

## **Sword Group The General Meeting approves by an immense majority the project to transfer the head-office to the Grand Duchy of Luxembourg**

The Ordinary and Extraordinary General Meeting of Sword Group SE, which met on 26 March 2012, approved the project to transfer the head-office to the Grand Duchy of Luxembourg by a very large majority.

This vote confirms the Management's desire to reinforce the integration of the Group and improve its organisation and competitiveness.

The conditions of the transfer were described in the project to transfer the head-office, it being specified that the Board of Directors has decided to maintain a stable site in France, instead of the former head-office.

In compliance with the provisions of articles L 229-2 paragraph 3 and R 229-3 of the Commercial Code, the minority shareholders of the Company who voted against the transfer during the General Meeting – representing 4.36% of the share capital – shall be able to oppose the transfer within the space of one month starting on the date of publication of the decision made by the General Meeting in the BALO (planned date of publication 30 March 2012) and in a journal of legal notices (planned date of publication 31 March 2012). Hence they will have until 2 May 2012 to request the repurchase of their shares by the Company, by means of a registered letter with request for receipt sent to the following address: Sword Group SE, 9, avenue Charles de Gaulle, 69771 Saint-Didier-au-Mont-d'Or Cedex (France), for the attention of Mrs Stéphanie DESMARIS.

The company shall then send to the requesting shareholder an offer for the repurchase of their shares by registered letter with request for a receipt sent within the 15 days that follow receipt of the repurchase request. The repurchase offer will include:

- The price offered per share,
- The mode of payment proposed,
- The time period during which the offer is maintained, that cannot be less than 20 days,
- The place where it can be accepted.

It is important to note that the repurchase price has been fixed by the Board of Directors at €11.70, on the basis of an assessment report completed by the firm Penthièvre Finance, that formed the subject of a previous press release.

It is also to be noted that if, during the opposition period of one month referred to below, the share price of the company was to undergo:

- A drop in the weighted average price of the Sword share, calculated over a rolling period of 20 days, exceeding 15% of the Sword share price on 8 March 2012, confirmed by a similar drop of the "Software and IT Services QS0011018239 FRSCS" index (calculated for a rolling period of 20 days starting on 8 March 2012);

- A rise in the weighted average price of the Sword share, calculated over a rolling period of 20 days, of over 15% of the Sword share price on 8 March 2012, confirmed by a similar rise of the "Software and IT Services QS0011018239 FRSCS" index (calculated for a rolling period of 20 days starting on 8 March 2012);

then the price of €11.70 referred to above shall become null and void and the Board of Directors shall request a new assessment of the Sword share taking into account the new market conditions.

### About Sword Group

Sword Group is an international services and Software company, organized by centers of competences and expertises.

Employees 1 281 (31/12/2011)  
Euronext Paris - Compartment C (Mid Caps)  
ISIN Code: FR0004180578  
ICB : 9530 Software & Computer Services  
Indices CAC® Small  
CAC® Mid & Small  
CAC® All-Tradable  
CAC® All-Share



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