

**FORM FOR PARTICIPATION, FOR VOTING BY CORRESPONDENCE
OR BY PROXY VOTING**

IMPORTANT : Before choosing between the four (4) possibilities, please carefully read the instructions on the back side

SWORD GROUP SE

**ANNUAL GENERAL MEETING AND EXTRAORDINARY
MEETING OF SHAREHOLDERS**

European Company with a capital of 9,289.965 Euros
Registered Office : 105 route d'Arlon L-8009
Stassen (Luxembourg)

RCS Luxembourg: B 168.244

- owner
- bare owner
- usufructuary

**On April 28th, 2014 at 11 a.m.
At L-8399 Windhof (Luxembourg), 2-4 rue d'Arlon**

ofregistered shares of the above mentioned company as evidenced by the registration of the shares in an account opened in my name in the books of said company

**FORMS THAT DO NOT ARRIVE
BEFORE
APRIL 24th, 2014
At L-8399 Windhof, 2-4 rue d'Arlon
WILL NOT BE TAKEN INTO
ACCOUNT**

CHOOSE 1 or 2 or 3
If you choose **1** or **2** or **3**, tick the corresponding box

1	I SHALL BE PERSONALLY PRESENT AT THE GENERAL MEETING OF SHAREHOLDERS Date and sign below without filling in the box 2, 3 or 4
2	I GIVE POWER TO THE PRESIDENT and authorise him to vote in my name Date and sign below without filling in the box 1, 3 or 4

3	FORM FOR VOTING BY MAIL										
<p>I vote YES to all the draft resolutions presented or accepted by the Board of Directors with the EXCEPTION of those that I indicate by dark filling the corresponding box and for which I vote NO or abstain, which shall be considered as a voting against the adoption of the resolution, or I give power to</p> <p style="text-align: right;">to vote in my name. See (4) on the back side</p>											
1	2	3	4	5	6	7	8	9	10	11	12
o	o	o	o	o	o	o	o	o	o	o	o
<p>Should amendments or new resolutions be proposed to the shareholders</p> <p>- I give power to the President to vote in my name o</p> <p>- I abstain (abstaining shall be considered as a vote against the adoption of the resolution) o</p> <p>- I give power to (see (3) on the backside) to o</p>											

4	FORM FOR PROXY VOTE										
<p>I give power (see (4) on the back side) to : M (<i>Last name, first name, address</i>)</p> <p>to represent me at the shareholders' general ordinary and Extraordinary meeting of April 28th, 2014 and to vote the next resolutions (indicate by dark filling the corresponding box)</p>											
1	2	3	4	5	6	7	8	9	10	11	12
o	o	o	o	o	o	o	o	o	o	o	o
<p><i>Last name, first name, address of the shareholder</i></p>											

Executed in

Signature (see (1) on the back side)

USE OF THE DOCUMENT

IMPORTANT : The shareholder is requested to return this form using one of the four offered possibilities:

- 1** Confirm to be personally present at the meeting (date and sign on the front side without filling in **2**, **3** or **4**)
- 2** Give power to the President (date and sign in front of this form n° 2 without filling in **1**, **3** or **4**)
- 3** Vote by correspondence (tick the box n° **3** and date and sign on the front side)
- 4** Give power to a named person (tick the box n° **4** and date and sign on the front side)

WHATEVER OPTION IS CHOSEN, THE SIGNATURE OF THE SHAREHOLDER IS ESSENTIAL

(1) The signatory is requested to write very precisely his/her name (in capital letters), first name and address in the area designated for this purpose ; if this information already appears on the form, the signatory is requested to check it and, if necessary, to correct it.

For legal entities, indicate name, first name and capacity of the authorised signatory.

If the signatory is not personally a shareholder (example : Legal Administrator, Tutor...), he/she must indicate his/her name, first name and capacity to sign the voting form.

The form sent for a general meeting is valid for other successive general meetings held with the same agenda.

POWER TO THE PRESIDENT **2 OR**

POWER TO A NAMED PERSON **4**

3) Law dated May 24th, 2011 related to the exercise of certain rights of shareholders at general shareholder's meetings of listed companies

Art. 8: "Every shareholder has the right to appoint any other person (corporation body or natural person) as his representative to participate at the general meeting and vote on his behalf. The representative benefits from the same rights as the represented shareholder to speak out and to ask questions during general meetings.»

VOTING BY CORRESPONDENCE **3**

(2) Law dated May 24th, 2011 related to the exercise of certain rights of shareholders at general shareholder's meetings of listed companies and in accordance with the company's by-laws

Art. 19 C: « Shareholders who want to vote by correspondence , should ask the company a voting in writing».

For the purposes of determining whether there is a quorum, only forms received by the company at least three (3) days before the meeting shall be taken into account, i.e. at latest at midnight of **24 April 2014**.

If you wish to vote by correspondence, you must imperatively tick the box **n° 3** on the front side of this document.

In such a case, you are requested to:

- Either vote "yes" for all resolutions without filling in any box ;
- Or vote "no" or abstain, which corresponds, according to law, to voting "no" for some resolutions (or all resolutions) by filling in the individual box.

* The text of the agenda is included in the notice attached to this form, the draft of the resolutions is listed on the website of the company www.swobd-group.com during a continuous period beginning at the time that the notice of the meeting is published, and including the day of the general meeting .