

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

## **TEXT OF THE PROPOSED RESOLUTIONS TO THE ORDINARY GENERAL MEETING OF 28 APRIL 2026**

***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 2025)**

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 2025 financial year.

### **Second Resolution**

**(Reading of the report of the statutory auditor on the 2025 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 2025, and on the performance of its engagement as required, resolves to approve the report of the Statutory Auditor.

### **Third Resolution**

***(Approval of the 2025 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 2025, approves in full, as presented, the statutory accounts for the 2025 financial year, showing a deficit of **EUR 1,190,057.98**.

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

### **Fourth Resolution**

***(Approval of the 2025 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 2025, **approves** the consolidated financial statements as presented, prepared in accordance with legal requirements, showing a profit of **19,251 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 3,195,028.20 euros has been duly set aside under 'Reserve for treasury shares' insofar as the Company holds 88.998 treasury shares at 31 December 2025, resolves to allocate the deficit of **1,190,057.98 euros** as follows:

<b>Deficit for the year:</b>	<b>EUR 1,190,057.98</b>
<b>with the addition of the following items:</b>	
Distributable profit carried forward	EUR 117,007,633.06
Share premium	EUR 70,676,064.46
<b>Resulting in a distributable profit of:</b>	<b>EUR 186,493,639.54</b>
Which is appropriated to the following items:	
Profit carried forward	EUR 167,403,709.54
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 2025)**

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 2025.

**Seventh Resolution  
(Report on the remuneration awarded to directors in 2025)**

The General Meeting hears the report on the total remuneration of 165,000 euros allocated to all Directors during the 2025 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  
(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 2026 financial year at 115,000 euros.

**Tenth resolution  
(Discharge to the réviseur d'entreprises agréé [approved statutory auditor] for his assignment in respect of the 2025 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 2025.

**Eleventh 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 2026.

**Twelfth 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.

The Board of Directors