

**SWORD**

UPGRADE YOUR BUSINESS

Recommended Cash Acquisition of Charteris Plc by Sword Soft Limited

(a wholly owned subsidiary of Sword Group SE)

Luxembourg, January 6th, 2014

Offer unconditional in all respects

Introduction

On 15 November 2013 the boards of Charteris Plc (Charteris) and Sword Soft Limited (Sword) announced the terms of an offer to be made by Sword for the entire issued and to be issued share capital of Charteris (Offer). The full terms and conditions of the Offer and the procedures for acceptance were set out in the offer document issued by Sword on 13 December 2013 (Offer Document).

The board of Sword is pleased to announce all of the conditions of the Offer have now been satisfied or waived and, accordingly, that the Offer is unconditional in all respects.

The Offer will remain open for acceptances until further notice.

As at 3 p.m. on 3 January 2014 Sword had received valid acceptances of the Offer in respect of 48,537,343 Charteris Shares (representing approximately 96.58 per cent. of the issued share capital of Charteris). None of these acceptances have been received from persons acting in concert with Sword and each of these acceptances will be counted towards the satisfaction of the acceptance condition under the Offer.

Prior to making the Offer, Sword obtained irrevocable undertakings to accept, or procure the acceptance of, the Offer from certain Charteris Shareholders in respect of 36,924,899 Charteris Shares, representing in aggregate approximately 73.48 per cent. of the issued share capital of Charteris. In respect of the Charteris Shares which are the subject of irrevocable undertakings, Sword had at 3 p.m. on 3 January 2014 received valid acceptances in respect of 36,924,899 Charteris Shares, representing approximately 73.48 per cent. of the issued share capital of Charteris.

As Sword is now interested in more than 75 per cent. of the issued share capital of Charteris, Sword intends to procure that Charteris applies to AIM for the cancellation of trading in Charteris shares on AIM.

Terms and expressions used in this announcement shall, unless the context otherwise requires, have the same meanings as given to them in the Offer Document, a copy of which is available at www.charteris.com.

Sword Group - Charteris

The Acquisition of Charteris strengthens our UK IT Services offerings

Investor Relations

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Sword Group

1,202 staff before acquisition
NYSE Euronext Paris - Compartment C
ISIN Code: FR0004180578
ICB: 9530 Software & Computer Services
Indices CAC® Small
CAC® Mid & Small
CAC® All-Tradable
CAC® All-Share

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