



# 2025 Financial Report

Free translation  
of the original report in French



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To the Board of Directors of  
**SWORD GROUP SE**  
Société européenne

R.C.S. Luxembourg B168244

2, rue d'Arlon  
L-8399 Windhof  
Luxembourg

**AUDITOR'S REPORT RELATED TO THE AGREED UPON PROCEDURES  
PERFORMED ON THE TRANSLATED CONSOLIDATED FINANCIAL STATEMENTS AND  
STATUTORY FINANCIAL STATEMENTS**

We have performed the procedures agreed with you and enumerated below with respect to the translated consolidated financial statements prepared under IFRS as adopted by the European Union and statutory financial statements prepared in accordance with Luxembourg legal and regulatory requirements of Sword Group SE as at 31 December 2025, set forth in the accompanying schedules.

Our engagement was undertaken in accordance with the International Standard on Related Services applicable to agreed-upon procedures engagements. The procedures were performed solely to assist you in evaluating the validity of the translated consolidated financial statements prepared under IFRS as adopted by the European Union and statutory financial statements prepared in accordance with Luxembourg legal and regulatory requirements for the year ended 31 December 2025 and are summarized as follows:

1. We obtained and read the free translation from French into English of the consolidated financial statements prepared under IFRS as adopted by the European Union and of the statutory financial statements prepared in accordance with Luxembourg legal and regulatory requirements. No issues that could be misleading to users of these financial statements were identified.
2. We reviewed the wording used in the translation. No wording requiring amendment was identified.
3. We checked the final translation based on our comments. No issues were identified.

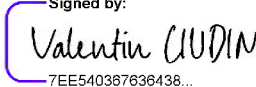
We remind you, in accordance with our engagement terms, that in case of any discrepancy which may be noted between the English translation and the French original version, only the French original version shall be considered the legal binding document on which our audit opinions have been signed.

Because the above procedures do not constitute either an audit or a review made in accordance with International Standards on Auditing or International Standards on Review Engagements, we do not express any assurance on the translated consolidated financial statements prepared under IFRS as adopted by the European Union and statutory financial statements prepared in accordance with Luxembourg legal and regulatory requirements for the year ended 31 December 2025. Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with International Standards on Auditing or International Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties.

Luxembourg, 7 July 2026

For Forvis Mazars, Cabinet de révision agréé  
5, rue Guillaume J. Kroll  
L-1882 Luxembourg

Signed by:  
  
7EE540367636438...

Valentin CIUDIN  
Réviseur d'entreprises agréé

## CONTENTS

## MESSAGE FROM THE CHAIRMAN

<b>1</b>	<b>ABOUT THE GROUP</b>	<b>8</b>
1.1	The Group and its activities as at 31 December 2025	8
1.2	How Sword sets itself apart	9
1.3	Timeline	10
1.4	Group organisation chart as at 31 December 2025	11
1.5	Key data and indicators for 2025	12
<b>2</b>	<b>MANAGEMENT REPORT</b>	<b>16</b>
2.1	EBITDA	16
2.2	Debt, cash flow and investments	16
2.3	Acquisitions and disposals	16
2.4	Provisioning policy	16
2.5	Alternative performance measures	16
2.6	How the Group is organised	17
2.7	Strategy and outlook	18
2.8	Highlights of the year 2025	18
2.9	Assessment of the value of goodwill and other intangible assets	18
2.10	Approval of the consolidated financial statements	18
2.11	Proposed allocation of profit or loss	18
2.12	Share and shareholder structure	19
2.13	Subsequent events	24
<b>3</b>	<b>CORPORATE GOVERNANCE*</b>	<b>26</b>
3.1	Governance framework	26
3.2	Board of Directors	26
3.3	Audit Committee	29
3.4	Remuneration Committee/Appointments, Governance, Ethics and Corporate Responsibility Committee	30
3.5	Executive Management	31
3.6	Remuneration of corporate officers	32
<b>4</b>	<b>RISK FACTORS AND CONTROL FRAMEWORK*</b>	<b>37</b>
4.1	Methodology for identifying and monitoring risks	37
4.2	Strategic and operational risks	37
4.3	Technological and cybersecurity risks	38
4.4	Financial risks	39
4.5	Regulatory and compliance risks	40
4.6	Insurance	40
4.7	Internal control system	41
4.8	Extraordinary events and litigation	41

<b>5</b>	<b>CORPORATE RESPONSIBILITY*</b>	<b>43</b>
5.1	Business model and integration of ESG issues	44
5.2	Sustainability governance	44
5.3	Double materiality assessment	45
5.4	Environment	46
5.5	Social	47
5.6	Business conduct, ethics and compliance	49
5.7	Green taxonomy	51
<b>6</b>	<b>CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025</b>	<b>57</b>
6.1	Consolidated statement of financial position	57
6.2	Consolidated statement of financial position (continued)	58
6.3	Consolidated income statement	59
6.4	Consolidated statement of comprehensive income	60
6.5	Consolidated statement of changes in equity	61
6.6	Consolidated statement of cash flows	62
6.7	Notes to the consolidated financial statements	64
NOTE 1.	GENERAL INFORMATION	64
NOTE 2.	BASIS FOR PREPARATION AND ACCOUNTING PRINCIPLES	65
NOTE 3.	ACCOUNTING ESTIMATES AND JUDGEMENTS	80
NOTE 4.	FINANCIAL RISK MANAGEMENT POLICY	83
NOTE 5.	FAIR-VALUE MEASUREMENT	87
NOTE 6.	FINANCIAL ASSETS AND LIABILITIES BY ACCOUNTING CATEGORY	92
NOTE 7.	BREAKDOWN OF REVENUE	93
NOTE 8.	ASSETS AND LIABILITIES RELATING TO REVENUE RECOGNITION	93
NOTE 9.	SEGMENT INFORMATION	94
NOTE 10.	GROUP INFORMATION	97
NOTE 11.	BUSINESS COMBINATIONS AND ACQUISITIONS	101
NOTE 12.	DISPOSALS	105
NOTE 13.	GOODWILL	107
NOTE 14.	OTHER INTANGIBLE ASSETS	109
NOTE 15.	PROPERTY, PLANT AND EQUIPMENT	111
NOTE 16.	LEASES	112
NOTE 17.	TRADE AND OTHER RECEIVABLES	113
NOTE 18.	OTHER ASSETS	114
NOTE 19.	CASH AND CASH EQUIVALENTS	114
NOTE 20.	PENSION PLANS	115
NOTE 21.	OTHER PROVISIONS	116
NOTE 22.	OTHER FINANCIAL DEBTS	116
NOTE 23.	TRADE AND OTHER PAYABLES	117
NOTE 24.	OTHER LIABILITIES	118
NOTE 25.	TAXES	118
NOTE 26.	PERSONNEL EXPENSES	120

NOTE 27.	OTHER EXTERNAL CHARGES.....	120
NOTE 28.	ALLOCATIONS TO PROVISIONS AND REVERSALS OF PROVISIONS.....	120
NOTE 29.	INCOME FROM DISPOSALS OF ASSETS AND SUBSIDIARIES .....	121
NOTE 30.	IMPAIRMENT LOSS ON ASSETS.....	121
NOTE 31.	OTHER NON-RECURRING ITEMS .....	121
NOTE 32.	FINANCIAL RESULT .....	122
NOTE 33.	EARNINGS PER SHARE .....	122
NOTE 34.	SHARE CAPITAL.....	122
NOTE 35.	OWN SHARES .....	122
NOTE 36.	DIVIDENDS .....	123
NOTE 37.	RELATED-PARTY TRANSACTIONS .....	123
NOTE 38.	OFF-BALANCE-SHEET COMMITMENTS .....	124
NOTE 39.	CONTINGENT LIABILITIES .....	124
NOTE 40.	AUDITORS' FEES .....	124
NOTE 41.	SUBSEQUENT EVENTS .....	124
6.8	Report of the réviseur d'entreprises agréé (statutory auditor) on the consolidated financial statements.....	125
<b>7</b>	<b>COMPANY FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025 .....</b>	<b>133</b>
7.1	Balance sheet as at 31 December 2025 .....	133
7.2	Income statement for the year ended 31 December 2025.....	137
7.3	Notes for the year ended 31 December 2025.....	139
7.4	Report of the réviseur d'entreprises agréé (statutory auditor) on the financial statements.....	152
<b>8</b>	<b>ADDITIONAL INFORMATION.....</b>	<b>158</b>
8.1	Memorandum and Articles of Association .....	158
8.2	Documents available to the public .....	159
8.3	Person in charge of the annual report.....	159
8.4	Statutory auditors of the accounts .....	159
8.5	Statement by the person in charge of the annual financial report .....	159
<b>9</b>	<b>OFFICES AND CONTACT DETAILS.....</b>	<b>163</b>



# MESSAGE FROM THE CHAIRMAN

## MESSAGE FROM THE CHAIRMAN

Dear shareholders, clients, employees and partners,

As we embark on 2026, I want to express my pride in the progress we have made together and my confidence in Sword Group moving forward.

2025 was a year of consolidation and investment. Thanks to your commitment, we have strengthened our foundations and confirmed the relevance of our strategic choices. We are now ready to accelerate.

Our ambition remains clear: to deliver sustainable and innovative growth while maintaining the highest standards of quality and responsibility.

In 2026, we will be focusing our efforts on digital transformation, operational excellence and our ESG commitments, turning each and every market development into an opportunity for everyone.

I would like to sincerely thank you for your involvement and to assure you of our determination to show confidence and agility in achieving the objectives set out in our 2028 Business Plan.



Jacques Mottard  
Chairman and Founder of Sword Group



# 01 ABOUT THE GROUP

# 1 ABOUT THE GROUP

## 1.1 The Group and its activities as at 31 December 2025

Sword Group is a world-leading IT and digital transformation partner that helps streamline its clients' businesses, improve quality and reduce costs.

### Leadership

- Scotland number 1 in the oil & gas sector
- England number 1 in the renewables sector
- Benelux – Greece – EU number 1 for the European Union institutions
- French-speaking Switzerland number 2 for digital services companies

One of the key factors in Sword's success is the local service it fosters with its clients. Sword provides its clients with high-value-added know-how, a high production capacity and an optimised economic approach.

To meet its clients' strategic challenges and their need both to make changes to their technological environments and to update their business processes, Sword is divided into specialist competence centres (Business Units).

As at 31 December 2025, Sword Group employed over 3,610 people and had a consolidated revenue of €357.7 million.

### 1.1.1 Services business

Creating value through technology and innovations



Services: Sword advises companies on implementing innovative solutions, technically develops and integrates these solutions, and accelerates internal and external digital transformation programmes.

### 1.1.2 Software Components business

Adding value through innovative software solutions. The revenue from this business is included in the Services division as it is not yet significant enough in terms of volume.



- **Sword Aequos** | Set of SharePoint web parts for any person or company wanting to create a flexible and customisable data viewing and search experience.
- **Sword Phusion** | Software to model, capture and manage information in a single, accessible and reliable form.
- **Sword Tell** | CAD software for watch manufacturers.
- **Sword Venue** | Digital collaborative solution with a toolbox to help you plan and deliver your venues better and faster while reducing risk and cost.

### 1.1.3 Markets

Sword's range of services is designed for the local and international operations of all key accounts and public institutions. With its technological and methodological expertise, Sword is a market leader in a number of countries.

Sword has developed unique expertise in the following targeted markets:

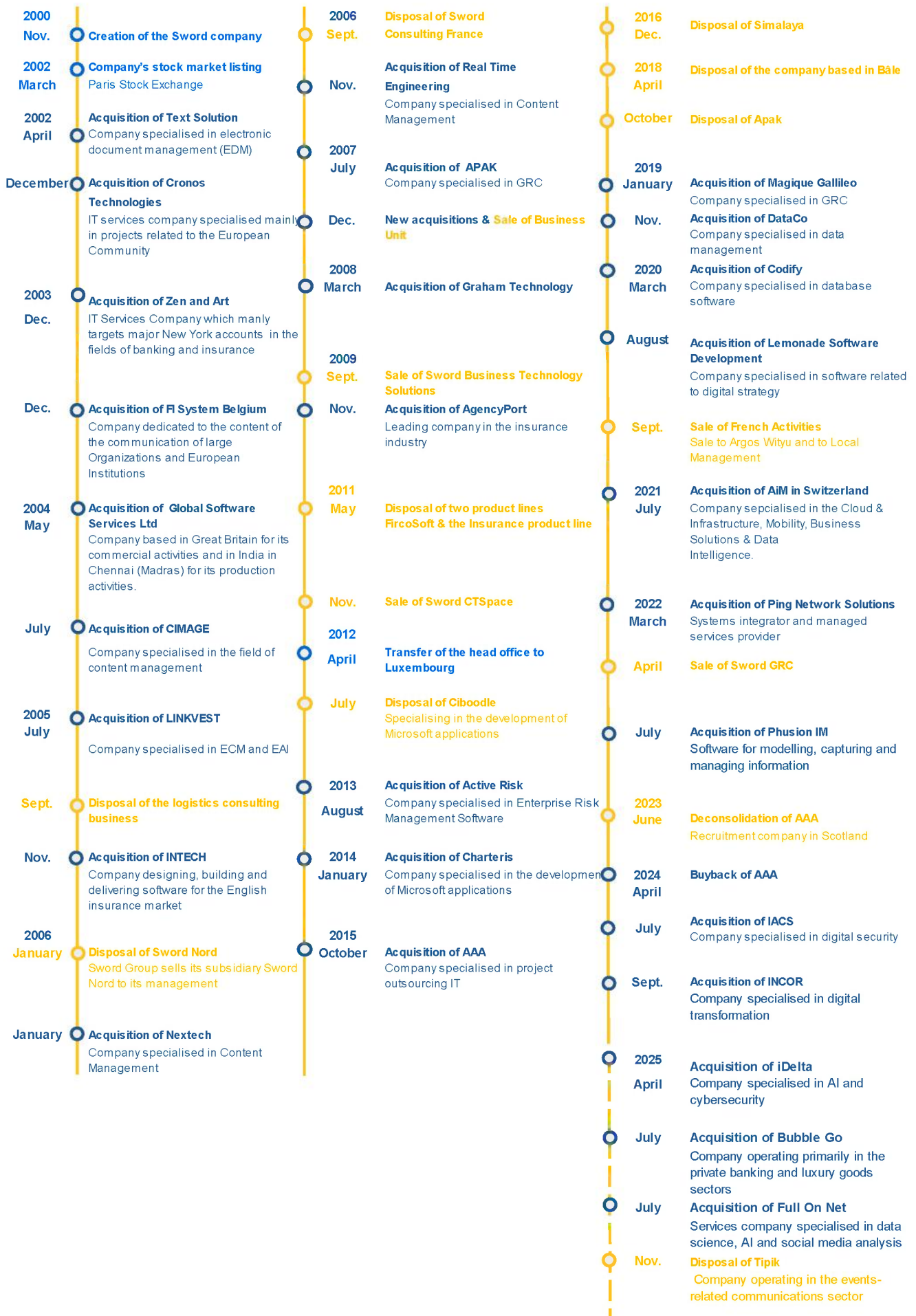


In these markets Sword is a day-to-day partner for these organisations across its entire range of services, providing them with support for their IT strategy and key operational issues. As a rule of thumb, Sword operates in highly regulated markets where knowledge of current regulations is critical.

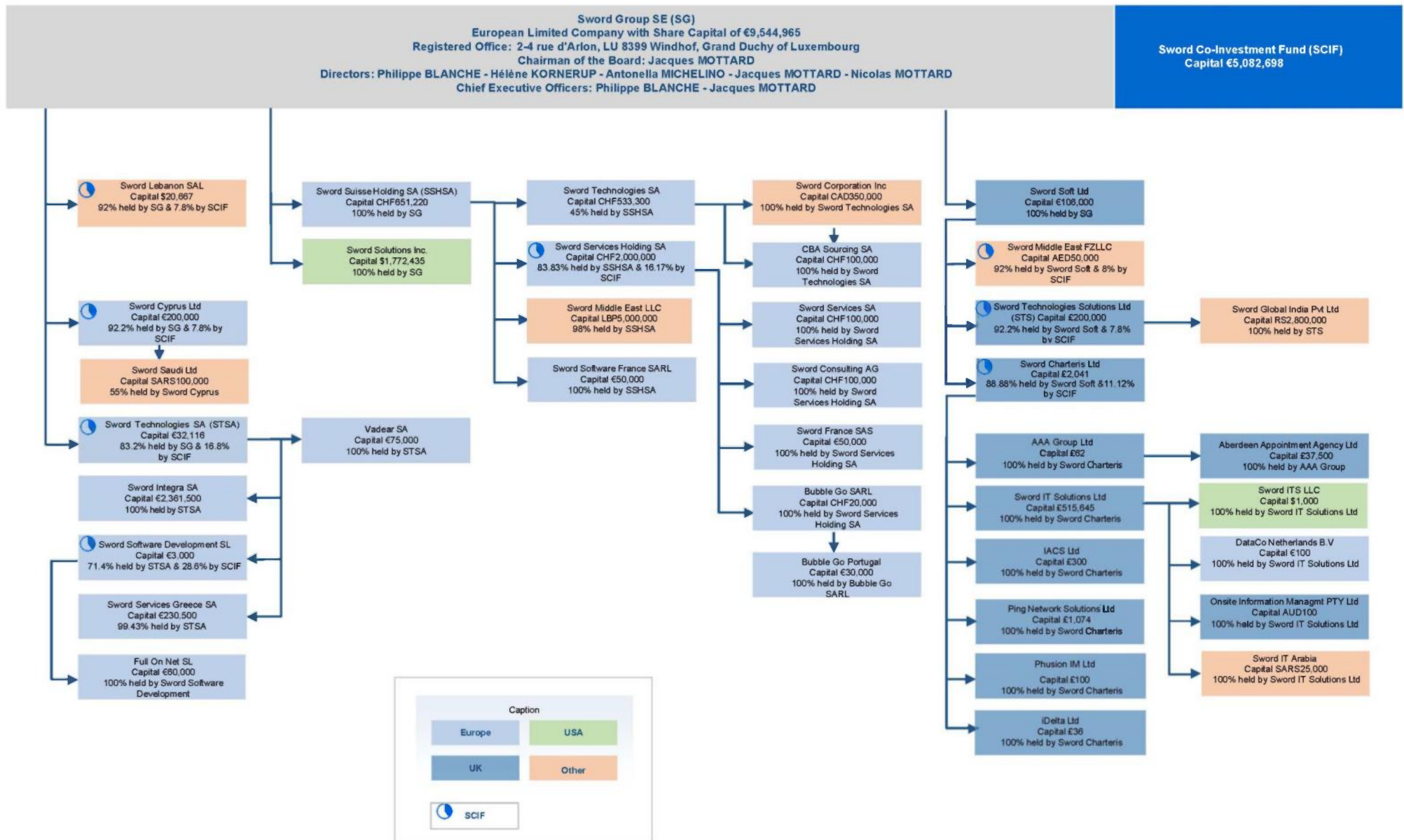
## 1.2 How Sword sets itself apart

 <p><b>EXTENSIVE DELEGATION AT COUNTRY   BU LEVELS</b></p>	 <p><b>TEAM SPIRIT: RESPECT   RIGOUR   INVOLVEMENT</b></p>	 <p><b>REWARDING AMBITION AND ENTREPRENEURSHIP</b></p>	 <p><b>FLAT STRUCTURE</b></p>
 <p><b>HYPER-RESPONSIVE</b></p>	 <p><b>CLOSE MONITORING</b></p>	 <p><b>BOTTOM-UP APPROACH</b></p>	 <p><b>OPPORTUNISTIC STRATEGY</b></p>

### 1.3 Timeline



## 1.4 Group organisation chart as at 31 December 2025



As at 31 December 2025, the Group had offices in 18 countries (Belgium, Canada, Cyprus, England, France, Greece, India, Ireland, Lebanon, Luxembourg, the Netherlands, Portugal, Saudi Arabia, Scotland, Spain, Switzerland, the United Arab Emirates and the United States) and was working on projects in some 50 nations.



## 1.5 Key data and indicators for 2025

A sustainable, growing, financially secure company listed on Euronext Paris.

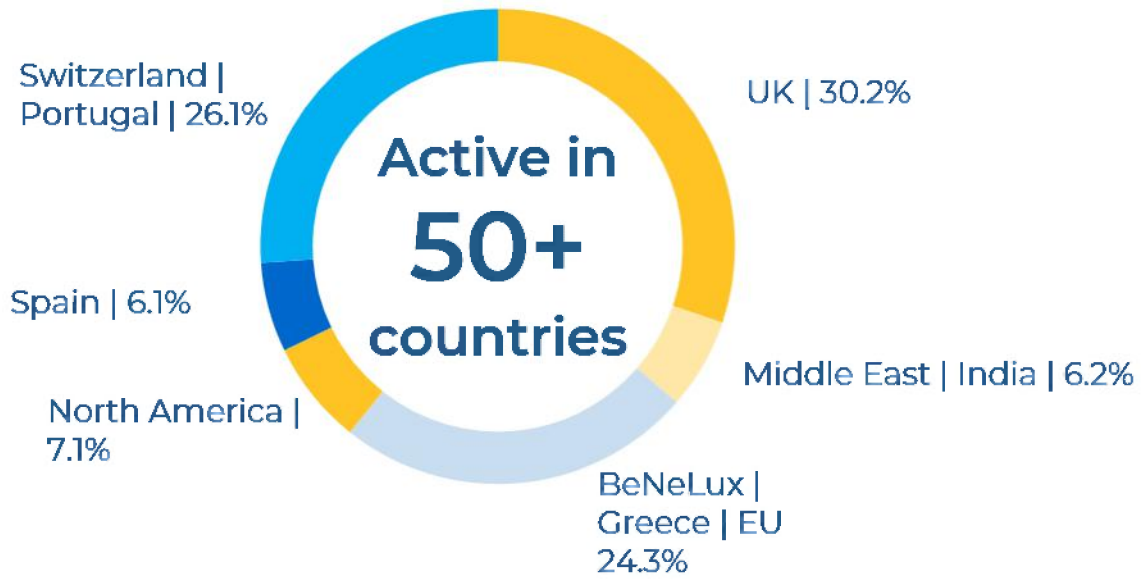


### 1.5.1 2025 | Performance

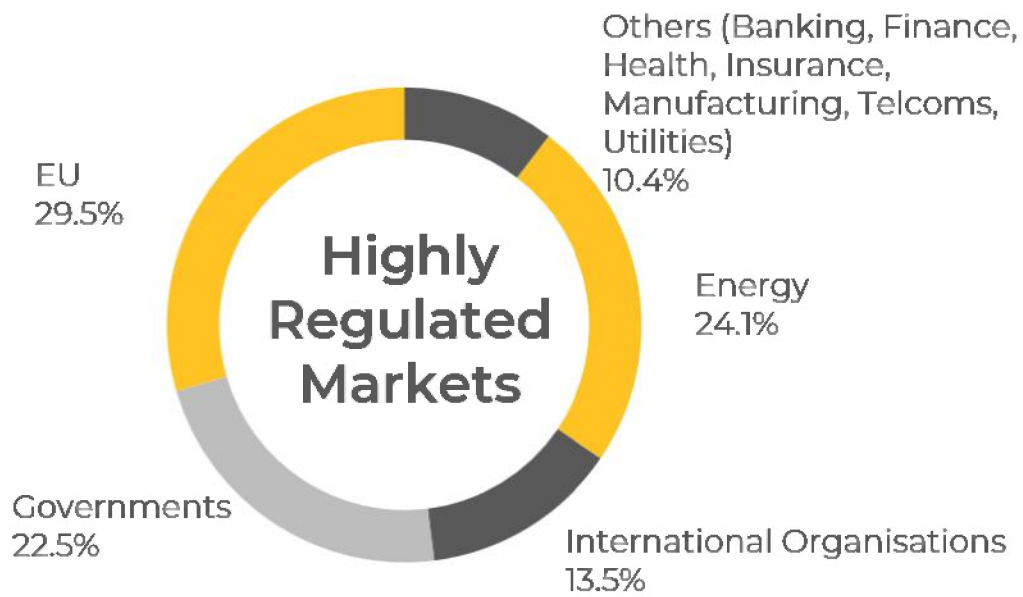


1.5.2 Breakdown of 2025 revenue | By country & by market

BY COUNTRY



BY MARKET



**1.5.3 Consolidated financial statements | Condensed**

In thousands of €	31/12/2025	31/12/2024	31/12/2023
Revenue	<b>357,743</b>	323,015	288,128
EBITDA	<b>42,879</b>	38,819	34,850
Profit for the year	<b>19,251</b>	22,122	23,109
Non-current assets	<b>126,158</b>	107,752	94,109
Cash and cash equivalents	<b>59,138</b>	70,620	62,587
Equity	<b>76,451</b>	97,110	105,410
Balance-sheet total	<b>303,683</b>	292,547	250,543

Consolidated revenue stood at €357.7 million in 2025, with profitability of 12.0% (EBITDA).

The backlog as at 31 December 2025 was 21.7 months of revenue compared with the budgeted revenue for 2026 on a like-for-like basis.



# 02 MANAGEMENT REPORT

## 2 MANAGEMENT REPORT

Sword Group has been making world-leading organisations more efficient and more profitable for over 20 years. Sword Group's culture, with its dynamic and diverse project teams, supports the Group's growth and the development of its staff. With a headcount of over 3,600 employees, the Group achieved consolidated revenue of €357.7 million in 2025.

### 2.1 EBITDA

Consolidated EBITDA in 2025 was €42,879,000, i.e. 12.0% of 2025 revenue.

### 2.2 Debt, cash flow and investments

The net cash position, excluding IFRS, corresponds to net cash adjusted for lease obligations and commitments related to share plans, including own shares. It fell from €17.8 million as at 31 December 2024 to -€28.2 million as at 31 December 2025.

The cash flow generated by operating activities came to €22,996,000.

Gross investments for the year, both intangible (excluding goodwill, market shares and business capital) and tangible, stood at €4,491,000.

### 2.3 Acquisitions and disposals

The operations are detailed in the "Highlights" and "Subsequent events" sections of this report.

### 2.4 Provisioning policy

The level of provisions for risks and contingencies is due to Business Unit Directors' rigorous approach regarding the risks covered.

Provisions are recognised for these risks and contingencies on the basis of the best estimate of costs likely to be incurred. The total sum of provisions for risks and contingencies stood at €874,000 in the consolidated financial statements as at 31 December 2025.

### 2.5 Alternative performance measures

The alternative performance measures (APMs) presented in the annual report do not fall under a set of accounting standards or principles and must not be considered a substitute for the accounting aggregates presented in accordance with IFRS standards. The APMs must be read in conjunction with the consolidated financial statements prepared in accordance with IFRS standards. It is also possible that Sword Group's APMs will not be comparable with other non-IFRS indicators used by other companies.

Where relevant, the APMs presented by the Group are reconciled with the corresponding accounting aggregates from the consolidated financial statements prepared in accordance with IFRS standards.

Management uses these APMs, in addition to IFRS financial information, to assess its operational performance, evaluate its ability to generate cash flow, take strategic and operational decisions and plan and set its growth objectives. The Group believes that these indicators also provide investors and financial analysts with a relevant basis for assessing the Group's operational performance over time and comparing it with that of other companies in its sector, as well as for meeting its development needs.

The Group mainly uses two alternative performance measures: organic growth and EBITDA margin.

#### **Organic growth**

Organic growth is defined as revenue growth on a like-for-like basis. Organic growth on a constant exchange-rate basis corresponds to revenue growth on a like-for-like basis and at constant exchange rates.

To measure revenue growth on a like-for-like basis, the Group takes as its starting point the consolidation scope as at the end of the benchmark year. Therefore, the consolidated revenue for the year under review (year N) and the previous year (year N-1) has been restated as follows:

- it includes revenue generated by entities acquired during year N prior to the date on which the Group took control;
- it does not include revenue generated for year N-1 and year N by companies sold during year N.

When reference is made to changes in revenue at constant exchange rates, the impact of exchange rates is eliminated by recalculating the revenue for year N-1 on the basis of exchange rates used for year N.

Organic growth can be used to assess the Group's ability to generate internal growth, in other words its ability to develop its business activities and create added value.

This report presents growth in revenue in terms of historical value before restatement, or on a like-for-like or constant exchange-rate basis.

### EBITDA margin

Group profitability is defined as an EBITDA margin, corresponding to the ratio between EBITDA and revenue.

EBITDA is equivalent to EBIT plus depreciation and impairment charges.

This EBITDA margin indicator has two objectives:

- to assess the Group's development in the medium term (excluding non-recurring costs);
- to assess the Group's capacity to generate cash flow arising from day-to-day operations (in other words, its self-financing capacity).

In millions of €	2025
EBIT	32.2
+ Depreciation and impairment charges	10.7
EBITDA	42.9

In addition to the indicators described above, the Group uses EBIT (see definition below) as a starting point for assessing free cash flow when it conducts goodwill impairment tests. A sensitivity analysis is conducted in the context of these tests. It aims to ensure fluctuations, within a reasonable range, in the scenarios used as a basis for estimated financial forecasts, including EBIT expressed as a percentage of revenue.

EBIT (listed as "Earnings before interest and taxes, excluding non-recurring items" in the consolidated income statement) is an aggregate similar to EBITDA, except that it provides an indication of the Group's operating margin after deducting depreciation charges, i.e. after taking account of its investment structure.

## 2.6 How the Group is organised

The Group is organised around the following senior management and administrative bodies:

- the Board of Directors, consisting of five members as at 31 December 2025;
- the Audit Committee, made up of one independent director, with a new member being proposed for appointment at the Annual General Meeting of Shareholders of 28 April 2026;
- the Remuneration Committee and Appointments, Governance, Ethics and Corporate Responsibility Committee (combined into a single committee), made up of one independent director;
- the Executive Management, consisting of six directors;
- the Management Committee, consisting of the six CEOs and sixteen Chief Operating Officers (COOs).

The mission, composition and modus operandi of the senior management and administrative bodies are set out in the Governance section.

## 2.7 Strategy and outlook

Sword Group's strategy is essentially based on a policy of specialisation in digital technology for stable segments (e.g. Public Sector, Sport, EU Institutions, Governments, International Organisations, United Nations Agencies, and Energy). This strategy promotes organic rather than external growth.

The Group confirms its 2026–2028 Strategic Plan.

This business plan forecasts double-digit organic growth annually, while maintaining a profitability rate of 12%.

For 2026, the optimised budgeted revenue is €389.5 million with an EBITDA margin of 12%.

Acquisitions will remain an additional means of consolidating the Group's competitive position.

## 2.8 Highlights of the year 2025

The highlights of the year 2025 are as follows:

- On 1 April 2025, the Group acquired 100% of the shares in iDelta Ltd for GBP 1,547,000 (equivalent to €1,870,000), excluding any additional payments or adjustments. See Note 11.1 to the consolidated financial statements.
- On 1 July 2025, the Group acquired 100% of the shares in Bubble Go for CHF 2,940,000 (equivalent to €3,141,000), excluding any additional payments or adjustments. The acquisition scope includes the subsidiary Bubble Go Portugal. See Note 11.1 to the consolidated financial statements.
- On 1 July 2025, the Group acquired 100% of Full On Net S.L.'s capital for €8,358,000. See Note 11.1 to the consolidated financial statements.
- On 1 November 2025, the Group sold its stake in Tipik Communication Agency S.A. for €1,967,000, excluding additional payments, thus ending its activities in the events management sector. See Note 12.1 to the consolidated financial statements.

## 2.9 Assessment of the value of goodwill and other intangible assets

An accountancy firm assisted the Group with goodwill impairment testing. The results of these tests are set out in Note 13.3 to the consolidated financial statements.

## 2.10 Approval of the consolidated financial statements

We invite you to approve the consolidated financial statements for the year ended 31 December 2025 (balance sheet, income statement and notes) as submitted to you and which reveal a total consolidated profit of €19,251,000 (of which the Group share is €19,048,000).

## 2.11 Proposed allocation of profit or loss

We invite you to approve the corporate accounts for the year ended 31 December 2025 (balance sheet, income statement and notes) as submitted to you and which reveal a loss of €1 190,057.98. We remind you that the sum of €3,195,028.20 appears under "Reserve for own shares", given that the Company held 88,998 own shares as at 31 December 2025.

<b>Loss for the year</b>	<b>€1,190,057.98</b>
<i>with the addition of the following items:</i>	
Distributable profit or loss carried forward	€117,007,633.06
Share premium	€70,676,064.46
resulting in a distributable profit of:	<b>€186,493,639.54</b>
<i>which is appropriated to the following items:</i>	
Profit or loss brought forward	€167,403,709.54
Dividend payout	€19,089,930.00

The gross dividend per share proposed to the General Meeting of Shareholders on 28 April 2026 will be €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 claim for a refund shall be submitted to the Luxembourg Direct Tax Administration (*Administration des Contributions Directes*, or ACD) no later than 31 December of the year following the payment of the withholding tax, using form 901bis ([https://impotsdirects.public.lu/dam-assets/fr/formulaires/retenu\\_e\\_a\\_la\\_source/pluriannuel/901bis-fr-en.pdf](https://impotsdirects.public.lu/dam-assets/fr/formulaires/retenu_e_a_la_source/pluriannuel/901bis-fr-en.pdf)).

In addition, subject to tax treaties and the legislation applicable in the beneficiary's country of residence, any withholding tax in Luxembourg will be eligible for a tax credit of the same amount on the tax due in that country of residence.

For information purposes, in the view of the French authorities, conventional tax credits related to the proceeds of securities of European companies registered in a PEA share savings plan and whose issuers do not have their registered office in France are not entitled to reimbursement, in so far as income from shares invested in the PEA is tax-exempt income (see e.g. BOI-RPPM-RCM-40-50-30-20150115 of 15 January 2015).

## 2.12 Share and shareholder structure

Shareholders are kindly informed that they are convened to an Ordinary and Extraordinary General Meeting to be held at the registered office on **28 April 2026 at 11 a.m.**, to deliberate on the following agenda:

### *Within the competence of the General Meeting taking decisions under the quorum and majority conditions required for Ordinary General Meetings:*

- reading of the Board of Directors' management report, including the Group management report and the report on the conclusion of agreements covered by Article L.441-7 of the Law of 10 August 1915, as amended, relating to the year ended 31 December 2025;
- reading of the statutory auditor's report on the 2025 financial statements, the Group's consolidated financial statements and the performance of its duties;
- approval of the corporate accounts as at 31 December 2025;
- approval of the consolidated financial statements as at 31 December 2025;
- the allocation of profit or loss for the year ended 31 December 2025;
- discharge granted to the directors for their management duties for the year 2025;
- report on the remuneration awarded to directors in 2025;
- approval of the report on the remuneration and appointments policy;
- approval of the directors' annual remuneration;
- discharge granted to the statutory auditor for its duties for the year 2025;
- the reappointment of the statutory auditor;
- the authority to complete formalities.

Any shareholder, regardless of how many shares they hold, is entitled to participate in General Meetings or to be represented by proxy or vote by post there.

### 2.12.1 Share capital

The share capital is €9,544,965 (nine million five hundred and forty-four thousand nine hundred and sixty-five euros). It is divided into 9,544,965 shares worth €1 each, fully paid up and all of the same category. There were no reported cases of a threshold being crossed in 2025.

### 2.12.2 Breakdown of capital and control

#### Main shareholders

- Jacques Mottard holds 17.9% of voting rights, if Financière Sémaphore as the Group's lead holding company is included. Financière Sémaphore has significant influence over the Group's strategy, policy and development.
- Eximium holds 20.0% of the share capital.
- The floating shareholders represent 59.7% of the share capital.

Breakdown of capital as at year end (31 December 2025)

Shareholders	Number of shares	% of capital
Financière Sémaphore	1,706,280	17.9%
Eximium	1,910,866	20.0%
Own shares	88,998	0.9%
Employees and miscellaneous registered shareholders	142,350	1.5%
Floating shareholders	5,696,471	59.7%
Total	9,544,965	-

### 2.12.3 Dividends

The gross dividend per share proposed to the General Meeting of Shareholders on 28 April 2026 will be €2.00.

### 2.12.4 Stock-market performance

Sword Group SE is listed on Euronext Paris (Compartment B). The number of shares in circulation is 9,455,967 (i.e. 9,544,965 shares less own shares as at 31 December 2025).

Information concerning the Company's share price is available on its website (<https://www.sword-group.com/investors/>).

Sword Group SE shares are included in the following indices: ICB 9530 – Software and Computer Services, and the CAC® Small, CAC® Mid & Small, CAC® All-Tradable and EN Tech Leaders indices.

- Variations in the share price:

2025	As at 31 January 2026
Highest closing price: €39.15 (on 25 July 2025)	Highest closing price: €39.20 (on 22 January 2026)
Lowest closing price: €28.90 (on 7 April 2025)	Lowest closing price: €35.70 (on 2 January 2026)
Number of securities traded on the stock market: 11,637 <sup>(1)</sup>	Number of securities traded on the stock market: 9,614 <sup>(2)</sup>

<sup>(1)</sup> This is the average number of securities traded daily in 2025. A total of 2,967,479 securities were traded during the year.

<sup>(2)</sup> This is the average number of securities traded daily in January 2026. A total of 201,902 securities were traded during the month.

Total Share Return (TSR) from 2015 to 2025



### 2.12.5 Repurchase of own shares

The Company may hold its own shares under the share repurchase programme authorised by the Extraordinary General Meeting on 28 April 2025 up to a maximum of 10% of the total subscribed capital, i.e. a maximum of 954,497 shares on the date of the Board of Directors' meeting, including shares bought back under purchase authorisations previously granted by the General Meeting of Shareholders, for a period of five (5) years. The objectives of share ownership under this programme are as follows:

- to provide stability for the market or liquidity as part of a liquidity contract entered into with a certified provider;
- to purchase and retain shares in the event of a block sale of Sword Group securities by third parties, representing more than 5% of the share capital and which could have a potentially detrimental effect on the share price, and to subsequently relist the said shares;
- to exchange Sword Group's own shares for securities acquired as part of our external growth operations;
- where appropriate, to cancel shares up to a maximum of 50% of the Company's share capital, over a period of twenty-four (24) months, subject to its Extraordinary General Meeting of Shareholders authorising its capital reduction.

The same Extraordinary General Meeting on 28 April 2025 authorised the Board of Directors to reduce the share capital by cancelling shares acquired through the Company's own share repurchase programme, up to a maximum of 50% of its share capital over a period of 24 months and for a period of five (5) years.

#### Information on the acquisition and sale by the Company of its own shares as at 31 December 2025:

Number of securities held by the Company as at 31 December 2024	109,214
Number of securities purchased in 2025	150,207
Number of securities sold in 2025	170,423
<b>Number of shares held by the Company as at 31 December 2025</b>	<b>88,998</b>

The Company acquired its own shares in accordance with the authorisation granted to the Board of Directors by the Extraordinary General Meeting of 28 April 2025 in its Resolution 14, in connection with the objectives agreed by that meeting.

During the year 2025:

- 24,288 own shares, acquired in 2023 as part of the capital reduction, were resold in 2025, yielding a capital gain of €23,891.

Following this transaction, there were 88,998 own shares held as at 31 December 2025, distributed as follows:

- 12,827 shares in connection with the liquidity contract;
- 76,171 shares in connection with the capital reduction.

No own shares were cancelled in 2025.

#### Issuer's statement regarding transactions involving its own shares as at 31 December 2025:

Percentage of capital held by the issuer either directly or indirectly	0.9%
Number of shares cancelled in the past 24 months	-
Number of portfolio shares held	88,998
Portfolio carrying amount as at 31 December 2025	€3,276,661.72
Portfolio market value as at 31 December 2025	€3,195,028.20

	Accumulated gross flows in 2025		Outstanding positions as at 31 December 2025	
	Purchases	Sales	For purchase	For sale
Number of shares	150,207	170,423		
Maximum average duration	-	-	-	-
Average price	€34.8049	€35.3580	-	-
Average exercise price	-	-	-	-
Amounts	€5,227,944.92	€6,025,812.92	-	-

Sword Group did not use derivatives in this share repurchase programme.

#### 2.12.6 Information relating to transactions involving securities held by Sword Group senior executives

Sword Group's senior executives comply with all the legislative and regulatory provisions relating to transactions involving listed companies' securities.

Sword Group's senior executives regularly declare the transactions they perform involving Sword Group shares under the legal and regulatory provisions and refrain from any transactions involving Sword Group shares if they hold privileged information.

Sword Group alerts Luxembourg's Financial Sector Supervisory Commission (*Commission de Surveillance du Secteur Financier*, or CSSF) to any offences relating to the holding of privileged information, using a list of insiders it has drawn up pursuant to the legal provisions. This gives the names of all those who hold privileged information and are employed by Sword Group and of third parties who have access to such information as part of their collaboration with the Group.

During the most recent year ended, the senior executives performed no transactions involving securities.

#### 2.12.7 Authorisation of shares issued to the Board of Directors

None

#### 2.12.8 Information on public takeover bids

Sword Group's share capital stands at €9,544,965, represented by 9,544,965 shares with a par value of one (1) euro, fully paid up.

There are no other classes or categories of shares or of options or pre-emptive rights entitling the holders to the issue of shares of another class which could have a dilutive effect on the number of shares issued.

All shares issued entitle the holders to the same rights both in terms of their right to vote at Ordinary and Extraordinary General Meetings and their right to the dividend voted on by shareholders at General Meetings.

Note that there are no restrictions on the transfer of securities or any special right of control by certain holders of these securities. No agreement has been made between shareholders that could lead to restrictions on the transfer of securities or on voting rights.

The members of Sword Group's Board of Directors are appointed by the General Meeting following nomination by the Board of Directors. The term of office of Sword Group directors is four years. This term is renewable.

As a rule, their term of office expires at the end of the General Meeting choosing their replacement. The General Meeting may dismiss them at any time.

If a vacancy arises on the Board of Directors, this body may nominate somebody to fill this, in accordance with the rules governing such appointments. At the next General Meeting, the shareholders will make a final decision on the appointment, whose term of office will, as a rule, run for the rest of the term of the person being replaced.

## 2.13 Subsequent events

Given the geopolitical tensions that ignited in the Middle East at the end of February 2026, the Group has conducted a review of its operational exposure in the region.

Sword Group has a presence in Lebanon and the United Arab Emirates, among other places. To date, the areas where the Group's offices are located have not been directly affected by the military operations or by major restrictions likely to disrupt business.

The Group's employees in the relevant countries are continuing to operate normally, doing so either on Sword sites or in secure environments. The local teams have demonstrated their strong ability to adapt and show resilience, ensuring continuity of operations and maintaining customer service levels.

Turning specifically to the situation in Lebanon, we have experienced the war in the country in 2006 and then the air strikes of 2013, 2014 and 2015 and then those every year since 2018. Our activities there are organised as follows:

- Our employees who are still based in southern Lebanon are being relocated to Tripoli at their first request.
- We have a backup base in Cyprus, which is ready to accommodate any employees who wish to use it.
- We have remote working arrangements in place that can be activated as soon as early warnings are received. However, this teleworking solution has not yet been used by our employees.

Based on the information available at the reporting date for this publication, this situation is not having a significant impact on the Group's business and does not affect its short- or medium-term outlook. However, the Group is keeping a close eye on the evolving geopolitical situation and is maintaining appropriate monitoring and anticipation mechanisms.



# 03 CORPORATE GOVERNANCE

## 3 CORPORATE GOVERNANCE\*

*\* This chapter is an integral part of the management report.*

### 3.1 Governance framework

From 11 April 2012 onwards, the Company has adhered voluntarily to the X Principles of Corporate Governance of the Luxembourg Stock Exchange.

The Board of Directors ensures compliance with these principles and their application in keeping with the size, profile and international activities of the Group.

The Corporate Governance Charter lays down how powers and responsibilities are distributed among the various corporate bodies. It is particularly linked to:

- the manual setting out internal control procedures;
- the manual of the IFRS accounting principles;
- the Code of Ethics;
- the Anti-Bribery Policy;
- the Data Protection Policy;
- the Whistleblowing Policy;
- the Diversity, Equity and Inclusion (DEI) Policy;
- the Human Rights Policy;
- the Audit Committee Charter.

These documents are subject to periodic revisions under the oversight of the Board.

### 3.2 Board of Directors

#### 3.2.1 Mission and role

The Board of Directors sets out the Group's strategic priorities and oversees their implementation by the Executive Management.

It pays particular attention to:

- the robustness of the business model;
- sustainable financial performance;
- risk management;
- the quality of financial information;
- compliance with legal and regulatory obligations;
- the integrity of internal control and compliance systems.

The Board exercises active oversight of major risks, including financial, operational, regulatory, cyber and data protection risks.

### 3.2.2 Composition as at 31 December 2025

As at 31 December 2025, the Board of Directors had the following composition: 5 members | 3 nationalities | 40% independent directors.



**Jacques Mottard – Chairman**  
Term expires in 2028



**Philippe Blanche – Director**  
Term expires in 2028



**Helene Kornerup – Independent Director**  
Co-opted



**Antonella Michelino – Independent Director**  
Term expires in 2028



**Nicolas Mottard – Director**  
Term expires in 2028

The members of the Board were chosen for their financial, technical and managerial skills, as well as for the diversity of their professional backgrounds, contributing to the quality of strategic discussions and to oversight of the Group's activities.

**Philippe Blanche**, as an experienced financial management and corporate strategy professional, brings to the Group substantial expertise in financial analysis, management and structuring. The combination of his background in various organisations and his management experience boost the Board's ability to understand the economic, regulatory and operational challenges facing the Company.

**Helene Kornerup**, as a professional at Midas Wealth Management in Luxembourg, brought to the Group expertise in governance and financial management in an international regulatory environment.

**Antonella Michelino**, as CEO of Midas Wealth Management, brings to the Group expertise in the search for acquisition targets.

**Nicolas Mottard**, as an anaesthetist involved in several research programmes, brings to the Group essential know-how in the field of health.

### 3.2.3 Changes in 2025

The Board of Directors underwent the following changes in 2025:

- the resignation of Frédéric Goosse, which took effect on 10 July 2025;
- the resignation of François-Régis Ory, which took effect on 27 October 2025.

The Board would like to thank these directors for their contribution to the Group's work and its development.

The Board of Directors considers independence, complementary expertise and diverse profiles to be vital for the quality of its deliberations and the performance of its supervisory mission.

Following the resignation of François-Régis Ory, the Board co-opted Helene Kornerup as a director, with effect from 18 December 2025. However, this co-option will not be subject to confirmation by the next General Meeting of Shareholders convened to decide on the accounts for financial year 2025, as Ms Kornerup did not wish to continue her term.

While the Board thought that it could confirm the appointment of a director who fully met the criteria in terms of the required skills and experience, this decision for personal reasons by Ms Kornerup has ultimately led to there being no new director on the Board of Directors at this stage.

As a result, on the publication date of this report, the Board of Directors was still actively seeking to identify a candidate with the skills, experience and independence required to join the Board.

The Board's composition reflects the Company's desire to include directors with a varied and complementary skill set that dovetails with the Group's specific activities.

In addition, the Board has, for example, set itself the goal of complying with the quantitative objective for gender balance provided for by the European Union's Women on Boards Directive, as transposed into Luxembourg law by the Gender Balance Law of 19 December 2025.

To this end, the process put together by the Board to select candidates for appointment to a directorship draws on a comparative assessment of each candidate's qualifications. This is conducted on the basis of clear, unambiguous criteria, formulated in neutral terms and compiled before any selection procedure is started. It takes account of, for example, management roles, international experience, multidisciplinary, leadership and communication skills, networking abilities and relevant specific knowledge of finance, control and human resources management.

The Memorandum and Articles of Association of Sword Group provide for a Board of Directors which shall have a minimum of three members and a maximum of eighteen members, appointed for a maximum duration of four years. No directors are elected by the staff.

#### **3.2.4 Organisation of powers and balance of governance**

The current Board of Directors (on the publication date of this report) consists of four (4) members. This means that the required minimum number of directors of the underrepresented sex to meet the 33% objective set by the aforementioned Law is one (1), as this represents 25% of the total, and so the minimum mandatory threshold based on the relevant calculation method is met. This reflects the fact that the Law specifies the method for calculating the quantitative objective in order to take into account the variable size of boards of directors. It stipulates that the required number of director positions held by the underrepresented sex should be as close as possible to the target proportion of 33%, but should not exceed 49%. The roles of Chairman of the Board of Directors and CEO are held by the same person.

The Board believes that this organisational arrangement promotes strategic coherence, continuity in the conduct of operations, and alignment between the setting of priorities and their implementation.

In order to ensure an appropriate balance of powers and effective oversight of the Executive Management, the Board ensures for example:

- the presence of independent directors in its ranks;
- a collegiate modus operandi that values quality of discussions and freedom of expression;
- the active involvement of the Group's specialised committees, in particular the Audit Committee;
- the regular and comprehensive transmission of any information required for the directors to perform their duties;
- an annual appraisal of its modus operandi.

The Board periodically reviews the suitability of this organisational arrangement in light of changes in the Group, its structure and its regulatory environment.

#### **3.2.5 Other offices held by corporate officers in listed companies**

No members of the Board of Directors held offices or positions in listed companies other than Sword Group during the year in question.

### 3.2.6 Board of Directors' modus operandi

The Board of Directors meets as often as the Company's interests require and in any case in accordance with the legal provisions and those of the Memorandum and Articles of Association.

The average meeting attendance rate was 93%, reflecting the directors' active involvement in the Board's work.

Meetings are based on an agenda drafted by the Chairman and communicated in advance to the directors.

The documents required for examination of the items on the agenda are circulated in advance to enable detailed analysis.

All the directors have the same access to information and may request any clarification they deem necessary for the performance of their duties.

Specifically, the Board receives:

- the monthly analytical accounts;
- the quarterly consolidated financial statements;
- the annual budget and any revisions made to it;
- dossiers of information relating to significant investment or acquisition transactions;
- presentations relating to the Group's major risks.

The Board conducts an appraisal each year of its modus operandi and that of its committees.

### 3.2.7 Board's activity in 2025

In 2025, the Board of Directors focused its work on the Group's strategic, financial and governance priorities.

- Specifically, the main topics addressed were as follows:
- a review of the progress of the 2026–2028 strategic plan;
- an analysis of financial performance (revenue, EBITDA, operating cash generation, backlog);
- closing of the annual and half-yearly financial statements and monitoring of the quarterly results;
- a review of acquisition and investment transactions;
- monitoring of the financial structure and lines of credit;
- oversight of the Group's risk map;
- monitoring of the internal control and compliance system;
- oversight of cybersecurity and data protection issues;
- monitoring of social and environmental responsibility commitments;
- remuneration policy for corporate officers and members of the Board.

The Board met six times in 2025. The average meeting attendance rate was 93%.

## 3.3 Audit Committee

### 3.3.1 Composition as at 31 December 2025

The Audit Committee had the following members as at 31 December 2025:

- Antonella Michelino, Chairman and Independent Director.

The Committee is chaired by an independent director with the financial expertise required for the Group's activities.

### 3.3.2 Changes in 2025

François-Régis Ory, who had been serving as Chairman of the Audit Committee, resigned with effect from 27 October 2025.

Following this resignation, the Board of Directors appointed Antonella Michelino as Chairman of the Audit Committee.

Given the composition of the Board as at the year end, the Audit Committee has just one member.

### 3.3.3 Duties

The Audit Committee assists the Board of Directors, in particular with monitoring:

- the process of preparing financial information;
- the effectiveness of the internal control and risk management systems;
- the auditing of the annual and half-yearly financial statements;
- the independence of the auditors;
- significant financial and non-financial risks, including cyber and data protection risks.

### 3.3.4 Audit Committee's activities in 2025

The Audit Committee met twice in 2025. The meeting attendance rate was 100%.

Specifically, the main topics addressed were as follows:

- a review of the half-yearly and annual financial statements;
- monitoring of the internal control system;
- a review of the risk map;
- oversight of the auditors' work;
- monitoring of cybersecurity and data protection risks.

## 3.4 Remuneration Committee/Appointments, Governance, Ethics and Corporate Responsibility Committee

### 3.4.1 Composition as at 31 December 2025

As at 31 December 2025, the Remuneration Committee/Appointments, Governance, Ethics and Corporate Responsibility Committee had the following members:

- Antonella Michelino, Chairman;
- Nicolas Mottard, Member.

The Committee is chaired by an independent director.

### 3.4.2 Duties

The Committee assists the Board of Directors with discharging its responsibilities in the following areas:

- the remuneration policy for corporate officers;
- appointments and assessment of senior executives;
- corporate governance;
- compliance with ethical principles and social responsibility commitments;
- monitoring of internal policies regarding compliance and ethics.

The Committee makes recommendations to the Board, which remains solely responsible for decision-making.

### 3.4.3 Committee's activities in 2025

The Committee met once in 2025. The meeting attendance rate was 100%.

Specifically, the Committee addressed the following items:

- the consistency of the remuneration policy with the Group's strategy and the performance level achieved;
- determination of the fixed and variable components of corporate officers' remuneration for the year 2025;
- changes in the composition of the Board of Directors and the skills required;
- topics related to governance, ethics and compliance;
- monitoring of the Group's ESG commitments and their gradual integration into strategic thinking.

## 3.5 Executive Management

### 3.5.1 Composition as at 31 December 2025

The Group's Executive Management had the following members as at 31 December 2025:

- Jacques Mottard, Chairman and CEO;
- Philippe Blanche, Chief Financial Officer and Director.

### 3.5.2 Organisation and responsibilities

The Executive Management ensures the implementation of the strategy adopted by the Board of Directors and the operational management of the Group.

Jacques Mottard oversees all of the Group's activities and strategic priorities.

Philippe Blanche is responsible for financial management, management control, cash flow and relations with financial partners and investors.

### 3.5.3 Changes in 2025

Frédéric Goosse resigned from his positions as Group Chief Financial Officer (CFO) and director with effect from 10 July 2025.

Philippe Blanche was appointed Group CFO with effect from that date.

The Executive Management is assisted by an extended Management Committee, consisting of the heads of the Group's main geographical areas and business sectors, to ensure the coordination and management of operations.

The extended Management Committee had the following members as at 31 December 2025:

- **Jacques Mottard** Chairman and Chief Executive Officer
- **Philippe Blanche** Chief Financial Officer
- **Nasser Hammoud** CEO Middle East | India
  - Mohsen Alsharif Acting COO Saudi Arabia
  - Ravi Ramu COO India
- **David Martínez** CEO Spain
  - David Martínez Acting COO Barcelona
  - Alberto Salamanca Acting COO Madrid
- **Kevin Moreton** CEO UK | US Services
  - Greg Anderson Chief Operating Officer (Public Sector)
  - Phil Brading Chief Operating Officer (Energy Sector)
  - Rob Mossop Chief Operating Officer (Financial Sector)
  - Terry Neill Chief Operating Officer (Digital Platform)
- **Guillaume Mottard** Associate CEO Switzerland | Canada
- **Olivier Perrotey** CEO Switzerland
  - Philippe Charprier Chief Operating Officer (Sport Sector)
  - Fabrice Epailly COO Luxury (Switzerland)
  - Lucie Jolly COO Public Sector & United Nations (Switzerland)
  - Philippe Julia Chief Operating Officer (Financial Sector)

- **Dieter Rogiers** CEO Benelux | Greece | EU
  - Michel Bonvoisin COO Luxembourg
  - Nikos Mastrogiannopoulos COO Greece
  - Dieter Rogiers Acting COO Belgium | EU

### Management Committee and its operational organisation

The members of the Management Committee are selected for their managerial, technical and professional attributes. It consists of senior executives of different nationalities and from different cultures, contributing to a global and international outlook for the Group.

The Management Committee defines the annual priorities, oversees operating activity, implements the long-term strategy and ensures the budgetary management of the profit centres ("Business Units").

Operational managers have full responsibility for the subsidiaries they lead (administration, finance, legal, operations), with a target of achieving sustainable performance that combines above-market profitability with sustained growth.

### Incentive mechanisms | share deals

The management teams and key personnel in Group entities can benefit from a plan whereby they invest, at their own risk, in the share capital of their respective local company.

The mechanism is based on the securities being repurchased by the Group on one or more specified dates. The valuation of the plan correlates with the economic performance of the relevant entity.

Historically, performance was primarily indexed to EBIT/EBITDA over time.

As part of the 2028 action plan, the performance criteria now include:

- revenue growth;
- EBITDA margin rate;
- operating cash generation.

Value creation is now primarily correlated with improved operating cash generation, boosting the alignment between operational performance and the Group's financial strength.

## 3.6 Remuneration of corporate officers

### 3.6.1 General principles

The remuneration policy for corporate officers aims to ensure a sustainable alignment between the Group's performance, value creation for shareholders and the responsibilities discharged.

It is based on the following principles:

- market-related competitiveness;
- a link between performance and remuneration;
- a balance between fixed and variable components;
- consistency with the Group's long-term strategy.

The remuneration policy is reviewed by the Remuneration Committee and then submitted to the Board of Directors for approval.

### 3.6.2 Remuneration for the year 2025

#### Remuneration of the Chairman and CEO | Jacques Mottard:

Jacques Mottard's personal remuneration includes:

- remuneration linked to performance of his executive roles within the Group, specifically as CEO of a Group subsidiary;
- directors' fees received for directorships held in subsidiaries;
- where applicable, benefits in kind linked to the performance of his executive roles.

He does not receive directors' fees for his role as a director of Sword Group SE.

**Services rendered by Financière Sémaphore S.à r.l.:**

Financière Sémaphore S.à r.l., a company controlled by Jacques Mottard, acts as the Group's lead holding company.

In this capacity, it provides strategic coordination, supervision and leadership services for the Group's entities.

In exchange for these services, remuneration is paid to Financière Sémaphore S.à r.l. This remuneration relates to the means and resources used for the performance of these duties.

The details of this remuneration are approved by the General Meeting of Shareholders in accordance with the applicable provisions.

The presentation of the remuneration for corporate officers for the years 2025 and 2024 is consistent with the Principles of Corporate Governance of the Luxembourg Stock Exchange relating to information on remuneration.

**Table 1: Table setting out the remuneration and options and shares allocated to each corporate officer**

<b>Jacques Mottard</b>	<b>31/12/2025</b>	<b>31/12/2024</b>
Remuneration due for the year <i>(detailed in Table 2)</i>	€49,138 <sup>(1)</sup>	€51,802 <sup>(1)</sup>
Valuation of the options allocated during the year	N/A	N/A
Valuation of the performance shares allocated during the year	N/A	N/A
<b>TOTAL</b>	<b>€49,138<sup>(1)</sup></b>	<b>€51,802<sup>(1)</sup></b>

<sup>(1)</sup> Financière Sémaphore S.à r.l., a company controlled by Jacques Mottard and lead holding company of Sword Group SE, billed for services relating to strategic thinking and general policy coordination, as well as consultancy and assistance services for a total amount of:

- €500,000 (excl. tax) for the year ended 31 December 2025;
- €650,000 (excl. tax) for the year ended 31 December 2024;
- €350,000 (excl. tax) for the year ended 31 December 2023.

Financière Sémaphore S.à r.l. had three employees on 31 December 2025, carrying out its due diligence as the Group's lead holding company (including developing strategy and monitoring its implementation).

<b>Nicolas Mottard</b>	<b>31/12/2025</b>	<b>31/12/2024</b>
Remuneration due for the year	€45,000	€35,000
Valuation of the options allocated during the year	N/A	N/A
Valuation of the performance shares allocated during the year	N/A	N/A
<b>TOTAL</b>	<b>€45,000</b>	<b>€35,000</b>
<b>Philippe Blanche</b>	<b>31/12/2025</b>	<b>31/12/2024</b>
Remuneration due for the year	€30,000	€0
Valuation of the options allocated during the year	N/A	N/A
Valuation of the performance shares allocated during the year	N/A	N/A
<b>TOTAL</b>	<b>€30,000</b>	<b>€0</b>

<b>François-Régis Ory</b>	<b>31/12/2025</b>	<b>31/12/2024</b>
Remuneration due for the year	€45,000	€35,000
Valuation of the options allocated during the year	N/A	N/A
Valuation of the performance shares allocated during the year	N/A	N/A
<b>TOTAL</b>	<b>€45,000</b>	<b>€35,000</b>

<b>Antonella Michelino</b>	<b>31/12/2025</b>	<b>31/12/2024</b>
Remuneration due for the year	€45,000	€35,000
Valuation of the options allocated during the year	N/A	N/A
Valuation of the performance shares allocated during the year	N/A	N/A
<b>TOTAL</b>	<b>€45,000</b>	<b>€35,000</b>

<b>Helene Kornerup</b>	<b>31/12/2025</b>	<b>31/12/2024</b>
Remuneration due for the year	€0	€0
Valuation of the options allocated during the year	N/A	N/A
Valuation of the performance shares allocated during the year	N/A	N/A
<b>TOTAL</b>	<b>€0</b>	<b>€0</b>

<b>Frédéric Goosse</b>	<b>31/12/2025</b>	<b>31/12/2024</b>
Remuneration due for the year	€0	€30,000
Valuation of the options allocated during the year	N/A	N/A
Valuation of the performance shares allocated during the year	N/A	N/A
<b>TOTAL</b>	<b>€0</b>	<b>€30,000</b>

**Table 2: Table providing a detailed breakdown of the remuneration of the Chairman and CEO**

<b>Jacques Mottard</b>	<b>Amount as at 31/12/2025</b>		<b>Amount as at 31/12/2024</b>	
	<b>Due</b>	<b>Paid</b>	<b>Due</b>	<b>Paid</b>
Fixed remuneration	€0	€0	€0	€0
Directors' fees	€21,409	€21,409	€26,256	€26,256
Benefits in kind	€27,729	€27,729	€25,546	€25,546
<b>TOTAL</b>	<b>€49,138</b>	<b>€49,138</b>	<b>€51,802</b>	<b>€51,802</b>

Table 2 is only completed for Jacques Mottard because for the other officers the sums are solely made up of directors' fees.

**Table 3: Share subscription or purchase options allocated during the year to each corporate officer by the Company or by any Group company**  
Not applicable

**Table 4: Share subscription or purchase options exercised during the year by each corporate officer**

Not applicable

**Table 5: Performance shares allocated to each corporate officer**

Not applicable

**Table 6: Performance shares that became available during the year for each corporate officer**

Not applicable

**Table 7: History of allocations of share subscription or purchase options**

No share subscription or purchase option schemes are currently in place.

**Table 8: Share subscription or purchase options allocated to the top 10 employees who are not corporate officers and options they have exercised**

Not applicable

**Table 9: Other information about the corporate officer**

	Employment contract		Top-up retirement plan		Allowances or benefits due or likely to be due as a result of termination or a change of role		Allowances related to a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Corporate officers								
J. Mottard – Chairman & CEO		X		X		X		X

**Directors' fees**

The directors' fees paid to members of the Board of Directors totalled €165,000.

**Financial risks**

The Group adopts a prudent approach to managing its market risks, primarily foreign-currency risk.

The financial risks to which the Group is exposed and the policies to address them are detailed in Note 4 to the consolidated financial statements.



## **04 RISK FACTORS & CONTROLS**

## 4 RISK FACTORS AND CONTROL FRAMEWORK\*

*\* This chapter is an integral part of the management report.*

### 4.1 Methodology for identifying and monitoring risks

The Group regularly identifies and assesses the main risks that could affect its business, financial situation, results or reputation.

Risks are assessed using an approach that combines the probability of occurrence and the potential impact (e.g. financial, operational and reputational).

This risk map is reviewed periodically by the Executive Management and presented to the Board of Directors as well as to the Audit Committee.

The associated control and monitoring measures are subject to regular monitoring as part of the Group's internal control system.

### 4.2 Strategic and operational risks

#### ■ Talent attraction and retention

The Group's business is based on the quality, expertise and engagement of its employees.

In an environment marked by strong competition for individuals with technological and digital profiles, the ability to attract, develop and retain talent is key to success.

Prolonged recruitment problems or a significant increase in turnover could affect the Group's ability to deliver its projects on time and in accordance with the expected quality levels.

To mitigate this risk, the Group implements an active talent management policy which includes:

- structured career development paths;
- continuous training;
- performance-based incentive mechanisms;
- a decentralised organisational structure promoting autonomy and empowerment.

**Probability: moderate**

**Potential impact: significant**

#### ■ Project implementation

The Group's performance is based on its ability to implement complex projects in demanding technological and regulatory environments.

Difficulties in project management (delays, budget overruns, inadequate resources) could affect the profitability of contracts and client's relations.

The Group uses multi-level management processes (project, entity, country, Group) and regular performance reviews to control this risk.

**Probability: low to moderate**

**Potential impact: significant**

■ **Geographical dependency/macroeconomic environment**

The Group operates in several geographical areas that may be exposed to specific political, economic or regulatory risks.

Geopolitical tensions, administrative restrictions, infrastructure-related disruptions or adverse regulatory developments may affect local business or business continuity.

The Group is diversifying its offices, adjusting its operational structures and rolling out business continuity plans to limit its exposure.

**Probability: low to moderate, depending on the area**

**Potential impact: moderate**

■ **Loss of a significant client**

Although the Group's client portfolio is diversified, the loss of a significant client or a substantial reduction in its volume of business could have an impact on short-term revenue.

The Group is mitigating this risk through diversification across sectors, multiple decision-making centres within its key clients and the development of a recurring backlog.

**Probability: low**

**Potential impact: moderate**

■ **Integration of acquisitions and external growth**

The Group is pursuing a growth strategy that combines organic development and targeted acquisitions.

The success of this strategy depends in particular on the ability to identify relevant targets, to carry out the operations under controlled financial conditions and to effectively integrate the acquired entities.

Integration difficulties (corporate culture, retention of key teams, alignment of information systems or internal control processes) may affect the expected profitability of any operations/transactions.

The Group is mitigating this risk through a selective approach to acquisitions, a thorough preliminary financial and operational analysis and structured post-integration monitoring.

**Probability: low to moderate**

**Potential impact: moderate to significant, depending on the size of the operations/transactions**

## 4.3 Technological and cybersecurity risks

■ **Cybersecurity and data protection risks**

The Group is exposed to risks related to cyberthreats, penetration attempts, data breaches and potential disruptions to its information systems.

A successful attack or major system failure could lead to business interruption, damage to the Group's reputation, regulatory sanctions or significant financial impacts.

With a view to mitigating these risks, the Group boosted its cybersecurity measures in 2025, for example by:

- deploying enhanced system monitoring solutions;
- conducting penetration tests and security audits;
- strengthening access control systems;
- running regular training and awareness-raising sessions for employees;
- updating business continuity and crisis management plans.

The system is overseen by management and is subject to regular monitoring by the Audit Committee.

The Group is continually adapting its cybersecurity system to deal with evolving threats and changes to the applicable regulatory framework.

The system was strengthened in 2025 and is part of a continuous improvement approach.

**Probability: moderate**

**Potential impact: significant**

## 4.4 Financial risks

### ■ Revenue recognition

The Group primarily provides services, some of which may extend over more than one year.

Revenue recognition, in accordance with applicable IFRS standards (specifically IFRS 15), is based on the identification of performance obligations and, where appropriate, on revenue recognised over time.

In some projects, the use of Agile project management methods can lead to a more flexible structure for deliverables and contractual milestones. In this context, the Group exercises particular judgement in identifying performance obligations, assessing the percentage of completion of services and determining the appropriate time to recognise revenue in accordance with the principles of IFRS 15.

An inaccurate evaluation of the percentage of completion of projects, a poor assessment of the costs to complete or a misinterpretation of contractual clauses may affect the level of revenue and margin recognised in a given year.

The Group relies on enhanced internal control procedures, monthly analytical monitoring and periodic project reviews to mitigate this risk.

**Probability: low to moderate**

**Potential impact: moderate**

### ■ Valuation of goodwill

The Group regularly makes targeted acquisitions. The goodwill arising from these transactions is subject to impairment testing at least annually, in accordance with IAS 36.

This testing is based on assumptions regarding future cash flows, discount rates and market outlook.

A deterioration in economic conditions or performance below expectations could lead to the recognition of an impairment, which could affect the consolidated profit or loss.

The Group applies a rigorous impairment testing methodology and prefers acquisitions of a manageable size in order to limit its exposure.

**Probability: low**

**Potential impact: moderate**

### ■ Liquidity and cash management

The Group ensures that it maintains a level of cash and financing that is appropriate to its operational needs and development strategy.

A significant deterioration in the economic environment, a slowdown in business activity, or pressures on payment deadlines could affect cash flow.

The Group regularly monitors its cash position, working capital requirement and financial commitments.

**Probability: low**

**Potential impact: moderate**

## 4.5 Regulatory and compliance risks

### ■ Personal data protection (GDPR)

The Group processes personal data as part of its internal activities and the services it provides to its clients.

It is subject to the European Union's General Data Protection Regulation (GDPR) as well as applicable local data protection regulations.

Any breach of the legal obligations could result in administrative penalties, litigation, damage to the Group's reputation or the loss of certain contracts.

The Group put together its data governance framework with a view to mitigating this risk, involving for example:

- maintaining and updating records of processing activities;
- appointing country-specific data protection officers;
- providing regular training to employees;
- reviewing contracts with data processors;
- monitoring international data transfers.

The framework is subject to periodic monitoring at management level and to reporting to the Audit Committee.

The data governance framework was consolidated in 2025 with a view to ensuring continuous improvement and to anticipating regulatory changes.

**Probability: moderate**

**Potential impact: significant**

### ■ Regulatory and ethical compliance

The Group is subject to the legislation applying in the jurisdictions where it does business, particularly as regards labour law, taxation, competition and bribery/corruption.

Any breach of these obligations could result in financial penalties, litigation or damage to the Group's reputation.

The Group has drawn up a Code of Ethics setting out the applicable principles regarding the prevention of conflicts of interest, anti-bribery/corruption measures, fraud and discrimination.

The Group runs awareness campaigns for employees and senior executives to ensure compliance with internal rules and legal obligations.

**Probability: low**

**Potential impact: moderate to significant, depending on the nature of the breach**

## 4.6 Insurance

The Group has introduced an insurance policy designed to cover the main risks likely to have a significant financial impact and for which self-insurance would be inappropriate.

This policy is reviewed periodically to ensure that the levels of guarantee remain appropriate in line with changes in the Group's activities.

### Main insurance cover taken out

#### ■ Professional/post-delivery civil liability

Guarantee: €15,000,000 per claim and per year of insurance (inclusive limit)

- **Operations civil liability**  
 Guarantee: €10,000,000 per claim, including in particular:
  - Consequential material and non-material damage
  - Negligence
  - Accidental damage to the environment
  - Property in care, custody and control
  - Claims by neighbours and third parties
  - Criminal defence and recourse
  
- **Civil liability for senior executives and corporate officers (D&O insurance)**  
 Guarantee: €15,000,000 per claim and per year of insurance  
 This insurance ("D&O" stands for "Directors and Officers") covers the defence costs for and financial consequences of claims incurring the personal liability of senior executives in the performance of their duties.
  
- **All Travel Risks insurance**  
 This covers employees on business trips.

The coverage levels are deemed appropriate to the size and nature of the Group's activities.

The analysis of Group's insurable risks is regularly updated and contracts are taken out with companies recognised to be solvent.

## 4.7 Internal control system

The Group's internal control system aims to provide reasonable assurance regarding:

- compliance with applicable laws and regulations;
- reliability of financial and accounting information;
- management of operational risks;
- protection of the Group's assets.

Internal control procedures are defined under the authority of the Board of Directors and implemented by the Executive Management with the assistance of the financial and operational functions.

### How this is organised

An internal control officer monitors the main risks identified by the Board of Directors, in accordance with the Principles of Corporate Governance of the Luxembourg Stock Exchange.

All the bodies involved in governance participate in implementing the system.

### Procedures relating to financial information

Specifically, the Group has implemented:

- monthly analytical reporting to identify deviations from the objectives;
- a structured consolidation process incorporating the elimination of intra-group transactions;
- a specific module regarding IFRS 16;
- an in-depth review of the financial statements by the Finance Department;
- a periodic review of financial information by the Audit Committee and the Board of Directors.

While not providing a cast-iron guarantee, the internal control system aims to identify, prevent and mitigate risks likely to affect the Group's performance and financial position.

## 4.8 Extraordinary events and litigation

To the Company's knowledge, as at the reporting date, there are no extraordinary events or significant litigation that have not been provided for that could have or have had, in the last 12 months, a significant impact on the financial position, results or assets of Sword Group SE and any of its subsidiaries.

Any ongoing litigation is regularly monitored by management, and, where appropriate, subject to accounting provisions in accordance with applicable standards.

The Group believes that pending proceedings, individually or collectively, are unlikely to significantly affect its financial position or its outlook.



# 05 CORPORATE RESPONSIBILITY

## 5 CORPORATE RESPONSIBILITY\*

*\* This chapter is an integral part of the management report.*

**"The Group's primary area of expertise is its ability to leverage its employees' talents" – Jacques Mottard | Chairman and Founder of Sword Group**

The Group is gradually adapting its non-financial reporting framework to take account of changes in European regulations, particularly those relating to the taxonomy and the Corporate Sustainability Reporting Directive (CSRD).

The information presented in this chapter covers the majority of the Group's consolidated scope.

Some recently acquired or smaller entities may not be included in the scope of data collection for all non-financial indicators.

Where full data is unavailable, estimates may be used to provide information that is representative of the Group's activities.

### KEY ESG INDICATORS

Domain	Key indicator
Social	Group headcount: 3,610 employees
Social	Staff turnover: 10.4%
Social	GDPR training participation rate: ~95%
Data protection	GDPR requests processed: 10
Data protection	Data protection impact assessments (DPIAs): 7
Data protection	Significant personal data breaches: 0
Cybersecurity	Security Operations Centre operational 24/7
Environment	Total emissions: 12.7 ktCO <sub>2</sub> e (Scopes 1–2–3)

## 5.1 Business model and integration of ESG issues

The Group's business model is based on providing high-value-added services in the fields of consultancy, IT engineering and digital solutions to a client base consisting mainly of large companies and public institutions.

The Group operates with a decentralised structure based on autonomous business units. This promotes client proximity, managerial accountability and operational agility. This organisational model is a key driver of performance, adaptability and resilience in constantly evolving technological and regulatory environments.

Given the nature of the Group's activities, human capital, technological expertise, information system security and regulatory compliance are key components of its value creation model.

Environmental, social and governance (ESG) issues are gradually being incorporated into the Group's strategic thinking, in line with:

- its exposure to digital and regulatory risks;
- its ethics and compliance commitments;
- the growing expectations of clients and partners with regard to sustainability.

Addressing these issues is part of a strategy aimed at ensuring long-term economic viability and managing the risks identified in Chapter 4 of this report.

In 2025, the Group continued the work already under way to further develop its corporate responsibility framework, in particular by:

- formalising and validating a double materiality assessment;
- identifying and prioritising significant issues;
- gradually strengthening non-financial indicators;
- improving data collection and reliability processes.

The Group believes that this approach helps to make its business model more robust and enhances its ability to generate sustainable long-term value.

## 5.2 Sustainability governance

Consideration of environmental, social and governance (ESG) issues is part of the Group's overall governance framework and is supported by existing bodies.

The Board of Directors is responsible for overseeing the Group's strategic priorities, including sustainability issues and the main associated risks. In this capacity, it ensures consistency between the Group's strategy, risk management and the consideration of environmental, social and ethical issues.

The Audit Committee also plays a part in this oversight by reviewing risk management, internal control and compliance frameworks, particularly in relation to information system security, data protection and compliance with regulatory obligations.

The operational implementation of corporate responsibility initiatives falls within the remit of the Executive Management, assisted by the Group's various departments, in particular the finance, legal, IT and human resources teams.

As part of its gradual preparations for the requirements of the European Union's Corporate Sustainability Reporting Directive (CSRD), the Group has begun work on strengthening the structure of its ESG management framework, in particular by improving the processes for collecting and ensuring the reliability of non-financial data.

This structure ensures that sustainability issues are incorporated progressively and consistently into the Group's strategy and operations.

### 5.3 Double materiality assessment

As part of efforts to strengthen its corporate responsibility approach and gradually prepare for the requirements of the CSRD, the Group has undertaken a double materiality assessment aimed at identifying and prioritising the most significant ESG issues for its operations and stakeholders.

This approach is in line with the double materiality framework set out in the European Sustainability Reporting Standards (ESRS) and involves analysing both:

- the potential impact of the Group's activities on the environment and society; and
- the risks and opportunities that may affect its financial performance, position or prospects.

The assessment was carried out using a structured methodology, which included in particular:

- identifying ESG issues relevant to the Group's activities;
- assessing their significance in light of the potential impacts, risks and opportunities associated with them;
- taking into account the expectations of key internal and external stakeholders.

The results of this assessment will help to guide the Group's sustainability priorities and inform the gradual development of its non-financial reporting.

The issues identified as significant include the following areas:

- talent management and attraction;
- information system security and data protection;
- business ethics and regulatory compliance;
- the environmental footprint of business activities, particularly greenhouse gas emissions;
- training and skills development.

This assessment forms a key component of the Group's ESG approach and helps to ensure consistency between its strategy, risk management and corporate responsibility commitments.

#### Key sustainability issues identified

Domain	Material issues identified
Environment	Greenhouse gas emissions associated with the Group's operations and business travel
Social	Talent attraction, development and retention
Social	Training and skills development
Governance	Information system security and cybersecurity
Governance	Data protection and GDPR compliance
Governance	Business ethics and regulatory compliance

These issues are taken into account when setting the Group's corporate responsibility priorities and are closely linked to the key risks identified in Chapter 4 of this report.

## 5.4 Environment

Environmental issues are gradually being incorporated into the Group's corporate responsibility framework, in line with the nature of its business and its exposure to climate-related and regulatory risks.

As the Group's activities are primarily based on intellectual services, their direct environmental impact is limited. However, the Group takes care to minimise its environmental footprint, particularly in terms of energy consumption at its offices, its staff's business travel and the use of IT equipment required to deliver its services.

Against this backdrop, the Group has embarked on initiatives aimed at improving the measurement and management of its environmental footprint and gradually strengthening its non-financial reporting framework, in line with evolving European sustainability requirements, particularly those relating to the ESRS, the CSRD and the EU taxonomy.

The key issues identified are taken into account in the formulation of strategy, in investment decisions and in the operational management of activities.

This assessment is based on information available from the Group's main entities, which account for the majority of consolidated revenue. Where full data is unavailable, estimates may be used.

The results of this assessment are presented to the Executive Management and are monitored by the Board of Directors and its committees.

### 5.4.1 Governance of environmental issues

Consideration of environmental issues is part of the Group's overall governance and risk management framework.

The Board of Directors oversees the Group's strategic priorities, including issues relating to climate change and environmental impacts.

The Executive Management is responsible for the operational implementation of the initiatives undertaken, in coordination with the relevant Group departments.

### 5.4.2 Carbon footprint and greenhouse gas emissions

As part of moves to strengthen its environmental reporting, the Group has undertaken a consolidated carbon footprint assessment covering all of its operations.

This assessment aims to measure the greenhouse gas emissions associated with the Group's activities, in accordance with the main recognised methodologies, distinguishing in particular between:

- direct emissions (Scope 1);
- indirect emissions associated with energy consumption (Scope 2); and
- other significant indirect emissions (Scope 3).

The detailed results of this assessment will be incorporated into the Group's environmental reporting to enable structured monitoring of its carbon footprint.

<b>Greenhouse gas emissions (tCO<sub>2</sub>e)</b>	<b>2024</b>	<b>2025</b>
Scope 1	826	1,059
Scope 2	208	96
Scope 3	11,000	11,511
Total	12,034	12,667
<b>Carbon intensity</b>	<b>2024</b>	<b>2025</b>
tCO <sub>2</sub> e per million € of revenue	<b>62.3</b>	<b>59.7</b>

### 5.4.3 Managing our environmental footprint

The Group's main sources of environmental impact are linked to:

- office energy consumption;
- employees' business travel;
- the IT equipment required for service delivery.

The Group is taking various steps to minimise this impact, in particular by:

- optimising the use of infrastructure and equipment;
- developing remote collaboration tools;
- raising employee awareness of good environmental practices.

### 5.4.4 Progress and outlook

Based on the results of the carbon footprint assessment and as part of the gradual development of its environmental reporting framework, the Group intends to continue its efforts to improve the measurement, management and reduction of its environmental footprint.

This work is part of a process of continuous improvement and gradual preparation for European sustainability reporting requirements, particularly those relating to the CSRD, the ESRS and the EU taxonomy.

## 5.5 Social

The Group's business model is based primarily on human capital, technological expertise and the ability of its staff to support clients in their transformation and innovation projects.

In view of this, attracting, developing and retaining talent is key to the Group's performance and long-term sustainability.

Given the fierce competition for skilled professionals in the digital sector, the Group places particular emphasis on staff retention, skills transfer and team stability – factors that are essential to service quality and business continuity.

The Group's social policy therefore aims to foster a stimulating work environment, develop employees' skills and promote a corporate culture based on accountability, autonomy and professional excellence.

### 5.5.1 Workforce numbers and talent attraction

The Group operates with multidisciplinary teams consisting of consultants, engineers and experts operating in various technological and sector-specific fields.

Given the fierce competition for skilled professionals in the digital sector, the Group places particular emphasis on its ability to attract and retain talent.

This is based on factors such as:

- high-value-added technology projects;
- an organisational model that promotes autonomy and accountability;
- career development opportunities; and
- an international and collaborative working environment.

Indicator	2024	2025
Total workforce	3,211	3,610
Gender breakdown (male/female)	54%/46%	54%/46%
Proportion of women in management	33%	33%

The gender breakdown remains stable, with women accounting for 46% in 2025. This stability reflects a steady balance between new hires and departures in a sector with little change in job structure from year to year. The data is calculated using the same methodology as in 2024, ensuring comparability.

### 5.5.2 Training and skills development

Given the rapid pace of technological change and evolving client needs, continuous skills development is a priority for the Group.

Training activities serve, among other things, to:

- enhance employees' technical expertise;
- support changing job requirements;
- foster the development of managerial skills.

Indicator	2024	2025
Total number of training hours	121,182	137,500
Average number of training hours per employee	41.6	42
Percentage of employees trained*	100%	100%

\* Indicator defined as the proportion of employees who attended at least one recorded training activity during the period.

### 5.5.3 Diversity and inclusion

The Group is committed to fostering a respectful and inclusive working environment that encourages diversity in terms of backgrounds, experience and career paths.

Diversity is a driver of innovation and collective performance, as it enables different perspectives and areas of expertise to be brought together within teams.

In particular, the Group places great emphasis on equality in the workplace and the promotion of talent without discrimination.

The Group is committed to ensuring equal treatment throughout employees' careers, from recruitment through to career progression, in accordance with the regulations applicable in the countries where it operates.

### 5.5.4 Health and working conditions

The Group is committed to ensuring that its employees have a working environment that safeguards their health and safety.

It pays particular attention to working conditions, the organisation of assignments and the quality of the working environment in order to foster staff engagement and well-being.

The Group also supports various social and educational initiatives in the countries where it operates. These include, in particular, partnerships with local non-profit organisations, mentoring programmes for students, and initiatives run through the Sport and Education Foundation.

In addition, the Group seeks to prevent occupational risks and promote a healthy work–life balance, while taking into account the operational constraints specific to its business lines and the applicable local regulations.

## 5.6 Business conduct, ethics and compliance

The Group conducts its business in accordance with the principles of integrity, accountability and compliance with the regulations applicable in the jurisdictions in which it operates.

These principles guide the conduct and decisions of the Group's employees in their dealings with clients, partners, suppliers and all other stakeholders.

In this context, the Group implements measures designed to ensure that its activities are conducted responsibly, particularly in the areas of business ethics, regulatory compliance, data protection and information system security.

### 5.6.1 Values and business ethics

The Group's development is underpinned by values of professional excellence, accountability and transparency. These principles are reflected in areas such as:

- compliance with ethical and regulatory standards;
- prevention of conflicts of interest;
- combating of all forms of fraud and bribery/corruption; and
- compliance with applicable laws and regulations.

The Group has drawn up a Code of Ethics setting out the principles and standards of conduct expected of all its employees and partners.

Sword Group has been a signatory to the United Nations Global Compact since 2011 and is committed to upholding the ten principles relating to human rights, labour standards, the environment and anti-corruption.

### 5.6.2 Anti-corruption and compliance

The Group ensures compliance with applicable anti-corruption and compliance regulations.

Internal policies and awareness-raising initiatives help to prevent behaviour that contravenes legal obligations and the principles of integrity.

The compliance framework is based, in particular, on the Group's Code of Ethics, the relevant internal procedures, and awareness-raising initiatives aimed at employees exposed to these risks.

The Group also takes steps to prevent conflicts of interest and to promote business practices that are consistent with its principles of integrity.

### 5.6.3 Protection of personal data

The Group attaches particular importance to the protection of personal data in the context of its activities and ensures compliance with applicable regulations, in particular the General Data Protection Regulation (GDPR).

The Group's compliance programme is based on a structured framework that includes appointing Data Protection Officers (DPOs) in the various jurisdictions where the Group operates, maintaining Records of Processing Activities (RoPAs) within the business units, and implementing policies and procedures governing the management of personal data.

Regular meetings of the DPO network help to promote coordination, the sharing of best practices and the continuous improvement of the Group's data protection framework.

In 2025, a number of initiatives were undertaken to strengthen the compliance programme, including RoPA documentation for all Group entities, and improvements to processes relating to the handling of data subjects' requests, information notices, data retention and data transfer practices.

#### **The key indicators for data protection in 2025 are as follows:**

- Ten requests from data subjects were processed.
- Seven data protection impact assessments (DPIAs) were carried out.
- No significant personal data breaches were identified.
- The participation rate for awareness and training activities was around 95%.

The Group is also continuing its efforts to strengthen the governance and harmonisation of its data protection practices across all the jurisdictions in which it operates.

### 5.6.4 Cybersecurity and information system security

The Group continues to strengthen and develop its operational resilience, while cybersecurity remains one of its top priorities.

In 2025, the Group continued to strengthen its cybersecurity framework, in particular by rolling out its security strategy, which is aligned with the Group's overall strategy.

A number of initiatives were implemented to improve and enhance our security governance and operational resilience, including:

- establishing a Security Operations Centre (SOC) that operates 24/7 and is responsible for continuous security monitoring and incident response;
- bolstering our cybersecurity capabilities by recruiting Security Operations and Governance, Risk and Compliance (GRC) specialists;
- renewing the Group's ISO 27001:2022 certification, demonstrating our ongoing commitment to cybersecurity;
- developing our security governance framework, including the enhancement of security policies and incident response processes and the implementation of structured risk assessments for business units and projects;
- integrating cybersecurity requirements into acquisition-related due diligence processes.

The Group also continued to foster a shared security culture among all employees through mandatory cybersecurity awareness training, complemented by monthly simulated phishing campaigns throughout 2025.

In addition, the Group conducted preparedness tests and exercises, including internal penetration testing and incident response simulations involving senior management teams.

Cybersecurity awareness initiatives achieved a 100% training completion rate, helping to make employees more vigilant in the face of cyberthreats.

Cybersecurity is fully integrated into the Group's overall risk management framework and is regularly monitored through the Group's governance processes.

### Key developments in 2025 – Cybersecurity

- Deployment of a 24/7 Security Operations Centre
- Renewal of the Group's ISO 27001:2022 certification
- Standardisation of cybersecurity training across the Group
- Implementation of regular phishing simulation campaigns
- Strengthening of governance and security risk assessment mechanisms
- Integration of cybersecurity into acquisition processes

#### 5.6.5 Responsible relationships with partners

The Group is committed to developing responsible relationships with its partners and suppliers, based on the principles of integrity, transparency and compliance with applicable regulations.

In this context, it has introduced a code of conduct for its suppliers and partners, including principles relating to respect for human rights, working conditions, environmental protection and anti-corruption.

The Group's responsible purchasing policy also aims to promote transparent and fair business practices and to gradually incorporate social and environmental criteria into supplier selection and evaluation.

The Group intends to gradually strengthen the incorporation of sustainability criteria into its procurement processes, in line with the development of its ESG framework.

## 5.7 Green taxonomy

### Regulatory background

Regulation (EU) 2020/852 establishes a framework for determining which economic activities are considered environmentally sustainable. Article 8 of this Regulation requires companies subject to an obligation to publish non-financial information to disclose information on the proportion of their economic activities that are eligible and aligned with the EU taxonomy.

This aims, among other things, to improve transparency for investors and safeguard against greenwashing risks.

In this context, Sword Group SE reviews its activities annually against the criteria set out in the delegated acts adopted by the European Commission.

### Identified eligible activities

Given the nature of its operations, Sword Group has identified several activities that may be eligible under the EU taxonomy, including:

- **8.1 Data processing, hosting and related activities**, corresponding to data management and processing services provided via IT infrastructure
- **8.2 Programming, consultancy and other IT activities**, corresponding to the development and integration of digital solutions
- **6.5 Private car transport**, corresponding to certain capital expenditure associated with vehicles used in the Group's activities

Given the nature of its IT consulting and engineering activities, the Group has not identified any activities that fall within the scope of environmental objectives relating to the circular economy, pollution prevention or the protection of biodiversity.

### Alignment with the taxonomy

An activity is considered to be aligned with the EU taxonomy if it:

- is eligible within the meaning of the taxonomy;
- contributes substantially to an environmental objective;
- does not cause significant harm to other environmental objectives;
- complies with the minimum social standards set out in the relevant international principles.

Based on this analysis, the indicators published by Sword Group are as follows:

- **78.9% of revenue in 2025** (83.9% in 2024) **is considered eligible but not taxonomy-aligned;**
- **3% of CapEx related to vehicle transport is considered eligible and taxonomy-aligned** (as opposed to 9% in 2024);
- **no operating expenditure (OpEx) is considered eligible and taxonomy-aligned.**

The tables detailing the regulatory indicators for revenue, capital expenditure (CapEx) and operating expenditure (OpEx) are given on the following pages.

Between 2024 and 2025, the Company's taxonomy indicators underwent a number of changes.

In terms of revenue, the proportion of eligible activities fell from 83.9% to 78.9%. This change can be attributed to a relative increase in non-eligible activities within the portfolio, while the scope of eligible digital activities (CCA 8.2 and CCM 8.1/8.2) remained stable but accounted for a smaller proportion of the consolidated total.

As regards CapEx, the aligned share fell from 9% to 3% due to an increase in ineligible activities, primarily linked to business combinations.

For OpEx, no eligible or aligned expenditure was identified, in line with the previous year. This expenditure consists of upkeep and maintenance costs that do not meet the eligibility criteria set out in the regulations.

Proportion of revenue generated by products or services associated with taxonomy-aligned economic activities – information for 2025

Fiscal Year N		Year N		Substantial contribution criteria							Criteria of absence of significant harm ("DNSH criteria") (8)□									
Economic Activities (1)	Code (1),(2)	Revenue (3)	Proportion of Revenue, Year N (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Adapting to climate change (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of Taxonomy-aligned Revenue (A.1.) or taxonomy-eligible (A.2.), Year N-1 (18)	Enabling Activity Category (19)	Transitional Activity Category (20)	
		Keuros	%	YES; NO; N/EL (□) (□)	YES; NO; N/EL (□) (□)	YES; NO; N/EL (□) (□)	YES; NO; N/EL (□) (□)	YES; NO; N/EL (□) (□)	YES; NO; N/EL (□) (□)	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	H	T	
<b>A. TAXONOMY-ELIGIBLE ACTIVITIES</b>																				
<b>A.1. Environmentally sustainable activities (aligned with taxonomy)</b>																				
None																				
Revenue from environmentally sustainable activities (aligned with taxonomy) (A.1)																				
of which enabling																				
of which transitional																				
<b>A.2. Taxonomy-eligible but environmentally non-sustainable activities (non-aligned with taxonomy) (7)</b>																				
Programming, consultancy and other IT activities	CCA 8.2	260 389	72.8%																	
Data processing, hosting and related activities	CCM 8.1	19 307	5.4%																	
Data-driven solutions for GHG emission reductions	CCM 8.2	2 457	0.7%																	
Revenue from taxonomy-eligible but environmentally non-sustainable activities (non-aligned with taxonomy) (A.2)		282 154	78.9%														84.0%			
A. Revenue from taxonomy-eligible activities (A.1 + A.2)		282 154	78.9%														84%			
<b>B. NON-TAXONOMY-ELIGIBLE ACTIVITIES</b>																				
Revenue from non-taxonomy-eligible activities		75 589	21.1%														16%			
<b>TOTAL</b>		<b>357 743</b>	<b>100 %</b>														<b>100%</b>			

(\*) The code is composed of an abbreviation corresponding to the objective to which the activity can contribute substantially, as well as a section code assigned to the activity in the annex relating to that objective, as follows:

- CCM for Climate change mitigation
- CCA for Climate change adaptation
- WTR for Water and marine resources
- CE for Circular economy
- PPC for Pollution prevention and control
- BIO for Biodiversity and ecosystems

For example, the code corresponding to the activity "Biomass" will be CCM 1.1.

When activities can contribute substantially to several objectives, the codes corresponding to all objectives shall be indicated.

For example, if the item "Construction of new buildings" contributes substantially to both climate change adaptation and the circular economy, the following codes shall be indicated: CCA 1.1, CE 3.1.

The same codes shall be used in Sections A1 and A2 of this template.

(\*) YES — Activity eligible for the taxonomy and aligned with the taxonomy for the environmental objective concerned

NO — Activity eligible for the taxonomy but not aligned with the taxonomy with regard to the environmental objective concerned

N/EL — Non-eligible activity; activity not eligible for the taxonomy with regard to the environmental objective concerned

	% of revenue / total revenue □	
	Aligned with taxonomy by objective	Eligible for taxonomy by objective
CCM for Climate Change Mitigation	0%	6.1%
CCA for Climate Change Adaptation	0%	72.8%
WTR for Water and Marine Resources	0%	0%
CE for Circular Economy	0%	0%
PPC for Pollution Prevention and Control	0%	0%
BIO for Biodiversity and Ecosystems	0%	0%

(\*) When an economic activity contributes substantially to several environmental objectives, non-financial undertakings shall indicate, in bold, the most relevant environmental objective for the purpose of calculating KPIs, while avoiding double counting.

In the calculation of these KPIs, where the use of financing is known, financial undertakings shall calculate the financing of economic activities contributing to several environmental objectives under the most relevant environmental objective declared in bold in the template by the non-financial undertaking.

An environmental objective may be declared only once and on a single line in order to avoid double counting of activities in the KPIs of financial undertakings.

This provision shall not apply to the calculation of the alignment of economic activities with the taxonomy for financial products defined in Article 2(12) of Regulation (EU) 2019/2088.

Non-financial undertakings shall also declare the degree of eligibility and alignment per environmental objective, including alignment for each environmental objective for activities contributing substantially to several objectives, using the template below.

(\*) The same activity may be compliant with one or more environmental objectives for which it is eligible.

(\*) The same activity may be eligible for the taxonomy but not compliant with the environmental objectives concerned.

(\*) EL — Activity eligible for the taxonomy for the environmental objective concerned  
NL/EL — Non-eligible activity; activity not eligible for the taxonomy with regard to the objective concerned

(\*) Activities must be reported in Section A2 of this template only if they are not compliant with any of the environmental objectives for which they are eligible. Activities that are compliant with one or more environmental objectives must be reported in Section A1 of this template.

(\*) For an activity to be reported in Section A1, the substantial contribution criteria, the "Do No Significant Harm" (DNSH) criteria and the minimum safeguards must be met.

Proportion of CapEx from products or services associated with taxonomy-aligned economic activities – information for 2025

Year N	Year			Substantial contribution criteria <sup>□</sup>						Criteria of absence of significant harm (16)												
Economic Activities (1)	Code (9)(2)	CapEx (3)	Proportion of CapEx Year N (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Adapting to climate change (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of Taxonomy-aligned CapEx (A.1.) or taxonomy-eligible (A.2.), Year N-1 (18)	Enabling Activity Category (19)	Transitional Activity Category (20)			
		<i>EuroK</i>	%	YES; NO; N/EL <sup>(15)</sup> <sup>(11)</sup>	YES; NO; N/EL <sup>(15)</sup> <sup>(11)</sup>	YES; NO; N/EL <sup>(15)</sup> <sup>(11)</sup>	YES; NO; N/EL <sup>(15)</sup> <sup>(11)</sup>	YES; NO; N/EL <sup>(15)</sup> <sup>(11)</sup>	YES; NO; N/EL <sup>(15)</sup> <sup>(11)</sup>	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	H	T			
<b>A. TAXONOMY-ELIGIBLE ACTIVITIES</b>																						
<b>A.1. Environmentally sustainable activities (aligned with taxonomy)</b>																						
Private car transport	CCM 6.5	797	3%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	9%					
CapEx of environmentally sustainable activities (aligned with taxonomy) (A.1)		797	3%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	9%					
of which enabling of which transitional																						
<b>A.2. Activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy) (15)</b>																						
Private car transport	CCM 6.5	1 036	4%																	7%		
CapEx of activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy) (A.2)		1 036	4%																	7%		
A.	CapEx of activities eligible for taxonomy (A.1 + A.2)	1 832	8%																	16%		
<b>B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY</b>																						
CapEx for activities not eligible for taxonomy		21 729	92%																	84%		
<b>TOTAL</b>		23 581	100 %																	100%		

	Proportion of CapEx / Total CapEx	
	Aligned with taxonomy by objective	Eligible for taxonomy by objective
CCM for Climate Change Mitigation	3%	8%
CCA for Climate Change Adaptation	0%	0%
WTR for Water and Marine Resources	0%	0%
CE for Circular Economy	0%	0%
PPC for Pollution Prevention and Control	0%	0%
BIO for Biodiversity and Ecosystems	0%	0%

Proportion of OpEx concerning products or services associated with taxonomy-aligned economic activities – information for 2025

YEAR N	YEAR		Substantial contribution criteria <input type="checkbox"/>							Criteria of absence of significant harm (22) <input type="checkbox"/>							Proportion of Taxonomy-aligned OpEx (A.1.) or taxonomy-eligible (A.2.), Year N-1 (18)	Enabling Activity Category (19)	Transitional Activity Category (20)	
	Economic Activities (1)	Code (17)(2)	OpEx (3)	Proportion of OpEx, Year N (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Adapting to climate change (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)				Minimum Safeguards (17)
		Euros K	%	YES; NO; N/EL (18) (19)	YES; NO; N/EL (18) (19)	YES; NO; N/EL (18) (19)	YES; NO; N/EL (18) (19)	YES; NO; N/EL (18) (19)	YES; NO; N/EL (18) (19)	YES; NO; N/EL (18) (19)	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	H	T
A.	<b>TAXONOMY-ELIGIBLE ACTIVITIES</b>																			
A.1.	Environmentally sustainable activities (aligned with taxonomy)																			
None		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
OpEx environmentally sustainable activities (aligned with taxonomy) (A.1)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
of which enabling																				
of which transitional																				
A.2.	Activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy) (22)																			
Néant		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
OpEx of activities eligible for the taxonomy but not environmentally sustainable (not aligned with the taxonomy) (A.2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
A.	OpEx of activities eligible for taxonomy (A.1 + A.2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
B.	<b>ACTIVITIES NOT ELIGIBLE FOR TAXONOMY</b>																			
OpEx for activities not eligible for taxonomy		871	100%																	
<b>TOTAL</b>		<b>871</b>	<b>100%</b>																	

Proportion of OpeEx/ Total OpEx		
	Aligned with taxonomy by objective	Eligible for taxonomy by objective
CCM	0%	0%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%



# **06 CONSOLIDATED FINANCIAL STATEMENTS**

## 6 CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025

### 6.1 Consolidated statement of financial position

As at 31 December 2025

<i>(In thousands of €)</i>	Notes	31 December 2025	31 December 2024
<b>ASSETS</b>			
NON-CURRENT ASSETS			
Goodwill	13	83,281	79,535
Other intangible assets	14	19,584	11,632
Property, plant and equipment	15	4,285	4,753
Right-of-use assets	16	11,506	10,603
Financial assets at fair value through other comprehensive income		434	113
Deferred tax assets	25	372	370
Other assets	18	6,696	746
<b>TOTAL NON-CURRENT ASSETS</b>		<b>126,158</b>	<b>107,752</b>
CURRENT ASSETS			
Trade and other receivables	8, 17	48,599	34,839
Work in progress	8	57,960	63,027
Current tax assets		1,421	1,185
Other assets	18	5,040	6,747
Cash and cash equivalents	19	59,138	70,620
Prepaid expenses		5,367	8,377
<b>TOTAL CURRENT ASSETS</b>		<b>177,525</b>	<b>184,795</b>
<b>TOTAL ASSETS</b>		<b>303,683</b>	<b>292,547</b>

The notes hereinafter form an integral part of the consolidated financial statements.

## 6.2 Consolidated statement of financial position (continued)

As at 31 December 2025

<i>(In thousands of €)</i>	Notes	31 December 2025	31 December 2024
<b>CAPITAL, RESERVES AND LIABILITIES</b>			
CAPITAL AND RESERVES			
Share capital	34	9,545	9,545
Share premium		70,676	70,676
Reserves		7,084	10,420
Retained earnings		(12,734)	4,807
<b>TOTAL EQUITY – GROUP SHARE</b>		<b>74,571</b>	<b>95,448</b>
Non-controlling interests (minority interests)		1,880	1,662
<b>TOTAL EQUITY</b>		<b>76,451</b>	<b>97,110</b>
NON-CURRENT LIABILITIES			
Lease obligations	16	8,430	7,129
Other financial debts	22	89,527	56,000
Pension provisions	20	293	282
Other provisions	21	765	-
Deferred tax liabilities	25	3,534	2,098
Other liabilities	24	34,667	19,299
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>137,216</b>	<b>84,808</b>
CURRENT LIABILITIES			
Lease obligations	16	3,561	3,541
Other financial debts	22	1,093	675
Other provisions	21	109	485
Trade and other payables	23	31,812	44,973
Current tax liabilities		1,817	2,158
Other liabilities	24	27,222	40,769
Deferred income	8	24,402	18,028
<b>TOTAL CURRENT LIABILITIES</b>		<b>90,016</b>	<b>110,629</b>
<b>TOTAL LIABILITIES</b>		<b>227,232</b>	<b>195,437</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>303,683</b>	<b>292,547</b>

The notes hereinafter form an integral part of the consolidated financial statements.

## 6.3 Consolidated income statement

For the year ended 31 December 2025

<i>(In thousands of €)</i>	Notes	31 December 2025	31 December 2024
<b>Revenue</b>	7, 8	<b>357,743</b>	<b>323,015</b>
Purchases		(41,074)	(28,675)
Personnel expenses	26	(173,282)	(149,862)
Other external charges	27	(100,949)	(106,463)
Reversals of provisions, net	28	(269)	285
Other current operating expenses		(1,690)	(1,365)
Other current operating income		2,400	1,884
<b>EARNINGS BEFORE INTEREST, TAXES, DEPRECIATION AND AMORTISATION, EXCLUDING NON-RECURRING ITEMS (EBITDA)</b>		<b>42,879</b>	<b>38,819</b>
<b>EBITDA in %</b>		<b>11.99%</b>	<b>12.02%</b>
Charges for depreciation of property, plant and equipment	15	(1,492)	(1,424)
Charges for depreciation of right-of-use assets	16	(4,372)	(3,760)
Charges for depreciation of intangible assets arising from business combinations	14	(3,290)	(1,946)
Charges for depreciation of other intangible assets	14	(1,571)	(992)
<b>EARNINGS BEFORE INTEREST AND TAXES, EXCLUDING NON-RECURRING ITEMS (EBIT)</b>		<b>32,154</b>	<b>30,697</b>
<b>EBIT in %</b>		<b>8.99%</b>	<b>9.50%</b>
Income from disposals of assets and subsidiaries	29	406	194
Impairment loss on assets	30	(8)	(94)
Other non-recurring items	31	(8,880)	(5,647)
<b>OPERATING PROFIT (OP)</b>		<b>23,672</b>	<b>25,150</b>
<b>OP in %</b>		<b>6.62%</b>	<b>7.79%</b>
Financial income		7,524	8,692
Financial expenses		(7,759)	(6,622)
<b>FINANCIAL RESULT</b>	<b>32</b>	<b>(235)</b>	<b>2,070</b>
<b>PROFIT BEFORE TAX</b>		<b>23,437</b>	<b>27,220</b>
Income tax	25	(4,186)	(5,098)
<b>PROFIT FOR THE YEAR</b>		<b>19,251</b>	<b>22,122</b>
<i>Of which:</i>			
Group share		19,048	21,809
Non-controlling interests (minority interests)		203	313
<b>Earnings per share for the profit for the year – Group share</b>			
Basic earnings per share <i>(in €)</i>	33	2.02	2.31
Diluted earnings per share <i>(in €)</i>	33	2.02	2.31

The notes hereinafter form an integral part of the consolidated financial statements.

## 6.4 Consolidated statement of comprehensive income

For the year ended 31 December 2025

<i>(In thousands of €)</i>	Notes	31 December 2025	31 December 2024
<b>PROFIT FOR THE YEAR</b>		<b>19,251</b>	<b>22,122</b>
<i>Recyclable items in profit or loss</i>			
<i>Translation differences</i>			
- During the year		(4,132)	2,406
Total recyclable items in profit or loss		(4,132)	2,406
<i>Non-recyclable items in profit or loss</i>			
<i>Defined-benefit plans</i>			
- Actuarial gains and losses on post-employment benefits	20	3	(3)
Total non-recyclable items in profit or loss		3	(3)
<b>TOTAL OTHER COMPREHENSIVE INCOME, NET OF TAX</b>		<b>(4,129)</b>	<b>2,403</b>
<b>COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>15,122</b>	<b>24,525</b>
<i>Of which:</i>			
Group share		14,916	24,224
Non-controlling interests (minority interests)		206	301

The notes hereinafter form an integral part of the consolidated financial statements.

## 6.5 Consolidated statement of changes in equity

For the year ended 31 December 2025

<i>(In thousands of €)</i>	Share capital	Share premium	Own shares	Reserve for remeasurement of financial assets	Defined-benefit plans	Foreign-currency translation reserve	Retained earnings	Total	Non-controlling interests (minority interests)	Total equity
<b>BALANCE AS AT 1 JANUARY 2024</b>	<b>9,545</b>	<b>70,676</b>	<b>(2,940)</b>	<b>2,504</b>	<b>(195)</b>	<b>7,364</b>	<b>17,198</b>	<b>104,152</b>	<b>1,258</b>	<b>105,410</b>
<i>Profit for the year</i>	-	-	-	-	-	-	21,809	21,809	313	22,122
<i>Other comprehensive income</i>	-	-	-	-	(3)	2,418	-	2,415	(12)	2,403
Comprehensive income for the year	-	-	-	-	(3)	2,418	21,809	24,224	301	24,525
Repurchase/resale of ordinary shares <sup>(2)</sup>	-	-	1,272	-	-	-	-	1,272	-	1,272
Payment of dividends <sup>(3)</sup>	-	-	-	-	-	-	(15,986)	(15,986)	-	(15,986)
Transactions between shareholders <sup>(1)</sup>	-	-	-	-	-	-	(18,214)	(18,214)	103	(18,111)
<b>BALANCE AS AT 31 DECEMBER 2024</b>	<b>9,545</b>	<b>70,676</b>	<b>(1,668)</b>	<b>2,504</b>	<b>(198)</b>	<b>9,782</b>	<b>4,807</b>	<b>95,448</b>	<b>1,662</b>	<b>97,110</b>
<i>Profit for the year</i>	-	-	-	-	-	-	19,048	19,048	203	19,251
<i>Other comprehensive income</i>	-	-	-	-	3	(4,135)	-	(4,132)	3	(4,129)
Comprehensive income for the year	-	-	-	-	3	(4,135)	19,048	14,916	206	15,122
Repurchase/resale of ordinary shares <sup>(2)</sup>	-	-	796	-	-	-	-	796	-	796
Payment of dividends <sup>(3)</sup>	-	-	-	-	-	-	(18,868)	(18,868)	-	(18,868)
Transactions between shareholders <sup>(1)</sup>	-	-	-	-	-	-	(17,721)	(17,721)	12	(17,709)
<b>BALANCE AS AT 31 DECEMBER 2025</b>	<b>9,545</b>	<b>70,676</b>	<b>(872)</b>	<b>2,504</b>	<b>(195)</b>	<b>5,647</b>	<b>(12,734)</b>	<b>74,571</b>	<b>1,880</b>	<b>76,451</b>

<sup>(1)</sup> See Note 10.

<sup>(2)</sup> See Note 35.

<sup>(3)</sup> See Note 36.

The notes hereinafter form an integral part of the consolidated financial statements.

## 6.6 Consolidated statement of cash flows

For the year ended 31 December 2025

<i>(In thousands of €)</i>	Notes	31 December 2025	31 December 2024
<b>Cash flows from operating activities</b>			
Profit for the year		19,251	22,122
<i>Adjustments:</i>			
Depreciation charges		10,724	8,123
Impairment loss on intangible assets and property, plant and equipment	30	8	94
Impairment losses on trade receivables, net of reversals	17, 28	(124)	(132)
Allocations to/(reversals of) other provisions		294	(184)
Allocations to provisions for employee benefits	20.1	14	30
Net capital gains on disposals of non-current assets, net of transaction costs		(406)	(194)
Changes in fair value of additional payments/commitments to repurchase securities held by minority shareholders/Co-Investors	5.3, 32	(3,592)	(3,505)
Interest expenses on lease obligations	32	325	264
Interest expenses on loans and other financial debt	32	2,849	2,362
Income tax	25.1	4,186	5,098
Change in working capital		(5,203)	(5,685)
<b>Cash flow generated by operating activities</b>		<b>28,326</b>	<b>28,393</b>
Tax paid		(5,330)	(5,176)
<b>NET CASH FLOWS FROM OPERATING ACTIVITIES</b>		<b>22,996</b>	<b>23,217</b>
<b>Cash flows from investment activities</b>			
<i>Acquisitions/new consolidations:</i>			
- Assets generated internally	14	(1,517)	(1,203)
- Intangible assets	14	(1,452)	(1,473)
- Property, plant and equipment	15	(1,522)	(1,470)
- Financial assets at fair value through other comprehensive income		(321)	(113)
<i>Disposals/deconsolidations:</i>			
- Property, plant and equipment		14	1
- Financial assets at fair value through other comprehensive income		-	72
Acquisition of control of subsidiaries, net of cash and cash equivalents acquired		(11,502)	(7,570)
Loss of control of subsidiaries, net of cash and cash equivalents disposed of		(3,262)	-
<b>NET CASH FLOWS FROM INVESTMENT ACTIVITIES</b>		<b>(19,562)</b>	<b>(11,756)</b>

The notes hereinafter form an integral part of the consolidated financial statements.

## Consolidated statement of cash flows (continued)

For the year ended 31 December 2025

<i>(In thousands of €)</i>	Notes	31 December 2025	31 December 2024
<b>Cash flows from financing activities</b>			
Payment related to the repurchase and resale of ordinary shares	35	796	1,272
Consideration received from non-controlling interests (minority interests)		2,282	2,774
Repayment of debts related to commitments to repurchase securities held by Co-Investors		(23,652)	(7,300)
Repayment of lease obligations	16	(3,959)	(3,871)
New loans and use of lines of credit	22	33,466	21,000
Repayment of loans and lines of credit		(158)	-
Interest paid on loans and other financial debt	32	(2,849)	(2,362)
Interest paid on lease obligations	32	(306)	(262)
Dividends paid to shareholders in the parent company	36	(18,868)	(15,986)
<b>NET CASH FLOWS ALLOCATED TO FINANCING ACTIVITIES</b>		<b>(13,248)</b>	<b>(4,735)</b>
<b>Net change in cash and cash equivalents</b>		<b>(9,814)</b>	<b>6,726</b>
Cash and cash equivalents as at opening		69,945	62,415
Change in foreign exchange rate effect		(1,993)	804
<b>CASH AND CASH EQUIVALENTS AS AT YEAR END</b>	19	<b>58,138</b>	<b>69,945</b>

The notes hereinafter form an integral part of the consolidated financial statements.

## 6.7 Notes to the consolidated financial statements

### NOTE 1. GENERAL INFORMATION

#### 1.1 About the company

Sword Group SE ("the Company") is a European company (*Societas Europaea*, or SE) established under Luxembourg law, having its registered office at 2 Rue d'Arlon, Windhof (Luxembourg). The Company is registered in the Luxembourg Trade and Companies Register (RCS) under number B 168.244.

Sword Group, consisting of the Company and the companies it controls (the "Group"), is an international player specialising in IT services and digital transformation, supporting a diverse clientèle, including public organisations, industrial groups and companies in regulated sectors, in optimising their information systems and modernising their operational processes.

The Group offers a wide range of services, including strategic consulting, integration of complex systems, digital transformation covering areas such as cloud services, cybersecurity, application modernisation and data management, as well as managed services and operational support such as infrastructure operation, application maintenance and user support.

The Company's shares are listed on Euronext Paris (Compartment B).

The consolidated financial statements are available on the Company's website at the following address: <https://www.sword-group.com/investors/>.

The consolidated financial statements were approved by the Board of Directors on 4 March 2026. The consolidated financial statements will be finalised once approved by the General Meeting of Shareholders on 28 April 2026.

#### 1.2 Major events in 2025

On 1 April 2025, the Group acquired 100% of the shares in iDelta Ltd for GBP 1,547,000 (equivalent to €1,870,000), excluding any additional payments or adjustments. See Note 11.1.

On 1 July 2025, the Group acquired 100% of the shares in Bubble Go for CHF 2,940,000 (equivalent to €3,141,000), excluding any additional payments or adjustments. The acquisition scope includes the subsidiary Bubble Go Portugal. See Note 11.1.

On 1 July 2025, the Group acquired 100% of Full On Net S.L.'s share capital for €8,358,000. See Note 11.1.

On 1 November 2025, the Group sold its stake in Tipik Communication Agency S.A. for €1,967,000, excluding additional payments, thus ending its activities in the events management segment. See Note 12.1.

## NOTE 2. BASIS FOR PREPARATION AND ACCOUNTING PRINCIPLES

### 2.1 Basis for preparation

The consolidated financial statements are presented in thousands of euros (the Company's functional currency), rounded off to the nearest thousand, unless otherwise indicated. They are prepared on the basis of historical cost, with the exception of derivatives and financial assets held for sale, which are measured at fair value.

Pursuant to EU Regulation No. 1606/2002 of 19 July 2002, the consolidated financial statements as at 31 December 2025 were prepared in accordance with International Financial Reporting Standards (IFRS) as published by the International Accounting Standards Board (IASB) and adopted by the European Union (hereinafter "IFRS" or "IFRS standards").

Assets and liabilities, expenses and income were not offset, unless permitted or required by IFRS standards.

### 2.2 Change of accounting methods

#### 2.2.1. *New and revised IFRS standards impacting the amounts presented or the disclosures to be provided in the consolidated financial statements*

During the year under review, the Group adopted no new or revised IFRS standards which had to be mandatorily applied for the year commencing on 1 January 2025 and which were likely to have a significant impact on the Group's consolidated financial statements.

#### 2.2.2. *New and revised IFRS standards, published but not yet applicable*

None of the new IFRS standards or IFRIC interpretations or amendments thereto that had been issued by the IASB/IFRS Interpretations Committee (IFRS IC) by the date of approval of these consolidated financial statements but which were not yet applicable and for which the Group has not opted for early application, are likely to impact the Group's financial statements, except for the following revised standards:

#### **IFRS 18: *Presentation and Disclosure in Financial Statements***

IFRS 18 replaces IAS 1 *Presentation of Financial Statements*, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements, such as (i) the introduction of new categories and subtotals in the income statement; (ii) the disclosure of information on management-defined performance measures in the notes to the financial statements; and (iii) the improvement of the aggregation and disaggregation of financial information.

In addition, some paragraphs in IAS 1 have been moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* and IFRS 7 *Financial Instruments: Disclosures*. The IASB has also made minor amendments to IAS 7 *Statement of Cash Flows* and IAS 33 *Earnings per Share*.

The new standard takes effect for annual reporting periods commencing on or after 1 January 2027, subject to approval by the EU, and is to be applied retrospectively. Earlier application is permitted. The amendments to IAS 7 and IAS 33, as well as the revised versions of IAS 8 and IFRS 7, will take effect when the Group applies IFRS 18. IFRS 18 requires retrospective application with specific transition provisions.

The Group is currently considering the detailed implications of applying the new standard as regards the primary financial statements and notes to the financial statements and expects its application to have an impact, in terms of presentation and aggregates, on the consolidated financial statements in future reporting periods.

## 2.3 Use of estimates

Preparing consolidated financial statements in accordance with IFRS requires management to make estimates and select scenarios in the process of applying accounting principles.

Those areas involving a higher level of judgement or complexity, or those for which the estimates and scenarios are significant with respect to the consolidated financial statements, are presented in Note 3.

## 2.4 "Current" and "non-current" presentation

The consolidated statement of financial position is presented according to the "current" and "non-current" distinction defined by IAS 1. Current assets and liabilities are those which the Group expects to realise, consume or settle during the normal operating cycle, which may extend beyond 12 months after the reporting date. All other assets and liabilities are non-current.

## 2.5 Translation methods

### 2.5.1. Translation of the financial statements of foreign subsidiaries

The functional currency of each of the Group's entities is the currency of the economy in which the entity is operating.

The accumulated impact of the translation of financial statements of foreign operations is recognised in equity under "Foreign-currency translation reserve". The assets and liabilities of foreign operations are translated at the closing rate and their income and expenses at the average rate for the year.

Translation differences on monetary items which constitute a receivable or a payable from/to a foreign subsidiary, the settlement of which is not planned or is unlikely, and which constitute a share of the net investment in the foreign subsidiary, are initially recognised in other comprehensive income and recognised in profit or loss at the time of reimbursement of monetary items.

At the time of the disposal of a foreign subsidiary, all accumulated translation differences in equity are recognised in profit or loss.

### 2.5.2. Transactions in foreign currencies

Transactions denominated in foreign currencies are converted into the functional currency at the exchange rate prevailing at the time of the transaction. At the year end, any accounts receivable or accounts payable in foreign currency are converted at the closing exchange rate. Translation differences arising when these transactions are settled and when monetary assets and liabilities denominated in foreign currencies are converted at the closing exchange rate are reported in the income statement. Exchange rate of the euro to the most significant foreign currencies as at 31 December 2025 and 31 December 2024:

(Currency)	Closing rate		Average rate	
	2025	2024	2025	2024
Pound sterling	0.8726	0.8292	0.8566	0.8466
US dollar	1.1750	1.0389	1.1293	1.0820
Australian dollar	1.7581	1.6772	1.7513	1.6399
Canadian dollar	1.6088	1.4948	1.5780	1.4819
Swiss franc	0.9314	0.9412	0.9371	0.9526
Saudi riyal	4.3456	3.9590	4.2079	4.0709
Indian rupee	105.5966	88.9363	98.4543	90.5305

## 2.6 Consolidation method

The consolidated financial statements include the financial statements of the Company and its subsidiaries (together constituting "the Group"), prepared as at 31 December 2025. A list of consolidated companies is provided in Note 10.1.

### 2.6.1. *Subsidiaries*

A subsidiary is a company over which the Group has direct or indirect control. Subsidiaries are consolidated using the full consolidation method as of the date on which the Group acquires control, and are deconsolidated as of the date on which such control ends.

Control is considered to exist if and only if:

- the Group exerts power over the subsidiary;
- it is exposed or entitled to variable returns due to its links with the subsidiary; and
- it is able to exert its power over the subsidiary in such a way as to influence the amount of returns it obtains.

Controlled entities are those where the Group has the power to direct their financial and operational policies.

The financial statements of subsidiaries are prepared for the same reference period as those of the Group, using uniform accounting principles.

All intra-group transactions and balances are eliminated in the consolidation process. The profits and losses realised due to the disposal of assets within the Group are fully eliminated.

Profit or loss and each item in other comprehensive income are allocated to shareholders in the parent company and to non-controlling interests (i.e. minority interests), even if this results in a deficit balance.

Changes in the Group's ownership interest in a consolidated subsidiary that do not result in a loss of control only affect equity.

As a result, when acquiring an additional interest in a consolidated subsidiary, the difference between the purchase price and the carrying amount of the minority interests acquired is recognised as a change in equity – Group share.

### 2.6.2. *Loss of control in a subsidiary*

When the Group loses control over a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the total fair value of the consideration received and the fair value of any interest retained, and (ii) the former carrying amount of the assets (including goodwill) and liabilities of the subsidiary, as well as any non-controlling interest.

All amounts previously recognised in other comprehensive income pertaining to the subsidiary in question are recognised in profit or loss for the year or transferred to another category of equity, where appropriate, as if the Group had directly deconsolidated the subsidiary's assets and associated liabilities.

The fair value of an interest retained in the former subsidiary on the date of loss of control must be considered as being the fair value at the time of initial recognition for the purposes of subsequent recognition under IFRS 9.

## 2.7 Business combination

When the Group takes control of an entity, the identifiable assets and liabilities are recognised at their fair value on the date of acquisition.

The consideration transferred in a business combination corresponds to the fair value of assets transferred (including cash), liabilities assumed and equity instruments issued by the Group in exchange for control of the acquired entity. The costs directly related to the acquisition are recognised in profit or loss.

Goodwill is measured as the positive difference between the following two items:

- the sum of (i) the consideration transferred and, where appropriate, (ii) the amount of non-controlling interests (minority interests) in the acquired entity and (iii) the fair value of interests already held by the Group prior to acquiring control; and
- the net amount on the acquisition date of the fair value of identifiable assets and liabilities acquired and assumed.

If, after confirmation of the values, this difference is negative, the amount is immediately recognised in the profit as a gain on a bargain purchase.

Goodwill is recognised on the assets side of the consolidated statement of financial position under "Goodwill" and is subject to an annual impairment test (see section 2.8 below).

In addition, in the goodwill measurement explained below, the amount of non-controlling interests can be measured, on a case-by-case basis and at the Group's discretion, either at fair value ("full goodwill" option) or at the share of the acquired entity's identifiable net assets ("partial goodwill" option).

Acquisition differences are recognised in the functional currency of the acquiree.

Any additional payments are included in the acquisition price at their fair value on the date on which control was acquired. This takes the form of a consideration in equity or debts depending on how the additional payments are settled.

The subsequent recognition of changes in fair value of contingent consideration depends on its classification in the consolidated financial statements.

Any contingent consideration classified as an asset or liability is remeasured on the subsequent reporting dates in accordance with IFRS 9 or IAS 37, depending on the case, and the ensuing gain or loss is recognised in the profit for the year.

Acquiring control through consecutive purchases is analysed as a twofold operation: first, a disposal of the entire previously held interest; and second, an acquisition of all securities with recognition of an acquisition difference (goodwill) on the entire interest (old batch and new acquisition).

If the initial recognition of a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group shall report in its financial statements provisional amounts for the items for which there is incomplete recognition.

During the measurement period, the provisional amounts are adjusted retrospectively to reflect new information obtained about facts and circumstances that existed at the acquisition date and, if known, would have affected the measurement of the amounts recognised on that date. However, the measurement period shall not exceed one year from the acquisition date.

## 2.8 Goodwill

Goodwill arising from the acquisition of a business is recognised at the cost established on the acquisition date (see Note 2.7), less any accumulated impairment losses.

For the purposes of impairment testing, goodwill is allocated to cash-generating units (CGUs), namely those likely to benefit from the synergies expected of the business combination and representing, within the Group, the lowest level at which goodwill is monitored for internal management purposes. CGUs correspond to operating segments.

The recoverable amount of a CGU is the higher of its fair value less costs to sell and its value in use, determined using the cash-flow discounting method. When the recoverable amount is lower than the carrying amount, an impairment loss must be recognised.

The impairment loss is then allocated, firstly as a decrease in the carrying amount of any goodwill allocated to the CGU, and then, for the remainder, as a decrease in the carrying amount of the CGU's other assets pro rata on the basis of the carrying amount of each asset in the CGU.

Goodwill is not depreciated and is subject to impairment testing at least once a year by comparing the carrying amount with the recoverable amount as at the reporting date, determined on the basis of three-year cash-flow forecasts. Impairment testing may occur more frequently if events or circumstances indicate that the carrying amount is not recoverable.

## 2.9 Intangible assets other than goodwill

Intangible assets other than goodwill comprise mainly software, SaaS (software as a service) contracts, software maintenance contracts, client relations and production backlog, recognised during business combinations, the amount paid to buy out a non-compete clause (see Note 14) and development costs for upgrading existing software solutions.

### 2.9.1. *Intangible assets acquired separately*

Intangible assets acquired separately mainly comprise the non-compete clause. It has an indefinite useful life and is consequently recognised at its acquisition cost less any accumulated impairment losses.

### 2.9.2. *Intangible assets acquired in a business combination*

Intangible assets acquired in a business combination are identified and recognised separately from goodwill if they meet the definition of an intangible asset. The cost of intangible assets corresponds to their fair value on the acquisition date.

After initial recognition, these intangible assets are depreciated using the straight-line method over an expected useful life of the following duration:

- Software (and associated contracts): 5–10 years
- Order books: 3 months to 5 years

### 2.9.3. *Intangible assets generated internally*

Research costs are recognised as an expense in the period in which they are incurred.

Development costs are capitalised when they meet the following criteria:

- the technical feasibility needed for completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- the probability that the Group will accrue future economic benefits as a result of the intangible asset;
- the availability of adequate technical, financial and other resources to realise the intangible asset;
- the ability to reliably measure the expenditure attributable to the intangible asset during its development.

Development costs that meet the above criteria are treated as assets up to the level of the direct costs attributed to the project. They are depreciated over the expected useful life, as of the project marketing date.

Bearing in mind the specific characteristics of the Group's activities, the crucial criterion is technical feasibility, since that is generally the last criterion to be met. The risks and uncertainties involved in the development of new software are such that it is impossible to demonstrate a product's technical feasibility until shortly before it is launched. Consequently, costs incurred in this phase of development, which are likely to be capitalised, are immaterial and are therefore recognised in profit or loss as they are incurred.

Internal and external direct expenses incurred for major updates to marketed software and upgrades delivering additional functionalities are capitalised.

#### 2.9.4. *Derecognition of intangible assets*

An intangible asset is derecognised when it is disposed of or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an intangible asset (determined as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in profit or loss.

### 2.10 Property, plant and equipment

Property, plant and equipment are recognised at their acquisition cost, including directly attributable costs less accumulated depreciation and any impairment losses.

Subsequent expenditure is capitalised if it is likely that the future economic benefits associated with the item will be enjoyed by the Group and if its cost can be estimated reliably. All other expenditure is recognised immediately as expenses as it is incurred.

Items are depreciated using the straight-line method in accordance with the expected useful life of the item in question. An impairment loss is recognised, where appropriate, when the carrying amount exceeds the recoverable amount (see Note 2.11).

The estimated useful lives are as follows:

▪ Facilities and fixtures:	10 years
▪ Transport equipment:	5 years
▪ Office equipment:	3–5 years
▪ Computer hardware:	3 years
▪ Office furniture:	10 years

The depreciation arrangements for property, plant and equipment are reviewed annually and can be altered prospectively depending on the circumstances.

A property, plant and equipment item is derecognised when it is disposed of or when no future economic benefits are expected from the continuing use of the asset. The gain or loss arising from the disposal or decommissioning of a property, plant and equipment item is the difference between the sale proceeds and the carrying amount of the asset, and is recognised in profit or loss.

### 2.11 Impairment of intangible assets and property, plant and equipment

As at each reporting date, the Group reviews the carrying amounts of its intangible assets and property, plant and equipment in order to determine if there is any indication of an impairment loss. If there is, then the recoverable amount is estimated with a view to determining the amount of the impairment loss.

If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. When measuring value in use, estimated future cash flows are discounted by applying a pre-tax rate that reflects the current assessment of the time value of money and the risks specific to the asset for which the future cash-flow estimates have not been adjusted.

If the estimated recoverable amount of an asset (or CGU) is less than its carrying amount, the carrying amount of the asset (or CGU) shall be reduced to its recoverable amount. Any impairment loss is recognised immediately in profit or loss.

If an impairment loss is reversed subsequently, the carrying amount of the asset or CGU is increased in line with the revised estimated recoverable amount provided that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognised for the asset in previous years. The reversal of an impairment loss is recognised immediately in profit or loss. However, no reversal is possible for impairments of goodwill.

## 2.12 Fair value

The Group measures financial instruments, such as derivative instruments and financial assets held for sale, at fair value as at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as at the measurement date. A fair-value measurement entails the transaction to sell the asset or transfer the liability taking place either in the principal market for the asset or liability, or, in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal (or most advantageous) market must be accessible to the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The measurement of an asset takes into account a market participant's ability to generate an economic benefit by using the asset in its highest and best use or by selling it to another market participant that will use the asset in its highest and best use. Highest and best use takes into account the use of the asset that is physically possible, legally permissible and financially feasible, as follows:

The Group uses measurement techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All of the assets or liabilities for which a fair value is measured or presented in the consolidated financial statements are classified in the fair-value hierarchy (see Note 5.1).

## 2.13 Financial instruments

### 2.13.1 Classification

Financial assets are divided into the following categories:

- Financial assets at depreciated cost
- Financial assets at fair value through profit or loss
- Financial assets at fair value through other comprehensive income

Financial assets are measured at depreciated cost if the following two conditions are met:

- holding them forms part of a business model where the aim is to hold assets to collect the contractual cash flows arising from them;
- their contractual terms give rise, on specified dates, to cash flows that correspond solely to repayments of the principal and interest payments on the outstanding principal.

Financial assets at depreciated cost comprise trade and other receivables, deposits and guarantees, and cash and cash equivalents.

On initial recognition, equity instruments are classified by default as financial assets at fair value through profit or loss unless the Group makes an irrevocable decision to present those not held for trading as financial assets at fair value through other comprehensive income. This decision is made on an investment-by-investment basis. This is the case for non-consolidated interests in listed and unlisted companies.

Derivatives with a positive value are included in financial assets at fair value through profit or loss.

Financial liabilities are classified either as financial liabilities at depreciated cost or as financial liabilities at fair value through profit or loss.

Financial liabilities at depreciated cost comprise bank borrowings, and trade and other payables.

Derivatives with a negative value are included in financial liabilities at fair value through profit or loss.

#### 2.13.2. *Initial measurement*

Financial assets/liabilities are recognised initially at fair value, plus/less directly attributable transaction costs in the case of financial instruments which are not at fair value through profit or loss.

#### 2.13.3. *Subsequent measurement*

After initial recognition, financial assets at depreciated cost are measured at depreciated cost using the effective interest method, less impairment provisions. Discounting is omitted for short-term loans and receivables, in view of the negligible impact thereof.

The effective interest method is a method for calculating the amortised cost of a financial instrument and allocating interest income during the period in question. The effective interest rate is the rate that exactly discounts future cash payments or receipts through the expected life of the financial instrument or, where appropriate, over a shorter period, to the net carrying amount.

Financial assets at fair value through other comprehensive income are measured subsequently at fair value with recognition of latent gains or losses in other comprehensive income and accumulated in an item called "Revaluation reserve".

Financial assets at fair value through profit or loss are measured subsequently at fair value, with gains and losses being recognised in profit or loss.

All financial liabilities are subsequently measured at depreciated cost using the effective interest method or fair value through profit or loss.

#### 2.13.4. *Impairment of financial assets*

In accordance with IFRS 9, the Group applies the "expected credit losses" model. This impairment model mainly relates to financial assets measured at depreciated cost and to contract assets.

The Group measures over a 12-month period the risk of default to which instruments with the following characteristics are exposed:

- debt instruments that are established to have a low credit risk as at the reporting date; and
- other debt instruments whose credit risk (i.e. the risk of default over the expected life of the financial instrument) has not increased significantly since their initial recognition.

In other cases, the credit risk is calculated over the life of the assets concerned.

The Group considers that a debt instrument has a low credit risk if its credit rating is equivalent to that resulting from an "investment grade" classification, i.e. if its credit rating is higher than or equal to BAA3 (Moody's) or BBB- (S&P).

The Group assumes that the credit risk associated with a financial asset has increased significantly if payments have been in arrears for more than 30 days.

The Group considers a financial asset to be in default when:

- it is unlikely that the borrower will settle all its credit obligations to the Group without the Group resorting to actions such as realising the collateral (if any); or
- the financial asset has matured more than 90 days previously.

#### *Measurement of expected credit losses*

Expected credit losses are an estimate of credit losses using a model predicting the probability of a default. Credit losses are measured based on the present value of all estimated cash flow deficits (i.e. the difference between the cash flows that are due to the Group under the terms of the contract and the expected cash flow).

Expected credit losses are discounted at the effective interest rate of the financial asset, unless the impact of discounting is considered immaterial.

When the Group assesses trade receivables and contract assets collectively for impairment, the provisioning requirements are measured based on the Group's credit loss history, following any adjustment for changes in macroeconomic indicators such as inflation, interest rates, unemployment rates or GDP.

#### *Credit-impaired financial assets*

The Group measures as at each reporting date whether financial assets recognised at depreciated cost are likely to be credit-impaired. Therefore, financial assets are impaired if one or more events occur that have an adverse effect on the estimated future cash flows of these assets, such as a default on payment by a debtor.

Any receivable that has been outstanding for more than 90 days is fully provisioned unless the Group has information indicating that full or partial recovery is likely.

#### *Presentation of impairment losses*

In the balance sheet, loss allowances related to financial assets measured at depreciated cost are deducted from the assets' gross carrying amount.

Impairment losses on trade receivables and other receivables, including contract assets, are presented separately in the income statement.

#### *2.13.5. Derecognition*

A financial asset is derecognised if and only if the contractual rights to cash flows related to the financial asset mature or if the Group substantially transfers all of the risks and benefits involved in ownership of the asset.

Upon the derecognition of a financial asset measured at depreciated cost, the difference between the carrying amount of the asset and the sum of the consideration received or due to be received is recognised in profit or loss.

However, at the time of the derecognition of an investment in an equity instrument which the Group has elected to measure at fair value through other comprehensive income on initial recognition, the profit or loss accumulated previously in "Revaluation reserve" is not reclassified to profit or loss but transferred to retained earnings.

A financial liability is derecognised if and only if the obligation stated in the contract is settled or cancelled or if it matures. The difference between the carrying amount of the derecognised financial liability and the consideration paid and due is recognised in profit or loss.

If the Group exchanges a debt instrument with an existing lender for another debt instrument with substantially different terms, this exchange is recognised as eliminating the original financial liability, with this being replaced with the recognition of a new financial liability. Similarly, the Group recognises a material change in the terms of an existing financial liability or part of the existing financial liability as eliminating the original financial liability, with this being replaced with the recognition of a new financial liability.

#### *2.13.6. Offsetting*

A financial asset and a financial liability are offset and the net amount is presented in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and it is intended either to settle them on a net basis, or to realise the asset and settle the liability simultaneously.

## 2.14 Derivative financial instruments

The Group uses various derivative financial instruments to manage its exposure to changes in interest rates and exchange rates.

Derivative financial instruments are initially recognised at fair value on the date on which the derivative contract is concluded, and subsequently measured at fair value at the end of each period. The ensuing gain or loss is recognised immediately in profit or loss.

A derivative with a positive fair value is recognised as a financial asset, while a derivative with a negative fair value is recognised as a financial liability. Derivatives are not offset in the financial statements unless the Group has a legally enforceable right to offset them and intends to do so.

## 2.15 Trade receivables

Trade receivables are amounts receivable from clients for goods sold or services rendered in the normal course of business. They are part of current assets provided that they are realised during the normal operating cycle. Otherwise, they are part of non-current assets.

## 2.16 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, short-term deposits originally maturing in less than three months and any monetary investment subject to a negligible risk of change in value.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprise cash and cash equivalents as defined above, net of current bank overdrafts. Current bank overdrafts are presented on the liabilities side of the balance sheet under "Financial debt" in current liabilities.

## 2.17 Trade payables

Trade payables are obligations to pay for goods and services acquired in the normal course of business. They are part of current liabilities provided that they are settled during the normal operating cycle. Otherwise, they are part of non-current liabilities.

## 2.18 Commitments to repurchase non-controlling interests

When the Group grants minority shareholders of certain fully consolidated subsidiaries commitments to repurchase their investments, a financial debt is recognised in accordance with IAS 32.

The debt is initially recognised at its fair value corresponding to the current value of the estimated repurchase price at maturity, with a corresponding cancellation of the related non-controlling interests. When the value of the debt exceeds the carrying amount of the non-controlling interests, the balance is recognised in equity in terms of the Group share. Financial debt is remeasured at fair value as at each reporting date in accordance with the relevant contractual clauses and in the absence of any clarification provided by IFRS, with a corresponding adjustment to the financial result.

The Group has adopted a similar accounting policy when minority shareholders have an option to sell all or some of their securities to the Group.

## 2.19 Provisions

### 2.19.1. General remarks

A provision must be recognised if:

- the Group has a current legal or implicit obligation as a result of past events;
- resources will probably have to be used to meet the obligation;
- the amount of the obligation can be estimated reliably.

The provisions are recognised at the current value of the expected expenditure of resources. The provisions are discounted if there is a significant time impact. The impact of the discount realised as at each reporting date is recognised in financial expenses.

#### 2.19.2. *Onerous contracts*

The current obligations arising from onerous contracts are recognised and measured as provisions. A contract is considered onerous when the Group has concluded a contract for which the unavoidable costs of meeting the obligations under the contract exceed the expected economic benefits.

### 2.20 Taxes

Tax expense includes current and deferred tax.

#### 2.20.1. *Current tax*

Current tax comprises the estimated amount of tax payable (or receivable) on the taxable profit (or loss) for a year for the Company and its subsidiaries, and any adjustments to the current tax for previous years. It is calculated on the basis of the tax rates that have been enacted or substantively enacted by the reporting date. Management will rely on their own judgement and estimates in situations where the tax regulations are open to interpretation. These positions are reviewed regularly.

#### 2.20.2. *Deferred tax*

Deferred tax is recognised using the liability method for the temporary differences between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. No deferred tax is recognised if it arises from the initial recognition of an asset or liability in a transaction, other than a business combination, which at the time of the transaction affects neither accounting profit/(loss) nor taxable profit/(tax loss). In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred taxes are determined using tax rates and tax regulations which have been enacted or substantively enacted by the reporting date and which are intended to apply when the deferred tax asset in question is realised or when the deferred tax liability is settled.

Deferred tax assets are recognised only in so far as an actual future taxable profit, which will allow the charging of temporary differences, is likely.

To assess the Group's ability to recover these assets, the following are taken into account: forecasts of future tax results, the share of non-recurring charges that will not recur in the future included in past losses, the history of taxable profits for prior periods, and, if applicable, the tax strategy such as the proposed disposal of undervalued assets.

Deferred tax assets are recognised for temporary differences linked to investments in subsidiaries, save when the timetable for reversal of these temporary differences is controlled by the Group and when it is likely that this reversal will not take place in the near future.

Deferred tax assets and liabilities are offset per tax entity when the tax entity is entitled to offset its current tax assets and liabilities, and when the deferred tax assets and liabilities in question are levied by the same tax authority.

### 2.21 Leases – the Group as a lessee

At the effective date of a contract, the Group assesses whether it is, or contains, a lease. The Group recognises a right-of-use asset and a corresponding lease obligation for all leases in which it is a lessee, except short-term leases (with a term of up to 12 months) and leases where the underlying asset is of low value. For these leases, the Group recognises lease payments as operating expenses using the straight-line method over the term of the lease.

### 2.21.1. Lease obligations

A lease obligation is initially measured at the present value of the lease payments not paid at the start of the lease, discounted at a specific debt rate for leases under car-rental contracts, measured based on ranges of values obtained from leasing companies for similar transactions and at the marginal debt rate of the subsidiaries, acting as a lessee, for real-estate leases, calculated based on an implicit rating they have been given, plus a country risk premium based on the real estate's location.

Lease payments contributing to the measurement of a lease obligation include:

- fixed lease payments, less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate as at the commencement date;
- the exercise price of purchase options the Group will certainly exercise; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease obligation is subsequently measured at amortised cost using the effective interest method.

The Group remeasures the lease obligation (along with an adjustment corresponding to the asset associated with the related right of use) if future lease payments are modified in the event of new negotiations or changes to an index or rate, or in the event of the remeasurement of options. The Group made no such adjustments during the reporting period.

### 2.21.2. Right-of-use asset

The right-of-use asset comprises the initial measurement of the corresponding lease obligation, lease payments made on or before the commencement date and any initial direct costs.

The right-of-use asset is subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of the lease term and the useful life of the underlying asset. The depreciation starts on the commencement date of the lease. Right-of-use assets are subject to impairment testing if there is an indicator for impairment, in accordance with IAS 36. See Note 2.11.

Right-of-use assets are presented under a separate item in the consolidated statement of financial position.

## 2.22 Principles of revenue recognition

The Group's revenue comes mainly from the following activities:

- consulting and engineering services;
- infrastructure management, application management and resource outsourcing services;
- sales of (software) licences via a single licence, maintenance services related to the sales of licences mentioned above, comprising updates and technical support, SaaS contracts (see the definition below) and the development of additional functionality for standard products commissioned by clients.

SaaS (Software as a Service) sales are based on the principle of providing access to an application over the Internet. Users pay for the service via a service subscription, unlike the traditional model of providing software under a single licence and installing it on the client's own servers. Revenue is recognised when the Group transfers control of the goods or services sold to the client, either on a given date or gradually.

### 2.22.1. Consulting and engineering services

Consulting and engineering contracts are based on deliverables and are remunerated at a fixed price. The resulting services include systems integration and the design and development of customised computer systems and associated processes. The contract term is generally between 6 and 15 months.

The contract prices may be subject to bonuses or penalties based on the achievement of specified performance goals or benefit levels provided to the client.

Revenue is generally recognised on a percentage-of-completion basis, as at least one of the following conditions is met: (i) the Group's service enhances an asset that the client obtains control of as and when the service is provided; (ii) the Group constructs an asset that has no other use (e.g. it is client-specific) and has an enforceable right to payment for the service performed to date in case of termination by the client.

The Group measures progress towards the satisfaction of performance obligations recognised over time using a cost-to-cost input method. Progress is measured by comparing costs incurred at the reporting date with the estimated total costs to complete the contract. The estimate of the total costs of the contract is reviewed if new information has come to light.

Changes in estimates relating to the measure of progress used to recognise revenue from performance obligations satisfied over time are recognised as adjustments to revenue in the reporting period in which the revised estimates are determined.

Contract costs based on deliverables are recognised as expenses when they are incurred.

The Group contractually acquires the right to issue a bill on achievement of specified milestones or on the client's acceptance of the work performed.

The difference between accumulated billing and recognised accumulated revenue is reflected in the consolidated statement of financial position under contract assets (if the revenue exceeds the amount billed) or contract liabilities (if the amount billed exceeds the revenue).

#### *2.22.2. Infrastructure management, application management and resource outsourcing services*

Infrastructure management, application management and resource outsourcing contracts are remunerated on the basis of a fixed price per work unit, or based on monthly fixed prices that can be adjusted in line with changes in volumes or scope. Services are billable on a monthly basis. In certain cases, the contract may include penalties related to the level of service provided.

The contract term is generally between 3 and 12 months.

In general, revenue from service-based contracts is recognised as and when the Group acquires the right to invoice, except for special cases where the billing procedure does not reflect the value for the client of the services provided to date in relation to the value of the remaining services to be provided. Bonuses or penalties related to the level of service are, where appropriate, fully recognised in the period in which the performance targets are met or missed, as the case may be.

The amounts initially received from clients are, where appropriate, deferred and staggered over the period of the services, even if they are non-refundable. Initial amounts payable to clients, if they exceed the fair value of the assets transferred by the client, are capitalised (presented as contract assets) and depreciated over the contract period as a deduction from revenue.

#### *2.22.3. Sales of licences and maintenance contracts*

If supplying a licence is identified as a distinct performance obligation, control can be transferred to the client at a specific point in time (right of use) or gradually (right of access).

Maintenance contracts (including updates and technical support) are concluded when the client acquires the licence to use the underlying software.

Such contracts can be renewed by the client at the end of each fixed term. Maintenance revenue is recognised on a straight-line basis over the term of the contract, with the Group having a constant duty to provide its services.

#### *2.22.4. Resale activities*

If analysis of a contract makes it possible to identify the purchase of goods or services for resale as a distinct performance obligation, it should be determined whether the Group is acting as an agent or as a principal.

It is an agent if it is not liable to the client for the performance of the service and its acceptance by this client, if it has no transformative impact on the goods or services and if it does not bear any inventory risk. In this situation, it recognises the revenue for a net amount corresponding to its margin or commission. Otherwise, if it takes control of the goods or services before they are resold to the end client, it is acting as a principal. Revenue is recognised on a gross basis and external purchases are fully recognised as operating expenses.

#### 2.22.5. *Multi-component contracts*

A performance obligation must be distinguished from other obligations if the following two conditions are met simultaneously:

- First and foremost, the underlying goods or services must be distinct in absolute terms. They can be sold on their own or the client can benefit from them through resources readily available on the market.

The goods or services must be distinct in the context of the contract, which requires the transformative relationship between the various goods and services in the contract to be analysed. This relationship does not exist if the goods or services in question are not used to produce the other goods or services that are the subject of the contract, if they do not substantially alter or adjust other goods or services promised in the contract or if they are not closely related or are heavily dependent on other goods or services promised in the contract.

If several separate performance obligations are identified within a single contract, the specific sale prices of those obligations are deemed to be the contractual sale prices.

#### 2.22.6. *Variable considerations*

Variable considerations relate in particular to the provision of SaaS software and services provided on a cost-plus basis. Part of the variable remuneration corresponds to the price per work unit multiplied by the number of work units (number of incident tickets, number of users, number of servers, volumes of processed data, etc.) used by the client during each reference period.

#### 2.22.7. *Costs of obtaining contracts*

The costs of obtaining a contract are recognised in assets if two conditions are met: they would not have been incurred if the contract had not been obtained, and they are recoverable.

They may relate to sales commissions if they are specifically and solely related to obtaining a contract, i.e. they have not been paid on a discretionary basis. Commissions are not capitalised if the depreciation period is one year or less.

#### 2.22.8. *Costs of executing contracts*

Costs incurred prior to the signing of an enforceable contract are capitalised only if they are directly attributable to the design or implementation phase of a specifically identified contract, if the contract is likely to be signed and the costs can be recovered under the contract.

Costs incurred for the performance of a contract are recognised as expenses when they are incurred, except for certain up-front implementation costs, such as transition and processing costs, where the latter do not represent a separate performance obligation, which are capitalised if they create a resource that the Group will use to provide the promised services.

An "onerous contracts" provision is recognised if the unavoidable costs of performing the contract exceed the relevant benefits.

#### 2.22.9. *Presentation in the consolidated statement of financial position*

The Group provides counter-performance in exchange for products or services transferred to a client in the form of either trade receivables or contract assets. A receivable is an unconditional counter-performance, unlike a contract asset, which is a counter-performance conditioned by factors other than the passage of time.

The majority of the Company's contract assets arise from amounts not invoiced on fixed-price service contracts, when the recognised revenue exceeds the amount billed to the client, and when counter-performance is subordinated to achievement of a milestone or subjected to the client's acceptance. The billing amount exceeding the recognised revenue is presented in contract liabilities.

#### *2.22.10. Financing components*

A financing component included in the transaction price is identified if it is significant and if the period between the completion of the service and payment for this service is greater than 12 months or if the time curve for the completion of services diverges significantly from that laid down by the rules and regulations. The Group has not identified any contracts with a significant financial component.

The Group applies the simplification measure provided for by the standard, meaning that the price does not have to be adjusted when the time lag does not exceed 12 months.

### **2.23 Distribution of dividends**

The dividends to be distributed to the shareholders of the parent company are recognised as a liability in the Group's financial statements in the period in which the dividend distribution was approved by the General Meeting of Shareholders, until the payment thereof.

### **2.24 Earnings per share**

Earnings per share are calculated by dividing profit or loss (attributable to the shareholders of the parent company) by the weighted average number of ordinary shares in circulation during the year. Own shares are ignored in the calculation of earnings per share or diluted earnings per share.

The diluted earnings per share are calculated by dividing profit or loss (attributable to the parent company's shareholders) by the weighted average number of ordinary shares in circulation, plus all dilutive potential ordinary shares (subscription options, warrants, etc.), less own shares. A share subscription plan is considered dilutive when it results in the issue of ordinary shares at a price lower than the average market price during the year.

### **2.25 Share capital**

#### *2.25.1. Ordinary shares*

Ordinary shares are classified as equity instruments. Ancillary costs directly attributable to the issue of ordinary shares or share options are recognised as a deduction from equity, net of taxes.

#### *2.25.2. Own shares*

All own shares held by the Group are recognised at their acquisition cost taken from equity. The income (or expense) from any disposal of own shares is charged directly to the increase (or decrease) of equity (net of taxes), so that any gains or losses do not affect the profit or loss for the year.

### **2.26 Employee benefits**

#### *2.26.1. Short-term benefits*

Expenses relating to short-term benefits comprise gross pay, social security contributions, paid leave and other short-term benefits.

They are recognised as an expense in the period in which the services are rendered by the staff. Sums unpaid as at the reporting date are recognised in "Other current liabilities".

#### 2.26.2. *Defined-contribution pension plans*

Expenses relating to defined-contribution pension plans are recognised in profit or loss on the basis of contributions paid or payable for the year in which the associated services were rendered by the beneficiaries. Sums unpaid as at the reporting date are recognised in "Other current liabilities".

#### 2.26.3. *Defined-benefit pension plans*

Defined-benefit pension plans are post-employment benefit plans other than defined-contribution plans, including mainly retirement obligations defined by collective agreements or company-level agreements with employees based in Greece and France.

The Group's commitments relating to defined-benefit plans are measured using a single actuarial technique, called the "projected unit credit method".

This method is based mainly on a projection of future pension levels payable to employees, anticipating the impact of their future salary increases, and on specific assumptions, detailed in Note 20, which are updated periodically by the Group.

The Group does not outsource the management or financing of retirement benefits to an outside fund.

#### 2.26.4. *Termination benefits*

Termination benefits are recognised as an expense when the Group is demonstrably engaged, without any real possibility of withdrawing, in a formal, detailed plan either for dismissal prior to the normal retirement date or offers encouraging voluntary retirement with a view to reducing staff numbers.

### **NOTE 3. ACCOUNTING ESTIMATES AND JUDGEMENTS**

In preparing consolidated financial statements, management issues judgements, performs estimates and formulates assumptions likely to have an impact on the amount of assets, liabilities, income and expenses recognised in the consolidated financial statements, as well as on the information in the notes on contingent assets and liabilities as at the reporting date.

#### **3.1 Critical judgements made in connection with applying accounting policies**

The following analysis presents the critical judgements made in connection with applying the Group's accounting principles, excluding those which involve estimates, having the most significant impact on the amounts recognised in the consolidated financial statements.

##### *3.1.1. Revenue recognition*

The Group's management makes judgements in applying IFRS 15, in particular in assessing the distinctness or otherwise of the undertakings contained in a contract and the classification as an agent or a principal.

##### *Distinctness or otherwise of goods or services*

A judgement must be made when assessing the distinctness or otherwise of the undertakings contained in a contract.

If an activity classified as a pre-production activity (such as configuration, testing or design) generates income, the Group's management assesses whether this activity is distinct in the context of the contract.

If there are strong interdependencies between the execution of the pre-production and production phases, the Group considers that the two phases are not distinct in the context of the contract and therefore constitute a single performance obligation.

The entity is required to determine a single method for measuring progress towards complete satisfaction of the relevant performance obligation, covering both the pre-production and production phases.

On the other hand, if the pre-production phase can be considered to be distinct in the context of the contract, it will be treated as a separate performance obligation.

In the case of SaaS contracts, the contract allows the client to have Internet access to computer processing functions hosted by the Group. The contract generally provides for an implementation phase and an operation phase.

In this case, the licence is not distinct from the hosting service since the client cannot derive any benefit from the licence without the service providing continuous access to the entity's Internet platform. A judgement must be made when assessing whether the initial implementation service is distinct from the continuous access service. The Group considers that activities which are not separable from the initiation of the continuous access service, which are essential for enabling the client to access the continuous service and which can only be performed by the entity do not represent a distinct service provided to the client.

#### *Classification as an agent or a principal*

For the classification as an agent or a principal, the Group uses indicators such as the Group's responsibility to meet its undertakings to the end client, any transformative action performed by the Group with regard to sold goods or services and the inventory risk and, where appropriate, in the case of goods and services sold separately, the freedom to set prices.

In any case, it is necessary to make a judgement and to take into consideration all the facts and circumstances specific to each transaction, bearing in mind that only the intermediation margin is recorded in revenue if the Group acts as an agent.

#### *3.1.2. Term of leases*

The lease liability is recognised as an amount equal to the present value of the leases over the term of the contract.

The term of the contract mainly takes into account the period thereof that cannot be terminated. The Group adjusts this, as appropriate, by adding the period associated with a renewal or extension option that could be exercised or, conversely, by deducting the period which has become surplus to requirements after an early termination option has been exercised in the event that the associated penalties (contractual penalties and economic costs of abandonment) would be more than negligible. For real-estate leases with such a clause, management considered that the associated penalties were negligible and that the term to be taken into account by the Group should be limited to the fixed term of the lease.

Real-estate leases are generally concluded for a term of 9 to 15 years. Meanwhile, the average contractual term of a car-rental lease is three years.

#### *3.1.3. Financial transactions involving managers in certain subsidiaries*

The Group's management assessed the nature and scope of share subscription and redemption transactions in an internal fund established by the Group involving managers in certain subsidiaries (hereinafter "Co-Investors") within the framework of an employee stock ownership plan (see Note 10.2.2) and concluded that the transactions in question are financial transactions and that therefore eligible persons are not remunerated for services provided in their capacity as employees.

Therefore, IFRS 2 does not apply. This conclusion is based on compliance with the following criteria:

- the Co-Investors acquired shares at a price reflecting market conditions;
- the shares issued will be repurchased at a price reflecting market conditions, exposing them to the risk of a loss of capital during the holding period;
- no conditions or incentives (i.e. service conditions, performance conditions or early retirement provisions) are attached to the shares; in this regard, the Co-Investors are entitled to the shares until the repurchase date, whether they are still in place or leave in the meantime;
- the Co-Investors are required to make up any shortfall up to the maximum unfunded commitment to allow the internal fund to repay Sword Group SE for any loans.

In some cases, put options have been granted to Co-Investors, allowing them to reduce their stake at market conditions in advance.

According to management, the granting of such options does not result in the re-characterisation of financial transactions, as the Co-Investors involved remain exposed to a risk of loss for the shares they hold.

## 3.2 Main sources of uncertainty about estimates

The estimates and assumptions which could have an impact on the amounts of assets and liabilities as at the reporting date as well as on the consolidated financial statements are liable to change over time.

### 3.2.1. *Goodwill impairment testing*

Goodwill is subject to impairment testing at least annually, in accordance with the accounting principles set out in Note 2.11. The CGUs' recoverable amounts are determined on the basis of the calculation of their value in use and, where appropriate, their fair value less costs to sell.

The CGUs' value in use is determined using the discounted future net cash flows method, which is influenced by parameters such as estimated medium- and long-term revenue growth, expected rate of profitability and discount rate applied. The main assumptions selected by the Group for performing tests are presented in Note 13. Any change to these assumptions could have a significant impact on the recoverable amount.

### 3.2.2. *Measurement of intangible assets arising from business combinations*

The Group uses measurement techniques and assumptions to determine the fair value of intangible assets arising from a business combination. The measurement techniques and assumptions used are described in Note 5. The adoption of a different measurement model and any change to underlying variables could have a significant impact on the value attributed to these assets.

### 3.2.3. *Useful life of intangible assets acquired in business combinations*

Depreciable intangible assets acquired in business combinations are valued and depreciated taking into account their useful life forecast by the Group.

Uncertainties regarding these estimates are related mainly to the technical obsolescence that could affect software intended for sale or leased under SaaS arrangements and to the erosion rate of clients or contract renewals that could impact assets such as Software as a Service (SaaS) contracts, support contracts and, where appropriate, client relations.

### 3.2.4. *Intangible assets with indefinite lives*

The Group is of the opinion that the fee paid by the Group to the former majority shareholder in Tipik to cancel a restraint of trade agreement (see Note 14) is comparable to an open-ended operating licence granted to the Group, an authorisation without which the Group would be unable to generate any cash flow within the scope of business activities subject to the restraint of trade agreement.

Consequently, the fee paid was classified as an asset with an indefinite useful life that is subject to impairment testing at least once a year.

### 3.2.5. *Recognition of deferred tax assets*

Deferred tax assets can be recognised only in so far as the tax losses recorded can be used to reduce the tax burden on taxable profits. The Group's management uses budgets and medium-term growth and profitability assumptions to recognise deferred tax assets. A downward revision of the projections established by management can significantly influence the recoverable nature of deferred tax assets.

### 3.2.6. *Revenue recognition*

The Group's management applies significant judgement and estimates in the application of IFRS 15, particularly in determining the measure of progress towards the satisfaction of performance obligations recognised over time.

For each ongoing performance obligation satisfied over time, in particular consulting and engineering contracts based on deliverables and remunerated on a fixed-price basis, revenue is recognised as and when services are provided, using

methods based on progress evaluation inputs. According to these methods, income is recognised on the basis of the efforts already made or the inputs already used by the entity, such as hours of work or expenses incurred, compared with the estimated total for the inputs required to meet the performance obligation.

### 3.2.7. Measurement of expected credit losses on trade receivables and work in progress

The Group measures the relative importance of expected credit losses on the basis of historical net losses recognised in profit or loss over a three-year period. If the historical net losses (expressed as a percentage of revenue) are deemed significant, the Group uses a provision matrix to determine differentiated loss rates based on the age of the receivables outstanding as at the reporting date, except where receivables are individually measured using a statistical model to determine the probability of default.

Average net historical losses over a three-year period represented 0.1% (also 0.1% in 2024) of the average revenue calculated for the period under consideration.

Although the estimates provided above are based on historical data, the Group's management believes it is very unlikely that they will differ significantly from the actual losses that could be recorded in 2025.

### 3.2.8. Measurement of commitments to repurchase non-controlling interests

The fair value of the commitments to repurchase shares subscribed by minority shareholders/co-investors following the adoption of employee stock ownership plans (see Note 10.2) is based on an EBIT multiple or a formula combining EBIT multiple and revenue multiple, applied to a share of the securities issued by the subsidiaries in question, whereby this share is characterised as an underlying investment and serving as a measurement basis for these plans, adjusted to take account of the discount effect. The estimate of the fair value of the price to be paid calculated on the basis of revenue forecasts and profit margin is likely to deviate from the price that will actually be paid at maturity for the repurchase of the shares.

## NOTE 4. FINANCIAL RISK MANAGEMENT POLICY

The Group is exposed to credit risk, liquidity risk and market risk (including interest-rate risk and foreign-currency risk) with respect to the use of financial instruments. Financial risk management is handled by the Finance Department and consists of minimising the potentially unfavourable impact of these risks on the Group's performance. This note gives information on the Group's exposure to various risks as well as on how the Group addresses and manages these risks.

### 4.1 Credit risk

The credit risk is the Group's risk of financial loss if a client or any other counterparty of a financial instrument defaults on its obligations. The main credit risk identified by the Group pertains to trade receivables, accrued income for work in progress and cash in financial institutions.

The Group's maximum exposure to credit risk by category of financial asset can be analysed as follows:

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Trade and other receivables	48,599	34,839
Work in progress	57,960	63,027
Other assets	7,238	3,291
Cash and cash equivalents	59,138	70,620
<b>TOTAL</b>	<b>172,935</b>	<b>171,777</b>

In addition to the credit risk exposure involved in holding financial assets, i.e. trade receivables and cash, there is the risk of default represented by accrued income for work in progress, the balance of which stood at €57,960,000 as at 31 December 2025 (compared with €63,027,000 as at 31 December 2024).

The Group rigorously selects its counterparties on the basis of their credit standing, measured on the basis of multiple criteria including ratings from agencies and financial ratios.

In addition to the clients' acceptance conditions, the Group's Finance Department determines the maximum payment deadlines and sets client credit limits applied by the business units.

Client credit risk is managed by the Finance Department of each Group entity. Trade receivables due are reviewed regularly as at each reporting date by the business units. Each significant payment delay is monitored and, if necessary, made the subject of an action plan.

As a simplification measure, under Group policy, receivables that have been outstanding for more than 90 days must be fully provisioned unless the Group has reliable information (time limits imposed when awarding a public procurement contract, for example) indicating that full or partial recovery is possible, in which case the provisioned amount is adjusted.

In addition to losses recognised on the basis of objective loss indicators, the Group estimates the risk of expected credit losses that should be provisioned on the basis of historical default data (see Note 3.2.7).

As at 31 December 2025 and 31 December 2024, no provision was recognised for expected losses, given the non-significant nature of the historical losses expressed as a function of revenue.

The Group's Finance Department regularly reviews trade receivables on the basis of aged balances.

The Group's trade receivables classified by client category are as follows:

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
State-owned companies	70,088	68,527
Large companies and multinationals	32,096	24,925
SMEs	5,627	6,265
<b>TOTAL</b>	<b>107,811</b>	<b>99,717</b>

There is no significant concentration of credit risk at Group level on the basis of trade receivables as at 31 December 2025 (also reflecting the position as at 31 December 2024).

No client accounts for more than 10% of the Group's revenue. The top 10 clients together account for 26.6% of the Group's revenue (compared with 36.8% in 2024).

See Note 18 for more information about credit risk exposure such as the breakdown of "Trade and other receivables", aged balances and details of the change in allowance for doubtful accounts.

Cash, cash equivalents and short-term investments are invested with seven financial institutions having an S&P rating of AA- or higher. With respect to managing its cash surpluses, the Group adopts a cautious short-term investment policy. Given the default-risk exposure that is considered insignificant, these assets have not been subject to allowances for expected credit losses within 12 months.

## 4.2 Liquidity risk

The liquidity risk is the risk that the Group will not be able to meet its financial obligations.

The Board of Directors of the Parent Company is ultimately responsible for managing liquidity risk. It has established a framework for managing this risk based on proposals set out by the Group's Finance Department.

The Group manages liquidity risk by maintaining adequate reserves and banking facilities, closely monitoring projected and actual cash flows and adjusting, if necessary, the maturities of financial assets and liabilities. The details of the lines of credit available to the Group to further reduce its liquidity risk are described in Note 22.3.

The Group's Finance Department has established tools for monitoring projected cash flows for each of the Group's business units, enabling it to manage the liquidity risk with full knowledge of the situation.

The tables below provide an analysis by class of maturity, according to the amount of time until the contractual maturity date, of the Group's non-derivative financial liabilities.

The tables were prepared on the basis of undiscounted cash flows according to the earliest date by which the Group could be required to make a payment. These flows can differ from the carrying amounts of the assets and liabilities in question as at the reporting date.

The tables include cash flows related to interest and the principal. In so far as interest flows are floating rate, the undiscounted amount is obtained on the basis of market conditions prevailing as at the reporting date.

As at 31 December 2025 and 31 December 2024 respectively, the contractual maturities for the Group's financial liabilities (including interest payments) were as follows:

As at 31 December 2025

<i>(In thousands of €)</i>	<1 year	>1 year, <2 years	>2 years, <3 years	>3 years, <5 years	>5 years	TOTAL
Bank overdrafts	(1,000)	-	-	-	-	(1,000)
Bank loans and lines of credit	(93)	(35,527)	(24,000)	(30,000)	-	(89,620)
Lease obligations	(3,832)	(3,020)	(2,049)	(2,239)	(1,771)	(12,911)
Trade and other payables	(31,812)	-	-	-	-	(31,812)
Other liabilities	(1,891)	-	-	-	-	(1,891)
Commitments to repurchase securities held by minority shareholders/Co-Investors	-	(184)	-	(32,221)	-	(32,405)
Contingent considerations	(1,406)	(881)	(1,381)	-	-	(3,668)
<b>TOTAL</b>	<b>(40,034)</b>	<b>(39,612)</b>	<b>(27,430)</b>	<b>(64,460)</b>	<b>(1,771)</b>	<b>(173,307)</b>

As at 31 December 2024

<i>(In thousands of €)</i>	<1 year	>1 year, <2 years	>2 years, <3 years	>3 years, <5 years	>5 years	TOTAL
Bank overdrafts	(675)	-	-	-	-	(675)
Bank loans and lines of credit	-	(16,000)	(30,000)	(10,000)	-	(56,000)
Lease obligations	(3,717)	(3,109)	(1,912)	(1,896)	(486)	(11,120)
Trade and other payables	(44,973)	-	-	-	-	(44,973)
Other liabilities	(1,432)	(1,062)	-	-	-	(2,494)
Commitments to repurchase securities held by minority shareholders/Co-Investors <sup>(*)</sup>	(23,496)	-	(326)	(15,963)	-	(39,785)
Contingent considerations	(731)	(614)	(597)	(799)	-	(2,741)
<b>TOTAL</b>	<b>(75,024)</b>	<b>(20,785)</b>	<b>(32,835)</b>	<b>(28,658)</b>	<b>(486)</b>	<b>(157,788)</b>

<sup>(\*)</sup> Net of receivables worth a total amount of €1,475,000 as at 31 December 2024, which is the subject of netting arrangements (see Note 10.3). Where Co-Investors can request the early repurchase of their shares in Sword Co-Investment Fund SCSp on an annual basis, the repurchase commitments, net of receivables, have been classified at the most likely repayment date.

### 4.3 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to developments in market prices. This risk arises from outstanding positions in foreign currencies and interest-bearing assets and liabilities.

#### 4.3.1. Foreign-currency risk

Exposure to foreign-currency risk arises from sales and purchases made by the Group abroad, mainly denominated in US dollars, pounds sterling and Swiss francs, and the resulting amounts outstanding.

With a view to managing its exposure to foreign-currency risk, the Company's Board of Directors adopted limits for each currency and each maturity, pursuant to a proposal by the Finance Department.

With a view to mitigating the Group's exposure to such risk, the Group's net foreign-currency positions classified by maturity, both real and estimated on the basis of budgets and financial forecasts, are monitored and foreign-exchange spot or forward contracts are concluded, where appropriate, to comply with the limits set.

The table below shows the carrying amounts of monetary assets and liabilities denominated in foreign currencies as well as the overall net position for each currency as at the reporting date. Non-significant currencies as at the reporting date have been grouped together.

<i>(In thousands of €)</i>	Assets		Liabilities		Net	
	2025	2024	2025	2024	2025	2024
Pound sterling	71,490	70,187	(24,639)	(26,161)	46,851	44,026
US dollar	13,839	11,980	(2,738)	(1,333)	11,101	10,647
Swiss franc	71,910	61,850	(18,471)	(15,647)	53,439	46,203
Other	3,995	2,988	(1,043)	(585)	2,952	2,403

The table below illustrates the sensitivity of profit or loss and equity to fluctuations against the euro of exchange rates applied to the Group's financial assets and liabilities denominated in foreign currencies and held by the Group as at the reporting date, i.e. the Group's net position in the currency, with all other variables remaining constant.

It assumes a fluctuation in the exchange rate in line with the historical volatility of exchange rates on the market, calculated on the basis of the previous 12 months.

<i>(In thousands of €)</i>	31 December 2025			31 December 2024		
	Exchange-rate changes	Impact on earnings	Impact on equity	Exchange-rate changes	Impact on earnings	Impact on equity
Currency						
Pound sterling	4%	287	2,159	2%	166	1,091
US dollar	7%	301	1,090	4%	109	453
Swiss franc	3%	323	1,578	4%	212	1,835

The above exchange-rate changes represent management's best estimate, bearing in mind the one-year historical volatility.

#### 4.3.2. Interest-rate risk

The Group's financial debt mainly consists of bank debt, commitments to repurchase securities under employee stock ownership plans (Note 10.2) and lease liabilities.

The Group does not expect a reasonable change in interest rates to have a material impact on the fair value of the lease obligations or on the repurchase commitments. Similarly, the Group does not expect such a change to have a direct and material impact on the cash flows associated with the repurchase commitments, as the discount rate is not the main component of the valuation model.

In addition, the Group has unused lines of credit to support its growth, with outstanding balances subject to variable rates of interest. The applicable variable rates are calculated on the basis of a reference rate (Euribor, for example), which cannot fall below 0%, to which a margin is added.

As at 31 December 2025, the bank loan amounted to €89,620,000 (€56,000,000 as at 31 December 2024). See Note 22.

#### 4.4 Capital management

The Group manages its capital in such a way that it can ensure ongoing operations while maximising return for stakeholders by optimising the gearing ratio (net debt to equity).

The Group is not subject to any external capital requirements, apart from complying with the financial ratios imposed by the banks (see Note 22.3).

As at 31 December 2025 and 31 December 2024, the financial structure ratio was as follows:

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Lease obligations	(11,991)	(10,670)
Bank loans and lines of credit	(89,620)	(56,000)
Debts related to commitments to repurchase securities held by minority shareholders/Co-Investors <sup>(*)</sup>	(32,405)	(39,785)
Cash and cash equivalents	58,138	69,945
<b>Net cash</b>	<b>(75,878)</b>	<b>(36,510)</b>
Equity	76,451	97,110
<b>NET DEBT RATIO</b>	<b>-99.25%</b>	<b>-37.60%</b>

<sup>(\*)</sup> Net of any loans made directly to Co-Investors.

Net debt, as presented above, consists of lease obligations, bank loans and lines of credit, and debt related to the repurchase of securities held by minority shareholders/Co-Investors, less cash and cash equivalents. As indicated in Note 4.2, the share of lease obligations, bank loans and lines of credit, and of debt related to the repurchase of securities maturing in less than one year amounts to €3,654,000 (€27,037,000 in 2024).

## NOTE 5. FAIR-VALUE MEASUREMENT

### 5.1 Fair-value hierarchy

To reflect the importance of the data used in fair-value measurements, the Group classifies these measurements on the basis of a hierarchy consisting of various levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability in question, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The tables below provide an analysis of assets and liabilities recognised at fair value in the balance sheet by hierarchical level.

<i>(In thousands of €)</i>	Level 1	Level 2	Level 3	Total as at 31 December 2025
<b>Assets at fair value</b>				
<i>Financial assets at fair value through other comprehensive income</i>				
Contingent considerations on sale	-	-	5,250	5,250
<i>Financial assets at fair value through other comprehensive income</i>	-	-	434	434
<b>TOTAL ASSETS AT FAIR VALUE</b>	-	-	<b>5,684</b>	<b>5,684</b>

<i>(In thousands of €)</i>	Level 1	Level 2	Level 3	Total as at 31 December 2025
<b>Liabilities at fair value</b>				
<i>Financial liabilities at fair value through other comprehensive income</i>				
Contingent considerations on acquisitions	-	-	3,668	3,668
<i>Commitments to repurchase securities held by minority shareholders/Co-Investors</i>	-	-	32,405	32,405
<b>TOTAL LIABILITIES AT FAIR VALUE</b>	-	-	<b>36,073</b>	<b>36,073</b>

<i>(In thousands of €)</i>	Level 1	Level 2	Level 3	Total as at 31 December 2024
<b>Assets at fair value</b>				
<i>Financial assets at fair value through other comprehensive income</i>	-	-	113	113
<b>TOTAL ASSETS AT FAIR VALUE</b>	-	-	<b>113</b>	<b>113</b>

<i>(In thousands of €)</i>	Level 1	Level 2	Level 3	Total as at 31 December 2024
<b>Liabilities at fair value</b>				
<i>Financial liabilities at fair value through other comprehensive income</i>				
Contingent considerations on acquisitions	-	-	2,679	2,679
<i>Commitments to repurchase securities held by minority shareholders/Co-Investors<sup>(*)</sup></i>	-	-	39,785	39,785
<b>TOTAL LIABILITIES AT FAIR VALUE</b>	-	-	<b>42,464</b>	<b>42,464</b>

<sup>(\*)</sup> Net of loans made directly to Co-Investors.

Should a fair-value level transfer be necessary, the Group would change the classification (bearing in mind the consequences in terms of measurement) on the date of the triggering event or on the date of the change of circumstances leading to the transfer. There was no transfer between Levels 1 and 2 during the year.

## 5.2 Measurement techniques

### 5.2.1. In the ordinary course of business

#### Financial assets at fair value through other comprehensive income

The equity instruments held by the Group belong to Level 3 and are measured on the basis of their net asset, as communicated by the management of the company in question. The Group makes adjustments if it notes, on the basis of the available information, that the net asset differs significantly from the fair value.

## 5.2.2. For business combinations, transactions with minority interests and sales of subsidiaries

### Intangible assets

The fair value of intangible assets, such as order books and client relations, acquired in a business combination is calculated using the most appropriate method under the circumstances, including the multi-period excess earnings method, which consists of measuring the asset in question after deducting a reasonable return for other assets generating cash flows. The valuation is a function of variables such as the rate of technological obsolescence, the client erosion rate (or the contract renewal rate) and the discount rate.

### Contingent considerations (assets) in connection with disposals

The explanation below provides details of the techniques for measuring the fair value of contingent considerations (assets) and the main unobservable inputs used. Contingent considerations are classified as Level 3 of the fair-value hierarchy taking account of the use of unobservable inputs specific to the companies/interests sold.

#### Tipik Communication Agency S.A.

In connection with the disposal of 100% of the share capital of Tipik Communication Agency S.A., the buyer undertook to make an additional payment, capped at €5,250,000, spread over 2026 and 2027.

The first instalment, of up to €750,000, will be based on the gross margin achieved in 2026. It will be due in full if the gross margin reaches or exceeds €4,233,000, but will not be due if the gross margin is less than €4,000,000, and will be calculated on a straight-line pro-rata basis if the gross margin falls between these two thresholds. The second instalment, of up to €4,500,000, will depend on the EBITDA achieved in 2027. It will be due in full if the EBITDA reaches or exceeds €1,805,000, but will not be due if the EBITDA is less than €1,625,000, and will be calculated on the basis of variable percentages if the EBITDA falls between these two levels.

The fair value of this contingent consideration as at 31 December 2025, estimated at €5,250,000 and corresponding to the maximum price, reflects the scenario deemed most likely by management in terms of the level of achievement of the contractual thresholds.

### Contingent considerations (liabilities) in connection with business combinations and other acquisitions

The explanation below provides details of the techniques for measuring the fair value of contingent considerations (liabilities) and the main unobservable inputs used. Contingent considerations are classified as Level 3 of the fair-value hierarchy taking account of the use of unobservable inputs specific to the companies/interests acquired.

#### Bubble Go S.à r.l.

The Bubble Go S.à r.l. purchase agreement provides for an additional payment, calculated on the basis of a decreasing percentage of the revenue related to contracts maintained or renewed as at 31 January 2026 and to contracts concluded between the acquisition date and 31 January 2026, with payment scheduled for 31 March 2026. The fair value of this liability amounted to €606,000 as at 31 December 2025, based on the information available at that time. Given the proximity of the deadlines, management does not anticipate any significant adjustments.

#### iDelta Ltd

In connection with the acquisition of 100% of the share capital of iDelta Ltd, the Group undertook to make an additional payment, capped at GBP 1,800,000 (equivalent to €2,063,000), spread over three years (2026, 2027 and 2028) depending on the EBIT achieved in relation to the contractual targets. The fair value of this contingent consideration as at 31 December 2025, estimated at GBP 900,000 (equivalent to €1,031,000), reflects the scenario deemed most likely by management, which assumes that the EBIT threshold will be achieved for each of the three years.

A 10% increase or decrease in expected revenue, assuming that the gross margin remained constant, would result in a €103,000 increase/decrease in the contingent consideration relating to iDelta Ltd as at 31 December 2025. The above information does not include any discounting, the impact of which is considered immaterial as at 31 December 2025.

#### Incor AG

The fair value of the additional payment, payable in three instalments, in 2026, 2027 and 2028 respectively, for the acquisition of 100% of the share capital of Incor AG depends on the gross margin, as shown in the table below.

Measurement technique	Main unobservable inputs	Ranges of estimated values (in thousands of €)	
		(2025)	(2024)
35% of the gross margin, calculated for 2025, 2026 and 2027	- Revenue - Gross margin	8,321–9,287 20.0%–24.0%	7,560–9,341 16.0%–24.0%

A 10% increase or decrease in expected revenue, assuming that the gross margin remained constant, would result in a €178,000 increase/decrease in the contingent consideration relating to Incor AG as at 31 December 2025 (€179,000 increase/decrease as at 31 December 2024). The above information does not include any discounting, the impact of which is considered immaterial as at 31 December 2025.

#### IACS Consulting Ltd

The fair value of the additional payment, payable in two instalments, the first in 2025 and the second in 2026, for the acquisition of 100% of the share capital of IACS Consulting Ltd depends on the EBITDA margin, as shown in the table below. However, the whole additional payment was made in 2025, and therefore no additional payment remains to be made for IACS Consulting Ltd.

Measurement technique	Main unobservable inputs	Estimated values (in thousands of €)	
		(2024)	
EBITDA multiple, calculated as at 31 October 2024 and 2025	- Revenue - EBITDA margin	3,263–4,017 13.0%–20.0%	

A 10% increase in expected revenue, assuming that the EBITDA margin remained constant, would result in a €234,000 increase in the contingent consideration relating to IACS Consulting Ltd as at 31 December 2024. A 10% decrease in expected revenue, assuming that the EBITDA margin remained constant, would reduce to zero the contingent consideration relating to IACS Consulting Ltd as at 31 December 2024. The above information does not include any discounting, the impact of which is considered immaterial as at 31 December 2024.

#### Sword Software Development S.L. (formerly Lemonade Software Development S.L.)

The fair value of the additional payment, payable in two instalments, the first in 2025 and the second in 2026, for the acquisition of 49.96% of the share capital of Lemonade Software Development S.L. depends on growth in revenue, EBIT margin and cash position over a period of three years prior to the year of settlement, as shown in the table below. As at the reporting date, the amount of the additional payment payable in 2026 was determined on the basis of the payment actually made in 2026.

Measurement technique	Main unobservable inputs	Ranges of estimated values	
		(2024)	
Technique combining an EBIT multiple and a revenue multiple	- Annual revenue growth rate - EBIT margin	18.0% 7.2%	

The fair value of the additional payment payable as at 31 December 2025 was €142,000 (€598,000 as at 31 December 2024).

A 25% increase or decrease in the revenue growth rate, assuming that the EBITDA margin remained constant, would not have any material effect on the contingent consideration due as at 31 December 2024. Similarly, a 10% increase or decrease in the margin rate (EBIT), assuming that revenue remained constant, would not result in any material change in the contingent consideration due as at 31 December 2024.

AiM Services Holding S.A. (AiM)

The fair value of the additional payment relating to AiM payable as at 31 December 2025 was €107,000 (€106,000 as at 31 December 2024). This fair value is determined on the basis of 20% of the gross margin realised on a contract with a client in the banking sector from 2022 to 2025.

A 10% increase or decrease in the gross margin rate, assuming that revenue remained constant, would not result in any material change in the contingent consideration due as at 31 December 2025.

Commitments to repurchase securities held by minority shareholders (also reported as "non-controlling interests")/Co-Investors

The repurchase commitments are included at their fair value in the consolidated statement of financial position. The table below lists the techniques used for measuring both the fair value of debt related to commitments to repurchase securities held by minority shareholders/Co-Investors and the main unobservable inputs used by the Group. Debts are classified as Level 3 of the fair-value hierarchy taking account of the use of unobservable inputs specific to the subsidiaries involved.

Company	Measurement technique	Key unobservable inputs	Ranges of estimated values (weighted averages)	
			2025	2024
Sword Co-Investment Fund SCSp	EBIT/EBITDA multiple or average of an EBIT/EBITDA multiple and a revenue multiple	- Annual revenue growth rate	-1.2%–20.5% (13.3%)	3.8%–17.9% (10.9%)
		- EBIT/EBITDA margin	4.5%–25.2% (12.1%)	6.5%–22.3% (10.0%)

In addition to changes in revenue and margin, the valuation model takes into account the increase/decrease in cash expressed as a percentage of EBITDA.

A 25% increase in the growth rate of revenue generated by investments held by Sword Co-Investment Fund SCSp would result in a €4,043,000 increase in debt related to repurchases of securities held by Co-Investors as at 31 December 2025 (€3,364,000 increase as at 31 December 2024), assuming that the EBITDA margin remained constant.

A 25% decrease in the growth rate would result in a €3,854,000 decrease in debt related to repurchases of securities held by Co-Investors as at 31 December 2025 (€3,129,000 decrease as at 31 December 2024).

A 10% increase in the margin rate (EBITDA) of investments held by Sword Co-Investment Fund SCSp would result in a €7,070,000 increase in debt related to repurchases of securities held by Co-Investors as at 31 December 2025 (€4,730,000 increase as at 31 December 2024), assuming that revenue remained constant. A 10% decrease in the margin rate would result in a €6,724,000 decrease in debt related to repurchases of securities held by Co-Investors as at 31 December 2025 (€4,340,000 decrease as at 31 December 2024).

Gross debt related to repurchases of securities held by Co-Investors with an early repurchase clause amounted to €4,072,000 as at 31 December 2024. These debts were settled in full in the first half of 2025. Only debts with no early repurchase clause remained as at 31 December 2025.

### 5.3 Reconciliation of Level 3 fair-value measurements

#### Financial assets at fair value through other comprehensive income

(In thousands of €)	31 December 2025	31 December 2024
<b>Balance as at opening</b>	113	-
Acquisitions	321	113
<b>BALANCE AS AT YEAR END</b>	<b>434</b>	<b>113</b>
Total gains relating to financial assets at fair value through other comprehensive income as at year end	-	-

*Contingent considerations (assets) in connection with disposals*

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
<b>Balance as at opening</b>	-	-
Increases	5,250	-
Total gains	-	-
<b>BALANCE AS AT YEAR END</b>	<b>5,250</b>	-
Total losses/(gains) related to contingent considerations as at year end	-	-

*Contingent considerations (liabilities)/debts related to commitments to repurchase securities held by minority shareholders/Co-Investors*

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
<b>Balance as at opening</b>	<b>42,464</b>	<b>31,219</b>
Acquisitions	21,518	22,925
Disposals/settlements <sup>(*)</sup>	(24,259)	(8,146)
Total gains	(3,650)	(3,534)
<b>BALANCE AS AT YEAR END</b>	<b>36,073</b>	<b>42,464</b>

Total losses related to contingent considerations/debts related to commitments to repurchase securities held by minority shareholders/Co-Investors not due at year end	3,592	3,505
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<sup>(\*)</sup> Net of any loans made directly to Co-Investors.

Total gains and losses related to contingent considerations (liabilities) and debts related to commitments to repurchase securities held by minority shareholders/Co-Investors are included in income for the year under "Financial result".

**NOTE 6. FINANCIAL ASSETS AND LIABILITIES BY ACCOUNTING CATEGORY**

As at 31 December 2025

<i>(In thousands of €)</i>	Financial instruments at depreciated cost	Financial instruments at fair value through profit or loss	TOTAL
<b>ASSETS</b>			
Other assets	1,446	5,250	6,696
<b>Long-term investments</b>	<b>1,446</b>	<b>5,250</b>	<b>6,696</b>
Trade and other receivables	48,599	-	48,599
Other assets	542	-	542
Cash and cash equivalents	59,138	-	59,138
<b>Current financial assets</b>	<b>108,279</b>	-	<b>108,279</b>
<b>TOTAL FINANCIAL ASSETS</b>	<b>109,725</b>	<b>5,250</b>	<b>114,975</b>
<b>LIABILITIES</b>			
Lease obligations	8,430	-	8,430
Other financial debts	89,527	-	89,527
Other liabilities	-	34,667	34,667
<b>Non-current financial liabilities</b>	<b>97,957</b>	<b>34,667</b>	<b>132,624</b>
Lease obligations	3,561	-	3,561
Other financial debts	1,093	-	1,093
Trade and other payables	31,812	-	31,812
Other liabilities	1,891	1,406	3,297
<b>Current financial liabilities</b>	<b>38,357</b>	<b>1,406</b>	<b>39,763</b>
<b>TOTAL FINANCIAL LIABILITIES</b>	<b>136,314</b>	<b>36,073</b>	<b>172,387</b>

As at 31 December 2024

<i>(In thousands of €)</i>	Financial instruments at depreciated cost	Financial instruments at fair value through profit or loss	TOTAL
<b>ASSETS</b>			
Derivatives	-	-	-
Other assets	746	-	746
<b>Non-current financial assets</b>	<b>746</b>	<b>-</b>	<b>746</b>
Trade and other receivables	34,839	-	34,839
Other assets	2,545	-	2,545
Cash and cash equivalents	70,620	-	70,620
<b>Current financial assets</b>	<b>108,004</b>	<b>-</b>	<b>108,004</b>
<b>TOTAL FINANCIAL ASSETS</b>	<b>108,750</b>	<b>-</b>	<b>108,750</b>
<b>LIABILITIES</b>			
Lease obligations	7,129	-	7,129
Other financial debts	56,000	-	56,000
Other liabilities	1,062	18,237	19,299
<b>Non-current financial liabilities</b>	<b>64,191</b>	<b>18,237</b>	<b>82,428</b>
Lease obligations	3,541	-	3,541
Other financial debts	675	-	675
Trade and other payables	44,973	-	44,973
Other liabilities	1,432	24,227	25,659
<b>Current financial liabilities</b>	<b>50,621</b>	<b>24,227</b>	<b>74,848</b>
<b>TOTAL FINANCIAL LIABILITIES</b>	<b>114,812</b>	<b>42,464</b>	<b>157,276</b>

**NOTE 7. BREAKDOWN OF REVENUE**

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Governments	80,492	65,249
European institutions	105,535	96,905
International organisations	48,295	46,191
Energy	86,216	72,355
Finance, health, telecommunications and others	37,205	42,315
<b>Total</b>	<b>357,743</b>	<b>323,015</b>

See Note 9 for a breakdown of revenue by geographical segment.

**NOTE 8. ASSETS AND LIABILITIES RELATING TO REVENUE RECOGNITION**

The table below provides information on trade receivables, work in progress and deferred income.

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Trade and other receivables (assets)	48,599	34,839
Work in progress (assets)	57,960	63,027
Deferred income (liabilities)	24,402	18,028

IFRS 15 uses the terms "Contract assets" and "Contract liabilities" to refer to the items commonly known as "Work in progress" and "Deferred income". However, this standard does not prevent an entity using other terms in its statement of financial position. The Group has used the terms "Work in progress" and "Deferred income" to label these items in assets and liabilities.

The Group records in deferred charges under "Assets relating to the costs of executing contracts" costs related to installation and configuration services for certain software packages, whose revenues and associated costs are only recognised when the software is commissioned, regardless of whether this is marketed as licences or in SaaS mode. These assets are included in "Prepaid expenses".

In accordance with IFRS 15, revenue recognised before the date when it is billed to clients is recognised as "Work in progress". Interim payments exceeding the revenue recognised as at the reporting date are recorded as "Deferred income".

### 8.1 Analysis of significant changes in assets and liabilities relating to revenue recognition

The change in work in progress is proportional to revenue recognition. Deferred income mainly changes based on the contractual arrangements specific to fixed-price contracts, in particular the billing schedules provided for in the contract.

### 8.2 Revenues relating to deferred income

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Revenues recognised during the year and included in the opening balance of deferred income <sup>(1)</sup>	19,430	12,844

<sup>(1)</sup> This may include in particular the impact of changes in estimates on the measurement of the variable considerations and on the measure of progress used to recognise revenue from performance obligations satisfied over time.

### 8.3 Outstanding performance obligations

Schedule of outstanding performance obligations on long-term and fixed-price contracts

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Less than 1 year	220,591	218,176
Between 1 and 2 years	82,226	82,223
Between 2 and 3 years	134,158	134,153
<b>Share of revenue allocated to outstanding performance obligations as at reporting date</b>	<b>436,975</b>	<b>434,552</b>

The above schedule corresponds to the order-book schedule (also known as the "production backlog").

## NOTE 9. SEGMENT INFORMATION

Following the acquisition, on 1 July 2025, of Full On Net S.L., a company based in Madrid (Spain) (see Note 11.1), the Group adapted its presentation of segment information.

Full On Net S.L.'s activities are separated off in a new operating segment headed "Services/Spain". This reflects the level of performance monitoring carried out by the Chairman and CEO of Sword Group, the Group's chief operating decision maker (CODM).

This segment, which is managed autonomously and generates its own cash flows, did not exist in previous years. Therefore, the comparative financial information has not been restated.

For the year ended 31 December 2025, the Group had the following operating segments:

- Services/United Kingdom
- Services/Belux
- Services/Switzerland
- Services/Spain

## 9.1 Information by segment

### 9.1.1. Analysis of the income statement as at 31 December 2025

<i>(In thousands of €)</i>	Services/ Belux	Services/ Switzerland	Services/ United Kingdom	Services/ Spain	Non- allocated	Consolidated total
Revenue outside Group <i>(external clients)</i>	101,315	133,014	115,108	8,306	-	357,743
<b>Total revenue</b>	<b>101,315</b>	<b>133,014</b>	<b>115,108</b>	<b>8,306</b>	-	<b>357,743</b>
<b>Earnings before interest, taxes, depreciation and amortisation, excluding non-recurring items (EBITDA)</b>	<b>11,531</b>	<b>17,808</b>	<b>11,928</b>	<b>1,612</b>	-	<b>42,879</b>
Depreciation charges	(3,198)	(3,495)	(3,283)	(749)	-	(10,725)
<b>Earnings before interest and taxes, excluding non-recurring items (EBIT)</b>	<b>8,333</b>	<b>14,313</b>	<b>8,645</b>	<b>863</b>	-	<b>32,154</b>
Income from disposals of assets	(1,082)	5	(3)	(9)	1,495	406
Impairment losses on assets	-	(8)	-	-	-	(8)
Other non-recurring items	(2,708)	(2,062)	(2,199)	(391)	(1,520)	(8,880)
<b>Operating profit (OP)</b>	<b>4,543</b>	<b>12,248</b>	<b>6,443</b>	<b>463</b>	<b>(25)</b>	<b>23,672</b>
Financial result						(235)
Income tax						(4,186)
<b>Profit for the year</b>						<b>19,251</b>
Non-controlling interests						203
<b>Group share</b>						<b>19,048</b>

### 9.1.2. Analysis of the income statement as at 31 December 2024

<i>(In thousands of €)</i>	Services/ Belux	Services/ Switzerland	Services/ United Kingdom	Non- allocated	Consolidated total
Revenue outside Group <i>(external clients)</i>	109,254	116,372	97,389	-	323,015
<b>Total revenue</b>	<b>109,254</b>	<b>116,372</b>	<b>97,389</b>	-	<b>323,015</b>
<b>Earnings before interest, taxes, depreciation and amortisation, excluding non-recurring items (EBITDA)</b>	<b>11,777</b>	<b>15,903</b>	<b>11,139</b>	-	<b>38,819</b>
Depreciation charges	(2,889)	(2,920)	(2,313)	-	(8,122)
<b>Earnings before interest and taxes, excluding non-recurring items (EBIT)</b>	<b>8,888</b>	<b>12,983</b>	<b>8,826</b>	-	<b>30,697</b>
Income from disposals of assets	(4)	(148)	346	-	194
Impairment losses on assets	-	(94)	-	-	(94)
Other non-recurring items	(2,705)	(1,143)	(754)	(1,045)	(5,647)
<b>Operating profit (OP)</b>	<b>6,179</b>	<b>11,598</b>	<b>8,418</b>	<b>(1,045)</b>	<b>25,150</b>
Financial result					2,070
Income tax					(5,098)
<b>Profit for the year</b>					<b>22,122</b>
Non-controlling interests					313
<b>Group share</b>					<b>21,809</b>

## 9.1.3. Analysis of assets and liabilities as at 31 December 2025

<i>(In thousands of €)</i>	Services/ Belux	Services/ Switzerland	Services/ United Kingdom	Services/ Spain	Non- allocated	Adjustments and eliminations	Consolidated total
Segment assets	75,438	101,676	98,309	16,247	-	-	291,670
Non-allocated assets	-	-	-	-	12,013	-	12,013
<b>TOTAL ASSETS</b>	<b>75,438</b>	<b>101,676</b>	<b>98,309</b>	<b>16,247</b>	<b>12,013</b>	-	<b>303,683</b>
Segment liabilities	41,593	42,855	45,860	7,495	-	87,145	224,948
Non-allocated liabilities	-	-	-	-	89,429	(87,145)	2,284
<b>TOTAL LIABILITIES</b>	<b>41,593</b>	<b>42,855</b>	<b>45,860</b>	<b>7,495</b>	<b>89,429</b>	-	<b>227,232</b>
<i>Investments in property, plant and equipment and intangible assets during the year</i>	<i>2,804</i>	<i>3,595</i>	<i>4,067</i>	<i>265</i>	<i>27</i>	-	<i>10,758</i>

## 9.1.4. Analysis of assets and liabilities as at 31 December 2024

<i>(In thousands of €)</i>	Services/ Belux	Services/ Switzerland	Services/ United Kingdom	Non- allocated	Adjustments and eliminations	Consolidated total
Segment assets	86,623	86,012	94,023	-	-	266,658
Non-allocated assets	-	-	-	25,889	-	25,889
<b>TOTAL ASSETS</b>	<b>86,623</b>	<b>86,012</b>	<b>94,023</b>	<b>25,889</b>	-	<b>292,547</b>
Segment liabilities	56,784	52,013	29,447	-	80,884	219,128
Non-allocated liabilities	-	-	-	57,193	(80,884)	(23,691)
<b>TOTAL LIABILITIES</b>	<b>56,784</b>	<b>52,013</b>	<b>29,447</b>	<b>57,193</b>	-	<b>195,437</b>
<i>Investments in property, plant and equipment and intangible assets during the year</i>	<i>1,473</i>	<i>145</i>	<i>1,058</i>	-	-	<i>2,676</i>

See Note 13.2 for allocation of goodwill to cash-generating units.

All the assets are allocated to the segments, except assets which cannot be allocated to a CGU, which comprise mainly cash and cash equivalents held by the Company.

All the liabilities are allocated to the segments, except liabilities which cannot be allocated to a CGU, which comprise mainly loans taken out by the Company with credit institutions, amounting to €89,620,000 as at 31 December 2025 (€56,000,000 as at 31 December 2024) (see Note 22).

**NOTE 10. GROUP INFORMATION****10.1 Scope of consolidation**

Company	Main business	Method	% controlled		% interest		
			31 December 2025	31 December 2024	31 December 2025	31 December 2024	
<b>Luxembourg</b>							
Sword Group SE	Parent company						
Sword Co-Investment Fund SCSp	Holding company	FC	100%	100%	100%	100%	100%
Sword Technologies S.A.	IT Services	FC	100%	100%	100%	100%	100%
<b>Belgium</b>							
Sword Integra S.A.	IT Services	FC	100%	100%	100%	100%	100%
Tipik Communication Agency S.A. <sup>(1)</sup>	IT Services	FC	-	100%	-	100%	100%
Vadear S.A.	IT Services	FC	100%	100%	100%	100%	100%
<b>Canada</b>							
Sword Corporation Inc. <sup>(2)</sup>	IT Services	FC	100%	100%	45%	45%	45%
<b>Cyprus</b>							
Sword Cyprus Ltd	IT Services	FC	100%	100%	100%	100%	100%
<b>United Arab Emirates</b>							
Sword Middle East FZ LLC	IT Services	FC	100%	100%	100%	100%	100%
<b>United States</b>							
Sword ITS LLC	IT Services	FC	100%	100%	100%	100%	100%
Sword Solutions Inc.	IT Services	FC	100%	100%	100%	100%	100%
<b>Spain</b>							
Full On Net S.L. <sup>(3)</sup>	IT Services	FC	100%	-	100%	-	-
Sword Software Development S.L.	IT Services	FC	100%	100%	100%	100%	100%
<b>France</b>							
Sword Software France S.à r.l.	-	FC	100%	100%	100%	100%	100%
Sword France SAS <sup>(4)</sup>	IT Services	FC	100%	-	100%	-	-
<b>Greece</b>							
Sword Services Greece S.A.	IT Services	FC	99%	99%	99%	99%	99%
<b>India</b>							
Sword Global India Pvt Ltd	IT Services	FC	100%	100%	100%	100%	100%
<b>Lebanon</b>							
Sword Lebanon SAL	IT Services	FC	100%	100%	100%	100%	100%
Sword Middle East LLC	IT Services	FC	98%	98%	98%	98%	98%
<b>Netherlands</b>							
DataCo Netherlands B.V.	IT Services	FC	100%	100%	100%	100%	100%
<b>Portugal</b>							
Bubble Go Portugal <sup>(5)</sup>	IT Services	FC	100%	-	100%	-	-
<b>United Kingdom</b>							
AAA Group Ltd	IT Services	FC	100%	100%	100%	100%	100%
AAA Ltd	IT Services	FC	100%	100%	100%	100%	100%
Infinity Ltd <sup>(6)</sup>	IT Services	FC	-	100%	-	100%	100%
IACS Consulting Ltd	IT Services	FC	100%	100%	100%	100%	100%
iDelta Ltd <sup>(7)</sup>	IT Services	FC	100%	-	100%	-	-

Company	Main business	Method	% controlled		% interest		
			31 December 2025	31 December 2024	31 December 2025	31 December 2024	
<b>United Kingdom</b>							
Phusion IM Ltd	IT Services	FC	100%	100%	100%	100%	
Ping Network Solutions Ltd	IT Services	FC	100%	100%	100%	100%	
Sword Charteris Ltd	Holding company	FC	100%	100%	100%	100%	
Sword IT Solutions Ltd	IT Services	FC	100%	100%	100%	100%	
Sword Soft Ltd	Holding company	FC	100%	100%	100%	100%	
Sword Technology Solutions Ltd	IT Services	FC	100%	100%	100%	100%	
<b>Switzerland</b>							
Bubble Go S.à r.l. <sup>(5)</sup>	IT Services	FC	100%	-	100%	-	
CBA Sourcing S.A.	IT Services	FC	100%	51%	45%	51%	
Sword Consulting AG (formerly Incor AG)	IT Services	FC	100%	100%	100%	100%	
Sword Services S.A.	IT Services	FC	100%	100%	100%	100%	
Sword Technologies S.A. <sup>(2)</sup>	IT Services	FC	45%	45%	45%	45%	
Sword Services Holding S.A.	IT Services	FC	100%	100%	100%	100%	
Sword Suisse Holding S.A.	Holding company	FC	100%	100%	100%	100%	
Sword Venue S.à r.l. <sup>(8)</sup>	Software	FC	-	100%	-	100%	
<b>Australia</b>							
Onsite Information Management Pty Ltd	IT Services	FC	100%	100%	100%	100%	
<b>Saudi Arabia</b>							
Sword IT Arabia	IT Services	FC	100%	100%	100%	100%	
Sword Saudi Ltd <sup>(9)</sup>	IT Services	FC	55%	-	55%	-	

<sup>(1)</sup> Sold on 1 November 2025. See Note 12.1.

<sup>(2)</sup> The Group signed a shareholders' agreement taking effect on 1 January 2014 that gave it control over Sword Technologies S.A. (Switzerland). Consequently, the company and its subsidiary Sword Corporation Inc. are fully consolidated.

<sup>(3)</sup> The Group acquired 100% of Full On Net S.L. with effect from 1 July 2025. See Note 11.1.

<sup>(4)</sup> Established on 27 February 2025.

<sup>(5)</sup> The Group acquired 100% of Bubble Go S.à r.l. with effect from 1 July 2025. The acquisition scope includes its subsidiary Bubble Go Portugal.

<sup>(6)</sup> Dissolved on 21 January 2025.

<sup>(7)</sup> The Group acquired 100% of iDelta Ltd with effect from 1 April 2025. See Note 11.1.

<sup>(8)</sup> Removed on 2 May 2025.

<sup>(9)</sup> Established on 9 January 2025.

## 10.2 Transactions with non-controlling interests (minority interests)

### 10.2.1. Impact of transactions with minority interests on equity – Group share for the years ended 31 December 2025 and 31 December 2024

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Changes in reserves, in terms of the Group share, due to:		
- Acquisitions of stakes by Co-Investors in:		
<i>Sword Co-Investment Fund (see Note 10.2.2)</i>	2,144	2,774
- Commitments to repurchase securities held by Co-Investors in:		
<i>Sword Co-Investment Fund (see Note 10.2.2)</i>	(19,865)	(20,988)
<b>NET IMPACT ON EQUITY – GROUP SHARE</b>	<b>(17,721)</b>	<b>(18,214)</b>

The changes in the table above arise from the difference between the initially recognised fair value of minority interest repurchase commitments – in other words, the present value of the repurchase price of these minority interests as estimated at the date of the repurchase commitment – and the net carrying amount of these minority interests as at that same date. These changes are presented within equity – Group share under "Retained earnings" and may result in a negative balance for this item as at the date of recognition of the new plans.

### 10.2.2. *Sword Co-Investment Fund*

The Group has established a special investment fund called the Sword Co-Investment Fund (hereinafter "the Fund") to bring together all the Group's employee stock ownership plans.

The Fund is open only to managers in certain subsidiaries (the "Co-Investors").

The goal of the Fund is to harmonise the rules that apply to plans spread across several jurisdictions and to use a centralised platform to increase the efficiency of the subscription process. The Fund is managed by Sword Group SE in its capacity as general partner.

By subscribing for Fund shares, Co-Investors are exposed to the financial performance of their subsidiaries.

Therefore, whenever a plan is put in place for Co-Investors from a subsidiary, a share of the subsidiary's securities, which are classified as underlying securities, is transferred to the Fund in exchange for the subscribed shares, at their fair value calculated on the basis of the combination of a revenue multiple, an EBITDA multiple and the increase/decrease in cash expressed as a percentage of EBITDA, as applied to the securities of the subsidiary involved, for the year preceding the implementation of the plan.

The Group co-finances 85% of the investment in the form of a loan to the Fund. This loan was subject to an interest rate of 2.5% for the Co-Investors for 2025 (3.5% for 2024).

Under these plans, at the end of a period generally ranging from three to five years, the shares held by the Co-Investors will be repurchased by the Fund at their fair value at the time of the repurchase, calculated on the basis of the combination of a revenue multiple, an EBITDA multiple and the increase/decrease in cash expressed as a percentage of EBITDA, as applied to the securities of the subsidiary involved, for the year preceding the actual repurchase date.

The repurchase price of the shares will be paid to the Co-Investors after deduction of the loan amounts, if applicable.

During 2025, a new plan relating to the subsidiaries in the United Kingdom attracted subscriptions totalling €14,268,000, of which €2,143,000 was paid up.

During 2025, a proportion of the shares held by the Co-Investors were bought back for a total of €24,980,000, excluding the effect of the offsetting of amounts owed to the Group by the Co-Investors (€1,475,000).

As at 31 December 2025, the amount invested in the plans via the Fund stood at €32,173,000 (€33,271,000 as at 31 December 2024), of which €4,953,000 had been paid up (€6,466,000 as at 31 December 2024).

In the event of a negative performance of the underlying subsidiary, the plan states that the Co-Investors cover the deficit up to the amount either of the sums the Group has lent to them, or of the sums they have subscribed but not paid up.

The repurchase commitment gives rise to the recognition of a financial debt, with a corresponding cancellation of the related non-controlling interests and, where applicable for the value of the debt exceeding the carrying amount of the non-controlling interests, a decrease in the consolidated reserves. Financial debt is remeasured at its fair value as at each reporting date, with a corresponding charge to the financial result.

### 10.3 Commitments to repurchase non-controlling interests

Commitments to repurchase non-controlling interests were as follows as at 31 December 2025:

<i>(In thousands of €)</i>	<b>Measurement method</b>	<b>Fair value of commitments (current debts)</b>	<b>Fair value of commitments (non-current debts)</b>
Sword Co-Investment Fund	Revenue multiple/ EBITDA	-	32,404

Commitments to repurchase non-controlling interests were as follows as at 31 December 2024:

<i>(In thousands of €)</i>	<b>Measurement method</b>	<b>Fair value of commitments (current debts)</b>	<b>Fair value of commitments (non-current debts)</b>
Sword Co-Investment Fund	Revenue multiple/ EBITDA	24,971 <sup>(*)</sup>	16,289 <sup>(*)</sup>

<sup>(\*)</sup> Excluding the impact of offsetting with the loans worth €1,475,000 granted directly to Co-Investors and recognised as a deduction from other liabilities (current portion).

For the method used to measure the fair value of commitments, see Note 5.2.

**NOTE 11. BUSINESS COMBINATIONS AND ACQUISITIONS****11.1 Acquisitions in 2025***11.1.1. Description****iDelta Ltd***

On 1 April 2025, the Group acquired 100% of the shares in iDelta Ltd for GBP 1,547,000 (equivalent to €1,870,000), excluding any additional payments or adjustments. iDelta Ltd is a micro-company based in Edinburgh that specialises in the delivery of bespoke data and artificial intelligence (AI) solutions, cybersecurity, infrastructure and performance monitoring, application observability and fraud analytics. Specifically, it develops tools for managing Open Banking data APIs, along with add-ons available on the Splunk marketplace. This acquisition enhances the Group's cybersecurity and AI offering and capabilities, particularly in financial services.

***Bubble Go S.à r.l.***

On 1 July 2025, the Group acquired 100% of the shares in Bubble Go S.à r.l. for CHF 2,940,000 (equivalent to €3,141,000), excluding additional payments. Bubble Go S.à r.l., headquartered in Geneva with a nearshore platform in Lisbon and specialising in IT project management and the provision of resources, operates primarily in the private banking and luxury sectors. This acquisition strengthens the Group's operational capabilities, generates efficiency gains and consolidates its presence in these sectors. The acquisition scope includes the subsidiary Bubble Go Portugal.

***Full On Net S.L.***

On 1 July 2025, the Group acquired 100% of Full On Net S.L.'s share capital for €7,658,000 plus a deferred payment of €700,000. Full On Net S.L., based in Madrid (Spain), specialises in data science and AI and in social media analysis and has a strong presence in the Spanish telecommunications and insurance markets. This acquisition enables the Group to strengthen its capabilities in value-added technologies and to expand its activities in Southern Europe.

*11.1.2. Consideration transferred*

<i>(In thousands of €)</i>	Bubble Go S.à r.l.	iDelta Ltd	Full On Net S.L.	TOTAL
Consideration settled in cash	3,141	1,870	7,658	12,669
<i>Less:</i>				
Balance of cash and cash equivalents acquired	207	832	433	1,472
<b>NET CASH OUTFLOW</b>	<b>2,934</b>	<b>1,038</b>	<b>7,225</b>	<b>11,197</b>

The iDelta Ltd purchase agreement includes an additional payment, the total amount of which is capped at GBP 1,800,000. This additional payment is divided into three annual instalments, payable for the years ended 31 March 2026, 2027 and 2028, subject to meeting the contractually defined EBIT thresholds. If these are only partially met, a pro-rata amount is calculated on the basis of the contractual formula, with no payment due if EBIT is less than 50% of the annual target. The fair value of this liability amounted to GBP 900,000 (equivalent to €1,031,000) as at 31 December 2025. See Note 5.2.

The Bubble Go S.à r.l. purchase agreement provides for an additional payment, conditional on the maintenance or renewal of existing contracts and the conclusion of new contracts between the acquisition date and 31 January 2026. This additional payment is calculated on the basis of the revenue related to these contracts. The fair value of this liability was €606,000 as at 31 December 2025. See Note 5.2.

## 11.1.3. Assets acquired and liabilities recognised on the acquisition date

<i>(In thousands of €)</i>	Bubble Go S.à r.l.	iDelta Ltd	Full On Net S.L.	TOTAL
<b>Non-current assets</b>				
Intangible assets	1,361	645	7,562	9,568
Property, plant and equipment	80	91	134	305
Deferred tax assets	75	-	258	333
Other assets	3	-	1	4
<b>Current assets</b>				
Trade and other receivables	1,748	80	3,414	5,242
Other assets	63	-	-	63
Cash and cash equivalents	207	832	433	1,472
Prepaid expenses	24	9	11	44
<b>Non-current liabilities</b>				
Financial debt	-	-	(208)	(208)
Deferred tax liabilities	(203)	(161)	(1,846)	(2,210)
Other liabilities	-	(79)	-	(79)
<b>Current liabilities</b>				
Trade and other payables	(1,168)	(142)	(104)	(1,414)
Current tax liability	(65)	(36)	(717)	(818)
Other liabilities	(713)	(30)	(2,965)	(3,708)
Deferred income	(155)	-	(1,703)	(1,858)
<b>IDENTIFIABLE NET ASSETS ACQUIRED</b>	<b>1,257</b>	<b>1,209</b>	<b>4,270</b>	<b>6,736</b>

## 11.1.4. Goodwill arising from the acquisition

<i>(In thousands of €)</i>	Bubble Go S.à r.l.	iDelta Ltd	Full On Net S.L.	TOTAL
<b>Consideration transferred</b>	<b>3,141</b>	<b>1,870</b>	<b>7,658</b>	<b>12,669</b>
<i>Plus: Fair value of securities previously held</i>		-	-	-
<i>Less: Fair value of identifiable net assets acquired</i>	1,257	1,209	4,270	6,736
<i>Plus: Deferred payment</i>		-	700	700
<i>Plus: Contingent consideration</i>	603	1,054	-	1,657
<b>GOODWILL ARISING FROM THE ACQUISITION</b>	<b>2,487</b>	<b>1,715</b>	<b>4,088</b>	<b>8,290</b>

The goodwill recognised following the acquisition of iDelta Ltd primarily reflects the commercial potential related to the sale of Splunk licences and associated consulting services, while also incorporating the expected economic benefits related to iDelta's strategic positioning and expertise in these areas.

The goodwill recognised following the acquisition of Bubble Go S.à r.l. reflects the growth potential arising from the strengthening of the Group's operational capabilities and access to a reputable client base as well as economies of scale.

The goodwill recognised following the acquisition of Full On Net S.L. reflects the strengthening of the Group's capabilities in value-added technologies and the expansion of its activities in Southern Europe.

The goodwill should not be deductible for tax purposes.

### 11.1.5. Impact of acquisitions on the Group's profit or loss

If the above business combinations had been in place as at 1 January 2025, the acquired entities' revenue and profit or loss for the period would have been as follows:

<i>(In thousands of €)</i>	Bubble Go S.à r.l.	iDelta Ltd	Full On Net S.L.	TOTAL
Revenue	8,893	448	14,971	24,312
Profit or loss	301	42	904	1,247

For the period from their acquisition date until 31 December 2025, the companies acquired through business combinations contributed to the Group's revenue and profit or loss in the following proportions:

<i>(In thousands of €)</i>	Bubble Go S.à r.l.	iDelta Ltd	Full On Net S.L.	TOTAL
Revenue	4,245	288	8,300	12,833
Profit or loss	162	(93)	287	355

## 11.2 Acquisitions in 2024

### 11.2.1. Description

#### AAA Group Ltd

On 1 June 2023, the Group disposed of a majority interest in AAA Group Ltd, an IT recruitment and placement company. Following this disposal, AAA Group Ltd restructured its offering around artificial intelligence, using tools developed by the Group. In view of the reorientation of the activities of AAA Group Ltd, the Group offered to buy for €740,000 the 51% of shares issued by that company and previously sold, with effect from 1 April 2024. The aim of the repurchase is to allow the Group to strengthen its presence in artificial intelligence.

#### IACS Consulting Ltd

On 28 June 2024, the Group acquired 100% of the shares in IACS Consulting Ltd for GBP 3,667,000 (equivalent to €4,127,000), excluding any additional payments or adjustments. IACS Consulting Ltd is an Aberdeen-based company that specialises in cybersecurity for industrial automation control systems.

The acquisition of IACS Consulting Ltd will further build the Group's capacity in operations technology (OT) and industrial cybersecurity, in particular in the energy sector. In addition to improving the capacity of the Group within the energy sector, the acquisition of IACS Consulting Ltd will also allow the Group to expand its competencies to other sectors, such as renewable energy, manufacturing and food production.

#### Incor AG

On 1 July 2024, the Group acquired 100% of the shares in Incor AG for CHF 2,107,000 (equivalent to €2,187,000), excluding deferred and additional payments. This company, based in Bern (Switzerland), works in IT project consultancy, implementation and monitoring and software development, with a particular focus on digital transformation. It concentrates mainly on the public institutions of the Swiss Confederation. The acquisition of Incor AG will mean that Sword can increase its presence in German-speaking Switzerland.

### 11.2.2. Consideration transferred

<i>(In thousands of €)</i>	AAA Group Ltd	IACS Consulting Ltd	Incor AG	TOTAL
Consideration settled in cash	740	4,127	2,187	7,054
Less:				
Balance of cash and cash equivalents acquired	(200)	383	115	298
<b>NET CASH OUTFLOW</b>	<b>940</b>	<b>3,744</b>	<b>2,072</b>	<b>6,756</b>

In addition to the fixed price paid at the time of signing (see above), the IACS Consulting Ltd purchase agreement provides for an additional payment corresponding to an EBITDA multiple calculated over the years ended 31 October 2024 and 31 October 2025. The fair value of this liability stood at €210,000 as at 31 December 2024. See Note 5.2.

In addition to the fixed price paid at the time of signing (see above), the Incor AG purchase agreement provides for a deferred payment capped at €1,062,000 and payable in 2026 and an additional payment corresponding to a percentage of the gross margin calculated over the years 2025, 2026 and 2027. The fair value of this liability was €1,765,000 as at 31 December 2024. See Note 5.2.

### 11.2.3. Assets acquired and liabilities recognised on the acquisition date

<i>(In thousands of €)</i>	AAA Group Ltd	IACS Consulting Ltd	Incor AG	TOTAL
<b>Non-current assets</b>				
Intangible assets	773	2,335	1,690	4,798
Property, plant and equipment	21	33	20	74
Financial assets	-	-	70	70
Deferred tax assets	288	-	59	347
<b>Current assets</b>				
Trade and other receivables	1,684	354	386	2,424
Work in progress	636	309	275	1,220
Current tax assets	1	-	-	1
Other assets	392	14	98	504
Cash and cash equivalents	-	383	115	498
Prepaid expenses	109	80	88	277
<b>Non-current liabilities</b>				
Deferred tax liabilities	(131)	(584)	(347)	(1,062)
<b>Current liabilities</b>				
Financial debt	(200)	-	-	(200)
Trade and other payables	(1,449)	(288)	(1,107)	(2,844)
Current tax liability	(55)	(199)	-	(254)
Other liabilities	(3,730)	(161)	(58)	(3,949)
<b>IDENTIFIABLE NET ASSETS ACQUIRED</b>	<b>(1,661)</b>	<b>2,276</b>	<b>1,289</b>	<b>1,904</b>

## 11.2.4. Goodwill arising from the acquisition

<i>(In thousands of €)</i>	AAA Group Ltd	IACS Consulting Ltd	Incor AG	TOTAL
<b>Consideration transferred</b>	<b>740</b>	<b>4,127</b>	<b>2,187</b>	<b>7,054</b>
<i>Plus: Fair value of securities previously held</i>	711	-	-	711
<i>Less: Fair value of identifiable net assets acquired</i>	(1,661)	2,276	1,289	1,904
<i>Plus: Deferred payment</i>	-	-	1,080	1,080
<i>Plus: Contingent consideration</i>	-	206	1,682	1,888
<b>GOODWILL ARISING FROM THE ACQUISITION</b>	<b>3,112</b>	<b>2,057</b>	<b>3,660</b>	<b>8,828</b>

The goodwill arising on the acquisitions of AAA Group Ltd, IACS Consulting Ltd and Incor AG is related mainly to the growth and profitability forecasts resulting from the acquisition of new skills and the improvement of operational processes. The goodwill should not be deductible for tax purposes.

## 11.2.5. Impact of acquisitions on the Group's profit or loss

If the above business combinations had been in place as at 1 January 2024, the revenue and profit or loss for the period of the acquired entities would have been as follows:

<i>(In thousands of €)</i>	AAA Group Ltd	IACS Consulting Ltd	Incor AG	TOTAL
Revenue	12,560	3,335	6,753	22,648
Profit or loss	(114)	(23)	(70)	(207)

For the period from their acquisition date until 31 December 2024, the companies acquired through business combinations contributed to the Group's revenue and profit or loss in the following proportions:

<i>(In thousands of €)</i>	AAA Group Ltd	IACS Consulting Ltd	Incor AG	TOTAL
Revenue	7,694	1,565	3,737	12,996
Profit or loss	(99)	5	266	172

## NOTE 12. DISPOSALS

## 12.1 Disposal in 2025

**Tipik Communication Agency S.A.**

On 1 November 2025, the Group sold 100% of its stake in Tipik Communication Agency S.A., a company involved in events-related and institutional communications, for a price of €1,967,000, excluding additional payments.

## 12.1.1. Consideration received

<i>(In thousands of €)</i>	TOTAL
Consideration received in cash and cash equivalents	1,900
Deferred consideration receivable	67
Contingent consideration receivable	5,250
<b>TOTAL CONSIDERATION</b>	<b>7,217</b>

In addition to the fixed price paid at the time of signing (see above), the purchase agreement provides for a deferred payment of €67,000 and an additional payment capped at €5,250,000.

This additional payment is divided into two annual instalments, payable respectively for the years 2026 and 2027, subject to meeting the contractually defined profitability thresholds. No additional price is due if these minimum thresholds are not met. If these are only partially met, a pro-rata amount is calculated on the basis of the contractual formula. The fair value of this liability was €5,250,000 as at 31 December 2025. See Note 5.2.

**12.1.2. Net cash outflow on disposal**

<i>(In thousands of €)</i>	<b>TOTAL</b>
Consideration received in cash and cash equivalents	1,900
Less: Balance of cash and cash equivalents disposed of <sup>(1)</sup>	(5,063)
<b>NET CASH OUTFLOW</b>	<b>(3,163)</b>

**12.1.3. Analysis of assets and liabilities over which control was lost**

<i>(In thousands of €)</i>	<b>TOTAL</b>
<b>Non-current assets</b>	
Goodwill	2,900
Other intangible assets	153
Property, plant and equipment	8
Right-of-use assets	305
Other assets	17
<b>Current assets</b>	
Trade and other receivables	1,411
Work in progress	2,614
Other assets	645
Cash and cash equivalents	5,063
Prepaid expenses	42
<b>Current liabilities</b>	
Lease obligations	(285)
Trade and other payables	(2,275)
Other liabilities	(3,873)
Deferred income	(79)
<b>IDENTIFIABLE NET ASSETS DISPOSED OF</b>	<b>6,646</b>

**12.1.4. Profit generated on disposal**

<i>(In thousands of €)</i>	<b>TOTAL</b>
<b>Total consideration</b>	<b>7,217</b>
Less: Net assets disposed of	(6,646)
<b>PROFIT GENERATED ON DISPOSAL</b>	<b>571</b>

Profit generated on disposal is included in the profit and loss account under "Income from disposals of assets".

**12.2 Disposals in 2024**

There were no disposals in 2024.

**NOTE 13. GOODWILL****13.1 Changes in goodwill**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
<b>GROSS AMOUNT</b>		
Balance as at opening	104,535	94,355
Additional amounts recognised following business combinations arising during the year (see Notes 11.1 and 11.2)	8,290	8,828
Disposals (Note 12.1)	(2,900)	-
Translation differences	(1,644)	1,352
<b>Balance as at year end</b>	<b>108,281</b>	<b>104,535</b>
<b>ACCUMULATED IMPAIRMENT LOSSES</b>		
Balance as at opening	25,000	25,000
<b>Balance as at year end</b>	<b>25,000</b>	<b>25,000</b>
<b>GOODWILL, NET CARRYING AMOUNT</b>	<b>83,281</b>	<b>79,535</b>

**13.2 Allocation of goodwill by cash-generating units (CGUs)**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
Services/Spain	4,087	-
Services/Belux	12,491	15,391
Services/Switzerland	25,955	23,220
Services/United Kingdom	40,748	40,924
<b>TOTAL</b>	<b>83,281</b>	<b>79,535</b>

**13.3 Goodwill impairment testing**

As recommended in IAS 36, the goodwill arising from a business combination is allocated to a cash-generating unit ("CGU") likely to benefit from business combination synergies.

The CGUs selected by the Group for the purposes of impairment testing correspond to the operating segments that combine businesses and geographical areas, i.e. Services/Belux, Services/Switzerland, Services/United Kingdom and Services/Spain. The Services/Spain CGU was established following the acquisition of Full On Net S.L., a company based in Madrid (Spain) (see Note 9 – Segment information).

The Group re-examined the value of the goodwill associated with its CGUs by comparing the recoverable amount of the CGUs with their net carrying amount, including goodwill. In accordance with IAS 36, only the value in use in respect of the recoverable amount was included.

*Key assumptions*

The forecast cash flows used by the Group to estimate value in use came from the 2026 budget and from an extrapolation for 2027 and subsequent years. Based on the 2026 budget, the Group's revenue rose by approximately 7.56% on a like-for-like basis.

The key assumptions adopted in the valuation model used by the Group are (i) medium-term growth in revenue, (ii) an operating margin corresponding to the EBIT/revenue ratio, (iii) the infinite growth rate used to calculate the final value, and (iv) the discount rate.

	Services/Belux		Services/ Switzerland		Services/ United Kingdom		Services/ Spain	
	2025	2024	2025	2024	2025	2024	2025	2024
Medium-term revenue growth	7.5%	5%	7.5%	10%	10%	10%	10%	N/A
Operating margin	7.0%	6.5%	10.0%	7.0%	11.0%	12.0%	13.0%	N/A
Infinite growth rate	2%	2%	2%	2%	2%	2%	2%	N/A
Discount rate after tax <sup>(*) (**)</sup>	8.66%	6.85%	7.47%	6.14%	10.47%	8.93%	9.91%	N/A

<sup>(\*)</sup> The pre-tax discount rates for 2025 were 14.73% for the Services/Belux CGU (compared with 10.82% for 2024), 9.01% for the Services/Switzerland CGU (compared with 7.76% for 2024), 14.04% for the Services/United Kingdom CGU (compared with 11.63% for 2024) and 12.96% for the Services/Spain CGU (N/A for 2024).

The Group has opted for a single scenario based on the 2026 budget and the medium-term projections extrapolated from the budget, considering that this scenario is much more conservative than the business plan prepared by the Group for the period 2025–2028, forecasting organic growth of over 10% per year and an EBITDA margin of 12%.

The medium-term forecasts and the profit outlook were prepared taking into account in particular the order book, the market shares and the references acquired in certain strategic sectors such as energy (including renewables), the public sector and the financial sector in the UK; the Group's presence in the public sector, the financial sector, sporting events, luxury brands and supranational organisations in Switzerland (including the German-speaking part of the country); continued strong demand for IT engineering projects, in spite of delays in calls for tenders, particularly among supranational organisations in Belux; the establishment of key partnerships, particularly in the field of IT infrastructure and network management, and a broader range of services in this segment in Switzerland; the presence that the Group has established as a leading player in the media and healthcare segments in Spain; the impact of acquisitions made in previous years; the use of competence centres in Greece, Spain and India; the international expansion of locally developed solutions; the integration of artificial intelligence (AI) into operational processes; and the continued development of cybersecurity services.

According to management, the growth prospects for IT services are mainly due to a vertical integration (one-stop shop) strategy geared to digital transformation and data optimisation serving large organisations operating in the aforementioned sectors.

The Group's management believes that the outlook for the UK market remains positive in spite of Brexit, buoyed as it is by the ongoing digitalisation of the economy, the Group's strategic position on AI and cybersecurity and its leading role in sectors such as energy. Expansion into new segments such as banking and the public sector, customer loyalty and employee retention initiatives support this outlook.

Notwithstanding some volatility of the pound sterling and the Swiss franc against the euro, the impact of these fluctuations remains negligible, as the Swiss and UK operations are only marginally exposed to other regions. As the carrying and recoverable amounts of the CGUs are measured in local currencies before conversion into euros, these fluctuations only affect the foreign-currency translation reserves at the consolidated level.

The discount rates used for annual impairment tests were the weighted average cost of capital (WACC) rates specific to each CGU.

The Group's management is of the opinion that no reasonably conceivable change in key assumptions on which the recoverable amount of each CGU is based would cause the carrying amount allocated to them to exceed their recoverable amount, apart from the Belux CGU, whose recoverable amount would be less than the carrying amount if the operating margin fell below 6%, assuming that all other key assumptions remain unchanged.

**NOTE 14. OTHER INTANGIBLE ASSETS**

<i>(In thousands of €)</i>	Software	Client contracts	Non- compete clause	Other intangible assets	<b>TOTAL</b>
<b>GROSS AMOUNT</b>					
<b>As at 31 December 2023</b>	<b>4,088</b>	<b>9,938</b>	<b>1,113</b>	<b>9,259</b>	<b>24,398</b>
Inflows of assets generated internally	1,203	-	-	-	1,203
Acquisitions	-	-	-	1,473	1,473
Acquisitions via business combinations	386	4,412	-	-	4,798
Translation difference	30	309	-	(77)	262
Other movements	(175)	-	-	(15)	(190)
<b>As at 31 December 2024</b>	<b>5,532</b>	<b>14,659</b>	<b>1,113</b>	<b>10,640</b>	<b>31,944</b>
Inflows of assets generated internally	1,517	-	-	-	1,517
Acquisitions	-	-	-	1,452	1,452
Acquisitions via business combinations	-	11,982	-	-	11,982
Disposals	-	-	-	(9)	(9)
Deconsolidations	-	-	-	(2,795)	(2,795)
Translation difference	(122)	(2,980)	-	2,686	(416)
Other movements	-	-	-	779	779
<b>As at 31 December 2025</b>	<b>6,927</b>	<b>23,661</b>	<b>1,113</b>	<b>12,753</b>	<b>44,454</b>
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES</b>					
<b>As at 31 December 2023</b>	<b>(1,750)</b>	<b>(7,274)</b>	<b>-</b>	<b>(8,338)</b>	<b>(17,362)</b>
Depreciation charges	(588)	(1,946)	-	(404)	(2,938)
Recognised impairment losses	(94)	-	-	-	(94)
Translation difference	(3)	(182)	-	77	(108)
Other movements	175	-	-	15	190
<b>As at 31 December 2024</b>	<b>(2,260)</b>	<b>(9,402)</b>	<b>-</b>	<b>(8,650)</b>	<b>(20,312)</b>
Depreciation charges	(810)	(3,290)	-	(761)	(4,861)
Scope changes	-	-	-	216	216
Recognised impairment losses	-	-	-	-	-
Reversals of impairment losses	-	-	-	-	-
Translation difference	23	(32)	-	204	195
Other movements	-	-	-	(108)	(108)
<b>As at 31 December 2025</b>	<b>(3,047)</b>	<b>(12,724)</b>	<b>-</b>	<b>(9,099)</b>	<b>(24,870)</b>
<b>NET AMOUNT</b>					
<b>As at 31 December 2024</b>	<b>3,272</b>	<b>5,257</b>	<b>1,113</b>	<b>1,990</b>	<b>11,632</b>
<b>As at 31 December 2025</b>	<b>3,880</b>	<b>10,937</b>	<b>1,113</b>	<b>3,654</b>	<b>19,584</b>

Software includes development costs related to the improvement of existing software solutions and software acquired through business combinations.

"Client contracts and client relations" comprise SaaS contracts and software maintenance contracts, as well as non-contractual relationships acquired through business combinations.

Until September 2014, the Group had undertaken, during the sale of a business unit, to refrain from providing digital communication services to the European institutions.

Subsequently, given the growth prospects in the public sector and following a change in strategy, the Group secured the cancellation of the relevant non-compete clause. This cancellation was valued at €1,113,000.

The other intangible assets comprise mainly services to be provided under contracts in the Services/Belux, Services/Switzerland and Services/United Kingdom segments, also known as the "order book" or the "production backlog".

*Impairment testing for the non-compete clause*

As at the reporting date, the Group compared the net carrying amount of the Services/Belux CGU, to which the amount for buying out the non-compete clause worth €1,113,000 was allocated, including the carrying amount of that clause, and its recoverable amount, which was determined on the basis of its value in use.

Since the recoverable amount of the Services/Belux CGU exceeded its net carrying amount, no impairment loss was recognised. See Note 13.3 for key assumptions used to calculate value in use.

**NOTE 15. PROPERTY, PLANT AND EQUIPMENT**

<i>(In thousands of €)</i>	Land and buildings	Facilities, developments and fixtures	Transport equipment	Office and IT equipment	Office furniture	<b>TOTAL</b>
<b>GROSS AMOUNT</b>						
<b>As at 31 December 2023</b>	<b>1,289</b>	<b>4,522</b>	<b>237</b>	<b>6,306</b>	<b>2,759</b>	<b>15,113</b>
Acquisitions	-	123	-	1,243	104	1,470
Acquisitions via business combinations	255	-	10	251	108	624
Disposals	-	-	-	(357)	(3)	(360)
Deconsolidations	-	-	-	-	-	-
Translation difference	70	59	-	150	83	362
Other movements	-	-	-	(149)	-	(149)
<b>As at 31 December 2024</b>	<b>1,614</b>	<b>4,704</b>	<b>247</b>	<b>7,444</b>	<b>3,051</b>	<b>17,060</b>
Acquisitions	-	258	49	655	560	1,522
Acquisitions via business combinations	-	-	203	561	43	807
Disposals	(255)	-	(45)	(1,222)	(403)	(1,925)
Deconsolidations	-	(471)	-	(149)	(225)	(845)
Translation difference	(76)	(73)	(5)	(232)	(104)	(490)
Other movements	-	-	-	(970)	191	(779)
<b>As at 31 December 2025</b>	<b>1,283</b>	<b>4,418</b>	<b>449</b>	<b>6,087</b>	<b>3,113</b>	<b>15,350</b>
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES</b>						
<b>As at 31 December 2023</b>	<b>(491)</b>	<b>(3,111)</b>	<b>(52)</b>	<b>(4,734)</b>	<b>(2,152)</b>	<b>(10,540)</b>
Depreciation charges	(18)	(352)	(44)	(850)	(160)	(1,424)
Scope changes	(255)	-	-	(204)	(91)	(550)
Reversals of disposals	-	-	-	353	2	355
Translation difference	(32)	(64)	(4)	(127)	(70)	(297)
Other movements	-	-	-	149	-	149
<b>As at 31 December 2024</b>	<b>(796)</b>	<b>(3,527)</b>	<b>(100)</b>	<b>(5,413)</b>	<b>(2,471)</b>	<b>(12,307)</b>
Depreciation charges	(17)	(386)	(68)	(772)	(249)	(1,492)
Scope changes	-	467	(47)	(275)	189	334
Reversals of disposals	255	-	40	1,221	393	1,909
Impairment losses	-	-	(8)	-	-	(8)
Translation difference	34	77	3	195	83	392
Other movements	-	-	-	298	(191)	107
<b>As at 31 December 2025</b>	<b>(524)</b>	<b>(3,369)</b>	<b>(180)</b>	<b>(4,746)</b>	<b>(2,246)</b>	<b>(11,065)</b>
<b>NET AMOUNT</b>						
<b>As at 31 December 2024</b>	<b>818</b>	<b>1,177</b>	<b>147</b>	<b>2,031</b>	<b>580</b>	<b>4,753</b>
<b>As at 31 December 2025</b>	<b>759</b>	<b>1,049</b>	<b>269</b>	<b>1,341</b>	<b>867</b>	<b>4,285</b>

As at 31 December 2025, no guarantees had been issued regarding property, plant and equipment (the same had been the case in 2024).

**NOTE 16. LEASES****16.1 Right-of-use assets by category**

<i>(In thousands of €)</i>	Land and buildings	Transport equipment	TOTAL
<b>GROSS AMOUNT</b>			
<b>As at 31 December 2023</b>	<b>19,822</b>	<b>4,056</b>	<b>23,878</b>
New contracts	1,913	948	2,861
Disposals/exits from contracts	(2,151)	(301)	(2,452)
Translation difference	211	(1)	210
<b>As at 31 December 2024</b>	<b>19,795</b>	<b>4,702</b>	<b>24,497</b>
New contracts	4,701	1,565	6,266
Acquisitions via business combinations	-	15	15
Disposals/exits from contracts	(4,409)	(775)	(5,184)
Deconsolidations	(3,918)	-	(3,918)
Translation difference	(457)	1	(456)
<b>As at 31 December 2025</b>	<b>15,712</b>	<b>5,508</b>	<b>21,220</b>
<b>ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES</b>			
<b>As at 31 December 2023</b>	<b>(10,658)</b>	<b>(1,354)</b>	<b>(12,012)</b>
Depreciation charges	(2,564)	(1,196)	(3,760)
Disposals/exits from contracts	1,482	301	1,783
Scope changes	(140)	-	(140)
Translation difference	235	-	235
<b>As at 31 December 2024</b>	<b>(11,645)</b>	<b>(2,249)</b>	<b>(13,894)</b>
Depreciation charges	(3,010)	(1,362)	(4,372)
Disposals/exits from contracts	3,883	775	4,658
Scope changes	3,613	(15)	3,598
Translation difference	296	-	296
<b>As at 31 December 2025</b>	<b>(6,863)</b>	<b>(2,851)</b>	<b>(9,714)</b>
<b>NET AMOUNT</b>			
<b>As at 31 December 2024</b>	<b>8,150</b>	<b>2,453</b>	<b>10,603</b>
<b>As at 31 December 2025</b>	<b>8,849</b>	<b>2,657</b>	<b>11,506</b>

**16.2 Maturities of lease obligations**

<i>(In thousands of €)</i>	31 December 2025*	31 December 2024*
Less than one year	3,832	3,717
Between one and two years	3,020	3,109
Between two and three years	2,049	1,912
Between three and five years	2,239	1,896
More than five years	1,771	486
<b>TOTAL</b>	<b>12,911</b>	<b>11,120</b>

\* Data not updated.

**16.3 Items recognised in profit or loss**

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Charges for depreciation for right-of-use assets	(4,372)	(3,760)
Interest expenses on lease obligations	(325)	(264)
Lease expenses for short-term leases	(110)	(76)
Lease expenses for leases for low-value underlying assets	(65)	(67)
<b>TOTAL</b>	<b>(4,872)</b>	<b>(4,167)</b>

The Group's leases do not include variable payments, apart from adjustments for inflation.

Total cash outflows relating to leases were €4,265,000 in 2025 (compared with €4,133,000 in 2024).

**NOTE 17. TRADE AND OTHER RECEIVABLES**

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Trade receivables	49,850	36,134
Allowances for doubtful accounts	(1,251)	(1,295)
<b>Trade receivables, net</b>	<b>48,599</b>	<b>34,839</b>

Due to their short-term maturity, the carrying amount of trade and other receivables is close to the fair value.

*Aged balance*

<i>(In thousands of €)</i>	<b>&lt;3 months</b>	<b>3–6 months</b>	<b>6–12 months</b>	<b>&gt;1 year</b>	<b>Total</b>
<b>As at 31 December 2025</b>	20,118	1,610	688	19	22,435
<b>As at 31 December 2024</b>	12,024	1,093	485	44	13,646

The trade receivables presented above comprise amounts due as at the reporting date and for which the Group has not created an allowance for doubtful accounts, since it has no information on the solvency status of the relevant receivables and since these amounts are still considered recoverable.

## Change in allowance for doubtful accounts

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
<b>Balance as at opening</b>	(1,295)	(1,432)
Impairment losses recognised during the year	(42)	(184)
Impairment losses subject to a reversal	166	316
Scope change	(56)	-
Translation difference	13	5
Other movements	(37)	-
<b>BALANCE AS AT YEAR END</b>	<b>(1,251)</b>	<b>(1,295)</b>

## Aged balance of impaired receivables

<i>(In thousands of €)</i>	<3 months	3–6 months	6–12 months	>1 year	Total
<b>As at 31 December 2025</b>	90	379	600	181	1,250
<b>As at 31 December 2024</b>	298	255	173	569	1,295

## NOTE 18. OTHER ASSETS

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Deposits and guarantees	752	746
Contingent consideration receivable on the disposal of Tipik Communication Agency S.A. (see Note 12.1)	5,250	-
Other non-current receivables	694	-
<b>Total other non-current assets, gross amount</b>	<b>6,696</b>	<b>746</b>
Impairment provisions for other non-current assets	-	-
<b>TOTAL OTHER NON-CURRENT ASSETS, NET AMOUNT</b>	<b>6,696</b>	<b>746</b>
Tax and social security receivables	4,498	4,202
Other current receivables	542	2,545
<b>Total other current assets, gross amount</b>	<b>5,040</b>	<b>6,747</b>
Impairment provisions for other current assets	-	-
<b>TOTAL OTHER CURRENT ASSETS, NET AMOUNT</b>	<b>5,040</b>	<b>6,747</b>

The net carrying amount of the financial assets included in "other current assets" is a reasonable approximation of their fair value due to their short-term maturity. Other non-current assets were not remeasured due to the small amounts involved. Financial assets included in "other assets" are classified as Level 2 of the fair-value hierarchy.

## NOTE 19. CASH AND CASH EQUIVALENTS

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Cash and cash equivalents	59,124	70,620
Marketable securities	14	-
<b>TOTAL</b>	<b>59,138</b>	<b>70,620</b>

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprise the following:

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Cash and cash equivalents	59,138	70,620
Bank overdrafts <sup>(*)</sup>	(1,000)	(675)
<b>TOTAL</b>	<b>58,138</b>	<b>69,945</b>

<sup>(\*)</sup> Included in other current financial debt.

## NOTE 20. PENSION PLANS

As at the year end, the provisions for employee benefits consisted solely of provisions for post-employment benefits totalling €293,000 (compared with €282,000 in 2024). Post-employment benefits fall under defined-contribution pension plans and defined-benefit pension plans.

### 20.1 Defined-benefit pension plans

This type of plan aims to award certain Group employees, under certain conditions, pension benefits when they decide to retire. There were 271 such employees as at 31 December 2025 (compared with 254 as at 31 December 2024).

The pension obligations were not subject to external coverage.

Pension obligations and similar benefits are valued internally under the supervision of the Group's Finance Department.

Items relating to post-employment benefits in comprehensive income can be analysed as follows:

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Current service cost	(10)	(24)
Financial cost	(3)	(6)
<b>Items recognised in profit or loss for the year</b>	<b>(13)</b>	<b>(30)</b>
<b>TOTAL</b>	<b>(13)</b>	<b>(30)</b>

The current service cost is recognised in personnel expenses in the income statement. The financial costs are recognised in the financial result.

### 20.2 Actuarial assumptions

The commitments were measured internally on the basis of assumptions updated regularly and reviewed annually. The following assumptions were adopted:

	31 December 2025	31 December 2024
Discount rate <sup>(*)</sup>	3.1% and 3.5%	3.1%
Adjustment rate for annual salaries	2.0%	2.0%
Social security contribution rate	40% and 41.3%	41%
Retirement age	60–67 years old	60–67 years old
Staff rotation	(**)	(**)
Mortality table	INSEE 2019/ INSEE 2024	INSEE 2019/ EVK 2000

<sup>(\*)</sup> The discount rate is based on the iBoxx AA corporate bond index 10+.

<sup>(\*\*)</sup> Variable depending on geographical area.

The average duration of the obligation in respect of services as at 31 December 2025 is less than one year (the same as in 2024).

### 20.3 Change in the present value of obligations

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
<b>Balance as at opening</b>	<b>282</b>	<b>249</b>
Current service cost	10	24
Financial cost	3	6
Other	(2)	3
<b>BALANCE AS AT YEAR END</b>	<b>293</b>	<b>282</b>

Since the amounts are immaterial at Group level, other disclosures under IAS 19 were omitted, specifically a sensitivity analysis showing the impact of changes made to certain actuarial assumptions on the value of pension-benefit commitments.

### NOTE 21. OTHER PROVISIONS

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
<b>Balance as at opening</b>	<b>485</b>	<b>411</b>
Allocations to provisions	763	-
Reversals of used provisions	(469)	(184)
Translation differences	(44)	22
Other movements	139	236
<b>BALANCE AS AT YEAR END</b>	<b>874</b>	<b>485</b>
Current	109	485
Non-current	765	-

Allocations to/reversals of provisions for litigation risks are included in "Other non-recurring items" in the consolidated income statement.

### NOTE 22. OTHER FINANCIAL DEBTS

#### 22.1 Breakdown of other financial debts by type

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Bank loans and lines of credit	89,527	56,000
Other borrowings and advances	-	-
<b>Non-current financial debts</b>	<b>89,527</b>	<b>56,000</b>
Bank loans and lines of credit	93	-
Bank overdrafts	1,000	675
<b>Current financial debt</b>	<b>1,093</b>	<b>675</b>
<b>TOTAL FINANCIAL DEBT</b>	<b>90,620</b>	<b>56,675</b>

#### 22.2 Maturity schedule

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Less than one year	1,093	675
Between one and five years	89,527	56,000
More than five years	-	-
<b>TOTAL</b>	<b>90,620</b>	<b>56,675</b>

**22.3 Available lines of credit**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
<b>Authorised amount</b>	<b>155,154</b>	<b>120,000</b>
Less than one year	93	-
Between one and five years	155,061	120,000
More than five years	-	-
<b>Amount drawn down</b>	<b>89,620</b>	<b>56,000</b>
Less than one year	93	-
Between one and five years	89,527	56,000
More than five years	-	-
<b>Available amount</b>	<b>65,534</b>	<b>64,000</b>
Less than one year	-	-
Between one and five years	65,534	64,000

If borrowings are needed, the Group's banking arrangements require compliance with financial ratios: a "net consolidated financial debt/consolidated EBITDA" ratio of less than 3 or 3.5 depending on the contracts, and a "net consolidated financial debt/consolidated equity" ratio of less than 1. In accordance with the agreements, financial ratios exclude lease obligations as well as financial debts related to commitments to repurchase securities.

**22.4 Change in financial debts**

The change in financial debts (including lease obligations) during the years 2025 and 2024 is included in cash flows from financing activities (see the consolidated statement of cash flows).

**NOTE 23. TRADE AND OTHER PAYABLES**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
Trade payables	14,004	17,248
Accrued invoices	17,691	20,675
Other	117	7,050
<b>TOTAL</b>	<b>31,812</b>	<b>44,973</b>

**NOTE 24. OTHER LIABILITIES**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
Commitment to repurchase securities held by minority shareholders/Co-Investors (see Note 10) <sup>(*)</sup>	32,405	16,289
Deferred consideration on the acquisition of Sword Consulting AG (formerly Incor AG) (see Note 11.2)	-	1,062
Contingent considerations on the acquisition of:		
- iDelta Ltd (see Note 11.1)	802	-
- Sword Consulting AG (formerly Incor AG) (see Note 11.2)	1,460	1,765
- Sword Software Development S.L.	-	183
<b>TOTAL OTHER NON-CURRENT LIABILITIES</b>	<b>34,667</b>	<b>19,299</b>
Value-added tax and other taxes	12,732	7,856
Social security and other social bodies	11 192	7,254
Commitment to repurchase securities held by minority shareholders/Co-Investors (see Note 10) <sup>(*)</sup>	-	23,496
Deferred consideration on the acquisition of Sword Consulting AG (formerly Incor AG) (see Note 11.2)	1,074	-
Contingent considerations on the acquisition of:		
- Bubble Go S.à r.l. (see Note 11.1)	606	-
- iDelta Ltd (see Note 11.1)	229	-
- Sword Consulting AG (formerly Incor AG) (see Note 11.2)	322	-
- Sword Software Development S.L.	142	415
- IACS Consulting Ltd (see Note 11.2)	-	210
- AiM Holding S.A.	107	106
Other	818	1,432
<b>TOTAL OTHER CURRENT LIABILITIES</b>	<b>27,222</b>	<b>40,769</b>

<sup>(\*)</sup> Under the netting agreements, the amounts to be reimbursed to Sword Group SE by minority shareholders/Co-Investors came to €1,475,000 as at 31 December 2024 and had been presented as a deduction from financial debts related to commitments to repurchase securities valued at €41,260,000. Following the termination of these plans, no receivables are recorded as at 31 December 2025. See Note 10.2.2.

**NOTE 25. TAXES****25.1 Breakdown of tax expense**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
<b>Tax on profit recognised in profit or loss</b>		
Current tax	4,605	5,477
Deferred tax	(419)	(379)
<b>TOTAL</b>	<b>4,186</b>	<b>5,098</b>

## 25.2 Reconciliation between theoretical and actual tax

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Profit before tax	23,437	27,220
Tax rate in force in Luxembourg	28%	28%
<b>Theoretical tax expense</b>	<b>6,562</b>	<b>7,622</b>
Impact:		
- Expenses not deductible in determining taxable profit	311	1,740
- Revenue exempt from taxation	(1,105)	(3,911)
- Differences in tax rate on profit of foreign subsidiaries	(1,872)	(1,986)
- Use of previously non-capitalised tax losses	(439)	(19)
- Non-capitalised tax on losses	715	1,428
- Other	13	224
<b>Effective tax expense</b>	<b>4,186</b>	<b>5,098</b>
<b>EFFECTIVE TAX RATE</b>	<b>17.86%</b>	<b>18.73%</b>

## 25.3 Breakdown of deferred tax assets and liabilities by type

<i>(In thousands of €)</i>	Balance as at 31 December 2024	Recognised in profit or loss	Recognised in other comprehensive income	Scope changes	Balance as at 31 December 2025
<b>Deferred tax assets/(liabilities)</b>					
Intangible assets	(2,020)	429	32	(1,887)	(3,446)
Deferred income	(74)	-	(1)	-	(75)
Provisions	67	3	-	-	70
	<b>(2,027)</b>	<b>432</b>	<b>31</b>	<b>(1,887)</b>	<b>(3,451)</b>
Tax losses	299	(329)	(19)	338	289
<b>DEFERRED TAX ASSETS/(LIABILITIES)</b>	<b>(1,728)</b>	<b>103</b>	<b>12</b>	<b>(1,549)</b>	<b>(3,162)</b>

## 25.4 Balance of deferred tax assets and liabilities

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Deferred tax assets	372	370
Deferred tax liabilities	(3,534)	(2,098)
<b>NET DEFERRED TAXES</b>	<b>(3,162)</b>	<b>(1,728)</b>

## 25.5 Unrecognised tax deficits

As at the reporting date, the Group had, in various tax jurisdictions, tax losses of around €14,273,000 (€15,306,000 in 2024) that are available to offset the future taxable profits of companies in which the tax losses arose, and for which no deferred tax asset was recognised due to the uncertainty of it being recovered.

These unrecognised tax losses expire as follows:

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
No expiry	275	66
Less than one year	110	69
Between one and two years	40	109
Between two and three years	115	40
Between three and five years	38	114
More than five years	13,695	14,908
<b>TOTAL</b>	<b>14,273</b>	<b>15,306</b>

## NOTE 26. PERSONNEL EXPENSES

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Gross remuneration	(145,801)	(127,383)
Social security contributions	(25,251)	(20,375)
Other benefits	(2,230)	(2,104)
<b>TOTAL</b>	<b>(173,282)</b>	<b>(149,862)</b>

The Group's average headcount is:

	31 December 2025	31 December 2024
Billable headcount	2,240	2,035
Non-billable headcount	270	238
<b>TOTAL</b>	<b>2,510</b>	<b>2,273</b>

Employee pension benefits for which provisions have been made as at the reporting date are presented in Note 20.

As at 31 December 2025 and 31 December 2024, the Group had no stock-option plans in place.

## NOTE 27. OTHER EXTERNAL CHARGES

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Subcontracting costs	(84,885)	(93,002)
Fees and commissions	(7,690)	(5,511)
Other external charges	(8,374)	(7,950)
<b>TOTAL</b>	<b>(100,949)</b>	<b>(106,463)</b>

## NOTE 28. ALLOCATIONS TO PROVISIONS AND REVERSALS OF PROVISIONS

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Allocations to provisions for retirement benefits	(14)	(31)
Allocations to other provisions	(379)	-
Reversals of other provisions	-	184
Allowances for doubtful accounts	(42)	(184)
Reversals of allowances for doubtful accounts	166	316
<b>TOTAL</b>	<b>(269)</b>	<b>285</b>

**NOTE 29. INCOME FROM DISPOSALS OF ASSETS AND SUBSIDIARIES**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
Disposal costs	(99)	-
Income from the disposal of non-consolidated investments <sup>(*)</sup>	-	346
Income from the disposal of consolidated investments (see Note 12.1)	514	(149)
Income from the disposal of property, plant and equipment	-	(3)
Income from the disposal of intangible assets	(9)	-
<b>TOTAL</b>	<b>406</b>	<b>194</b>

<sup>(\*)</sup> The income from the disposal of non-consolidated investments as at 31 December 2024 was made up of the capital gain on the repurchase of 51% of the share capital of AAA Group Ltd as at 1 April 2024.

**NOTE 30. IMPAIRMENT LOSS ON ASSETS**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
Impairment loss on intangible assets <sup>(*)</sup>	(8)	(94)
<b>TOTAL</b>	<b>(8)</b>	<b>(94)</b>

<sup>(\*)</sup> Related to product obsolescence.

**NOTE 31. OTHER NON-RECURRING ITEMS**

<i>(In thousands of €)</i>	<b>31 December 2025</b>	<b>31 December 2024</b>
Litigation costs	(23)	(198)
Restructuring costs	(2,140)	(971)
Acquisition costs	(2,868)	(2,617)
Other expenses	(4,328)	(1,894)
Other income	479	33
<b>TOTAL</b>	<b>(8,880)</b>	<b>(5,647)</b>

The litigation is mainly commercial and employment-related. As at 31 December 2025, other expenses are principally made up of redundancy payments amounting to €1,497,000, lease expenses of €256,000 and refurbishment costs related to a UK lease of €384,000.

**NOTE 32. FINANCIAL RESULT**

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Interest expenses on loans and financial debt	(2,849)	(2,362)
Interest expenses on lease obligations	(325)	(264)
<b>NET FINANCIAL DEBT COST</b>	<b>(3,174)</b>	<b>(2,626)</b>
Foreign-exchange gain	3,612	4,284
Foreign-exchange loss	(4,205)	(3,625)
Changes in fair value of contingent considerations	(81)	434
Changes in fair value for commitments to repurchase securities held by minority shareholders/Co-Investors	3,673	3,071
Other financial income	239	903
Other financial expenses	(299)	(371)
<b>FINANCIAL RESULT</b>	<b>(235)</b>	<b>2,070</b>

**NOTE 33. EARNINGS PER SHARE**

<i>(In thousands of € and units of account)</i>	31 December 2025	31 December 2024
<b>Profit for the year attributable to the Company's owners</b>	<b>19,048</b>	<b>21,809</b>
Weighted average number of ordinary shares in circulation	9,448,459	9,431,790
Impact of dilutive instruments	-	-
Diluted weighted average number of shares	9,448,459	9,431,790
<b>Earnings per share</b>		
Base net earnings per share	2.02	2.31
Diluted net earnings per share	2.02	2.31

**NOTE 34. SHARE CAPITAL**

As at 31 December 2025, the share capital stood at €9,545,000 (also €9,545,000 as at 31 December 2024), represented by 9,544,965 shares (also 9,544,965 shares as at 31 December 2024) with a par value of €1 each, fully paid up.

**NOTE 35. OWN SHARES**

As at 31 December 2024, a balance of 100,459 own shares were listed as investments acquired as part of a capital reduction that was due to be carried out over a 24-month period, i.e. by the end of October 2025 at the latest.

During the year, 24,288 own shares acquired in 2023 as part of the capital reduction were resold, yielding a capital gain of €24,000.

No shares were bought or cancelled in connection with this capital reduction.

As at 31 December 2025, there remained a balance of 76,171 own shares, held for potential acquisitions of new interests, in accordance with the new repurchase programme prepared by the General Meeting of Shareholders.

During the year ended 31 December 2025, no shares were bought or cancelled in connection with this external growth programme.

During 2025, 150,207 own shares (143,815 own shares in 2024) were acquired, costing in total €5,228,000 (€5,205,000 in 2024), and 170,423 own shares (177,515 own shares in 2024) were sold, bringing in a total of €6,026,000 (€6,484,000 in 2024).

As at 31 December 2025, there were a total of 88,998 own shares (compared with 109,214 own shares as at 31 December 2024).

**NOTE 36. DIVIDENDS**2025

The Board of Directors' meeting held on 10 March 2025 resolved to pay shareholders a dividend of €2.00 per share, resulting in a payout of €18,868,000.

2024

At its meeting on 29 February 2024, the Board of Directors resolved to pay shareholders a dividend of €1.70 per share, resulting in a payout of €15,986,000.

**NOTE 37. RELATED-PARTY TRANSACTIONS****37.1 Remuneration for members of the Board of Directors and management**

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Short-term benefits:		
- Gross (excluding benefits in kind)	(461)	(413)
- Employer contributions	(73)	(63)
- Benefits in kind	(42)	(41)
Directors' fees	(198)	(203)
Other fees	(880)	(645)
<b>TOTAL</b>	<b>(1,654)</b>	<b>(1,365)</b>

Such remuneration pertained to 11 members of the Board of Directors and management (compared with 13 in 2024).

**37.2 Other**

Financière Sémaphore, which holds a 17.9% interest in the Group, provided the following services:

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
Management fees	(250)	(175)
Fees related to disposals	(250)	(475)
<b>TOTAL</b>	<b>(500)</b>	<b>(650)</b>

During the year ended 31 December 2025, a company controlled by a Company director supplied Group companies with accounting and administrative services totalling €242,000 (€356,000 in 2024). This amount corresponds to the services rendered until 30 June 2025, the end date of this director's term of office. The commercial collaboration with this company continued in the second half of the year, following the end of the directorship of its controlling shareholder.

The Group granted loans of €1,420,000 as at 31 December 2024 to members of the Group's management to finance the acquisition of minority interests held by these members in certain subsidiaries. These loans bore interest at a rate of 4% per annum and matured in 2025.

Ruitor S.à r.l., a company controlled by Financière Sémaphore, provided the Group with offices in Luxembourg at a cost of €170,000 (compared with €165,000 in 2024).

Ardéva S.A., a company controlled by Ruitor S.à r.l., provided the Group with offices in Switzerland at a cost of €187,000 (compared with €161,000 in 2024).

Eiger SAS, a company controlled by Ruitor S.à r.l., recharged €226,000 in travel expenses to the Group (compared with €258,000 in 2024).

**NOTE 38. OFF-BALANCE-SHEET COMMITMENTS**

<i>(In thousands of €)</i>	31 December 2025	31 December 2024
<b>Sureties for third parties</b>	<b>51</b>	<b>49</b>
Between one and five years	51	49
<b>Other guarantees issued<sup>(1)</sup></b>	<b>500</b>	<b>511</b>
Less than one year	-	11
Between one and five years	500	500

<sup>(1)</sup> Including performance guarantees.

**NOTE 39. CONTINGENT LIABILITIES**

As at 31 December 2025 and 31 December 2024, there was no significant risk of contingent liabilities.

**NOTE 40. AUDITORS' FEES**

The table below details the amounts of auditors' fees for 2025 and 2024.

<i>(In thousands of €)</i>	Forvis Mazars		Other	
	31 December 2025	31 December 2024	31 December 2025	31 December 2024
Auditors & certification (separate & consolidated)	384	373	353	342
Legal, tax and management consulting	-	-	56	55
Other	19	18	24	4
<b>TOTAL</b>	<b>403</b>	<b>391</b>	<b>433</b>	<b>401</b>

**NOTE 41. SUBSEQUENT EVENTS**

Since the reporting date, the international geopolitical situation has deteriorated due to the escalation of the conflict involving Iran (the "Conflict"). The Group is monitoring the evolving situation and assessing the potential impact on its operations, financial performance and cash position as well as the value of its assets and the extent of its commitments.

The Group has a presence in Lebanon and the United Arab Emirates, among other places. To date, the areas where the Group's offices are located have not been directly affected by the military operations or by major restrictions likely to disrupt business.

Consolidated revenue generated in these regions accounts for approximately 3% of the Group's total revenue.

At this stage, the main potential impacts identified include (i) volatility in energy and commodity prices, (ii) disruptions to supply and transport chains (including insurability, availability and costs), (iii) increased volatility in exchange and interest rates, (iv) increased credit and/or counterparty risks, and (v) changes in the regulatory framework, including the introduction or tightening of penalties and restrictive measures.

Bearing in mind the uncertainty about how the Conflict and its indirect consequences will evolve, the Group, as at the reporting date, believes that this situation is not having a significant impact on the Group's business and does not affect its short- or medium-term outlook. However, the Group is keeping a close eye on the evolving geopolitical situation and is maintaining appropriate monitoring and anticipation mechanisms.

To the Shareholders of  
**SWORD GROUP SE**  
Société européenne

R.C.S. Luxembourg B168244

2-4, rue d'Arlon  
L-8399 Windhof

## REPORT OF THE RÉVISEUR D'ENTREPRISES AGRÉÉ

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the consolidated financial statements of **SWORD GROUP SE** and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

#### Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation N° 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of the "réviseur d'entreprises agréé" for the Audit of the Consolidated Financial Statements » section of our report. We are also independent of the Group in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the consolidated financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Emphasis of matter

We draw your attention to note 35, Own Shares, of the consolidated financial statements, which states that 24,288 own shares acquired in 2023 as part of the capital reduction were resold, yielding a capital gain of €24,000.

During the financial year ended 31 December 2025, no shares were purchased or cancelled as part of this capital reduction.

Our opinion is not modified in respect of this matter.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of the audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reasons for which a key audit matter has been raised	Response to the identified key audit matter
<b>Goodwill impairment</b>	
<p>As at 31 December 2025, goodwill stands at a net value of KEUR 83 281. Under the IFRS standards as adopted by the EU, the Company must perform a goodwill impairment test at least once a year. Impairment tests are significant for our audit in light of the complexity of the valuation process and the judgement and the assumptions adopted which are subject to economic developments and future business conditions.</p>	<p>We checked the cash-flow forecasts included in the annual goodwill impairment tests by considering the exact nature of previous forecasts.</p> <p>For our audit, we also critically examined and tested the key assumptions, methodologies, weighted average cost of capital and other data used and issued by management, for example comparing them with external and historical data, such as external market growth forecasts. We performed a sensitivity analysis within the framework of the valuation model used by the Group.</p> <p>Our department specialised in assessing valuations was integrated into the audit team to assist us with these activities.</p> <p>We focused on the sensitivity of the available margin in cash-generating units, evaluating whether any reasonable change in the assumptions could cause the net carrying amount to exceed the estimated value. We assessed the accuracy of previous estimates made by the Board of Directors.</p> <p>We also verified the appropriacy of the information in Note 13.3 to the consolidated financial statements.</p>
<b>Key observations communicated to those charged with governance</b>	<p>We have no comment based on the audit procedures carried out on this key audit matter.</p>

Reasons for which a key audit matter has been raised	Response to the identified key audit matter
<b>Revenue recognition</b>	
<p>As detailed in Note 7 to the consolidated financial statements, the Group sells its services to various customers and operates in a range of geographical and business sectors.</p>	<p>Our activities include assessing the revenue recognition method for complex contracts.</p>
<p>International Standards on Auditing require auditors to assume a fraud risk in revenue recognition when initially assessing the risk of material misstatements.</p>	<p>Drawing on the work already carried out by the subsidiaries' auditors, we tested the design and effectiveness of the controls implemented by management relating to analysing revenue recognition and identifying unusual contractual clauses</p>
<p>Some of the Group's revenue is generated by large-scale, complex contracts. As a result, it is necessary to assess the conditions under which risks and benefits are transferred to the buyer, in order to evaluate whether the income and expenses should be recognised in the current period.</p>	<p>Our activities included random testing of documentation indicating the delivery of licences or services, including contracts and correspondence with third parties, with a view to ensuring the accuracy and completeness of revenue recognition.</p>
	<p>We assessed the appropriacy of previous estimates made by management regarding the work in progress.</p>
<p><b>Key observations communicated to those charged with governance</b></p>	<p>We have no comment based on the audit procedures carried out on this key audit matter.</p>

Reasons for which a key audit matter has been raised	Response to the identified key audit matter
<b>Commitments to repurchase securities held by Co-investors</b>	
<p>As detailed in note 24 of the appendices to the consolidated financial statements, the commitments to repurchase securities held by co-investors amounted to a net value of KEUR 32 405 as at 31 December 2025.</p> <p>We considered that the valuation of the financial liability is significant for our audit, given the very significant impact of this financial liability on the group's total liabilities and on the degree of judgment involved in the valuation of this base, including the estimates on the basis of the achievement of future objectives</p>	<p>Our procedures include, among others, the valuation of the method of the various commitments in place to repurchase securities held by co-investors.</p> <p>We have carried out procedures including the reconciliation of historical data, the evolution of data in the medium term, the reasonableness of the assumptions made by the Board of Directors. We have carried out procedures relating to the existence of liabilities via direct confirmation with certain participations or reconciliation to contracts with certain participants.</p> <p>We have assessed the appropriateness of the estimates made by management</p>
<p><b>Key observations communicated to those charged with governance</b></p>	<p>We have no comment based on the audit procedures carried out on this key audit matter.</p>

### Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the consolidated annual report including the management report and the Corporate Governance Statement but does not include the consolidated financial statements and our report of the “réviseur d’entreprises agréé” thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

## **Responsibilities of the Board of Directors for the Consolidated Financial Statements**

The Board of Directors is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as adopted by the European Union, and for such internal control as the Board of Directors determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Board of Directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for presenting and marking up the consolidated financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format as amended ("the ESEF Regulation").

## **Responsibilities of the "réviseur d'entreprises agréé" for the Audit of the Consolidated Financial Statements**

The objectives of our audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "réviseur d'entreprises agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the "réviseur d'entreprises agréé" to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the "réviseur d'entreprises agréé". However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

Our responsibility is to assess whether the consolidated financial statements have been prepared in all material respects with the requirements laid down in the ESEF Regulation.

### **Report on Other Legal and Regulatory Requirements**

We have been appointed as “réviseur d’entreprises agréé” by the General Meeting of the Shareholders on April 28, 2025, and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 14 years.

The consolidated management report is consistent with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement, as published on the Company’s website <http://www.sword-group.com>, is the responsibility of the Board of Directors. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent, at the date of this report, with the consolidated financial statements and has been prepared in accordance with applicable legal requirements.

We confirm that the prohibited non-audit services referred to in the EU Regulation No 537/2014 were not provided and that we remained independent of the Group in conducting the audit.

We have checked the compliance of the consolidated financial statements of the Group as at 31 December 2025 with relevant statutory requirements set out in ESEF Regulation that are applicable to financial statements.

For the Group it relates to:

- Financial statements prepared in a valid XHTML format;
- The XBRL markup of the consolidated financial statements using the core taxonomy and the common rules on markups specified in the ESEF Regulation.

In our opinion, the consolidated financial statements of the Group as at 31 December 2025, identified as swordgroup-2025-12-31.zip, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Luxembourg, 27 March 2026

For Forvis Mazars, Cabinet de révision agréé  
5, rue Guillaume J. Kroll  
L-1882 Luxembourg

Valentin CIUDIN  
Réviseur d'entreprises agréé



# **07 COMPANY FINANCIAL STATEMENTS**

## 7 COMPANY FINANCIAL STATEMENTS AS AT 31 DECEMBER 2025

### 7.1 Balance sheet as at 31 December 2025

#### ASSETS

	Reference(s)	Current year	Previous year
<b>A. Subscribed capital unpaid</b>	1101	0,00	0,00
I. Subscribed capital not called	1102	0,00	0,00
II. Subscribed capital called but unpaid	1105	0,00	0,00
<b>B. Formation expenses</b>	1107	0,00	0,00
<b>C. Fixed assets</b>	1109	218 319 658,70	198 099 766,93
I. Intangible assets	1111	0,00	0,00
1. Costs of development	1113	0,00	0,00
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115	0,00	0,00
a) acquired for valuable consideration and need not be shown under C.I.3	1117	0,00	0,00
b) created by the undertaking itself	1119	0,00	0,00
3. Goodwill, to the extent that it was acquired for valuable consideration	1121	0,00	0,00
4. Payments on account and intangible assets under development	1123	0,00	0,00
II. Tangible assets	1125	206 805,22	389 339,91
1. Land and buildings	1127	0,00	0,00
2. Plant and machinery	1129	0,00	0,00
3. Other fixtures and fittings, tools and equipment	1131	206 805,22	389 339,91
4. Payments on account and tangible assets in the course of construction	1133	0,00	0,00
III. Financial assets	1135	218 112 853,48	197 710 427,02
1. Shares in affiliated undertakings	1137	217 677 733,60	197 597 300,08
2. Loans to affiliated undertakings	1139	0,00	0,00
3. Participating interests	1141	0,00	0,00
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests	1143	0,00	0,00
5. Investments held as fixed assets	1145	435 119,88	113 126,94
6. Other loans	1147	0,00	0,00

The notes hereinafter form an integral part of the financial statements.

## ASSETS (continued)

	Reference(s)	Current year	Previous year
<b>D. Current assets</b>		<b>73 947 154,85</b>	<b>89 904 789,07</b>
I. Stocks		<b>0,00</b>	<b>0,00</b>
1. Raw materials and consumables		<b>0,00</b>	<b>0,00</b>
2. Work in progress		<b>0,00</b>	<b>0,00</b>
3. Finished goods and goods for resale		<b>0,00</b>	<b>0,00</b>
4. Payments on account		<b>0,00</b>	<b>0,00</b>
II. Debtors		<b>69 069 114,19</b>	<b>68 121 674,55</b>
1. Trade debtors		<b>0,00</b>	<b>0,00</b>
a) becoming due and payable within one year		<b>0,00</b>	<b>0,00</b>
b) becoming due and payable after more than one year		<b>0,00</b>	<b>0,00</b>
2. Amounts owed by affiliated undertakings		<b>68 793 318,03</b>	<b>65 011 552,32</b>
a) becoming due and payable within one year		<b>68 793 318,03</b>	<b>65 011 552,32</b>
b) becoming due and payable after more than one year		<b>0,00</b>	<b>0,00</b>
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests		<b>0,00</b>	<b>0,00</b>
a) becoming due and payable within one year		<b>0,00</b>	<b>0,00</b>
b) becoming due and payable after more than one year		<b>0,00</b>	<b>0,00</b>
4. Other debtors		<b>275 796,16</b>	<b>3 110 122,23</b>
a) becoming due and payable within one year		<b>162 004,39</b>	<b>2 998 701,13</b>
b) becoming due and payable after more than one year		<b>113 791,77</b>	<b>111 421,10</b>
III. Investments		<b>3 195 028,20</b>	<b>3 898 939,80</b>
1. Shares in affiliated undertakings		<b>0,00</b>	<b>0,00</b>
2. Own shares	<b>7.4</b>	<b>3 195 028,20</b>	<b>3 898 939,80</b>
3. Other investments		<b>0,00</b>	<b>0,00</b>
IV. Cash at bank and in hand		<b>1 683 012,46</b>	<b>17 884 174,72</b>
<b>E. Prepayments</b>		<b>469 155,11</b>	<b>494 196,97</b>
<b>TOTAL (ASSETS)</b>		<b>292 735 968,66</b>	<b>288 498 752,97</b>

The notes hereinafter form an integral part of the financial statements.

## CAPITAL, RESERVES AND LIABILITIES

	Reference(s)	Current year	Previous year
<b>A. Capital and reserves</b>			
I. Subscribed capital	1301 <u>7, 7.3</u>	301 <u>200 188 129,24</u>	302 <u>220 246 315,22</u>
II. Share premium account	1302 <u>7.1, 7.3</u>	303 <u>9 544 965,00</u>	304 <u>9 544 965,00</u>
III. Revaluation reserve	1305 <u>7.1, 7.3</u>	305 <u>70 676 064,46</u>	306 <u>70 676 064,46</u>
IV. Reserves	1307	307 <u>0,00</u>	308 <u>0,00</u>
1. Legal reserve	1309 <u>7.2, 7.3</u>	309 <u>4 149 524,70</u>	310 <u>4 853 436,30</u>
2. Reserve for own shares	1311 <u>7.3, 7.4</u>	311 <u>954 496,50</u>	312 <u>954 496,50</u>
3. Reserves provided for by the articles of association	1313	313 <u>3 195 028,20</u>	314 <u>3 898 939,80</u>
4. Other reserves, including the fair value reserve	1315	315 <u>0,00</u>	316 <u>0,00</u>
a) other available reserves	1403	403 <u>0,00</u>	404 <u>0,00</u>
b) other non available reserves	1401	401 <u>0,00</u>	402 <u>0,00</u>
V. Profit or loss brought forward	1408	408 <u>0,00</u>	409 <u>0,00</u>
VI. Profit or loss for the financial year	1319 <u>7.3</u>	319 <u>117 007 633,06</u>	320 <u>128 634 706,92</u>
VII. Interim dividends	1321 <u>7.3</u>	321 <u>-1 190 057,98</u>	322 <u>6 537 142,54</u>
VIII. Capital investment subsidies	1323	323 <u>0,00</u>	324 <u>0,00</u>
<b>B. Provisions</b>			
1. Provisions for pensions and similar obligations	1325	325 <u>0,00</u>	326 <u>0,00</u>
2. Provisions for taxation	1327	327 <u>0,00</u>	328 <u>0,00</u>
3. Other provisions	1329	329 <u>0,00</u>	330 <u>0,00</u>
<b>C. Creditors</b>			
1. Debenture loans	1405	405 <u>92 547 839,42</u>	406 <u>68 252 437,75</u>
a) Convertible loans	1407	407 <u>0,00</u>	408 <u>0,00</u>
i) becoming due and payable within one year	1409	409 <u>0,00</u>	410 <u>0,00</u>
ii) becoming due and payable after more than one year	1441	441 <u>0,00</u>	442 <u>0,00</u>
b) Non convertible loans	1443	443 <u>0,00</u>	444 <u>0,00</u>
i) becoming due and payable within one year	1445	445 <u>0,00</u>	446 <u>0,00</u>
ii) becoming due and payable after more than one year	1407	407 <u>0,00</u>	408 <u>0,00</u>
2. Amounts owed to credit institutions	1449	449 <u>0,00</u>	450 <u>0,00</u>
a) becoming due and payable within one year	1353 <u>B.1</u>	353 <u>90 080 488,89</u>	354 <u>56 140 479,15</u>
b) becoming due and payable after more than one year	1357	357 <u>614 831,98</u>	358 <u>140 479,15</u>
	1359	359 <u>89 465 656,91</u>	360 <u>56 000 000,00</u>

The notes hereinafter form an integral part of the financial statements.

## CAPITAL, RESERVES AND LIABILITIES (continued)

	Reference(s)	Current year	Previous year
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	1341	0,00	0,00
a) becoming due and payable within one year	1343	0,00	0,00
b) becoming due and payable after more than one year	1345	0,00	0,00
4. Trade creditors	1347	826 407,53	1 044 876,04
a) becoming due and payable within one year	1349 8.2	826 407,53	1 044 876,04
b) becoming due and payable after more than one year	1371	0,00	0,00
5. Bills of exchange payable	1373	0,00	0,00
a) becoming due and payable within one year	1375	0,00	0,00
b) becoming due and payable after more than one year	1377	0,00	0,00
6. Amounts owed to affiliated undertakings	1379	1 625 420,68	11 057 925,06
a) becoming due and payable within one year	1381 9.1	1 625 420,68	11 057 925,06
b) becoming due and payable after more than one year	1383	0,00	0,00
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385	0,00	0,00
a) becoming due and payable within one year	1387	0,00	0,00
b) becoming due and payable after more than one year	1389	0,00	0,00
8. Other creditors	1391	15 522,32	9 157,50
a) Tax authorities	1393	2 614,80	0,00
b) Social security authorities	1395	12 907,52	9 157,50
c) Other creditors	1397	0,00	0,00
i) becoming due and payable within one year	1399	0,00	0,00
ii) becoming due and payable after more than one year	1401	0,00	0,00
<b>D. Deferred income</b>	1403	<b>0,00</b>	<b>0,00</b>
<b>TOTAL (CAPITAL, RESERVES AND LIABILITIES)</b>	407	<b>292 735 968,66</b>	<b>288 498 752,97</b>

The notes hereinafter form an integral part of the financial statements.

## 7.2 Income statement for the year ended 31 December 2025

### PROFIT AND LOSS ACCOUNTS

	Reference(s)	Current year	Previous year
<b>1. Net turnover</b>	1701 <b>9.1, 10</b>	701 <b>4 008 749,60</b>	702 <b>4 012 532,00</b>
<b>2. Variation in stocks of finished goods and in work in progress</b>	1703	703 <b>0,00</b>	704 <b>0,00</b>
<b>3. Work performed by the undertaking for its own purposes and capitalised</b>	1705	705 <b>0,00</b>	706 <b>0,00</b>
<b>4. Other operating income</b>	1713 <b>9.1</b>	713 <b>516 977,88</b>	714 <b>14 138,10</b>
<b>5. Raw materials and consumables and other external expenses</b>	1671	671 <b>-5 205 383,93</b>	672 <b>-4 986 148,56</b>
a) Raw materials and consumables	1601	601 <b>0,00</b>	602 <b>0,00</b>
b) Other external expenses	1603 <b>11</b>	603 <b>-5 205 383,93</b>	604 <b>-4 986 148,56</b>
<b>6. Staff costs</b>	1605 <b>12</b>	605 <b>-196 838,83</b>	606 <b>-193 516,03</b>
a) Wages and salaries	1607	607 <b>-177 803,30</b>	608 <b>-175 343,00</b>
b) Social security costs	1609	609 <b>-19 035,53</b>	610 <b>-18 173,03</b>
i) relating to pensions	1653	653 <b>-12 872,37</b>	654 <b>-12 340,43</b>
ii) other social security costs	1655	655 <b>-6 163,16</b>	656 <b>-5 832,60</b>
c) Other staff costs	1613	613 <b>0,00</b>	614 <b>0,00</b>
<b>7. Value adjustments</b>	1657	657 <b>16 237,31</b>	658 <b>686 298,72</b>
a) in respect of formation expenses and of tangible and intangible fixed assets	1659 <b>4</b>	659 <b>-183 762,69</b>	660 <b>-183 701,28</b>
b) in respect of current assets	1661 <b>9.1, 13.1</b>	661 <b>200 000,00</b>	662 <b>870 000,00</b>
<b>8. Other operating expenses</b>	1621 <b>17</b>	621 <b>-427 218,95</b>	622 <b>-429 210,43</b>

The notes hereinafter form an integral part of the financial statements.

## PROFIT AND LOSS ACCOUNTS (continued)

	Reference(s)	Current year	Previous year
<b>9. Income from participating interests</b>	1715	<b>745 156,48</b>	<b>5 952 398,12</b>
a) derived from affiliated undertakings	1717 <b>14</b>	<b>745 156,48</b>	<b>5 952 398,12</b>
b) other income from participating interests	1719	<b>0,00</b>	<b>0,00</b>
<b>10. Income from other investments and loans forming part of the fixed assets</b>	1721	<b>49 900,64</b>	<b>67 276,65</b>
a) derived from affiliated undertakings	1723	<b>0,00</b>	<b>0,00</b>
b) other income not included under a)	1725	<b>49 900,64</b>	<b>67 276,65</b>
<b>11. Other interest receivable and similar income</b>	1727	<b>2 209 574,56</b>	<b>4 057 214,90</b>
a) derived from affiliated undertakings	1729 <b>9.1</b>	<b>1 749 134,46</b>	<b>2 116 177,19</b>
b) other interest and similar income	1731	<b>460 440,10</b>	<b>1 941 037,71</b>
<b>12. Share of profit or loss of undertakings accounted for under the equity method</b>	1663	<b>0,00</b>	<b>0,00</b>
<b>13. Value adjustments in respect of financial assets and of investments held as current assets</b>	1665 <b>13.2</b>	<b>4 891 958,88</b>	<b>359 104,60</b>
<b>14. Interest payable and similar expenses</b>	1627	<b>-7 685 926,62</b>	<b>-2 859 855,53</b>
a) concerning affiliated undertakings	1629 <b>9.1</b>	<b>-4 163 552,31</b>	<b>-286 180,92</b>
b) other interest and similar expenses	1631 <b>8.1</b>	<b>-3 522 374,31</b>	<b>-2 573 674,61</b>
<b>15. Tax on profit or loss</b>	1635 <b>15</b>	<b>0,00</b>	<b>0,00</b>
<b>16. Profit or loss after taxation</b>	1667	<b>-1 076 812,98</b>	<b>6 680 232,54</b>
<b>17. Other taxes not shown under items 1 to 16</b>	1637 <b>15</b>	<b>-113 245,00</b>	<b>-143 090,00</b>
<b>18. Profit or loss for the financial year</b>	1669	<b>-1 190 057,98</b>	<b>6 537 142,54</b>

The notes hereinafter form an integral part of the financial statements.

## 7.3 Notes for the year ended 31 December 2025

### Note 1: General information

Sword Group SE, hereinafter referred to as "the Company", is a European company (*Societas Europaea*, or SE) whose registered office was transferred on 26 March 2012 from France to Luxembourg.

The Company's purpose is:

- to acquire by way of participation, contribution, subscription, underwriting, option or negotiation or in any other manner any securities, titles, rights, patents and licences and other rights in rem, personal rights and interests, such as the Company deems necessary;
- generally to hold, manage, develop and sell them in whole or in part, for the price that the Company deems fit and in particular in return for shares or securities of any company purchasing them;
- to conclude, assist with or take part in financial, business or other transactions;
- to grant to any holding company, subsidiary or any other company associated in one way or another with the Company or any company belonging to the same group of companies (the "Associate") any assistance, loans, advances, guarantees or sureties (in the last two cases, including to third parties lending to the Associate);
- to borrow or raise funds in any manner whatsoever and to guarantee the repayment of any borrowed funds;
- to provide administrative consultancy and other services or carry out any research, development and supervisory activities, and any consultancy and production activities in the field of information systems;
- generally to conduct any type of activity that might seem incidental or facilitate the attainment of any or all of the aforementioned purposes;
- to conduct any commercial, technical and financial tasks, directly or indirectly connected to the areas described above, to facilitate the accomplishment of its purpose.

It may act directly or indirectly and carry out all these operations on its own behalf or on behalf of third parties, either alone or with any other person or company, either by itself or in association with company groupings or associations, and may do so in any form. It may also acquire interests and shareholdings in any companies or business deals of any nature whatsoever.

The Company, having its registered office in Windhof, was established for an indefinite period on 22 June 2001.

The Company prepares consolidated financial statements in accordance with the Law of 10 August 2015 on the accounting and annual accounts of companies in Luxembourg, as amended (hereinafter referred to as "the Law of 19 December 2002, as amended"). The Company is listed on Euronext Paris under ISIN number FR0004180578.

The consolidated financial statements are available on the Company's website at the following address: <https://www.sword-group.com/investors/>

### Note 2: Accounting principles

The Company keeps its books in euros. The financial statements have been prepared in accordance with Luxembourg legal and regulatory requirements under the historical-cost convention. The financial year coincides with the calendar year.

Accounting policies and measurement rules are – besides the ones laid down by the Law of 19 December 2002, as amended – defined by the Board of Directors. The preparation of the financial statements requires the use of certain critical accounting estimates by the Board of Directors which exercises its judgement in the process of applying the accounting principles. Any change in accounting estimates can give rise to a significant impact on the financial statements. The Board of Directors believes that the assumptions associated with these estimates are appropriate and that the financial statements present the Company's financial position and results fairly.

The Company makes estimates and assumptions that may affect the reported amounts of assets and liabilities in the next period. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The conflicts in Ukraine and Palestine had no negative impact on the activities of Group subsidiaries. The Group experienced consolidated growth of 12.2% on a like-for-like basis, yielding a consolidated EBITDA of 12.0%.

Consequently, the going concern basis remains appropriate.

## **Note 3: Measurement rules**

### **3.1 Intangible assets**

Intangible assets are recognised on the assets side of the balance sheet at historical cost, including incidental expenses, less depreciation calculated based on the estimated lives of property and value adjustments. Value adjustments are not continued if the reasons behind them no longer apply. This item, depreciated at a straight-line rate of 33%, is represented by a software licence and a website.

### **3.2 Property, plant and equipment**

Tangible assets are recognised on the assets side of the balance sheet at historical cost, including incidental expenses, less depreciation calculated based on the estimated lives of property and value adjustments. Value adjustments are not continued if the reasons behind them no longer apply. This item is depreciated at a straight-line rate of 20% and is represented by computer hardware.

### **3.3 Financial assets**

Financial assets are measured at historical cost, including incidental expenses or par value (loans given and received). In the event of an impairment which, in the opinion of the Board, is of a permanent nature, financial assets are subject to value adjustments. Value adjustments are not continued if the reasons behind them no longer apply.

To determine the existence of any value adjustments in respect of shares in affiliated undertakings, the Board of Directors took as its basis the difference between the net carrying amount of each investment and the relevant recoverable amount, determined on the basis of three-year cash-flow forecasts.

### **3.4 Debtors**

Debtors are recognised at their par value. They are subject to value adjustments when their recovery is compromised. Value adjustments are not continued if the reasons behind them no longer apply.

### **3.5 Investments**

The investments represented by shares in money market funds are measured at their fair value which is the latest price available as at the reporting date. Unrealised losses are recognised in the profit and loss account.

The investments represented by the Company's own shares are measured at their acquisition price, including incidental expenses. A value adjustment is recognised when the historical cost is less than the market price. According to the provisions of Article 430-18 of the Law of 10 August 1915 on commercial companies, as amended, an unavailable reserve with the value of the Company's own shares included in the balance sheet has been established on the liabilities side.

The market value corresponds to the latest price available on the day of valuation for investments officially allowed to be listed on the exchange or on another regulated market.

### **3.6 Prepayments**

This item comprises charges recognised during the year but which are attributable to a subsequent year.

### **Note 3: Measurement rules (continued)**

#### **3.7 Provisions**

At the end of each year, provisions are made to cover losses or debts which are clearly defined in nature but which as at the reporting date are either probable or certain and yet the amount or date of payment is uncertain, for all foreseeable risks and costs. Provisions relating to previous years are reviewed regularly and reversed through profit or loss if they are no longer required.

#### **3.8 Creditors**

These debts are recognised at their reimbursement value. They are recognised as subordinated debts when their status is subject to unsecured debts.

#### **3.9 Conversion of foreign-currency accounts**

All transactions denominated in a currency other than the euro are recognised at the exchange rate prevailing as at the transaction date. As at the reporting date:

- all assets denominated in currencies other than the euro, with the exception of cash at bank, investments, short-term receivables and fixed assets, are individually valued at the lower of the value based on the historical exchange rate or the value based on the exchange rate prevailing as at the reporting date;
- all liabilities denominated in currencies other than the euro, with the exception of short-term debt, are valued individually at the higher of the value based on the historical exchange rate or the value based on the exchange rate prevailing as at the reporting date;
- cash at bank, investments, receivables and short-term debt, by their liquid nature, denominated in currencies other than the euro, are valued at the exchange rate prevailing as at the reporting date;
- all fixed assets denominated in currencies other than the euro are converted into euros at the historical exchange rate prevailing as at the transaction date. As at the reporting date, these fixed assets are converted at the historical exchange rate.

Income and expenses in currencies other than the euro are converted into euros at the exchange rate prevailing as at the transaction date. Therefore, only realised foreign-exchange gains and losses and unrealised foreign-exchange losses are recognised in the profit and loss statement.

#### **3.10 Net turnover**

Turnover includes amounts resulting from services rendered by the Company to affiliated undertakings, net of any sales rebates and of value-added tax and other taxes related to turnover.

#### **3.11 Derivative financial instruments**

The Company may enter into financial instrument contracts such as options, swaps, futures or currency forward contracts. It initially recognises financial instruments at acquisition cost.

**Note 4: Intangible and tangible assets****4.1 Intangible assets**

In the year ended 31 December 2025, intangible assets developed as follows:

	Concessions, patents and licences	Payments on account	TOTAL
<b>Purchase price as at opening</b>	<b>317,448.53</b>	-	<b>317,448.53</b>
Additions	-	-	-
Transfers	-	-	-
<b>Purchase price as at year end</b>	<b>317,448.53</b>	-	<b>317,448.53</b>
<b>Value adjustments as at opening</b>	<b>(317,448.53)</b>	-	<b>(317,448.53)</b>
Allocations for the year	-	-	-
Reversals for the year	-	-	-
<b>Value adjustments as at year end</b>	<b>(317,448.53)</b>	-	<b>(317,448.53)</b>
<b>Net amount as at year end</b>	-	-	-
<b>Net amount as at opening</b>	-	-	-

**Note 4: Intangible and tangible assets (continued)****4.2 Tangible assets**

In the year ended 31 December 2025, tangible assets developed as follows:

	Plant and machinery	Other fixtures and fittings, tools and equipment	Payments on account	TOTAL
<b>Purchase price as at opening</b>	<b>19,294.00</b>	<b>959,098.30</b>	-	<b>978,392.30</b>
Additions	-	1,228.00	-	1,228.00
Transfers	-	-	-	-
Disposals	-	-	-	-
<b>Purchase price as at year end</b>	<b>19,294.00</b>	<b>960,326.30</b>	-	<b>979,620.30</b>
<b>Value adjustments as at opening</b>	<b>(19,294.00)</b>	<b>(569,758.39)</b>	-	<b>(589,052.39)</b>
Allocations for the year	-	(183,762.69)	-	(183,762.69)
Reversals for the year	-	-	-	-
<b>Value adjustments as at year end</b>	<b>(19,294.00)</b>	<b>(753,521.08)</b>	-	<b>(772,815.08)</b>
<b>Net amount as at year end</b>	-	<b>206,805.22</b>	-	<b>206,805.22</b>
<b>Net amount as at opening</b>	-	<b>389,339.91</b>	-	<b>389,339.91</b>

**Note 5: Financial assets**

In the year ended 31 December 2025, financial assets developed as follows:

	Shares in affiliated undertakings	Investments and other financial instruments held as fixed assets	TOTAL
<b>Purchase price as at opening</b>	<b>219,353,612.08</b>	<b>636,014.80</b>	<b>219,989,626.88</b>
Additions	21,236,085.34	321,992.94	21,558,078.28
Disposals	(6,000,771.82)	-	(6,000,771.82)
Transfers	-	-	-
<b>Purchase price as at year end</b>	<b>234,588,925.60</b>	<b>958,007.74</b>	<b>235,546,933.34</b>
<b>Value adjustment as at opening</b>	<b>(21,756,312.00)</b>	<b>(522,887.86)</b>	<b>(22,279,199.86)</b>
Allocations for the year	-	-	-
Reversals for the year	4,845,120.00	-	4,845,120.00
Amount carried forward from the year	-	-	-
<b>Value adjustment as at year end</b>	<b>(16,911,192.00)</b>	<b>(522,887.86)</b>	<b>(17,434,079.86)</b>
<b>Net amount as at year end</b>	<b>217,677,733.60</b>	<b>435,119.88</b>	<b>218,112,853.48</b>
<b>Net amount as at opening</b>	<b>197,597,300.08</b>	<b>113,126.94</b>	<b>197,710,427.02</b>

**5.1 Shares in affiliated undertakings**

During the year ended 31 December 2025, the Company performed the following intra-group transactions:

- acquisition of 1,189 shares in Sword Technologies S.A., a Luxembourg company, for €11,735,521.81, i.e. 22.95% of the company's share capital;
- acquisition of 518 shares in Sword Lebanon (Offshore) SAL, a Lebanese company, for €6,545,069.20, i.e. 16.71% of the company's share capital;
- acquisition of 33,400 shares in Sword Cyprus Ltd, a Cypriot company, for €455,494.51, i.e. 16.70% of the company's share capital;
- capital increase of Tipik Communication Agency S.A. for €2,500,000.00, while retaining 100% of this company's share capital.

During the year ended 31 December 2025, the Company performed the following third-party transaction:

- Following the capital increase mentioned above, disposal of 100% of Tipik Communication Agency S.A. for €1,900,000.00, yielding a loss of €4,100,771.82.
- This disposal includes two estimated additional payments, one of €750,000.00 to be paid in relation to the 2026 financial statements and the other of €4,500,000.00 in relation to the 2027 financial statements if the profitability conditions are met; these additional payments are not recorded in the Company's annual accounts as a matter of prudence.

**Note 5: Financial assets (continued)**

As at 31 December 2025, the Board of Directors believed that:

- for Sword Lebanon (Offshore) SAL, Sword Solutions Inc., Sword Suisse Holding and Sword Technologies S.A., the value of the companies exceeded the historical purchase price; as a result, no value adjustment was recorded for these securities as at 31 December 2025;
- for Sword Soft Ltd, a value-adjustment reversal of €4,845,120.00 was recorded, bringing the total value adjustment to €16,911,192.00 as at 31 December 2025 (€21,756,312.00 in 2024).

To determine the existence of any value adjustments in respect of shares in affiliated undertakings, the Board of Directors took as its basis the difference between the net carrying amount of each investment and the relevant recoverable amount, determined on the basis of three-year cash-flow forecasts.

As at 31 December 2025, shares in affiliated undertakings were represented by:

Subsidiary name	% held	Purchase price	Share of equity as at 31/12/2025 in €	Share of profit or loss as at 31/12/2025 in €	
<b>Sword Soft Ltd</b> , 1000 Great West Road, Brentford, Middlesex, TW8 9DW, England	100.00%	161,366,200.00	75,815,278	6,757,504	Audited
<b>Sword Suisse Holding S.A.</b> , 19 Avenue des Baumettes, CH-1020 Renens, Switzerland	100.00%	31,013,650.42	24,365,631	-1,669,459	Unaudited
<b>Sword Technologies S.A.</b> , 2 Rue d'Arlon, LU-8399 Windhof, Luxembourg	83.20%	20,979,121.63	8,253,944	1,261,652	Audited
<b>Sword Lebanon (Offshore) SAL</b> , Sodeco Road, Beirut, Lebanon	92.03%	19,321,458.04	10,851,907	3,537,134	Audited
<b>Sword Solutions Inc.</b> , 30 Broad Street, 14th Floor, New York, NY 10004, United States	100.00%	1,302,000.00	1,796,331	55,973	Unaudited
<b>Sword Cyprus Ltd</b> , 121 Prodromou Street, Nicosia, Cyprus	92.20%	606,494.51	890,121	204,121	Unaudited
<b>Sword Co-Investment Fund SCSp</b> , 2 Rue d'Arlon, LU-8399 Windhof, Luxembourg	0.01%	1.00	Immaterial	Immaterial	Unaudited
		<b>234,588,925.60</b>			

**5.2 Investments held as fixed assets**

During the year ended 31 December 2025, the Company subscribed to new shares as part of the capital increase of Senbiosys S.A., a Swiss company, for CHF 300,000.00 (equivalent to €320,992.94), representing 2.56% of that company's share capital.

As at 31 December 2025, the Company held the following:

- 10% of the share capital of Cowork Engineering SAS, amounting to €113,126.94;
- 10% of the share capital of Lyods Engineering Ltd, amounting to €522,877.87;
- 2.56% of the share capital of Senbiosys S.A., amounting to €320,992.94.

As at 31 December 2025, the Board of Directors resolved to maintain the value adjustment of €522,877.87 in respect of shares in Lyods Engineering Ltd, a company having its registered office in Hong Kong.

**Note 6: Other debtors**

During the year ended 31 December 2020, the Company granted long-term loans in foreign currency to senior executives of Group subsidiaries in connection with financing the acquisition of interests in Group subsidiaries. These loans historically bore interest at a fixed rate ranging between 2% and 4% and were fully repaid during 2025, including the interest due as at 31 December 2024.

During the year ended 31 December 2024, the Company had granted short-term loans in euros and foreign currencies to senior executives of Group subsidiaries and a long-term loan in foreign currency to a Group employee in connection with financing the acquisition of interests in Group subsidiaries.

Short-term loans bearing a fixed rate of 4% were fully repaid during 2025, including interest.

As at 31 December 2025, this short-term loan to a Group employee, including interest, came to €113,791.77. For the year ended 31 December 2025, this loan accrued €2,370.67 in interest.

During the year ended 31 December 2024, the Company granted a short-term loan of €85,000.00 to Cowork Engineering SAS. As at 31 December 2025, this short-term loan, including interest, came to €90,985.04. For the year ended 31 December 2025, this loan accrued €3,651.89 in interest.

Therefore, the position in terms of other debtors as at 31 December 2025 and 31 December 2024 was as follows:

	<b>2025</b>	<b>2024</b>
<b>Other debtors due within one year</b>		
Loans to the Group's directors	-	2,846,780.18
Loan against investments held as fixed assets	90,985.04	87,333.15
VAT receivables	40,446.57	63,860.02
Advance payments to ACD	29,845.00	-
Other	727.78	727.78
	<b>162,004.39</b>	<b>2,998,701.13</b>
<b>Other debtors due after more than one year</b>		
Loans to a Group employee	113,791.77	111,421.10
	<b>113,791.77</b>	<b>111,421.10</b>

**Note 7: Capital and reserves****7.1 Subscribed capital**

As at 31 December 2025 and 31 December 2024, the share capital stood at €9,544,965, represented by 9,544,965 shares with a par value of €1.00 each, fully paid up. The share capital is accompanied by a share premium account worth €70,676,064.46.

**7.2 Legal reserve**

Each year, a fixed percentage of 5% of the net profit, after absorption of deferred losses, if applicable, will be allocated to the legal reserve. The deduction will no longer be compulsory when the reserve reaches 10% of the share capital. The reserve cannot be distributed.

### 7.3 Changes in equity accounts

For the period ended 31 December 2025, the changes were as follows:

	01/01/2025	Allocation of profit or loss	Profit or loss for the financial year	Dividends paid	Own shares	31/12/2025
Share capital	9,544,965.00	-	-	-	-	9,544,965.00
Share premium account	70,676,064.46	-	-	-	-	70,676,064.46
Legal reserve	954,496.50	-	-	-	-	954,496.50
Reserve for own shares	3,898,939.80	-	-	-	(703,911.60)	3,195,028.20
Profit or loss brought forward	128,634,706.92	6,537,142.54	-	(18,868,128.00)	703,911.60	117,007,633.06
Interim dividends	-	-	-	-	-	-
Profit or loss for the financial year	6,537,142.54	(6,537,142.54)	(1,190,057.98)	-	-	(1,190,057.98)
<b>TOTAL</b>	<b>220,246,315.22</b>	<b>-</b>	<b>(1,190,057.98)</b>	<b>(18,868,128.00)</b>	<b>-</b>	<b>200,188,129.24</b>

### 7.4 Own shares

As at 31 December 2024, a balance of 100,459 own shares were listed as investments acquired as part of a capital reduction that was due to be carried out over a 24-month period, i.e. by the end of October 2025 at the latest.

During the year ended 31 December 2025, 24,288 own shares acquired in 2023 as part of the capital reduction were resold, yielding a capital gain of €24,000. No shares were bought or cancelled in connection with this capital reduction.

As at 31 December 2025, there remained a balance of 76,171 own shares, held for potential acquisitions of new interests, in accordance with the new repurchase programme prepared by the General Meeting of Shareholders.

During the year ended 31 December 2025, no shares were bought or cancelled in connection with this external growth programme.

As at 31 December 2025, there remained a balance of 12,827 own shares listed as investments, which provide support for the listed value of Sword Group shares (8,755 own shares as at 31 December 2024).

As at 31 December 2025, a total of 88,998 own shares, worth €3,195,028.20, were recognised under "Investments".

In accordance with the provisions of Article 430-18 of the Law of 10 August 1915 on commercial companies, as amended, an unavailable reserve for the amount of own shares included in the assets on the balance sheet has been established on the liability side, i.e. a total amount of €3,195,028.20.

**Note 8: Creditors****8.1 Amounts owed to credit institutions**

No amounts owed to credit institutions have a maturity of over five years. None of these amounts is covered by collateral. As at 31 December 2025, the breakdown of amounts owed to credit institutions was as follows:

	Amount drawn down	Authorised amount
Amounts owed to credit institutions due after more than one year	89,465,656.91	155,000,000.00
Amounts owed to credit institutions due within one year	153,533.74	-
Interest and commission payable	461,298.24	-
	90,080,488.89	155,000,000.00

*Classification of amounts owed to credit institutions due after more than one year*

"Amounts owed to credit institutions due after more than one year" comprises floating-rate syndicated loans that are subject to drawdowns by the Company in the form of promissory notes whose term can vary from one to six months. To classify outstanding promissory notes as at year end as financial debt due after more than one year, the following items were taken into account:

- the ability of the Company, without opposition on the part of the credit institutions that granted the loans, to renew the drawdowns for a period of at least one year (all credit openings valid as at 31 December 2024 cannot be reduced by the credit institutions within a 12-month period);
- the Company's desire to utilise that form of funding within the 12 months ahead.

*Bank covenants*

The Company pledges to maintain, in accordance with the covenant clauses:

- a net consolidated debt/consolidated EBITDA ratio of less than 3.5 or 3, depending on the agreement;
- a net consolidated financial debt/consolidated equity ratio of less than 1.

Should the Company fail to comply with the aforementioned covenants, the lending credit institutions can demand early reimbursement of the outstanding loan. As at 31 December 2025, the Company complied with these covenants.

**8.2 Trade creditors**

As at 31 December 2025 and 31 December 2024, trade creditors were as follows:

	<b>2025</b>	<b>2024</b>
Trade creditors	433,143.91	442,945.22
Trade creditors – invoices not received	393,263.62	601,930.82
	<b>826,407.53</b>	<b>1,044,876.04</b>

In 2024, there was an increase in invoices not received, related to exceptional fees of €300,000.00 to be received from Financière Sémaphore S.à r.l.

**Note 9: Related-party transactions****9.1 In respect of affiliated undertakings**

As at 31 December 2025, balance-sheet items in respect of affiliated undertakings were as follows:

	Amounts owed by affiliated undertakings due within one year	Amounts owed to affiliated undertakings due within one year
Sword Co-Invest Fund SCSp (LU)	27,881,577.17	-
Sword Technologies S.A. (LU)	20,450,385.09	-
Sword Software Development S.L. (ES)	7,720,275.94	-
Sword Soft Ltd (UK)	7,527,802.91	-
Sword Suisse Holding (CH)	3,950,483.44	-
Sword Solutions Inc. (US)	-	1,625,420.68
Miscellaneous affiliated undertakings	1,262,793.48	-
	68,793,318.03	1,625,420.68

The main balance-sheet items listed above were generated primarily by cash pooling. The main current accounts between Group companies were paid at a rate corresponding to the Euribor 3M plus a margin of 0.15%.

During the year ended 31 December 2025, the following events occurred:

- The Company took back €200,000.00 under a clawback provision vis-à-vis the current account of Sword Technologies S.A. As at 31 December 2025, there was a current-account waiver with a clawback provision vis-à-vis Sword Technologies S.A. amounting to €6,075,000.00. The Sword Technologies S.A. current-account total of €20,450,385.09 factors in this current-account waiver.
- Following the sale of Tipik Communication Agency S.A., yielding a loss of €4,100,771.82 (see Note 5.1), Tipik Communication Agency S.A.'s debt to the Company has been fully repaid (i.e. the total amount of €2,945,362.11) and the historical debt waiver with clawback provision, totalling €10,564,381.96, has been definitively written off.

For the year ended 31 December 2025, the main types of income and expenses in respect of affiliated undertakings were as follows:

	Expenses	Income
Management services	-	4,000,251.00
Dividends	-	745,156.48
Reversal of value adjustment in respect of financial assets	-	4,845,120.00
Capital loss on sale of participating interests	4,100,771.82	-
Subcontracting	609,897.80	-
Sponsorship	487,124.77	-
Trips and travel	219,835.00	-
Other miscellaneous expenses/income	27,994.94	8,498.60
Interest on cash-pooling current account	62,780.49	1,749,134.46
Current-account waiver/reversal with clawback provision	-	200,000.00
	5,508,404.82	11,548,160.54

## 9.2 In respect of non-consolidated companies sharing common senior executives

With regard to the year ended 31 December 2025, Financière Sémaphore S.à r.l., a Luxembourg company, performed the following services:

- assistance with the Company's executive management: €499,999.93 (€349,999.91 in 2024), including prospecting services for potential acquisition targets;
- success fees related to sales/acquisitions: €0.00 (€300,000.00 in 2024).

Eiger SAS, a company controlled by Ruitor S.à r.l., recharged a total of €226,060.03 in travel expenses to the Group (compared with €258,331.99 in 2024).

### Note 10: Net turnover

During the year ended 31 December 2025, turnover was €4,000,251.00 (€4,012,532.00 in 2024) and comprised services for all of the Group's subsidiaries as well as recharging of specific expenses.

The breakdown by geographical area was as follows:

- Europe: 96%
- Asia: 4%
- America: immaterial

### Note 11: Other external expenses

During the year ended 31 December 2025, other external expenses comprised acquisition, sale and restructuring fees, amounting to €1,487,327.87 (€1,698,810.24 in 2024), and fees relating to managing the holding company and its subsidiaries, amounting to €3,718,056.06 (€3,287,338.32 in 2024).

### Note 12: Staff

During the year ended 31 December 2025, the number of Company employees stood at an average of one person (which was also the case in 2024).

### Note 13: Value adjustments (depreciation and reversals)

#### 13.1 Reversals of value adjustments in respect of current assets

For the year ended 31 December 2025, reversals of value adjustments in respect of current assets comprised the following items:

- a reversal of a waiver with current-account clawback provision in respect of affiliated undertakings: €200,000.00 (€870,000 in 2024) – see Note 9.1.

#### 13.2 Reversals of value adjustments in respect of financial assets and of investments held as current assets

For the year ended 31 December 2025, reversals of value adjustments in respect of financial assets and of investments held as current assets comprised the following items:

- a reversal of a value adjustment in respect of Sword Soft shares, amounting to €4,845,120.00 (€450,630.00 in 2024) – see Note 5;
- a reversal of a value adjustment amounting to €46,838.88 in respect of own shares recognised under the current assets item "Investments" (compared with a value adjustment of €128,472.40 in 2024).

**Note 14: Income from participating interests**

For the year ended 31 December 2025, income from participating interests was represented exclusively by dividends received, totalling €745,156.48 (€0.00 in 2024).

For the year ended 31 December 2024, income from participating interests was represented exclusively by intra-group capital gains relating to the disposal of financial assets, totalling €5,952,398.12.

**Note 15: Tax**

The Company is subject to all taxes applicable to companies with share capital.

**Note 16: Off-balance-sheet commitments**

As at 31 December 2025 and 31 December 2024, the Company had no specific off-balance-sheet commitments. In general, the Company issues letters of financial support on behalf of Group subsidiaries as part of their client contracts which require a performance guarantee.

**Note 17: Board of Directors' remuneration**

For the year ended 31 December 2025, the directors received fees amounting to €165,000 (€150,000 in 2024). This amount is included in "Other operating expenses".

For the years ended 31 December 2025 and 31 December 2024, no advances or credits were paid to members of the administrative bodies.

**Note 18: Fees paid to the *Réviseur d'Entreprisés Agréé* (statutory auditor)**

In accordance with Article 65(1), 16° of the Law of 19 December 2002, as amended, the specified information has been omitted. Information on the audit fees is given in the consolidated financial statements and includes the audit fees for the financial statements.

**Note 19: Subsequent events**

Since the reporting date, the international geopolitical situation has deteriorated due to the escalation of the conflict involving Iran (the "Conflict"). The Company is monitoring the evolving situation and assessing the potential impact on its operations, financial performance and cash position as well as the value of its assets and the extent of its commitments.

The Company directly and indirectly owns two companies in Lebanon and indirectly owns one company in the United Arab Emirates. To date, the areas where these companies' offices are located have not been directly affected by the military operations or by major restrictions likely to disrupt business.

At this stage, the main potential impacts identified include (i) volatility in energy and commodity prices, (ii) increased volatility in exchange and interest rates, (iii) increased credit and/or counterparty risks, and (iv) changes in the regulatory framework, including the introduction or tightening of penalties and restrictive measures.

Bearing in mind the uncertainty about how the Conflict and its indirect consequences will evolve, the Company, as at the reporting date, believes that this situation is not having a significant impact on the Company's business and does not affect its short- or medium-term outlook. However, the Company is keeping a close eye on the evolving geopolitical situation and is maintaining appropriate monitoring and anticipation mechanisms.

To the Shareholders of  
**SWORD GROUP SE**  
Société européenne

R.C.S. Luxembourg B168244

2-4, rue d'Arlon  
L-8399 Windhof

## REPORT OF THE RÉVISEUR D'ENTREPRISES AGRÉÉ

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of **SWORD GROUP SE** (the "Company"), which comprise the balance sheet as at 31 December 2025, and the profit and loss account for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2025, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements.

#### Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession ("Law of 23 July 2016") and with International Standards on Auditing ("ISAs") as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" ("CSSF"). Our responsibilities under the EU regulation N° 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the « Responsibilities of the "réviseur d'entreprises agréé" for the Audit of the Financial Statements » section of our report. We are also independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the financial statements, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of matter

We draw your attention to note 7.4 “Own Shares” in the financial statements, where it is stated that, 24,288 own shares acquired in 2023 as part of the capital reduction were resold, yielding a capital gain of €24,000.

During the year ended 31 December 2025, no shares were bought or cancelled in connection with this external growth programme.

Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of the audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reasons for which a key audit matter has been raised	Response to the identified key audit matter
<b>Shares in affiliated undertakings and participating interests</b>	
<p>As at 31 December 2025, the Company owns a number of subsidiaries, recognized at acquisition cost, which may be subject to value adjustments in case of a permanent decrease in their value.</p> <p>The valuation of these investments is significant for our audit, given the carrying amount thereof and the judgement required in assessing the permanent nature of any value adjustment.</p>	<p>Test of substantive details have been conducted to ensure the existence of investments as well as the reconciliation of movements of shareholders’ funds in the course of the year.</p> <p>We assessed management’s handling of indicators of potential losses. In this assessment, the net carrying amount is used as a starting point for evaluating whether a loss is permanent, in addition to a qualitative analysis.</p> <p>We have also reviewed the adequacy of the information in Notes 5.1. “Shares in affiliated undertakings” and 5.2. “Investments held as fixed assets”.</p>
<p><b>Key observations communicated to those charged with governance</b></p>	<p>We have no comment based on the audit procedures carried out on this key audit matter.</p>

Reasons for which a key audit matter has been raised	Response to the identified key audit matter
<b>Revenue recognition</b>	
<p>The Company provides management services, as described in note 10 in the financial statements, to various subsidiaries. International Standards on Auditing require auditors to assume a fraud risk in revenue recognition when initially assessing the risk of material misstatements.</p>	<p>Our procedures included evaluating the income recognition method for management services contracts and the design and effectiveness of management controls regarding income recognition analysis and the identification of unusual contractual conditions.</p> <p>Detailed substantive procedures have been carried out with regard to the cost-plus analysis and testing of the calculation of the management fees and margin validation.</p>
<p><b>Key observations communicated to those charged with governance</b></p>	<p>We have no comment based on the audit procedures carried out on this key audit matter.</p>

### Other information

The Board of directors is responsible for the other information. The other information comprises the information stated in the management report and the Corporate Governance Statement but does not include the financial statements and our report of the “réviseur d’entreprises agréé” thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

### Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation and fair presentation of the financial statements in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the financial statements, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for presenting and marking up the consolidated financial statements in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format as amended ("the ESEF Regulation").

### **Responsibilities of the “réviseur d'entreprises agréé” for the Audit of the Financial Statements**

The objectives of our audit are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the “réviseur d'entreprises agréé” that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report of the “réviseur d'entreprises agréé” to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report of the “réviseur d'entreprises agréé”. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

### **Report on Other Legal and Regulatory Requirements**

We have been appointed as “réviseur d’entreprises agréé” by the General Meeting of the Shareholders on 28 April 2025 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 14 years.

The management report is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement, as published on the Company’s website <http://www.sword-group.com> is the responsibility of the Board of Directors. The information required by Article 68ter paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

We confirm that the audit opinion is consistent with the additional report to the audit committee or equivalent.

We confirm that the prohibited non-audit services referred to in the EU Regulation No 537/2014 were not provided and that we remained independent of the Company in conducting the audit.

We have checked the compliance of the financial statements of the Company as at 31 December 2025 with relevant statutory requirements set out in the ESEF Regulation that are applicable to financial statements.

For the company it relates to the financial statements prepared in a valid XHTML format.

In our opinion, the financial statements of the Company as at 31 December 2025, identified as swordgroup-2025-12-31.zip, have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Luxembourg, 27 March 2026

For Forvis Mazars, Cabinet de révision agréé  
5, rue Guillaume J. Kroll  
L-1882 Luxembourg

Valentin CIUDIN  
Réviseur d’entreprises agréé



## **08 ADDITIONAL INFORMATION**

## 8 ADDITIONAL INFORMATION

### 8.1 Memorandum and Articles of Association

#### Capital and Shares

The share capital is €9.545 million, or more precisely €9,544,965 (nine million five hundred and forty-four thousand nine hundred and sixty-five euros). It is divided into 9,544,965 shares worth €1 each, fully paid up and all of the same category. The shares shall be issued in paperless format.

Any shareholder, acting alone or in concert, who owns more than 5%, 10%, 15%, 20%, 25%, a third, half or two thirds of the capital or the voting rights is obliged to inform the Company of the total number of shares and voting rights held, by registered letter with acknowledgement of receipt, within four stock exchange trading days starting on the day where they learn that they have exceeded these shareholding thresholds. The same will apply whenever the person's holding falls below one of the said thresholds.

This information will also be provided to the Financial Sector Supervisory Commission within (i) 6 trading days of any transaction and (ii) 4 trading days of the date the said shareholding thresholds are crossed due to an event that modifies the distribution of the voting rights.

If shares have not been properly disclosed, voting rights shall be withdrawn from those shares exceeding the number that should have been declared until proper notification is provided.

The shares are freely tradable, notwithstanding any legal or regulatory provisions to the contrary.

#### Modifications of the Share Capital

1 – The share capital may be increased by whatever means and according to all the procedures provided for by law.

Payment for newly created shares may be made in cash, either by offsetting these against claims for liquidated amounts due from the Company or by incorporating reserves, profits or share premiums or by a contribution in kind or through the conversion of bonds.

Only the Extraordinary General Meeting shall have the power to decide on any increase in capital. It may also delegate this power to the Board of Directors in relation to the capital authorised by the Memorandum and Articles of Association.

The Board of Directors may decide to restrict increases in capital only for payments in cash corresponding to the amount subscribed.

In the event of a capital increase through the issue of shares for cash, pre-emptive rights shall be granted to the owners of the existing shares in accordance with the provisions laid down by law.

However, shareholders may individually waive their pre-emptive right during the General Meeting that decides on or authorises the share capital increase. In addition, the shareholders may, in the General Meeting, cancel this pre-emptive right in accordance with legal requirements.

2 – A capital increase may also arise following a request made by any shareholder to receive payment of all or some of the dividends to be distributed, in the form of shares when shareholders have been granted the right to do so by a resolution of the General Meeting or by the Board of Directors within the scope of a capital increase up to the amount of the authorised capital as defined under Article 8 of the Memorandum and Articles of Association and under Article 2.1 of the charter.

In such a case, the Board of Directors shall, within the statutory time limit, record the number of shares issued by virtue of the previous paragraph and shall record changes to the Memorandum and Articles of Association by means of a notarial deed.

The Extraordinary General Meeting may also delegate to the Board of Directors the power to actually reduce the share capital.

The Board of Directors may repurchase Company shares, within the limits provided by law and the authorisation granted by the Extraordinary General Meeting.

### Powers and General Meetings

The shareholders shall be given notice to attend General Meetings in accordance with the legal provisions and those of the Memorandum and Articles of Association. Article 18 of the Memorandum and Articles of Association lays down general rules for the General Meetings of Shareholders.

### **Convening Notices**

The shareholders shall convene at the Annual General Meeting on 28 April of each year at 11 a.m. in the municipality where the Company has its registered office or at any other venue indicated in the convening notice.

If the meeting date coincides with a bank holiday, the meeting shall be held the next working day.

Ordinary General Meetings may be called by the Board of Directors at any time during the year with a special notice to this effect.

One or more shareholders holding at least a total of 10% of the subscribed capital may request that a General Meeting be called. The notice to convene such a meeting shall state the items on the agenda.

The form of the meeting and the notice period shall be as required by law. Convening notices must indicate the venue for the meeting, which may be held at the registered office or at any other location, and the agenda.

### **Agenda**

The agenda is set by the person calling the meeting. It shall include, if appropriate, proposals made by one or more of the shareholders owning a total of at least 5% of the subscribed capital. These shareholders may request that one or more new items be included in the agenda of any General Meeting, subject to the time limits and procedures provided by law.

When a meeting has not been able to deliberate validly due to the absence of the required quorum, a second meeting shall be convened in the same way as the first, with the convening notice referring to the date of the first meeting.

### **Admission to the Meetings – Powers**

All shareholders shall be entitled to attend the General Meetings personally or by proxy, regardless of how many shares they hold, on supplying proof of identity and share ownership, in the form:

- either of a registration in their name;
- or of an entry of the securities in an account in the name of the shareholder or of the intermediary who is registered to represent them, as at the third working day preceding the General Meeting at midnight (00:00), Paris time.

However, the Board of Directors may reduce or waive such a notice period if this is in the interests of all the shareholders.

The shareholders may submit their vote by post but must request a postal vote form from the Company in order to do so. This form will include the information relating to the General Meeting in question and will be drafted in such a way that shareholders will be able to cast their vote on each of the resolutions proposed, in the order in which they are presented at the meeting. The request for the form must be addressed to the Company by any means and must be deposited or received at the registered office at least six days prior to the meeting.

To be valid, the ballot paper must include the following information:

- the shareholder's first name, surname and place of residence;
- an indication of the form in which the securities are held, the number of securities held and confirmation of the registration of the securities either in the registered share accounts or in the share accounts held by the authorised financial intermediary;
- the signature of the shareholder or their legal representative.

Postal votes must, in order to be taken into account, reach the Company at least three days before the General Meeting.

A shareholder can be represented by a third party in accordance with the conditions laid down by the regulations in force.

#### Holding of the Meeting – Meeting Committee (Secretary of the Meeting) – Minutes

The General Meeting shall be chaired by the Chairman of the Board of Directors or by a Director designated by the Board, if the convening notice comes from the latter, or failing that, by a person appointed by the meeting. It shall be chaired by the statutory auditor or company auditor as the case may be and by the court officer or by the liquidator in the other cases. Scrutineer duties are performed by the two Board members having the most votes, as long as they agree to these responsibilities. The committee appoints a secretary (who may be a non-shareholder).

The deliberations are recorded in minutes signed by the members of the committee and by the shareholders requesting them.

Copies or extracts of these minutes, to be submitted in court or elsewhere, are duly certified in the case of Ordinary General Meetings by the Chairman of the Board of Directors or a Director or the Secretary of the General Meeting and, in the case of Extraordinary General Meetings, by the Notary who is the depository for the minutes in question.

#### Conditions for Exercising Voting Rights – Majority Quorum

1 – The quorum shall be calculated taking into account all the shares that comprise the share capital, less those shares from which voting rights have been withdrawn by law.

For postal votes, only forms duly completed and comprising a reference to the certificate of deposit of the securities, received by the Company at least three days before the meeting is held, will be taken into consideration when determining the quorum.

2 – The Ordinary General Meeting cannot validly conduct business on the basis of the first convening notice, unless the shareholders present, represented or voting by post own at least a quarter of the share capital. In the absence of such a quorum, a second General Meeting will be called, without the need for a quorum, in the form envisaged within the provisions of Article 450-3 of the Law of 10 August 1915 on commercial companies, as amended.

The Extraordinary General Meeting cannot validly conduct business unless the shareholders present, represented or voting by post own at least half of the share capital at the time of the first convening notice. In the absence of such a quorum, a second General Meeting will be called, without the need for a quorum, in the form envisaged within the provisions of Article 450-3 of the Law of 10 August 1915 on commercial companies, as amended.

3 – In General Meetings, each member of the Meeting shall have the same number of votes as the number of shares he/she owns or represents without any limitation, with the sole exception of the cases provided for by law.

4 – At General Meetings, voting shall take place on a show of hands, by names being called out or by secret ballot or through the use of telecommunications, such as videoconferencing solutions or any other means of teletransmission that make it possible to identify the shareholder taking part in the General Meeting, as may be decided by the committee for the meeting or by the shareholders.

Resolutions of Ordinary General Meetings shall be made by a majority of the validly cast votes. The validly cast votes do not include those associated with the shares for which the shareholder has not taken part in the vote, abstained from voting or returned a blank or invalid vote.

Resolutions of Extraordinary General Meetings shall be by a majority of two thirds of the validly cast votes.

#### Dividend Policy

In accordance with Article 23 of the Memorandum and Articles of Association, the following items shall initially be deducted from the profits of the accounting year less any losses from the previous years:

- at least five percent (5%) to constitute the legal reserve; such a deduction will cease to be mandatory when the said reserves have reached a sum equal to one tenth of the capital, but will resume if for any reason whatsoever this percentage is no longer reached;
- and any amounts to be allocated to the reserve account by law.

The balance, plus profits carried forward, shall comprise the distributable profit that the General Meeting, on proposal from the Board of Directors, may resolve to distribute in full or in part as dividends, or allocated to reserve accounts, capital amortisation or carry forward.

The Extraordinary General Meeting may, subject to legal provisions, decide on the full or partial amortisation of the shares that will proportionally lose the right to a dividend and to the reimbursement of their par value.

This meeting may also, subject to legal provisions, decide to convert into capital shares those shares that have been fully or partially amortised.

In general, Sword Group shall pursue a dividend policy linked, on the one hand, to the profits of the year in question and, on the other, to the foreseeable development of the Group and its profitability.

## 8.2 Documents available to the public

All accounting, legal and other documents are available at the Company's registered office.

## 8.3 Person in charge of the annual report

The person in charge of the annual financial report is Jacques Mottard.

## 8.4 Statutory auditors of the accounts

Statutory audits of the accounts are carried out by Forvis Mazars Luxembourg, *Cabinet de Révision Agréé*, having its registered office at 5 Rue Guillaume J. Kroll, LU-1882 Luxembourg.

This appointment has been made on an annual basis by the Ordinary General Meeting since the meeting held on 3 May 2013 and was renewed by the Ordinary General Meeting on 28 April 2025 for a term expiring at the General Meeting called to approve the financial statements for the year ended 31 December 2025 (its renewal will be proposed at the General Meeting on 28 April 2026).

## 8.5 Statement by the person in charge of the annual financial report

Pursuant to Article 3 (2) c) of the Law of 11 January 2008 on transparency requirements for information about issuers whose securities are admitted to trading on a regulated market, as amended, we declare that these financial statements were prepared in accordance with applicable accounting standards and that, to the best of our knowledge, they give a true and fair view of the assets and financial position of Sword Group SE ("the Company") as at 31 December 2025 and of the results of its operations for the year then ended, and a description of the main risks and uncertainties facing the Company. The management report, to the best of our knowledge, presents truly and fairly the development, results and financial position of the Company.

Windhof, 27 March 2026

Jacques Mottard  
Chairman and Chief Executive Officer



# **09 OFFICES AND CONTACT DETAILS**

## OFFICES AND CONTACT DETAILS

Sword in Brussels	Avenue de Tervueren 270 BE-1150 Brussels Belgium
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Sword in Billingham	16 Earls Nook, Belasis Business Park, Billingham, Stockton-on-Tees, TS23 4EF England
Sword in Staines (London)	Staines One, Station Approach, Staines-upon-Thames, TW18 4LY England
Sword in Saint-Didier-au-Mont-d'Or (Lyon)	11 Rue Voie Lactée, 69370, Saint-Didier-au-Mont-d'Or France
Sword in Athens	Pyrna Complex, Building C, 3rd Floor, 15 Andrea Metaxa Street, 14564 Kifisia Greece
Sword in Chennai	Elnet Software City, 3rd Floor, TS 140, Block 2 & 9, Rajiv Gandhi Salai, Taramani, Chennai, 600 113 India
Sword in Beirut	Berytech Building (Mathaf), 6th Floor, Sodeco Road, Beirut Lebanon
Sword in Beiler (Luxembourg)	31A Duarrefstroos LU-9944 Beiler Luxembourg
Sword in Wasserbillig (Luxembourg)	68 Grand-Rue LU-6630 Wasserbillig Luxembourg
Sword in Windhof (Luxembourg)	2 Rue d'Arlon LU-8399 Windhof Luxembourg
Sword in Wolwelange (Luxembourg)	2 Um Emwee LU-8899 Wolwelange Luxembourg
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Sword in Riyadh (2/2)	9313 Street Number 92, Al Olaya, 2405, Riyadh 12214 Saudi Arabia
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Sword in Bellshill	New Alderston House, 3 Dove Wynd, Strathclyde Business Park, Bellshill, ML4 3FB Scotland
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Sword in Bern	Papiermühlestrasse 71 3014 Bern Switzerland
Sword in Eysin (Nyon)	Route de Crassier 7, Building A1 1262 Eysins (Nyon) Switzerland
Sword in Plan-les-Ouates (Geneva)	Skylab, Chemin du Pré-Fleuri 5, 1228 Plan-les-Ouates Route de la Galaise 24, 1228 Plan-les-Ouates Switzerland
Sword in Renens (Lausanne)	Avenue des Baumettes 19 1020 Renens Switzerland
Sword in Sion	Éconopôle, Route de la Drague 18 1950 Sion Switzerland
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Sword in Houston	800 Town and Country Blvd, Houston, Texas 77024 United States

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