

**SWORD GROUP SE**  
European Company  
2-4 rue d'Arlon, L-8399 Windhof, Luxembourg B168244

## **TEXT OF THE PROPOSED RESOLUTIONS TO THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 28 APRIL 2025**

***Under the authority of the General Meeting deliberating under the quorum and majority  
conditions of an Annual Ordinary General Meeting***

### **First Resolution**

**(Reading of the management report of the Board of Directors, including the Group management report and the report on the agreements referred to in Article L.441-7 of the amended law of 10 August 1915 relating to the financial year ending 31 December 2024)**

The General Meeting, having heard the management report of the Board of Directors, acknowledges that no agreement or transaction falling within the scope of Article L-441-7 of the amended law of 10 August 1915 on commercial companies was concluded during the 2024 financial year.

### **Second Resolution**

**(Reading of the report of the statutory auditor on the 2024 annual accounts, the consolidated financial statements of the Group and on the execution of its mission)**

The General Meeting, having heard the report of the Statutory Auditor on the annual accounts prepared in accordance with the laws and regulations of the Grand Duchy of Luxembourg, on the consolidated accounts of the Group prepared in accordance with IFRS for the year ended 31 December 2024, and on the performance of its engagement as required, resolves to approve the report of the Statutory Auditor.

### **Third Resolution**

***(Approval of the 2024 statutory accounts)***

The General Meeting, deliberating under the conditions of quorum and majority required for ordinary general meetings, having heard the report of the Board of Directors and the report of the Statutory Auditor on the financial statements for the year ended 31 December 2024, approves in full, as presented, the statutory accounts for the 2024 financial year, showing a profit of **EUR 6,537,142.54**.

It also approves all operations reflected in these accounts or summarized in these reports.

### **Fourth Resolution**

***(Approval of the 2024 consolidated accounts)***

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having heard the report of the Board of Directors including the report on Group management and the report of the Réviseur d'Entreprises agréé [approved statutory auditor] on the consolidated financial statements for the year ended 31 December 2024, **approves** the consolidated financial statements as presented, prepared in accordance with legal requirements, showing a profit of **22,122 K** euros (rounded figures in thousands of euros).

### **Fifth Resolution (Appropriation of profit)**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having (i) heard the report from the Board of Directors, and (ii) noted that a sum of 3,898,939.80 euros has been duly set aside under 'Reserve for treasury shares' insofar as the Company holds 109,914 treasury shares at 31 December 2024, resolves to allocate the net profit of **6,537,142.54 euros** as follows:

<b>Profit for the year:</b>	<b>EUR 6,537,142.54</b>
<b>with the addition of the following items:</b>	
Distributable profit carried forward	EUR 128,634,706.92
Share premium	EUR 70,676,064.46
<b>Resulting in a distributable profit of:</b>	<b>EUR 205,847,913.92</b>
Which is appropriated to the following items:	
Profit carried forward	EUR 186,757,983.92
Dividend payout	EUR 19,089,930.00

**The gross dividend per share is €2.00.**

In terms of taxation, in accordance with Luxembourg law, dividend payouts are in principle subject to 15% withholding tax in Luxembourg.

However, this rate can be reduced under both tax treaties signed by Luxembourg and European law, depending on the tax residence of the beneficiary and under the beneficiary's own responsibility. In such a case, a refund request shall be sent to the Luxembourg tax authorities no later than 31 December of the year following the payment of the withholding tax, using Form 901bis: ([https://impotsdirects.public.lu/fr/formulaires/retenu\\_e\\_a\\_la\\_source.html](https://impotsdirects.public.lu/fr/formulaires/retenu_e_a_la_source.html)).

In addition, subject to international tax treaties and the legislation applicable in the beneficiary's State of residence, any withholding tax in the Grand Duchy of Luxembourg should give entitlement to a tax credit of the same amount deductible from the tax due in the beneficiary's State of residence.

By way of information, the French tax authorities consider that the conventional tax credits attached to income from shares in European companies registered in a PEA and whose issuers are not based in France do not give entitlement to a refund, insofar as the income from the shares placed in the PEA is exempt from income tax (see in particular BOI-RPPM-RCM-40-50-30-20150115 of 15 January 2015).

### **Sixth Resolution (Discharge granted to the directors for their management duties for the year 2024)**

The General Meeting resolves, by special vote, to discharge the Directors in respect of their management of the Company for the year ended 31 December 2024.

### **Seventh Resolution (Report on the remuneration awarded to directors in 2024)**

The General Meeting hears the report on the total remuneration of 150,000 euros allocated to all Directors during the 2024 financial year and notes that the remuneration was allocated in compliance with the authorisation granted at the previous General Meeting.

**Eighth Resolution  
(Approval of the remuneration and nomination policy)**

The General Meeting hears the Company's annual remuneration report and, voting under the quorum and majority conditions required for ordinary general meetings, resolves to approve the Company's remuneration and appointments policy.

**Ninth resolution  
(Appointment of a new Director, Mr Philippe Blanche)**

The General Meeting, having considered the report of the Board of Directors and the Company's remuneration and appointments report, resolves to appoint:

- Mr Philippe Blanche, residing at B-4257 BERLOZ (Belgium), Rue de Willine, 52

as a Director for a further term of three (3) years, expiring at the close of the General Meeting called to approve the financial statements for the year ending 31 December 2027.

**Tenth resolution  
(Directors' remuneration)**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, having heard the Board of Directors' report, resolves to set the total amount of attendance fees to be allocated to members of the Board of Directors for the current 2025 financial year at 165,000 euros.

**Eleventh resolution  
(Discharge to the réviseur d'entreprises agréé [approved statutory auditor] for his assignment in respect of the 2024 financial year)**

The General Meeting resolves, by special vote, to discharge the Auditors in respect of the performance of their mandate for the year ended 31 December 2024.

**Twelfth resolution  
(Appointment of the réviseur d'entreprises agréé (approved statutory auditor))**

The General Meeting, having considered the report of the Board of Directors, and in view of the fact that the term of office of Mazars Luxembourg S.A., Réviseur d'Entreprises agréé, expires at this Meeting, resolves to renew its appointment for a further period of one financial year, expiring at the close of the Meeting called to approve the accounts for the financial year ending 31 December 2025.

**Thirteenth resolution  
(Authority to carry out formalities)**

The General Meeting, voting under the quorum and majority conditions required for ordinary general meetings, confers full powers on the bearer of an original, copy or extract of these minutes to carry out all filings and publications required by law.

***Authorised by the General Meeting, under the conditions required for Extraordinary General Meetings as to quorum and majority.***

**Fourteenth resolution**

**(Cancellation of the share buyback programme adopted by the Extraordinary General Meeting of 28 April 2023 and authorisation to be given to the Board of Directors for the Company to buy back its own shares under a new buyback programme)**

The General Meeting, having considered the Board of Directors' report on the transactions carried out under the share buyback programme adopted by the Extraordinary General Meeting of 28 April 2023, resolves to terminate this programme on the date of this General Meeting.

The General Meeting of Shareholders, under the conditions as to quorum and majority required for Extraordinary General Meetings, having considered the report of the Board of Directors, authorises the Board of Directors, with power to delegate, to acquire shares in the Company, under the conditions laid down by Articles L. 430-15 and L-430-23 of the amended law of 10 August 1915 on commercial companies, European Regulation no. 596/2014 as amended on 16 April 2014, Delegated Regulation EU 2016/1052 and the Company's Articles of Association under the following conditions:

The purpose of renewing the share buyback programme is, within the limits of the applicable legal provisions :

- Market making or liquidity under a liquidity contract with an approved service provider;
- In the event of a block sale of Sword Group shares by third parties, representing more than 5% of the share capital and which could have a potentially detrimental effect on the share price, the purchase and retention of the said shares and to subsequently offer them for sale;
- Exchanging Sword Group shares for shares acquired as part of our acquisitions;
- Cancel shares, up to a maximum of 50% of the Company's share capital, over a period of twenty-four (24) months, subject to the approval by the Company's Extraordinary General Meeting of shareholders of the authorisation to reduce the Company's share capital.

The number of shares bought back, including shares previously acquired by the Company and still held in its portfolio, may not exceed **10% of the total subscribed capital, i.e. a maximum of 954,497 shares.**

Within the limits specified by articles L.430-15 and L.461-2 (1) of the amended law of 10 August 1915 on commercial companies, the maximum number of shares referred to above that may be acquired by the end of this programme may not result in the Company's net assets falling below the amount of the Company's subscribed capital, plus any reserves that the law or the Articles of Association do not allow to be distributed.

The acquisition value of each share in the Company may not be less than the nominal value of one share.

The maximum purchase price per share may not exceed 110% of the purchase price of the share on the Euronext Paris market or any other regulated market on which the Company's shares are traded, depending on the market on which the transactions are carried out.

The Company must refrain from trading during 'blackout periods', i.e. between the date on which it becomes aware of inside information and the date of its publication, as well as during the 30 days preceding and during the trading day following the dates of publication of its annual and half-yearly financial statements and during the 15 days preceding and during the trading day following the dates of publication of its interim quarterly financial statements.

These abstentions do not apply in the case of a mandate entrusted to an investment services provider or a credit institution acting independently and whose mandate has been concluded outside a 'negative window' period.

Full powers are granted to the Board of Directors, with the option to delegate these powers, to implement this authorisation and to ensure compliance with the aforementioned applicable regulations, as well as with the regulations of the Autorité Monétaire Française (AMF).

The shares may be acquired either through stock market purchases, block purchases or over-the-counter purchases at the market price prevailing at the time or at a lower price.

This authorisation replaces the authorisation granted by the Extraordinary General Meeting of 28 April 2023 and is valid for a maximum period of five (5) years.

The Board of Directors shall inform the next Annual General Meeting of the transactions carried out pursuant to this resolution.

**Fifteenth resolution**  
**(Authorisation to be given to the Board of Directors to reduce the share capital by cancelling shares acquired as part of the Company's purchase of its own shares)**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, in connection with the authorisation given in the thirteenth resolution of this General Meeting for the Company to purchase its own shares :

- authorises the Board of Directors to cancel, on one or more occasions, all or some of the Company shares held by the Company under the authorisation granted to the Board of Directors to purchase the Company's shares and under previous authorisations, up to a limit of 50% of the share capital per twenty-four (24) month period (it being specified that this limit will be assessed on the date of the Board of Directors' decision) and to reduce the share capital accordingly;
- authorises the Board of Directors to deduct the difference between the repurchase price of the cancelled shares and their par value from premiums and available reserves;
- grants it full powers to set the terms and conditions, carry out and record the capital reduction(s) resulting from the cancellation operations authorised by this resolution, settle any objections, enter the corresponding accounting entries, amend the Articles of Association accordingly, and generally carry out all necessary formalities.

This authorisation replaces the authorisation granted by the Extraordinary General Meeting of 28 April 2023 and is valid for a maximum period of five (5) years.

**Sixteenth resolution**  
**(Authority to carry out formalities)**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, confers full powers on the bearer of an original, copy or extract of these minutes to carry out all filings and publications required by law.

The Board of Directors