Listing Prospectus

April 30, 2009

Myriad Group AG (formerly Esmertec AG; the "Company", "Issuer" or "Myriad") assumes the responsibility for the accurateness and completeness of the content of this listing prospectus according to section 4 of Scheme A of the Listing Rules of SIX Swiss Exchange.

In connection with the listing of the Shares any investor should rely solely on the information contained in this listing prospectus. Nobody has been authorized to deliver statements or representations other than those contained in this listing prospectus. In case such statements or representations have been given, no investor should rely thereon and should assume that such statements or representations have not been authorized by the Company, any of its affiliates or corporate bodies.

By publishing this listing prospectus no investor should assume that the information contained herein will remain accurate and complete anytime after the date of the publication or that no changes in the business activities of the Company will have occurred after the date of the publication.

The distribution of this listing prospectus is restricted by law in certain jurisdictions. Persons who may get hold of this listing prospectus are asked to inquire about such restrictions and to comply therewith. The Company does not assume any legal responsibility for a violation of such restrictions by third parties, whether they are potential buyers or not.

This listing prospectus is not an offering of shares of Myriad Group AG. Neither in Switzerland nor in any other jurisdiction the Company has undertaken any steps which are required for a public offering of shares of the Company, the possession or the distribution of this listing prospectus or any other related materials in connection with the listing of the shares. In particular, the shares of Myriad Group AG have not been nor will be registered under the United States Securities Act of 1933, as amended, and may not, unless so registered, be offered or sold within the United States of America or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act).

This Listing Prospectus is issued solely for information purposes and for the recipient's sole use. It is not a prospectus as stated in Art. 652a/Art. 1156 of the Swiss Code of Obligations.

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Executive Summary

A. BUSINESS BACKGROUND OF THE ISSUANCE OF THE SHARES

The issuance of the Shares results from two recent acquisitions in shares-for-shares transactions by the Company:

Sagem Transaction

On July 31, 2008 the Company announced that it has entered into a framework agreement to acquire the software platform activities of Sagem Mobiles, Paris, a SAFRAN Group subsidiary and a leading player on the mobile telecommunications market, from its to-be-established subsidiary Sagem Wireless SA. For that purpose, the Sagem Mobiles' software platform business unit was transferred to Certoise 2G SAS, Paris, a newly established subsidiary of Sagem Wireless SA, with a share capital of EUR 553'790, divided into 55,379 shares with a nominal value of Euro 10.00 each.

The parties agreed in a contribution agreement dated December 23, 2008 that Sagem Wireless SA shall receive 3’210’790 registered shares with a nominal value of CHF 0.10 each in the Company as a consideration for the sale of 100% of the shares of Certoise 2G SAS. The shares were created in a capital increase out of authorized capital by resolution of the board of directors of the Company on December 31, 2008. On December 15, 2008 the Company' shareholders had voted in favour of an increase of the authorized capital by 2'414'342 registered shares with a nominal value of CHF 0.10 each representing a nominal share capital of 241'434.20 for that purpose.

Purple Labs Transaction

On February 13, 2009, the Company and Purple Labs SA, Le Bourget du Lac, France, the industry leader in mobile browsers and messaging, announced that they have reached agreement on the acquisition by the Company of all outstanding shares in Purple Labs SA, in an all-share transaction. With effective date as of December 31, 2008, Purple Labs SA had acquired from Sagem Wireless SA, Paris, its 3G mobile platform business by acquiring all outstanding shares in Certoise 3G SAS, Paris, France.

On March 18, 2009 the shareholders of the Company voted, for that purpose, in favour of (i) an ordinary capital increase by 19'681'842 registered shares of the Company with a nominal value of CHF 0.10 each representing a nominal share capital of CHF 1'968'184.20, (ii) an increase of the Company's conditional capital by 1'753'017 shares with a nominal value of CHF 0.10 each, representing a nominal share capital of CHF 175'301.70 and (iii) an increase of the Company's authorized capital by 3'838'610 registered shares with a nominal value of CHF 0.10 each representing a nominal share capital of CHF 383'861.10.

The parties agreed in contribution agreements dated April 17, 2009 that the shareholders of Purple Labs SA shall receive 19'658'132 shares with a nominal value of CHF 0.10 each in the Company as a consideration for 1'526'192 shares with a nominal value of Euro 0.37 each in Purple Labs SA.

The contribution agreement also includes an earn-out clause that would provide Purple Labs SA shareholders additional 4'368'474 shares with a nominal value of CHF 0.10 each of the Company provided that specified targets for 2009 revenue and gross margin are achieved. In addition, the Purple Labs SA management options scheme will be converted to 1'457'997 Company options under the existing Company employee stock option plan. This would grow by additional 323'999 Company options if the earn-out is achieved.

On April 17, 2009 the Board of Directors of the Company declared that an aggregate number of 19'658'132 registered shares of the Company with a nominal value of CHF 0.10 each had been subscribed for by the shareholders of Purple Labs SA. The newly issued ordinary shares were registered in the commercial register of the canton of Zurich on April 21, 2009.

B. THE LISTING

Listing

The listing of 22'868'922 newly created registered shares with a nominal value of CHF 0.10 each (Swiss Security Number 1962480 / ISIN CH0019624805) (the "Shares") and of 1'753’017 registered shares with a nominal value of CHF 0.10 (conditional capital) has been applied for with and approved by SIX Swiss Exchange on April 17, 2009 (collectively the “Shares”). **3'210'790** registered shares with a nominal value of CHF 0.10 have been created out of authorized capital on December 31, 2008 (registered in the commercial register of the Canton of Zurich on January 7, 2009). For these shares, a deferred listing had been granted by SIX Swiss Exchange on November 13, 2008 and March 23, 2009, respectively. **19'658'132** registered shares with a nominal value of CHF 0.10 each have been issued on April 17, 2009 (registered in the commercial register of the Canton of Zurich on April 21, 2009). At April 27, 2009, an aggregate number of 21'311'115 registered shares with a nominal value of CHF 0.10 each and an aggregate number of 2'234'675 registered shares with a nominal value of CHF 0.10 in the form of conditional capital are already listed on SIX Swiss Exchange.

Voting Rights

Each share carries the right to cast one vote on all matters submitted to a vote of the Company's shareholders.

Dividend Policy

The Shares are entitled to dividends, if declared, for the financial year ending December 31, 2008 and for all subsequent financial years.

Securitization

According to §5 of the articles of incorporation (*Statuten*), the shareholders have not the right to request printing and delivery of share certificates (repealed issuance of shares, *aufgehobener Titeldruck*).

Authorized Representative

Grüninger Hunziker Roth Rechtsanwälte acts as authorized representative according to art. 50 of the listing rules of SIX Swiss Exchange in connection with the listing of the Shares.

Risks	The acquisition of and trading with the Shares bears certain risks. See "Risks relating to the Company".
Applicable Law	Swiss law
Jurisdiction	Dübendorf, Switzerland
Swiss Security Number – ISIN – Ticker Symbol	Registered share (*Namenaktie*) Swiss Security Number: 1962480 ISIN: CH0019624805 Ticker: MYRN (before April 20, 2009 ESMN)
Amendments	Any corrections or amendments regarding the conditions of the listing of the Shares on SIX Swiss Exchange will be published in Neue Zürcher Zeitung and in Le Temps.

Investment Considerations

Prospective holders of the Shares in the Company should carefully consider the specific investment considerations set out below, in addition to the other information contained in this listing prospectus before purchasing shares in the Company.

RISKS RELATING TO THE COMPANY

Significant recent acquisitions

The Company has recently acquired Certoise 2G SAS and Purple Labs SA. These two acquisitions fundamentally changed the size and the structure of the Company's business.

Limited historical financial information of the acquired businesses (Certoise 2G SAS and Certoise 3G SAS)

The acquired Certoise 2G SAS is an entity established only in 2008 as a spin-off of the software platform activities of Sagem Mobiles. The acquired Purple Labs SA itself acquired Certoise 3G SAS, an entity also established in 2008 as a spin-off of the mobile platform activities of Sagem Mobiles. Consequently, only limited historical financial information is available with regard to these new subsidiaries. Accordingly, such information may not necessarily reflect what the results of operations, financial position and cash flows would have been had Certoise 2G SAS and Purple Labs SA belonged to the Company during the periods presented.

Revenue recognition policy

The Company's revenue recognition policy allows the Company to recognize revenue from a majority of the sales of its software licenses before the Company receives payment for such sales. A substantial portion of the Company's license agreements specify minimum purchasing requirements, which the Company refers to as committed volume contracts. Consistent with IFRS, under these license agreements, the Company recognizes revenue for the entire amount of the purchase commitment upon the one-time delivery of a master copy of the software solution to the customer.

Recoverability of Accounts receivables

As a result of the Company's revenue recognition policy in accordance with IFRS, the Company carries a significant amount of accounts receivables which exposes the Company to credit risk and adversely affects its cash flows.

Customer base

Myriad has a broad range of customers, many of which are global telecommunications operators or original equipment manufacturers and leading industrial producers which use Myriad's products for providing their services in their manufactured devices. Although management believes that the customer base is sufficiently widespread, adverse effects may result if one or several of the top customers is lost. The customer base is entirely industry centric to the mobile telecommunications industry, there is no diversification across industry sectors and hence, if this market suffers a downturn then the Company may be affected accordingly.

Competition

Myriad faces competition in all the markets in which it operates. Competition in the markets Myriad is doing business is defined by a number of parameters such as development costs, product quality, product innovation, sales and distribution capabilities. Additionally, the structure and changes in the industry as such in terms of available capacity and shifts in demand impact the competitive environment, and are therefore liable to affect the results of the Company. Geographical slowdowns in certain areas can also have an impact on the competitive situation with products being exported to other areas than normal markets and therefore putting pressure on prices. Management anticipates that competition will continue to be a challenge, impacting the results of the Company.

Importance of process development

Myriad's ability to constantly develop new technologies and applications is important for the future success of the Company. Management estimates that the current overall technology and software portfolio is at a competitive level with leading positions in certain areas. Additionally, research and development seem to be adequately strong to provide a rejuvenation of the technology and software portfolios. However, there can be no assurance that these current positions can be maintained in the future as technologies and software developed by others may prove to be in some cases superior to those developed by Myriad.

Legal proceedings

The Company or any of its subsidiaries may become involved from time to time in various claims and lawsuits incidental to the ordinary course of its business. With regard to current legal proceedings, see sec. "1.3.6 Court, arbitration and administrative proceedings".

Risk of currency fluctuations

A majority of Myriad’s net sales are denominated in currencies other than the Swiss Franc and only a portion of the related expenses was incurred in the same local currency. The exchange rates of these currencies and the Swiss Franc may fluctuate, and the translation effect of such fluctuations has had in the past, and may have in the future an adverse effect on the Company's results of operations and financial position as reported in Swiss Francs.

FORWARD-LOOKING STATEMENTS

This listing prospectus contains forward-looking statements regarding future financial performance and results and other statements that are not historical facts. The words "believe", "anticipate", "plan", "expect", "project", "estimate", "predict", and similar expressions are intended to identify some forward-looking statements. Such statements are made on the basis of assumptions and expectations which the Company believes to be reasonable at this time, but may prove to be erroneous. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated. The Company assumes no obligation to update such forward-looking statements or to update the reasons for which actual results could differ materially from those anticipated in such forward-looking statements.

1. GENERAL INFORMATION ON THE ISSUER AND THE ISSUER'S CAPITAL

1.1 General Information on the Issuer

1.1.1 Legal form of the Issuer

The Company is a joint-stock company with indefinite duration (*Aktiengesellschaft, société anonyme*) incorporated under Swiss law on March 29, 1999 and is domiciled at Lagerstrasse 14, 8600 Dübendorf, Switzerland. It has been registered in the Commercial Register of the Canton of Zurich (*Handelsregister des Kantons Zürich*) under the number CH-020.3.021.696-1 on April 1, 1999.

According to §2 of the Articles of Incorporation, the purpose of the Company is defined as follows:

> The principal purpose of the Company is the acquisition, holding and administration of shareholding interest in other companies in Switzerland and abroad.
>
> The purpose of the Company is to develop, market, distribute and support software solutions for mobile communication and related applications in the area of information technology world-wide.
>
> The Company may establish branch offices and subsidiaries and may acquire, hold and administrate shareholding interests in other companies in Switzerland and abroad. It may acquire, hold, administrate and sell real estate and intellectual property rights.
>
> In addition, the Company may carry out all commercial and financial transactions that favor its purpose.

The shares of the Company are listed on the main segment of SIX Swiss Exchange (ESMN – as from April 20, 2009 MYRN; Swiss Securities Number: 1.962.480; ISIN: CH0019624805).

1.1.2 Group structure

As of today, Myriad holds interests in fourteen consolidated subsidiaries: Myriad Technology AG (formerly Esmertec Holding AG), Esmertec (China) Co. Ltd., Esmertec Korea Co. Ltd., Esmertec Inc. (US), Esmertec France SA (formerly: Cellicium SA), OOVM A/S, Certoise 2G SAS, Certoise 3G SAS, France, Purple Labs (UK) Limited, Purple Labs Trading Limited (Hong Kong), Purple Labs Korea Limited (South Korea), Purple Labs Japan Inc. and Purple Labs Inc.

1.2 Corporate Information

1.2.1 Board of Directors

As of April 30, 2009, the Company's board of directors ("Board of Directors") consists of 8 members. With the exception of Simon Wilkinson, all Board members are non-executive members and, with the exception of Jean-Claude Martinez and Simon Wilkinson, have never been members of the Management of the Company or its subsidiaries.

Hans Peter Baumgartner

Function:	Chairman
Born, Nationality:	1958, Swiss
First elected:	2006
End of term:	2010
Committee:	Member Compensation and Nominating Committee and Audit committee

Professional and educational background
Hans Peter Baumgartner served as CEO of Sunrise from 2004 to 2006. From 1989 to 2004, he worked at Sony in various management positions such as CFO, European Sales Director, European Business Unit leader and Managing Director of Sony Overseas SA. Mr. Baumgartner holds a Master's degree in Business Administration and Marketing from the University of Zurich, Switzerland.

Other activities and vested interests
Mr. Baumgartner served as chairman of the board of directors of Purple Labs SA until November 10, 2008.

Hans-Ulrich Müller

Function:	Vice-Chairman
Born, Nationality:	1946, Swiss
First elected:	1999
End of term:	2009
Committees:	Head of Compensation and Nominating Committee

Professional and educational background
Hans-Ulrich Müller is a Partner at Partners Group since 1998. From 1998 to 2001 Mr. Müller served as Chairman and CEO ad interim (during 1999) of Kistler Holdings AG. From 1992 to 1997 he was board member and COO of ESEC Holding AG. Mr. Müller holds an MBA from the European University, Cham, Switzerland.

Other activities and vested interests
Mr. Müller serves on the board of directors of U-Blox Holding AG.

Jean Schmitt

Function:	Board Member
Born, Nationality:	1965, French
First elected:	2002
End of term:	2009
Committee:	Member Compensation and Nominating Committee

Professional and educational background
Jean Schmitt joined Sofinnova as Partner in 2001 and was named Managing Partner in 2005. From 1996 to 2000 he was Chairman, CEO and founder of SLP InfoWare and founder of several other start-up companies. From 2000 to 2001 he was Vice President Telecommunications Solutions and Applications at Gemplus. Mr. Schmitt graduated from the Ecole Nationale Supérieure des Télécommunications (Telecom Paris) and holds a post-graduate degree in artificial intelligence from Telecom Paris.

Other activities and vested interests
Mr. Schmitt serves on the board of directors of Upek, Blyk, Inside Contactless, Sagem Wireless, Accent and Sensitive Object.

Michel Bon

Function:	Board member
Born, Nationality:	1943, French
First elected:	2005
End of term:	2010
Committee:	Head Audit Committee

Professional and educational background
Michel Bon was Chairman and CEO of France Telecom from 1995 to 2002. From 1993 to 1995 he was head of the French Agency for Employment (ANPE). In 1985 Mr. Bon joined Carrefour as CEO (later CEO and Chairman) until 1993. He is a graduate from ESSEC, ENA and Stanford.

Other activities and vested interests
Mr. Bon is Chairman of Devoteam and Chairman of the Supervisory Board of Editions du Cerf. He is senior advisor to Permira and Roland Berger. Mr. Bon serves on the board of directors of Lafarge and SONAE.

Jean-Claude Martinez

Function:	Board member
Born, Nationality:	1954, French
First elected:	2008
End of term:	2010
Committee:	Member Audit Committee

Professional and educational background
Jean-Claude Martinez joined Esmertec in 2002 as VP Sales and was appointed COO in 2004 and then served as acting CEO from May 2006 and then as CEO from July 2006 until December 31, 2007. Prior to joining Esmertec, he was Vice President, Sales for the European, Middle Eastern and African markets at Bitfone and Openwave. Mr. Martinez served as general manager of Global Knowledge Network AG from 1998 to 2000 and of Riva Hugin Sweda AG from 1995 to 1998. Jean-Claude Martinez holds a business administration degree from Ecole Supérieure de Commerce et d'Administration des Entreprises, France.

Roland Manger

Function: Board member
Born, Nationality: 1963, German
First elected: 2009
End of term: 2010

Professional and educational background
Roland Manger joined Earlybird as Managing Director at the end of 1998. From 1996 to 1998 he worked at Cybernet AG and from 1995 to 1996 he was Director of Business development at Ditec AG. From 1990 to 1995, Mr. Manger was strategy consultant and principal with Gemini Consulting. He is a graduate in Business, Operations Research and Computer Science from the University of Karlsruhe, Germany and holds an MBA from Georgetown University in Washington D.C., USA.

Other activities and vested interests
Mr. Manger serves on the board of directors of abaXX Technology AG and One Shield.

Loek van den Boog

Function: Board member
Born, Nationality: 1953, Dutch
First elected: 2009
End of term: 2010

Professional and educational background
Loek van den Boog has 25 years experience in the software industry. During 2008 he served as Executive Director and interim CEO at Patni Computer Systems Ltd., headquartered in Mumbai, India. From 1996 to 2006 Mr. van den Boog worked for General Atlantic Partners as Special Advisor and from 2006 to 2007 he was CEO of Cordys B.V.. Former positions were the following: from 2001 through 2002, he was CEO of Meta4, from 1984 to 1996 Mr. van den Boog worked at Oracle Corporation (Head of EMEA) and before then he worked at Deloitte Haskins & Sells as an auditor and management consultant. Mr. van den Boog was CFO and CIO at the Dutch copyright association Buma/Stemra.
Mr. van den Boog holds a university degree in Business Economics and in Public Accounting.

Other activities and vested interests
Mr van den Boog is Managing Director of Vallstein Beheer B.V., Chairman of Human Inference, Netherlands, member of the board of directors of Patni Computer Systems Ltd., India and GlobalCollect B.V., Netherlands and serves as Chairman of Net4kids Aid Foundation

Simon Wilkinson

Function: Board member
Born, Nationality: 1965, UK citizen
First elected: 2009
End of term: 2010

Professional and educational background
Simon Wilkinson is the former CEO of Purple Labs, he was SVP Global Sales at Openwave Systems that bought Magic4 a company he founded and held the position of CEO. He was personally recognised as the Ernst & Young Emerging Entrepreneur of the year 2002.

Other activities and vested interests
Simon Wilkinson serves as chairman of Purple Labs SA, Mobilaris AB and Visibility AB.

1.2.2 Management

The following list sets forth the members of the Management as of April 30, 2009.

Simon Wilkinson

Function:	CEO
Born, Nationality:	1965, UK citizen
Appointment:	2009

Professional and educational background
Simon Wilkinson is the former CEO of Purple Labs, he was SVP Global Sales at Openwave Systems that bought Magic4 a company he founded and held the position of CEO. He was personally recognised as the Ernst & Young Emerging Entrepreneur of the year 2002.

Other activities and vested interests
Simon Wilkinson serves as chairman of Purple Labs SA, Mobilaris AB and Visibility AB.

Konrad Hurni

Function:	CFO
Born, Nationality:	1963, Swiss
Appointment:	2007

Professional and educational background
Konrad Hurni joined Esmertec as CFO in 2007. Prior to Esmertec, he held the position of General Secretary of a political party. From 2001 to 2003, Mr. Hurni was CEO and co-founder of icb innovation capital AG and ineo AG, two Swiss capital management companies investing in private equity. He was CFO of Sihl AG from 1998 to 2001. Konrad Hurni holds a degree in business administration and a PhD in finance from the University of St. Gallen, Switzerland.

Other activities and vested interests
Konrad Hurni serves as board member of WW Capital Partners AG as well as chairman of Cancevir AG, EFlow Inc. and Javaground Inc.

Jean-Luc Gianduzzo

Function:	EVP Mobile Operator Products and Customized Solutions Unit
Born, Nationality:	1963, French
Appointment:	2006

Professional and educational background
Jean-Luc Gianduzzo joined Esmertec in 2006 as EVP Global Services. Prior to Esmertec, he held the position of CEO at NEXThink from 2004 to 2006. In 2000, Mr. Gianduzzo joined Cisco Systems Europe, where he launched and grew Cisco's advanced services in new technologies until 2003. He started his career at Hewlett-Packard where he worked in several management positions in product development, marketing and business development for EMEA from 1988 to 1999. Mr. Gianduzzo holds a Master's Degree in Electronics from Ecole Supérieure d'Electronique de l'Ouest (ESEO), a Master's Degree in Computer Sciences from the Ecole Supérieure d'Electricité (SUPELEC) in France and an MBA Degree from IMD (International Institute for Management Development) in Lausanne,

Steven Langkamp

Function: Chief Commercial Officer
Born, Nationality: 1961, US citizen
Appointment: 2009

Professional and educational background
Steve Langkamp was Chief Commercial Officer of Purple Labs. Most recently, he was chief operating officer of ShoZu, Previously, Steve Langkamp was chief operating officer at Magic4 and earlier led the sales and marketing team at Eurotel (now O2 Czech Republic) and was the general manager for devices and services at One 2 One (now T-Mobile UK). He holds an MBA from the University of Chicago, and a BA in mathematics from Washington University

Paul Aitken

Function: Chief Operating Officer
Born, Nationality: 1962, UK citizen
Appointment: 2009

Professional and educational background
Paul Aitken was Chief Operating Officer of Purple Labs. He is an IT Executive with over 20 years of international industry experience in product development, professional services, information technology and telecommunications. He has a track record of results in building, growing and maturing software product delivery and professional services organisations. Paul Aitken was a member of the senior management team that grew and sold KSCL to Telesens for £165M in 2000.

In addition, Paul Aitken has successfully delivered complex, mission-critical IT-enabled programmes for major international organisations. These programmes have covered not only new technology introduction but also business process re-engineering, culture change and benefits realisation.

He holds a degree in Computer Science (BSc Edinburgh University)

Malcom Dawe

Function: Chief Product Officer
Born, Nationality: 1952, UK citizen
Appointment: 2009

Professional and educational background
Malcolm G. Dawe has over twenty years experience in leadership positions in the communications industry. Most recently Mr Dawe spent 9 years in senior positions in Motorola, his most recent role was the VP Global Strategy and Business Development. He also spent considerable time in South West Asian markets and was the VP and General Manager Latin America Product and Applications from 2002 to 2006. From 1990 to 1999, Mr Dawe was instrumental in building Philip's paging business as Director and General Manager of Paging Services and in 1997 joining Philips nascent Mobile Communications business as Director of Market Research and Planning. Prior to his tenure at Philips, Mr Dawe was Marketing Director for the Wide Area Paging business.

Mr Dawe has a Bachelor of Science Degree (Hons) in Physics and Chemistry from Owens University, Manchester and a Diploma in Management Studies from East Anglia University.

Alexandra de Vazeilles

Function: SVP Human Resources
Born, Nationality: 1963, French citizen

Professional and educational background
Alexandra de Vazeilles was the Founder and Managing Director Europe of Octave Capital, a selective executive search firm dedicated to the tech/telecoms industry.

She has developed a European-wide reputation for conducting high-impact searches for technology firms. She also focused on the boardroom and HR at large for portfolio companies of major Private Equity and venture capital firms.

Before entering the executive search business, Alexandra worked ten years in strategy consulting both in the USA and in Europe. She focused on corporate strategy for clients within the telecommunication, software and semi-conductor industries. She also worked at Hay Management Consultants where she put in place several compensation policies and grading as well as management development processes.

Alexandra de Vazeilles holds a BA in international business and an MBA from Northwestern University, Kellogg Graduate School of Management where she majored in economics, finance and marketing.

Gordon Tsang

Function: SVP Sales & General Manager Asia
Born, Nationality: 1966, Hong Kong citizen

Professional and educational background
Gordon Tsang was General Manager and Senior Vice-President of Sales for Purple Labs in Asia. Gordon Tsang is responsible for business development and sales in the Asia Pacific region and also supervises the Beijing office and represents Purple Labs interests in Asia.

Prior to joining Purple Labs, Gordon was vice-president and general manager for the worldwide client software business at Openwave, a leading provider of software applications enabling revenue-generating data services on mobile and broadband devices. He headed the sales and professional services organisation and successfully strengthened Openwave market position in Asia.

His previous experience includes Asia Pacific director at Magic4, where he successfully developed the mobile messaging business, and Asia sales director for Zi Corporation, where he opened new markets for its text input solutions.

Gordon Tsang holds an engineering degree from Leeds Metropolitan University in Electrical and Electronic engineering.

1.2.3 Equity securities and rights

As of April 24, 2009, the members of the Board and the Management held 1'554'023 shares and 1'127'226 options.

The above number of shares confers a total of 3.52% of the voting rights to the Board and to the Management. There are no other rights and privileges connected with these shares.

1.2.4 Corporate officer's transactions

For 2008, remuneration and non-cash benefits for the Board of Directors of the Company amounted to USD 1'036'644 (including options at fair value). For the Management of the Company, remuneration and non-cash benefits amounted to USD 5'860'924 Mio (including options at fair value). Further information can be obtained from Company's Annual Report 2008, which is published on the Company's website.

1.2.5 Loans to corporate bodies (as listed in Section 1.2.1.and 1.2.2)

As of April 30, 2009, there are no loans outstanding.

1.2.6 Employee participation

The Company has implemented an Employee Stock Option Plan (ESOP) to help ensure the commitment of the employees over the long term. The ESOP allows the Company to grant stock options to employees and members of the Board of Directors of the Company and of the subsidiaries. Grants of options under the ESOP are made from time to time at the discretion of the Board of Directors.

Options are generally granted subject to a four year vesting schedule, with 25% of the options vesting on an annual basis during that period. Options may not be transferred by their holders. If an employee terminates its employment, unvested options of such employee are no longer exercisable. Vested options are exercisable for an additional 90 days after the end of the respective employment, provided that they are valid at the date of exercise.

1.2.7 Auditors

KPMG AG, Zürich ("KPMG") were registered in the Commercial Register of the Canton of Zurich as the Company's auditors on October 29, 2001. On May 15, 2008, KPMG were re-elected by the Annual General Meeting of Shareholders as the Company's auditors for an office term of one year. Mr. Markus Forrer assumes the position of lead auditor since the audit of the year 2003.

1.3 Business activities

1.3.1 Principal activities

The Company is a software company providing together with its subsidiaries software solutions and services for the mobile phones and consumer electronic industries.

Myriad products portfolio includes:
- Java engines
- Web/Wap Browsers
- Messaging applications
- Android & Limo platforms
- Complete software platforms for both 2G and 3G devices
- USSD-based mobile service platforms

The Java engine and the browsers are among the most widely deployed applications in the industry.

Around its extended products portfolio, Myriad has gained extensive experience in software and telecommunications, including developing, integrating, testing, optimizing, industrializing and maintaining mobile software engines, platforms and solutions.

Myriad is working in close cooperation with most of the top mobile manufacturers, design houses, chipsets and components vendors, as well as more than 30 mobile operators around the world.

1.3.2 Net turnover

Business Segments

(in USD 1,000)	Mobile & Multimedia Device Segment 2006	2007	2008	Mobile Operator Segment 2006	2007	2008	Total Group 2006	2007	2008
License revenue	8,107	14,701	15,310	4,401	6,495	6,100	12,508	21,196	21,410
Service revenue	7,226	8,483	4,303	5,026	7,555	13,353	12,252	16,038	17,656
Total external revenue	**15,333**	**23,184**	**19,613**	**9,427**	**14,050**	**19,453**	**24,760**	**37,234**	**39,066**

Geographical Segments

(in USD 1,000)	EMEA 2006	2007	2008	Americas 2006	2007	2008	APAC 2006	2007	2008
Revenue from external customers	10,132	18,957	24,030	7,489	8,661	6,229	5,103	9,051	7,481

(in USD 1,000)	Japan 2006	2007	2008	Unallocated 2006	2007	2008	Total Group 2006	2007	2008
Revenue from external customers	**2,036**	**564**	**1,326**	**0**	**0**		**24,760**	**37,234**	**39,066**

1.3.3 Location and real estate

The Company currently leases the offices listed below and believes that the space is appropriate for its needs.

COUNTRY	CITY	PURPOSE	SQ.METER
Switzerland	Dübendorf	Headquarter and Development	1400
France	Cergy	Development	4992
France	Bagneux	Mobile Ops operation	570
France	Chambery	Development	1063
UK	Manchester	Development	230
UK	Fennels Lodge	Development	328
China	Chengdu	Development	1751
China	Beijing	Sales operations	187
China	Beijing	Sales operations	200
Korea	Seoul	Sales & Support Desk	260
Korea	Seoul	Sales & Support Desk	260
Taiwan	Taipei	Sales & Support Desk	226
Taiwan	Taipei	Sales & Support Desk	210
Hong kong	Hong Kong	Sales & Support Desk	223
Japan	Tokyo	Sales & Support Desk	217
US	San Mateo	Sales & Support Desk	187
US	Chicago	Sales & Support Desk	20

1.3.4 Patents and licences

Myriad holds a number of patents in the area of mobile computing and embedded software, including specific methods for dynamic compilation, memory cache management, multi-threading, etc.

Related to its Java engines portfolio, Myriad relies on licenses from Sun Microsystems for the JavaME compliancy certification of Myriad's software solutions, when implemented on a chipset or device. Similarly, Myriad relies on licenses from developers of JavaME extensions that entitle Myriad's customers to certify that, to the extent one of Myriad's solutions incorporates a Java extension not owned by Myriad, such solution complies with the relevant JavaME extension standards.

In relation to the 2G platform offering, Myriad relies on a number of standard platform licenses in the area of multimedia codecs, RTOS, baseband, etc.

1.3.5 Research and development

As a technology company, the Company and its subsidiaries are committed to research for the development of new generation mobile software solutions. For instance, Myriad is recognized for bringing to market innovative software in the area of Java engines, browser, Linux-based platforms, with a particular care on two fundamental aspects:

- First, a maximum reduction in the consumption of device processing power and memory, to suit the larger range of devices, including basic ones.
- Secondly, designing compelling branded user experience, to simplify access to any content on their mobile phones and consumer electronic devices.

The Company typically spends approximately 15 to 20% of its net sales on research and development of products and solutions developments.

1.3.6 Court, arbitration and administrative proceedings

As of April 30, 2009 there are no court, arbitration or administrative proceedings pending against the Company or any of its subsidiaries that would have a material adverse effect.

1.3.7 Interruptions in business

An interruption of Myriad's business activities has not occurred during the previous and current fiscal year.

1.3.8 Number of employees

At the end of the calendar year of the past three financial years, Myriad employed the following number of individuals:

2006: 304
2007: 295
2008: 298

As of April 30, 2009, the number of Myriad employees amounts to 875.

1.4 Investment policy

On February 10, 2006, the Company acquired 100% of the shares of Esmertec France SA (formerly Cellicium SA), a French software and services company, for a total purchase price of EUR 22.9 million (USD 27 million), including transaction costs. The transaction resulted in a net cash outflow for 2006 in the amount of EUR 11.4 million (USD 14.4 million), and EUR 5.9 million (USD 7.5 million) was to be settled by an additional payment in 2008, based on 2007 performance criteria. These performance-based components of the purchase price are settled.

In February 2006, Esmertec acquired a controlling interest in ESLab Inc. ("EsLab"), its outsourcing partner in Korea. The purchase agreement set forth that the Company made an initial purchase of 20% of the outstanding shares of ESLab, combined with a number of control features which allow the Company to exercise effective control over the operations of ESLab. Consequently, ESLab was consolidated with Myriad as from February 2006. The purchase price for the initial shares totaled USD 80,000, of which half was paid in cash and half in shares of the Company (2,623 shares in the Company, issued out of treasury shares). The transaction resulted in net cash outflow for 2006 of USD 3,000 (including transaction costs, net of cash acquired of USD 96,980). As a result of this transaction, USD 282,000 in intangible assets was recognized in the balance sheet as at the acquisition date.

The agreement also gave the Company an option to increase its ownership interest to 100% in 2007 at a price to be determined based on 2006 financial performance criteria. However, in December 2006, it was determined that Myriad's own resources in Korea were sufficient to meet the needs of the Korean market and the Company decided not to exercise the option. The majority owner of ESLab decided to liquidate the company and an agreement was made to resell the 20% interest to the majority owner for USD 10,000, in return for which the Company had no responsibility for any liabilities which might arise during the liquidation process. The sale of the Company's interest was effective on December 15, 2006 and resulted in a loss of USD 174,000, including the full impairment of the intangible assets.

The disposal transaction did not result in any cash flow in 2006. The outstanding receivable in the amount of USD 10,000 was included in other receivables and paid in 2007.

In June 2006, the decision was made to cease the development activities in Denmark as the product line developed by OOVM A/S (Denmark) was determined to be not a core business for the Company, and all employees of OOVM were made redundant at that time. Consequently, the value of all remaining intangible assets was reduced to zero, resulting in an impairment loss of USD 2.8 million in 2006.

Subsequently, the rights to the OOVM intellectual property were sold to the Company's Japanese subsidiary in September 2006 for USD 200,000 in connection with the sale of the majority interest of Esmertec KK to investors led by the management of Esmertec KK (see below).

In September 2006, the Company entered into an agreement with an investor group led by members of the management of Esmertec KK for the sale of a majority interest in Esmertec KK, thereby reducing the Company's interest in Esmertec KK to 19.95%. The sale was made for total consideration of USD 1,200,000, consisting of a cash payment of USD 600,000 at closing, a note receivable for USD 600,000 payable the latest in September 2007 and assumption of intercompany trade liabilities due to the Company in the amount of USD 4,056,000, payable on a quarterly base with the last payment due on May 15, 2009. The Company recognized a gain from sale of its majority interest in Esmertec KK in the amount of USD 1,866,000. The remaining investment was deconsolidated and accounted for as financial asset (classified as available-for-sale) at September 30, 2006. In December 2006, the shareholders of Esmertec KK voted to authorize an increase in capital in order to grant stock options and in view of a potential capital increase. The Company did not exercise its subscription rights. In November 2008 Esmertec KK merged with Ubion and Websoft International.

The name of the new company is eflow Inc. and Myriad's interest in the new company after the merger is 10.76%.

In February 2006, the Company announced a 19.99% investment in Javaground USA Inc. (USA) ("Javaground"), a California-based company focusing on porting and testing games for mobile telephones. The investment was made for USD 444,000 (incl. transaction costs of USD 44,000). In addition, the Company agreed to provide a loan of up to a total of USD 1.6 million to help fund Javaground's working capital requirements. The loan, which was repayable in 2008 and bears interest at 4% per annum, was funded up to a maximum of USD 400,000 per quarter; the first USD 400,000 was funded at the same time the investment was made and subsequent funding was made each quarter, with the last installment funded in January 2007. Javaground was not able to redeem the loan in full by end of 2008. The parties amended the loan contract to extend the redemption in 6 installments till February 2010. The amended loan bears interest at 8 % per annum. The first installment has been paid by Javaground in due course.

The Company did not exercise its option (which has expired) to take a controlling interest in Javaground.

In December 2008 the Company acquired 100% of the shares of Certoise 2G SAS, a French legal entity located in Cergy, France from Sagem Wireless SA, a French legal entity located in Paris (see also Executive Summary on page 4 and 5). Certoise 2G SAS produces mobiles' software platforms. The acquisition was paid-off 100 % in Company shares. Therefore Sagem Wireless SA received 3'210'790 shares of the Company at a nominal value of CHF 0.10 each as a consideration of the sale of 100% of the shares of Certoise 2G SAS.

In April 2009 the Company acquired 100 % of the shares of Purple Labs SA, Le Bourget du Lac, France, in exchange for 19'658'132 Company shares at a nominal value of CHF 0.10 each. The agreement also includes an earn-out clause that would provide Purple Labs shareholders a further 4'368'474 Company shares at a nominal value of CHF 0.10 each if specific targets for 2009 revenue and gross margin are achieved. In addition, the Purple Labs management options scheme will be converted to 1'457'997 Company options. This scheme would grow by a further 323'999 Company options if the earn-out is achieved. Purple Labs SA is a world leader in mobile software, including industry-leading browser and messaging applications. Purple Labs is a global organisation employing 425 people with offices in France, the UK, USA, China, Japan, Taiwan and Hong Kong. On June 23, 2008 Purple Labs SA signed an asset deal with Openwave Systems Inc., Redwood City, USA amounting to USD 32’000’000. The assets transferred include licences, software and customer base. On December 31, 2008 Purple Labs SA acquired 100% of the shares of Certoise 3G SAS, a French legal entity located in Cergy, France from Sagem Wireless SA, a French legal entity located in Paris. The acquisition was paid-off 100% in Purple Labs shares. Therefore, Sagem Wireless SA received 153’675 shares of Purple Labs SA at a nominal value of Euro 0.37 each as a consideration for the sale of 100% of the shares in Certoise 3G SAS.

As of April 30, 2009, the Company has no current plans for any additional investments with the exception of ongoing investments in research and development. The company will review its position in regards to investments in the ordinary course of business.

1.5 Capital and voting rights

1.5.1 Capital structure

As of April 30, 2009, the Company has a statutory ordinary share capital of CHF 4'417'750.60, equivalent to 44'177'506 registered shares with a nominal value of CHF 0.10 each. The statutory conditional capital according to §3a and §3b of the Articles of Incorporation amounts to an aggregate of CHF 399’022.30 (equivalent to 3’990’223 registered shares with a nominal valued of CHF 0.10 each), and the statutory authorized capital according to §3c to CHF 437’374.30 (equivalent to 4’373’743 registered shares with a nominal value of CHF 0.10 each).

1.5.2 Voting rights

Each share carries the right to cast one vote on all matters submitted to a vote of our shareholders. There are no other rights and privileges connected with the shares.

1.5.3 Authorized and conditional capital

The Board is entitled to issue authorized capital in the amount of CHF 437’374.30 until June 30, 2010 with the discretion to determine the issue price, the date for entitlement to dividends and the type and amount of contribution to be made for such shares. The pre-emptive subscription rights (*Bezugsrechte*) of the shareholders are excluded to the extent the authorized share capital is used to offer a shareholding interest to Myriad’s business partners of strategic importance or to make acquisitions.

Of the total registered conditional capital of CHF 399'022.30, CHF 328'522.10 is reserved for the exercise of option rights which may be granted to members of the Board of Directors and employees of the Company and its subsidiaries as well as to members of an Advisory Board (not established) under the Company's ESOP as approved by the Board. The pre-emptive subscription rights (*Bezugsrechte*) of the shareholders with respect to these shares are excluded.

The remaining CHF 70'500.20 of the Company's conditional capital is reserved for the exercise of conversion rights which are granted to various investors under the terms of Convertible Notes Purchase Agreements which were entered into back in 2004 and 2005 (were amended in March/April 2007) as well as in 2008. The rights of advance subscription (*Vorwegzeichnungsrechte*) and the pre-emptive subscription rights (*Bezugsrechte*) of the shareholders with respect to these shares are excluded.

1.5.4 Units not representing capital

The Company has not issued any units not representing capital.

1.5.5 Outstanding convertible securities and warrants, bonds, borrowings and contingent liabilities

A. Convertible Notes

In 2004 and 2005 the Company issued convertible notes in the aggregate amount of CHF 33'850'000 and CHF 3'175'000 million, respectively ("Convertible Notes"). The convertible notes matured and mature, respectively, on September 15 of each 2008, 2009 and 2010, and pay interest at a rate of 4.25 % per annum on the face value of the notes. The convertible notes entitle the holders to convert the notes into shares at a fixed price. To the extent the bonds are not converted by the maturity date, the Company is required to redeem the bonds at the principle amount plus a premium of 18.5 %.

In October 2007, the Company made an offer (expiring on November 30, 2007) to the note holders to convert their notes immediately at a lower conversion price. Convertible note holders representing 81 % of the original convertible notes principal accepted this offer. An aggregate CHF

29’974’080 (of the original face value of CHF 37’025’000) of the convertible bonds were converted in December 2007, leading to an increase in share capital in the amount of CHF 300’000 and an increase in share premium in amount of CHF 29’386’896 (net of Swiss stamp duty (*Emissionsabgabe*) which amounted to CHF 287’184).

In September 2008, an aggregate amount of CHF 5’320’650 of the outstanding principal of the convertible notes and the corresponding pro rata non-conversion premium due at that time was repaid to certain notes holders. Should no notes holders convert their notes before maturity to Company shares, the remaining amounts to redeem (excluding accrued interest and non-conversion premium) are as follows:

	due September 15	
(in 1,000 CHF)	**2009**	**2010**
redemption of principal	1,320	1,240
non conversion premium	306	353
Liability on convertible bond	**1,626**	**1,593**

For further details see the reports of the statutory and group auditors on the financial year 2008 set forth in the Annexes to this Listing Prospects.

B. Credit facility

The Company disposes of a bank credit line of Euro 0.5 million with an indefinite duration with a notice period of 60 days. As of April 30, 2009 this credit line has not been used.

According to a Venture Loan Agreement among Purple Labs SA and Kreos Capital III (UK) Limited dated June 27th, 2008, Kreos has granted a loan to Purple Labs SA in the amount of USD 10 million. As of April 1st, 2009 USD 6.8m was outstanding, such amount to be repaid in further 234 instalments on a monthly basis until March 1st, 2011.

1.5.6 Clauses differing from legal provisions

The Company's Articles of Incorporation do not contain any provisions regarding changes in the capital and in the respective rights attached to the various classes of equity security which differ from the statutory legal provisions.

1.5.7 Capital changes

The table below sets forth the changes in the Company's share capital in the period of March 2006 to April 2009. Documents pertaining to the changes in the share capital may be consulted at the Commercial Register of the Canton of Zurich, and additional information on the changes in the share capital may be found in the Listing Prospectus dated April 19, 2007.

Date	Transaction	Change in number of shares	Change in share capital	Total number of shares	Total share capital
2006 March 28	New issue and registration (1)	361'381	36'138.10	16'212'469	1'621'246.90
2007 Feb. 8	New issue (2)	390'185	39'018.50	16'602'654	1'660'265.40
Dec. 20	New issue and registration (3)	3'386'311	338'631.10	19'988'965	1'998'896.50
2008 Feb. 6	New issue and registration(4)	120'090	12'009.00	20'109'055	2'010'905.50
June 23	New issue (5)	720'145	72'014.50	20'829'200	2'082'920.00
Dec. 31	New issue (6)	3'210'790	321'079.00	24'039'990	2'403'999.00
2009 April 7	New issue and registration (7)	479’384	47’938.40	24'519'374	2'451'937.40
April 17	New issue (8)	19’658'132	1'965'813.20	44'177'506	4'417'750.60

(1) 361’381 shares with a nominal value of CHF 0.10 each were issued out of conditional capital due to employee stock options exercised.

(2) 154'032 shares with a nominal value of CHF 0.10 each were created out of authorized capital in connection with Cellicium’s 1st earn out and 236'153 shares with a nominal value of CHF 0.10 each were issued out of conditional share capital due to employee stock options exercised between January 1 and December 31, 2006.

(3) 388'819 shares with a nominal value of CHF 0.10 each were issued out of conditional share capital due to employee stock options exercised between January 1 and December 18, 2007, and 2'997'492 shares with a nominal value of CHF 0.10 each were issued out of conditional share capital due to the exercise of conversion rights issued under the Convertible Notes.

(4) 102'258 shares with a nominal value of CHF 0.10 each were created out of authorized capital in connection with Cellicium 2nd earn out, 17'826 shares with a nominal value of CHF 0.10 each were issued out of conditional share capital due to employee stock options exercised between December 19 and December 31, 2006 and 6 shares with a nominal value of CHF 0.10 each were issued out of conditional share capital due to the exercise of conversion rights issued under the Convertible Notes.

(5) 720'145 shares with a nominal value of CHF 0.10 each were issued out of authorized share capital in connection with the setting-off of bridge loans.

(6) 3'210'790 shares with a nominal value of CHF 0.10 each were issued out of authorized share capital in connection with the acquisition of Certoise 2G SAS, Paris.

(7) 479’384 shares with a nominal value of CHF 0.10 each were issued out of conditional capital due to employee stock options exercised between January 1 and December 31, 2008.

(8) The ordinary capital was increased by CHF 1'965'813.20 through the issuance of 19’658'132 shares with a nominal value of CHF 0.10 in connection with the acquisition of Purple Labs SA (France).

1.5.8 Own equity securities

As of April 30, 2009 the Company held 20 treasury shares. There are no Company securities held on behalf of the Company, including securities held by a company in which the Company owns, directly or indirectly, more than 50% of the voting rights.

1.5.9 Main shareholders

The chart below presents the principal shareholders of the Company immediately before and after the issuance of the Shares newly created by the capital increase described in the Executive Summary (Purple Labs Transaction, pages 4 and 5).

Name of Shareholder	***Number of shares before publication (see Swiss Official Gazette of Commerce, April 24, 2009) of the capital increase in the framework of the Purple Labs Transaction***	***in %1)***	***Number of Shares after the publication of the capital increase (see Swiss Official Gazette of Commerce, April 24, 2009) in the framework of the Purple Labs Transaction***	***in %2)***
Patinex AG (formerly BZ Gruppe Holding AG), Egglirain 24, CH-8832 Wilen, Switzerland **Indirect Holders**: ***Ebner Martin und Rosmarie***, Egglirain 24, CH-8832 Wilen	980'998 3) registered shares	4.00%	980'998 registered shares	2.22%
UBS Fund Management (Switzerland) AG, Postfach, CH-Basel	1'055'000 3) registered shares	4.30%	1'055'000 registered shares	2.39%

FCPR Sofinnova Capital IV, 17, rue de Surène, 75008 Paris, France **FCPR Sofinnova Capital V**, 17, rue de Surène, 75008 Paris France **FCPR Sofinnova Capital VI**, 17, rue de Surène, 75008 Paris, France ***Indirect Holder*** : ***Sofinnova Partners SA***, 17 rue de Surène, 75008 Paris, France	12'229'314 registered shares[4)] 1'689'638 rights to registered shares; issuer: the Company; exercise in kind[5)]	49.88% 6.89% **56.77%**	12'229'314 registered shares 1'689'638 rights to registered shares; issuer: the Company; exercise in kind[5)]	27.68% 3.82% **31.5%**
Partners Private Equity L.P., c/o W.S. Walker&Company, Mary Street, P.O. Box 265, George Town, Grand Cayman, Cayman Islands **Partners Group Access 27 L.P.**, 50 Lothian Road, Festival Square, IH3 9Wj Edinburgh, Scotland **Pearl Holding Limited**, Tudor House, Le Bordage, St Peter Port, Guernsey Channel Islands **Credit Suisse Anlagestiftung 2. Säule**, Kalandergasse 4, 8045 Zürich, Switzerland **Partners Group Private Equity Performance Holding Limited**, Tudor House, Le Bordage, St Peter Port, Guernsey Channel Islands **Vega Invest Fund PLC** , Grand Canal House, 1 Upper Grand Canal Street, Dublin, Ireland ***Indirect Holder***: ***Partners Group Holding AG***, Zugerstr. 57, 6341 Baar, Switzerland	6’491’591 registered shares[4)] 912’202 rights to registered shares; issuer: the Company; exercise in kind[5)]	26.47% 3.72% **30.19%**	6’491’591 registered shares 912’202 rights to registered shares; issuer: the Company; exercise in kind[5)]	14.69% 2.06% **16.75%**
Sagem Telecommunications SA , 27, rue Leblanc, 75512 Paris Cedex, 15 France ***Indirect Holder : SAFRAN*** , 2, Boulevard du Général Martial Valin, 75512 Paris Cedex 15, France	2'854'608 registered shares[4)] 241’928 rights to registered shares; issuer: the Company; exercise in kind[5)]	11.64% 0.98% **12.62%**	2'854'608 registered shares 241'928 rights to registered shares; issuer: the Company; exercise in kind[5)]	6.46% 0.54% **7.00%**

Earlybird Verwaltungs GmbH, Maximilianstr. 14, 80539 München, Germany represents as fiduciary the following legal entities[6]: **Earlybird GmbH & Co. Beteiligungskommanditgesellschaft III** , Maximilianstrasse 14, 80539 München, Germany **Earlybird GmbH & Co. Parallel-Beteiligungskommanditgesellschaft III** Maximilianstrasse 14, 80539 München, Germany **Earlybird III Participations Holding GmbH & Co. KG**, Maximilianstrasse 14, 80539 München, Germany **Earlybird III L.P.**, c/o Earlybird Verwaltungs GmbH, Maxmilianstrasse 14, 80539 München, Germany **Earlybird III Advisory L.P.**, c/o Earlybird Verwaltungs GmbH , Maximilianstrasse 14, 80539 München, Germany (together "**Earlybird III**") **Earlybird GmbH & Co. , Beteiligungskommanditgesellschaft IV** , Maximilianstrasse 14, 80539 München, Deutschland **Earlybird Advisory Fund GmbH & Co. Beteiligungskommanditgesellschaft IV**, Maximilianstrasse 14, 80539 München, Germany (together "**Earlybird IV**")	5'080'205 registered shares[4] 827'985 rights to registered shares; issuer: the Company; exercise in kind[5]	20.71% 3.38% **24.09%**	5'080'205 registered shares 827'985 rights to registered shares; issuer: the Company; exercise in kind[5]	11.50% 1.87% **13.37%**
Wilkinson Simon; Granta House, 11, Castle Hill, Prestbury SK 104AR, Cheshire, United Kingdom	1'073'255 registered shares[4] 238'502 rights to registered shares; issuer: the Company; exercise in kind[5]	4.38% 0.97% **5.35%**	1'073'255 registered shares 238'502 rights to registered shares; issuer: the Company; exercise in kind[5]	2.42% 0.54% **2.96%**

1)
Calculation of the percentage is based on the ordinary share capital registered in the commercial registry prior to the issuance of the Shares newly created by the capital increase in the framework of the Purple Labs Transaction (publication in the Swiss Official Gazette of Commerce on April 24, 2009). The relevant capital amounts to 24'519'374 registered shares with a par value of CH 0.10 each.

2)
Calculation of the percentage is based on the ordinary share capital registered in the commercial registry immediately upon the issuance of the Shares newly created by the capital increase in the framework of the Purple Labs Transaction (publication in the Swiss Official Gazette of Commerce on April 24, 2009). The relevant capital amounts to 44’177’506 registered shares with a par value of CH 0.10 each.

3)
Number based on most recent disclosure notification

4)
Contract on contribution in kind between Company and shareholder, according to which shareholder contributes its shares in Purple Labs SA to Company and receives shares in the Company (upon capital increase of the Company).

5)
Based on an earn out clause agreed in the contribution agreement between the shareholder and the Company, the shareholder is entitled to the amount of shares set forth in this table in the event certain targets for the Purple Labs business are met for the fiscal year 2009. Whether the targets are met will be determined in the first quarter of the fiscal year 2010 and, if any, the earn out shares are expected to be issued out of authorized capital (to be issued against equity “Gratiskapitalerhöhung) and/or treasury shares not later than by June 30, 2010.

6)
Earlybird Verwaltungs GmbH is managed by the following managing partners: Hendrik Brandis, Roland Manger, Rolf Mathies, Christian Nagel. They exercise the voting rights of the shares.

In its decree, dated February 10, 2009, the Swiss Takeover board held that the participation of the shareholders Sofinnova Partners SAS, Partners Group Holding AG, Earlybird Verwaltungs GmbH and Sagem Telécommunications SA (respectively the shareholders represented by them) in the extraordinary general meeting of the shareholders of the Company on March 18, 2009 (resolving on the capital increase in the framework of the acquisition of Purple Labs SA) does not constitute an acting in concert. (For more information please see http://www.takeover.ch/transactions/detail/nr/0402).

1.5.10 Public tender offers

The Articles of Incorporation do not contain any opting-out or opting-up provisions, meaning that a shareholder is required to make a full tender offer if the legally prescribed threshold of 33 1/3% of the voting rights of the Company is reached (see Art. 32 of the Federal Act on Stock Exchanges and Securities Trading).

2. ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

Please find information on assets and liabilities, financial position and profits and losses in Annexes I to III (Annual Reports of the Company for 2006, 2007 and 2008).

With the exemption of what is set forth in this listing prospectus, no material changes have occurred since the date of the most recent annual report that would have a material impact on the assets and liabilities, financial position or profit and losses.

This transaction has a significant effect on the future company, and excesses the threshold values indicated in ref. nos. 30ff of the Directive on Complex Financial History (DCFH). Therefore, pro forma financial information is required which is portrayed in Annex VI.

3. INFORMATION ON SECURITIES

3.1 Legal basis

3.1.1.Ordinary Capital according to §3 of the Articles of Incorporation

According to board resolution of December 31, 2008 (registration into the commercial registry of the Canton of Zurich on January 7, 2009), the ordinary share capital of the Company was increased by CHF 321’079.00 through the issuance, out of authorized capital, of 3’210’790 fully paid in registered shares with a par value of CHF 0.10 each up to CHF 2’403’990.--. The subscription rights were excluded.

The extraordinary shareholders' meeting of the Company of March 18, 2009 resolved to increase the ordinary share capital by CHF 1’968’184.20 through the issuance of 19’681’842 fully paid in registered shares with a par value of CHF 0.10 each.

On March 18, 2009 the board of directors resolved to issue 19'658'132 fully paid in registered shares with a par value of CHF 0.10 each and to increase the share capital in the amount of CHF 1'965'813.20.

On April 7, 2009, 479’384 fully paid in registered shares with a nominal value of CHF 0.10 each were registered in the commercial registry of the Canton of Zurich. These shares were issued out of conditional capital due to employee stock options exercised between January 1 and December 31, 2008. As a result, the total aggregate registered ordinary capital was CHF 2'451'937.40 on April 7, 2009.

On April 17, 2009, the board of directors declared the subscription of 19'658'132 fully paid in registered shares with a par value of CHF 0.10 each. The newly issued shares were registered in the commercial registry of the canton of Zurich on April 21, 2009 resulting in a total aggregate registered ordinary capital of CHF 4’417’750.60.

3.1.2 Conditional Capital according to §3a of the Articles of Incorporation

This conditional capital according to §3a of the Articles of Incorporation is reserved for the exercise of option rights granted under the Company’s stock option plan. This conditional capital has been increased by resolution of the extraordinary shareholder’s meeting of March 18, 2009 from CHF 201’158.80 to CHF 376’460.50. Due to the registration of 479’384 fully paid in registered shares with a nominal value of CHF 0.10 each, which were issued out of conditional capital due to exercised employee stock options (see 3.1.1 above), the total aggregate amount of conditional capital according to §3a of the Articles of Incorporation is CHF 328'522.10.

3.1.3 Conditional Capital according to §3b of the Articles of Incorporation

The conditional capital according to §3b of the Articles of Incorporation is reserved for convertible notes issued by the Company and amounts to CHF 70’500.20.

3.1.4 Authorized Capital according to §3c of the Articles of Incorporation

The Company has an authorized share capital in the aggregate maximum amount of CHF 437’374.30 (§3c of the Articles of Incorporation). Accordingly, the Board of Directors is entitled, at any time until June 30, 2010, to increase the share capital up to such maximum amount through the issuance of a maximum of 4’373’743 registered shares, each fully paid in, with a par value of CHF 0.10 each. The issue price, the date for entitlement for dividends and the type of contribution will be determined by the Board of Directors, and the subscription rights (*Bezugsrechte*) of the shareholders with respect to the authorized share capital are be excluded if the authorized share capital is used in order to enable the Company (i) to offer to business partners of strategic importance a shareholding interest in the Company, or (ii) to acquire enterprises or parts thereof in exchange for shares of the Company. Subscription rights which will not be exercised are at the disposal of the Board of Directors who may use them in the interest of the Company.

3.2 Nature of the issue

There is no offering connected with the listing.

3.3 Number, type and par value of the equity securities

Each of the 22'868'922 Shares will be in registered form (*Namenaktien*), with a nominal value of CHF 0.10, fully paid-up.

3.4 New equity securities emanating from a capital transaction

There is no offering connected with the listing.

In connection with the capital increase of December 31, 2008 and according to the contribution agreement entered into between the Company and Sagem Wireless SA, Paris, France on December 23, 2008, the Company received 55,379 shares with a nominal value of Euro 10.00 each in Certoise 2G SAS, Paris, France in consideration for 3’210’790 shares in the Company with a nominal value of CHF 0.10 each. Such shares have been locked-up to prevent public trading prior to the listing.

In the connection with the capital increase of April 17, 2009 and according to the contribution agreement entered into between the Company and the shareholders of Purple Labs SA, Bourget du Lac, France, the Company received 1'526'192 shares with a nominal value of Euro 0.37 each in Purple Labs SAS for 19’658'132 shares in the Company with a nominal value of CHF 0.10 each.

3.5 Rights

Each share carries the right to cast one vote on all matters submitted to a vote of our shareholders. There are no other rights and privileges connected with the shares.

3.6 Entitlement to dividends

According to the Articles of Incorporation, the general meeting of shareholders determines the dividend to be distributed and the time of distribution. The Shares are entitled to receive dividends for the business year ending on December 31, 2008 and for all subsequent financial years, provided a dividend is declared.

3.7 Restriction to transferability, tradability

The Articles of Incorporation do not contain limitations on the transferability of shares or regarding nominee registrations.

3.8 International offering, simultaneous public and private placements

There is no offering connected with this listing.

3.9 If the offering took place fewer than twelve month in the past

There is no offering connected with the listing and the subscription rights of the shareholders were excluded in connection with of the issuance of ordinary capital as set forth under section 3.4.

3.10 Net proceeds

Since the Shares have been fully subscribed for by contributions in kind in connection with the two shares-for-shares acquisitions (see above, Executive Summary, A. Business Background of the Issuance of the Shares), no cash proceeds have resulted from the issuance of the Shares. The issuance of the Shares was made on a nominal value basis, and the difference between the nominal value of the Shares and their assessed market value was booked as a share issuance premium (*Agio*) into the share premium of the Company.

3.11 Public tender or exchange offer

There were no public tender or exchange offers with regard to the shares of the Company during its history.

3.12 Certification

When issued the securities are not going to be issued in certificate form (*aufgehobener Titeldruck*). Shareholders have no right to request the printing and physical delivery of share certificates, but may request the Company at any time to deliver a written confirmation regarding the number of shares for which the shareholder is recorded in the share register (§ 5 Articles of Incorporation).

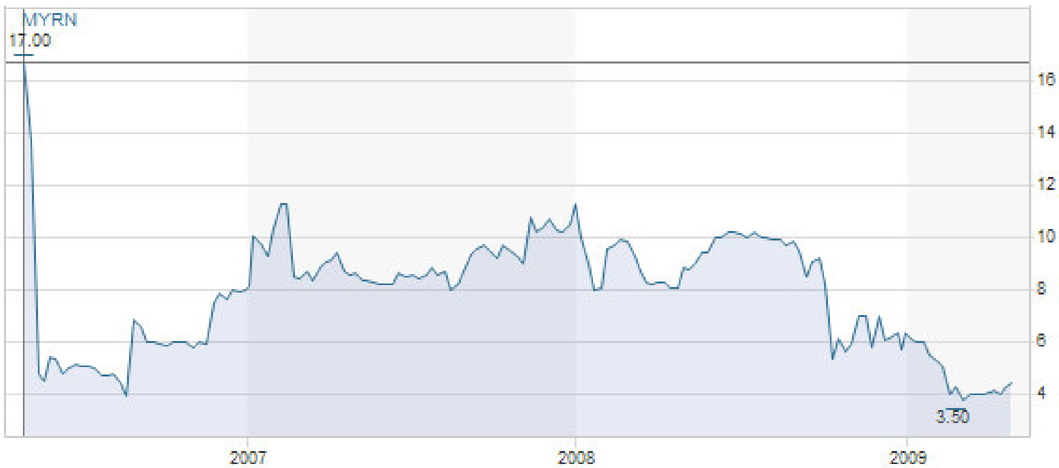
The transfer of uncertificated shares is effected by corresponding entry in the books of a bank or depository institution following an assignment in writing by the selling shareholder. The Company's shares are accepted for clearance and settlement through SIX SAG AG. Delivery of the shares will be made in book entry form through the facilities of SIX SAG AG.

3.13 Publication

Communications to the shareholders shall be made with legal effect exclusively by publication in the Swiss Official Gazette of Commerce. Official publications of the Company shall be made in the Swiss Official Gazette of Commerce (§ 25 Articles of Incorporation)

3.14 Price movements of equity securities

Chart Stock Price from April 28, 2006 to April 27, 2009



from:

http://www.six-swiss-exchange.com/marketpulse/shares/security_info_de.html?id=CH0019624805CHF4

3.15 Securities number and ISIN

Security Number:	001962480
ISIN:	CH0019624805

3.16 Representatives

The Company is represented by the following recognized representative according to art. 50 LR:

GRÜNINGER HUNZIKER ROTH RECHTSANWÄLTE
Bruno Hunziker, Rechtsanwalt, LL.M.
Bahnhostrasse 64
P.O. Box 3268
8021 Zürich

4. Responsibility for the Listing Prospectus

The Company declares to the best of its knowledge and belief that the information contained in this listing prospectus is correct and that no material factor has been omitted.

The Company:

Myriad Group AG
Lagerstrasse 14
8600 Dübendorf
Switzerland

Dübendorf, April 30, 2009

Myriad Group AG

By:	By:
Name: Hanspeter Baumgartner	Name : Simon Wilkinson
Title : Chairman of the Board	Title : CEO

Annexes:

I. Annual Report with statutory and consolidated financial statements of Myriad Group AG (formerly Esmertec AG) 2008

II. Annual Report with statutory and consolidated financial statements of Myriad Group AG (formerly Esmertec AG) 2007

III. Annual Report with statutory and consolidated financial statements of Myriad Group AG (formerly Esmertec AG) 2006

IV. Annual Report of Purple Labs SA 2007 / 2008 (under IFRS)

V. Annual Report of Purple Labs SA 2006 (under French GAAP)

VI. Unaudited pro forma consolidated financial information: presentation of a complex Financial History

VII. Assurance report of the independent professional accountant to the Board of Directors of Myriad Group AG on the review of the pro forma consolidated financial information as included in Annex VI