

**SWORD GROUP SE**

European Company

2-4 rue d'Arlon, L-8399 Windhof, Luxembourg B168244

**NOTICE OF CONVOCAATION TO THE SHAREHOLDERS  
FOR THE ANNUAL ORDINARY GENERAL MEETING OF THE COMPANY**

Ladies and Gentlemen shareholders are hereby notified that they are summoned to the Ordinary General Meeting on **April 29, 2024, at 11:00 am** at the registered office to deliberate on the following agenda:

***Under the authority of the General Meeting acting under the quorum and majority conditions of an Ordinary General Meeting:***

- Reading of the management report of the Board of Directors including the group management report and feedback on the conclusion of agreements referred to in article L.441-7 of the amended law of August 10, 1915, for the financial year ended December 31, 2023;
- Reading of the report of the approved statutory auditor on the 2023 annual accounts, the group's consolidated financial statements, and on the execution of its mission;
- Approval of the statutory accounts as of December 31, 2023;
- Approval of the consolidated accounts as of December 31, 2023;
- Allocation of the statutory exercise results as of December 31, 2023;
- Discharge to the directors for their management for the financial year 2023;
- Renewal of Mr. Jacques Mottard's director term;
- Renewal of Mr. François-Régis Ory's director term;
- Renewal of Mr. Frédéric Goosse's director term;
- Renewal of Mr. Nicolas Mottard's director term;
- Renewal of Mrs. Antonella Michelino's director term;
- Report on the remuneration awarded to the directors during the financial year 2023;
- Approval of the remuneration policy;
- Approval of the annual remuneration of the directors;
- Discharge to the approved statutory auditor for its mission for the financial year 2023;
- Renewal of the term of the approved statutory auditor;
- Powers for formalities.

Any shareholder, regardless of the number of shares owned, has the right to participate in the General Meetings, to be represented by proxy, or to vote by correspondence.

***For information:***

The documents and information that must be communicated to the General Meeting as well as the unique vote by correspondence and proxy form ("Unique Form") are available on the company's website (<https://www.sword-group.com/investors>) and at the registered office during an uninterrupted period starting the day of the publication of this notice and ending the day after the General Meeting. Each shareholder upon production of their title may obtain a free copy of the documents under the applicable legal conditions.

***Addition of items to the agenda and the right to submit resolution proposals:***

One or more shareholders holding together at least 5% of the company's share capital have the right to add new items to the agenda of the General Meeting and/or propose resolution projects concerning items already included or to be included in the agenda.

Such a request must be made in writing and addressed to the Company either by postal mail (to the registered office attention Stéphanie Desmaris) or by email (to [investorrelations@sword-group.lu](mailto:investorrelations@sword-group.lu)) for receipt no later than **April 6, 2024**.

The request must include either (i) the text of the new proposed agenda item(s) and the text of the corresponding resolution(s) along with an explanation or (ii) an alternative resolution project concerning an existing agenda item with a clear indication of which agenda item it concerns and an explanation. Additionally, the request must contain contact details (name, surname, phone number, postal or email address) of a contact person to allow the Company to acknowledge receipt of the request within forty-eight (48) hours as well as proof attesting to the shareholder status and representation of at least 5% of the company's shares in the form of a confirmation issued by a financial intermediary, provided that the requester must hold this status on the "Record Date" (see definition below).

***Right to ask written questions (via electronic means):***

Shareholders have the right to ask questions regarding items on the agenda of the General Meeting. The Company commits to responding to these questions within the limits of measures it can take to ensure the identification of shareholders, the smooth running of the General Meeting and its preparation, as well as the protection of confidentiality and its commercial interests.

***General Meeting – Participate by voting by correspondence, by proxy, or through a representative:***

Only shareholders whose shareholder status appears directly or indirectly in the company's shareholder register on the "Record Date" will have the right to participate by voting by proxy or by correspondence at the General Meeting. The "Record Date" is set for **April 15, 2024**.

The Ordinary General Meeting will validly deliberate on the agenda items if at least 25% of the issued share capital is present or represented. Resolutions concerning items on the agenda will be adopted by a simple majority of the votes validly cast by represented shareholders.

The Extraordinary General Meeting will validly deliberate on the agenda items if at least 50% of the issued share capital is represented. Resolutions concerning items on the agenda will be validly adopted if they are approved by at least two-thirds of the votes cast.

***Conditions for voting by post, by proxy or by mandatory:***

Shareholders registered on the "Record Date" may give voting instructions to the Chief Executive Officer or to a third party of their choice to vote at the General Meeting. To give voting instructions to the Chief Executive Officer, shareholders must send to the Company (attention Stéphanie Desmaris) the Unique Form duly completed, dated, and signed along with, if applicable, the registration certificate to be received at the latest by email (to [investorrelations@sword-group.lu](mailto:investorrelations@sword-group.lu)) on **April 24, 2024**.

The Chief Executive Officer will vote in accordance with the instructions given by the shareholder in the aforementioned Unique Form. If no voting instruction is given in the aforementioned Unique Form, the Chief Executive Officer will vote in favor of the resolutions proposed by the Board of Directors on the agenda.

The above-mentioned standard form is available on the company's website.

Shareholders who wish to revoke a Unique Form already sent to the Company can do so at any time by delivering another completed, dated, and signed form with a later date at the latest on **April 24, 2024**.

This notice shall serve as a notice of convocation unless any modifications are made to the agenda following requests for the inclusion of resolution proposals submitted by shareholders.

Luxembourg, March 28, 2024  
For the Board of Directors  
The President