department. From 1989 to 1991, she was Chief Financial Officer of SYS-COM Ingénierie (France). In 1991, she became CFO of Riva Hugin Sweda France. Véronique Zoccoletto graduated from the University of Paris-Dauphine (France).

Anne Binder

Anne Binder, 63, Director of Lectra since October 27, 2011. Anne Binder is currently a consultant in financial strategy and an independent Director for essentially non-publicly traded companies (luxury goods, electronics, telecommunications…). From 1993 to 1996, she was the Executive Manager in charge of the development in France of GE Capital (international financial services group) and Director of its French subsidiary. From 1990 to 1993, she was the Chief Executive Officer of the holding company and Deputy Chief Executive Officer of Euris investment fund (investments in industrial companies). From 1983 to 1990, she participated in the creation and was General Manager of the French Pallas group (bank and investment). Prior to that, she was an associate manager for Générale Occidentale (bank and industrial holding) from 1978 to 1982. At the beginning of her career, she was a consultant at Boston Consulting Group and then associate manager at Lazard Frères Bank in Paris. Anne Binder is a Director of Paperflow (an office furniture company) and member of the strategic committee of AM France, which manages Alternativa (new European exchange market for small - and medium-sized growth companies). She is also Vice Chairman of the French National Chamber of Financial Expert Consultants. Anne Binder graduated from the Institut d'Études Politiques of Paris. She also has a BA from the Paris faculty of law and a Master in Business Administration from INSEAD in Fontainebleau, France.

Bernard Jourdan

Bernard Jourdan, 69, Director of Lectra since December 21, 2011.
Bernard Jourdan is currently an independent strategy and management consultant. From 1995 to 2005, he was member of the Board of Directors and Executive Vice President of the SPIE Group, a European leader in electrical and mechanical engineering and heating, ventilation and air conditioning services, energy and communication systems.
From 1990 to 1995, he was Executive Vice President of Operations of the French subsidiary of the Schindler Group, a leading global provider of elevators, escalators and related services. From 1978 to 1990, he held various positions at Compagnie Générale des Eaux (currently Veolia Environment) group, a world leader in water treatment, environmental services, and energy services; he was, in particular, member of the Board of Directors and Chief Executive Officer of subsidiaries of the group in France from 1987 to 1990 and Executive Vice President and Chief Operating Officer of the U.S. division from 1981 to 1986. In his early career, he was successively a consultant at Arthur Andersen Paris, associate manager at First National Bank of Chicago, and project manager at the Institut de Développement Industriel (IDI) in Paris. Bernard Jourdan holds a Master of Science in Management from the Sloan School of Management (MIT, Cambridge, USA), is an alumnus of École Centrale de Paris (Engineering), and obtained an MS (DECS) in accounting from the University of Paris and a BA in economics from the University of Paris Assas.

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A complete list of agents and distributors is available at **lectra.com**.

BOARD OF DIRECTORS AND GROUP MANAGEMENT

Board of Directors

André Harari, *Chairman*
Daniel Harari, *Chief Executive Officer*
Anne Binder
Bernard Jourdan

Audit Committee
Bernard Jourdan, *Chairman*
Anne Binder

Compensation Committee
Bernard Jourdan, *Chairman*
Anne Binder

Strategic Committee
André Harari, *Chairman*
Anne Binder
Bernard Jourdan

Group Management

Executive Committee
Daniel Harari, *Chief Executive Officer, Chairman*
Jérôme Viala, *Chief Financial Officer*
Véronique Zoccoletto, *Chief Human Capital Officer, Chief Information Officer*
Édouard Macquin[1], *Executive Vice President, Sales*

(1) As of January 1, 2014.

Management team
Myriam Akoun-Brunet, *Director, Communications*
Laurent Alt, *Director, Software R&D*
Anastasia Charbin, *Director, Marketing Fashion and Apparel*
Céline Choussy-Bedouet, *Director, Marketing Automotive, Furniture, Technical Textiles*
Olivier du Chesnay, *Deputy Chief Financial Officer*
Daniel Dufag, *General Counsel*
Jean-Maurice Férauge, *Director, Professional Services*
Javier Garcia, *Strategic Accounts Manufacturing*
Éric Hubert, *Deputy Sales Director*
Laurence Jacquot, *Director, Hardware R&D and Manufacturing*
Bruno Mattia, *Director, Strategic Accounts Fashion*
Philippe Ribera, *Director, Marketing Software*
Didier Teiller, *Director, Services*

Americas
Roy Shurling, *Director, North America*
Adriana Vono Papavero, *Director, South America*

Asia-Pacific
Andreas Kim, *Director, China*
Rikako Shinonaga, *Director, Japan*
Yves Delhaye, *Director, ASEAN, Australia, South Korea, India*

Europe
Corinne Barbot-Morales, *Director, Spain*
Fabio Canali, *Director, Italy*
Karen Elalouf, *Director, France*
Rodrigo Siza, *Director, Portugal*

Other countries
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Michael Stoter, *Director, South Africa*

Statutory Auditors

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KPMG SA
Represented by Anne Jallet-Auguste and Éric Junières
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