



**SWORD GROUP SE**  
**Société Européenne au capital social d'EUR 9.360.965**  
**Siège Social : 2-4 rue d'Arlon, L-8399 Windhof, Grand Duché du Luxembourg**  
**Registre de commerce et des sociétés Luxembourg numéro B 168.244**  
**(la « Société »)**

## **TEXT OF THE DRAFT RÉSOLUTIONS OF THE ANNUAL GENERAL MEETING TO BE HELD ON 28 APRIL 2015**

### *Within the competence of an Ordinary Annual General Meeting*

#### **First Resolution**

**(Regulated agreements concluded during the financial year ending 31 December 2014 referred to by Article 57 of the amended law of 10 August 1915)**

The General Meeting, after having reviewed the report of the Board of Directors, takes notice that no regulated agreements referred to by Article 57 of the amended law of 10 August 1915 have been concluded or were entered into during the financial year ending 31 December 2014.

#### **Second Resolution**

**(Approval of the statutory annual accounts 2014)**

The General Meeting, voting under the rules of quorum and majority applicable to ordinary meetings, after having reviewed the report of the Board of Directors, the audit committee and the report of the independent company auditor on the statutory annual accounts of the financial year ending 31 December 2014, approves these as presented, the statutory annual accounts of the financial year 2014 showing **a profit of 101,337,226.53 euros**.

She also approves the transactions recorded and summarized in these reports.

The General Meeting grants discharge to the directors and to the independent company auditor for the execution of their mandates during the past financial year.

#### **Third Resolution**

**(Approval of the consolidated accounts 2014)**

The General Meeting, voting under the rules of quorum and majority applicable to ordinary meetings, after having reviewed the report of the Board of Directors, including the management report of the group and the report of the independent company auditor on the consolidated accounts of the financial year ending 31 December 2014, approves these as presented, the consolidated accounts being established according to the legal provisions, showing **a profit of 13,317,363 euros**, 12.154.122 euros concerning the group's share and 1.163.241 euros concerning the minority's share.

#### **Forth Resolution**

**(Allocation of the results)**

The General Meeting, voting under the rules of quorum and majority applicable to ordinary meetings, after (i) having reviewed the report of the Board of Directors and after (ii) having taken due notice that a "Reserve for treasury stock" has been duly established to the extent that the Company holds treasury shares as at 31 December 2014, resolves to allocate the profit of **101,337,226.53 euros** as follows :

- |  |                             |
|--|-----------------------------|
| - Profits of the financial year:                       | <b>101,337,226.53 euros</b> |
| - Added with the amount of :                           | 29,249,011.60 euros         |
| Withdrawn from the account « Results carried forward » |                             |
| - Giving distributable profits of :                    | 130,586,238.13 euros        |

- As dividend to shareholders :	11,233,158.00 euros
<b>The balance of the amount of :</b>	<b>119,353,080.13 euros</b>
Is allocated to the following accounts	
Legal reserve	7,100.00 euros
Results carried forward	11,345,980.13 euros

**Net dividend per share would be 1,20 €**

In the area of taxation, according to the Luxembourg legal provisions, distribution of dividend is generally subject to a withholding tax within the Grand Duchy of Luxembourg at the rate of 15%.

However, this rate may be reduced by the application of international taxation treaties signed by the Grand Duchy of Luxembourg and by the application of Community law, based on the tax residence of the beneficiary and under his own responsibility. A request for reimbursement should then be addressed to the "Administration des Contributions du Grand Duché de Luxembourg" at latest 31 December of the year following the payment of the withholding tax, by using the form 901 bis ([http://impotsdirects.public.lu/formulaires/retenu\\_e\\_a\\_la\\_source/pluriannuel/901bis\\_FR\\_DE\\_GB.pdf](http://impotsdirects.public.lu/formulaires/retenu_e_a_la_source/pluriannuel/901bis_FR_DE_GB.pdf))

In addition, without prejudice to international taxation treaties and the applicable legislation in the country of residence of the beneficiary, any withholding tax in the Grand Duchy of Luxembourg should give right to a tax credit of equal amount deductible to the effective taxation in the country of residence of the beneficiary.

For information, the French administration considers conventional tax credits related to income from shares of European companies registered with a PEA of which the issuers do not have their registered offices in France do not give right to reimbursement, to the extent that the income of shares put into a PEA is exempt from taxation on income (for instance BOI-RPPM-RCM-40-50-30 of 12 September 2012).

**Fifth Resolution  
(Remuneration of the directors)**

The General Meeting, voting under the rules of quorum and majority applicable to ordinary meetings, after having reviewed the report of the Board of Directors, sets the amount of total remuneration for the members of the Board of Directors at 180,000 euros to be allocated as attendance fees during the current financial year 2015.

**Sixth Resolution  
(Renewal of the mandate of the independent company auditor)**

The General Meeting, after having reviewed the report of the Board of Directors and taken notice of the expiry of the mandate of Mazars Luxembourg S.A., the independent company auditor, resolves the renew its mandate for another period of one financial year, being a term to expire at the next general meeting to decide on the accounts of the financial year of 2015.

**Seventh Resolution  
(Powers to carry out formalities)**

The General Meeting, voting under the rules of quorum and majority applicable to ordinary meetings, grants full powers to the bearer of an original, a copy or an excerpt of the present minutes in order to carry out any and all formalities, deposits and publications required by law.