

SWORD GROUP SE

European Company with a share capital of 9,544,965 Euros

Registered office : 2-4, rue d'Arlon
L-8399 Windhof (Luxembourg)
RCS Luxembourg : B 168.244

**ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

Of April 28th, 2017 at 11 a.m. at the registered office

- Owner
 - Bare-owner
 - Usufructuary
- of
registered share(s) of the above mentioned company as evidenced by the registration of shares in an account opened in my name in the books of the said company

**FORMS THAT DO NOT ARRIVE BEFORE
APRIL 24th, 2017 AT THE REGISTERED
OFFICE WILL NOT BE TAKEN INTO
ACCOUNT**

CHOOSE 1 ou 2 ou 3 ou 4	
If you choose 1 or 2 or 3 or 4, please tick the corresponding boxes	
1	I SHALL BE PERSONALLY PRESENT AT THE GENERAL MEETING OF SHAREHOLDERS Date and sign below without filling in the boxes 2, 3 and 4
2	I GIVE POWER TO THE PRESIDENT And authorise him to vote in my name Date and sign below without filling in the boxes 1, 3 and 4

3	FORM FOR VOTING BY CORRESPONDENCE
I will not attend to the General Meeting of Shareholders and I vote by mail by granting irrevocable power to the President with the following voting instructions : See reverse (3) :	

4	FORM FOR PROXY VOTE
I will not attend to the General Meeting of Shareholders and I grant poser of representation to : M (<i>Last name, first name, address</i>) With the following voting instructions : See reverse (4) :	

Resolutions	1	2	3	4	5	6	7
For							
Against							
Abstention							

Should amendments or new resolutions be proposed to the shareholders during the meeting :

- I grant power to the President to vote in my name
- I abstain
- I grant power to (see reverse (3)) to: _____ to vote in my name

Last name, First name, Address of the shareholder

Executed in, on.....

Signature (see reverse (1))

USE OF THE DOCUMENT

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

- 1** Confirm to be personally present at the Meeting (date and sign on the other side without filling in [2], [3] or [4])
- 2** Grant power to the President (date and sign on the other side without filling in [1], [3] or [4])
- 3** Vote by correspondence (tick the box [3], fill in the voting instructions, and date and sign at the other side)
- 4** Grant power to a designated person (tick the box [4], fill in the voting instructions, and date and sign at the other side)

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

(1) The signatory is requested to write very precisely his/her last name (in capital letters), first name and address or registered office 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, please indicate last name, first name and capacity of the authorised signatory.

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

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

**POWER TO THE PRESIDENT
OR
POWER TO A DESIGNATED PERSON**

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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 shall have the right to appoint any other natural or legal person (corporation body or natural person) as proxy holder to attend and vote at the general meeting in his name. The proxy holder shall enjoy the same rights to speak and ask questions in the general meeting as those to which the shareholder thus represented would be entitled"

Art. 8 (4) : « The proxy holder shall cast votes in accordance with the instructions issued by the appointed shareholder ». You are consequently requested to vote « yes », « no » or to « abstain » by filling in the voting instructions related to each resolution.

VOTE BY CORRESPONDENCE

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(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.

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

In that case, you are requested to vote « yes », « no » or to « abstain » by filling in the voting instructions related to each resolution.

* 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.sword-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.