




2025 Annual General Meeting

Paris | May 20, 2025



Watch the live webcast [here](#) or find us at www.groupeseb.com

Introduction

- 
- 01 2024 financial results and highlights
 - 02 1st quarter and 2025 outlook
 - 03 Strategy of sustainable growth and resilience
 - 04 Capital, dividend and governance
 - 05 Information prior to the vote on the resolutions
 - 06 Statutory auditors' reports
 - 07 Questions / Answers
 - 08 Vote on the resolutions

01

2024 financial results and highlights



01.1

Sustained momentum in 2024



Key figures

Sales

€8,266m

+5.0% LFL vs 2023

ORFA

€802m

+10.5% vs 2023

Operating margin

9.7%

vs 9.1% en 2023

Net profit, Group share

€232m

Adjusted* net profit, Group share

€422m

Net financial debt

€1,926m

Leverage stable at
1.8x EBITDA

Dividend

€2.80

Proposed at AGM
of May 20, 2025

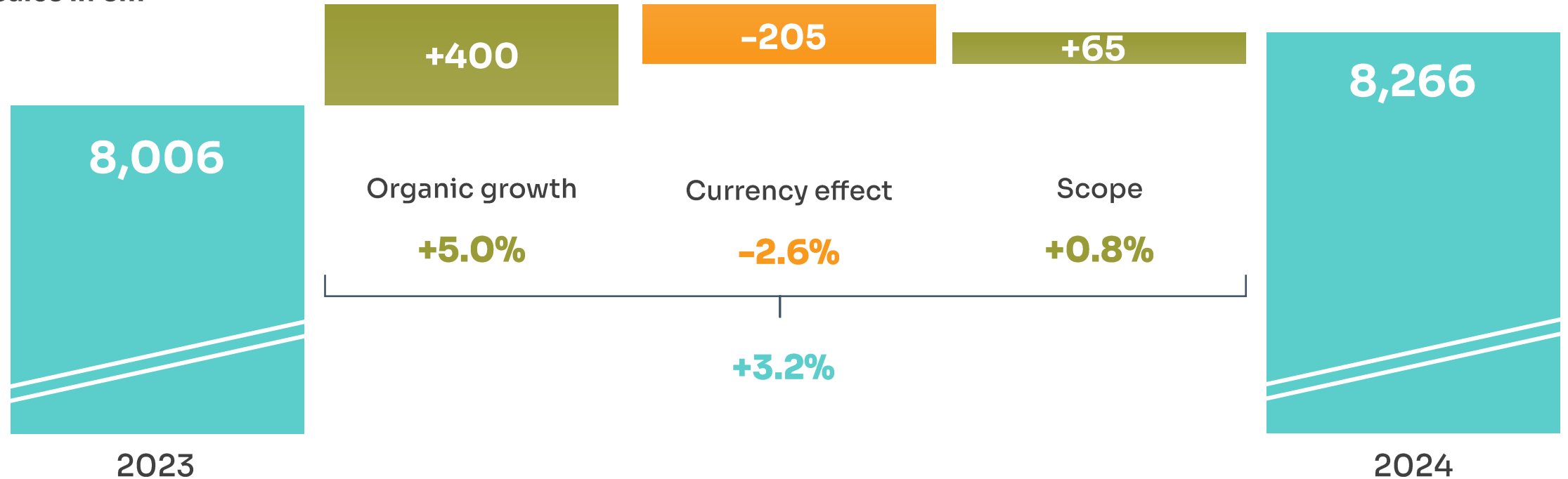
Sustained growth in 2024



- > **Annual revenue up by 5% organically**
- > **Steady growth** in annual **Consumer** sales
- > **Year of consolidation** at high levels in the **Professional** business
- > **Operating Result from Activity up 10%**
- > **Acquisitions and further strategic reinforcement** in the Consumer and Professional businesses

Robust annual performance, in line with expectations

Sales in €m



Year of consolidation in Professional Robust momentum in Consumer

SALES **€8,266m**

+3.2% reported

+5.0% LFL

Professional

€975m

+1.4%

-4.5% LFL

Consumer

€7,291m

+3.5%

+6.3% LFL

Professional Year of consolidation at high levels

FY 2024

€975m

+1.4%

-4.5% LFL



Organic decline on the back of an exceptional 2023 comparison base (+27% LFL)

- > Fewer deliveries under large deals...
- > ... but **good level of core business**

Continued strategic reinforcement

- > Start of construction for our new hub in **China**
- > Professional Culinary with the acquisition of **Sofilac** (Charvet/Lacanche)

Consumer

Steady growth in 2024

FY 2024

€7,291m

+3.5%

+6.3% LFL



Macroeconomic environment still complex

Small Domestic Equipment markets **buoyant** overall

Strong organic growth over the year: +6% / +9% excluding China

- > 0.2 points of growth linked to loyalty programs
- > Growth driven by EMEA and North America: all major countries in these regions are growing (excluding UK)

Widespread growth driven by strong momentum in EMEA and the Americas

In €m	2023	2024	2024 LFL
EMEA	3,475	3,733	+10.2%
AMERICAS	1,113	1,170	+9.4%
ASIA	2,457	2,388	-0.7%
TOTAL Consumer	7,045	7,291	+6.3%

2024 ORFA up by 10%

Operating Result
from Activity (ORFA)

€802m

+10.5% vs 2023

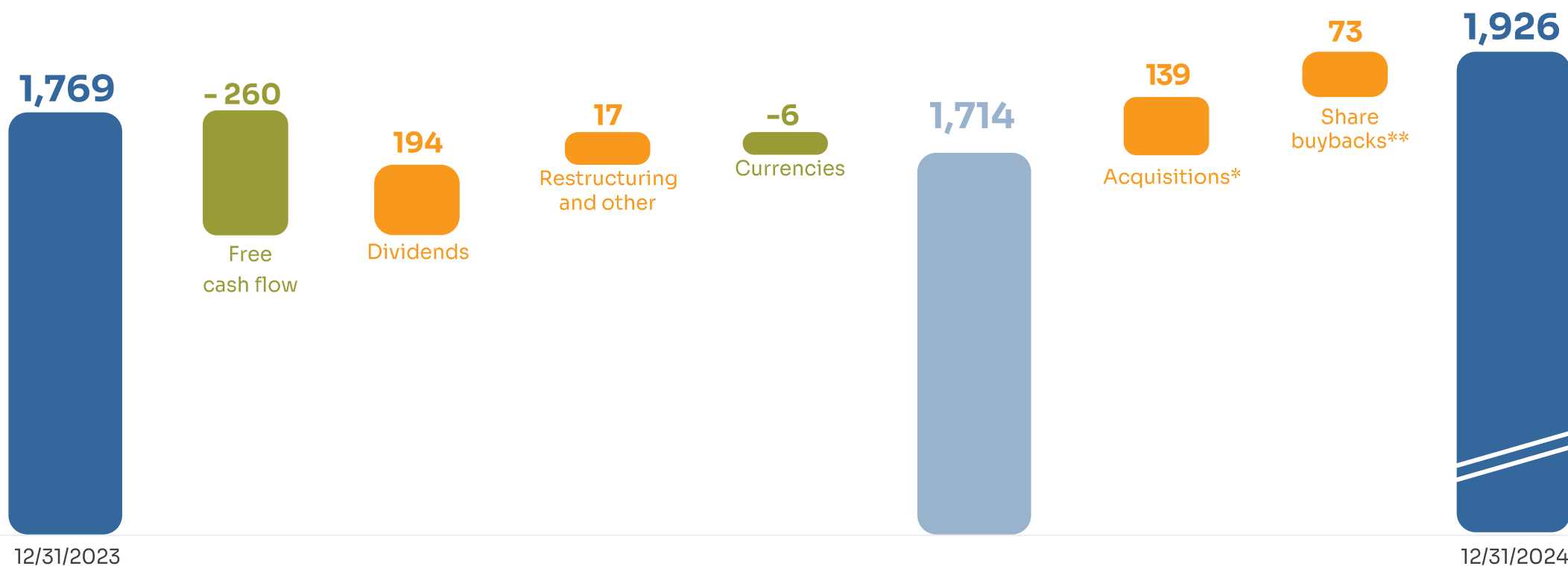
Operating margin

9.7%

+60bps vs 2023

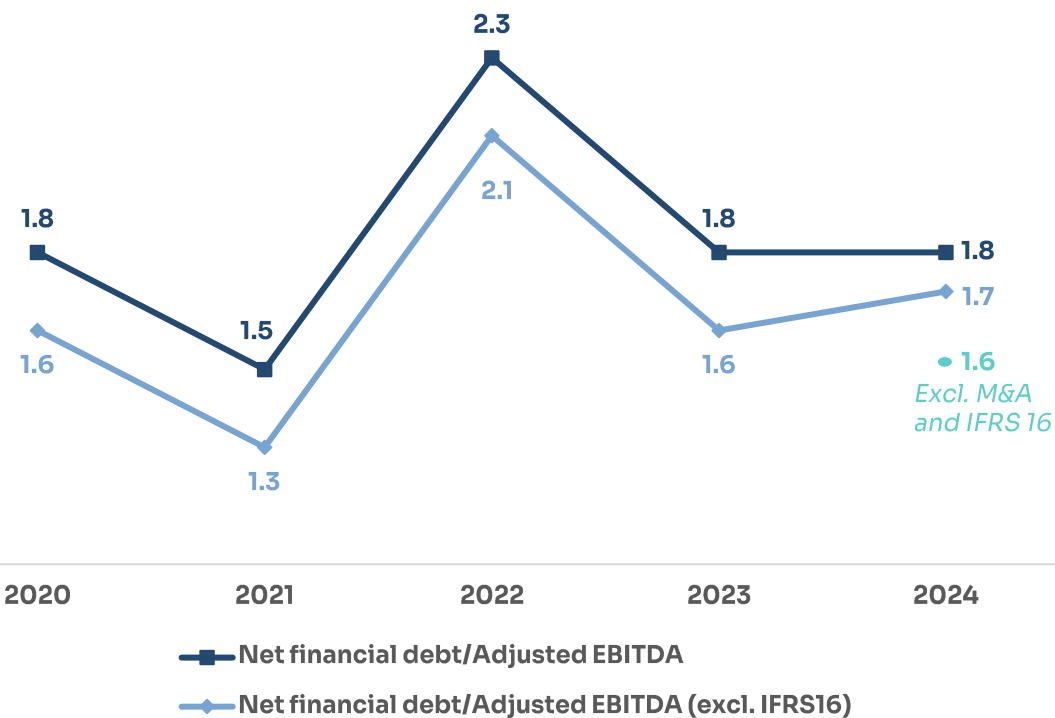
Change in net debt

En M€



Solid and balanced financial structure

Ratios at 31/12



- > **Stable leverage ratio at 1.8x**
- > **Strengthened financial structure and extension of average maturity**
 - New banking facility of €495m
 - 12-year private placement of €150m
- > **As of 12/31, €2.5bn in available liquidity**

01.2

Highlights



Highlights

New hub in China
Professional Coffee



Reinforced positions
in **Professional Culinary**



Decision of the **French**
Competition Authority

Autorité
de la concurrence



PFAS regulation in France



ESG 2030 strategy
&
SBTi Net Zero approval



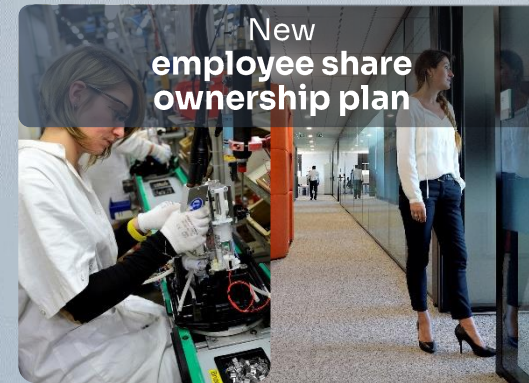
Refurbishment center
France



1st pan **recycling** program



New
employee share
ownership plan



2024 highlights

First professional equipment hub in China

R&D center, purchasing and production facility

Investment of €60m

Better **product coverage**

Major strengthening in the Chinese market



Delivery in Q3 2025

Serial production in January 2026

2024 highlights

Acquisition of Groupe Sofilac

High-end professional and semi-professional cooking equipment

- > **c.60 million in sales**, mostly in Professional segment
- > Present in more than **45 countries**, **1/3 of sales** from **exports**



High-end
cooking ranges



High-end professional
cooking appliances



Cooking
equipment



Reheating
equipment



Outdoor
kitchens

2024 highlights

French Competition Authority

Background

- > Investigation launched in **October 2013** covering the 2008-2013 period into the domestic electrical appliances market in France
- > French Competition Authority decision in **December 2024**: €189.5 million fine for Groupe SEB for vertical restriction, but full release on the cartel claim

Statement for appeal in Paris Court in February 2025

- > Pending the outcome of the judicial appeal proceeding, the fine was fully provisioned on 31/12/2024 and paid in full on 15/05/2025
- > Groupe SEB categorically refutes the allegations and assures that it has always complied with the law

2024 highlights

PFAS: a passed law excluding cookware

February 20, 2024: bill proposal submitted

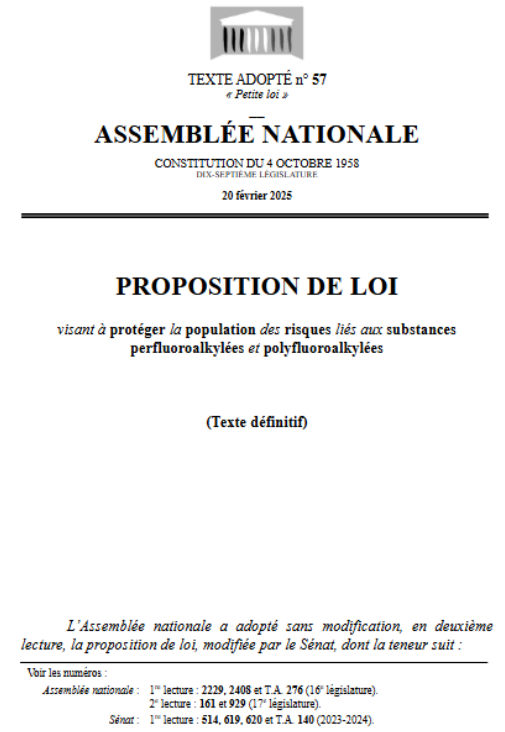
April 4, 2024: passed in the first reading at the National Assembly

→ **Cookware is removed from the bill proposal**

May 30, 2024: passed in the first reading at the Senate

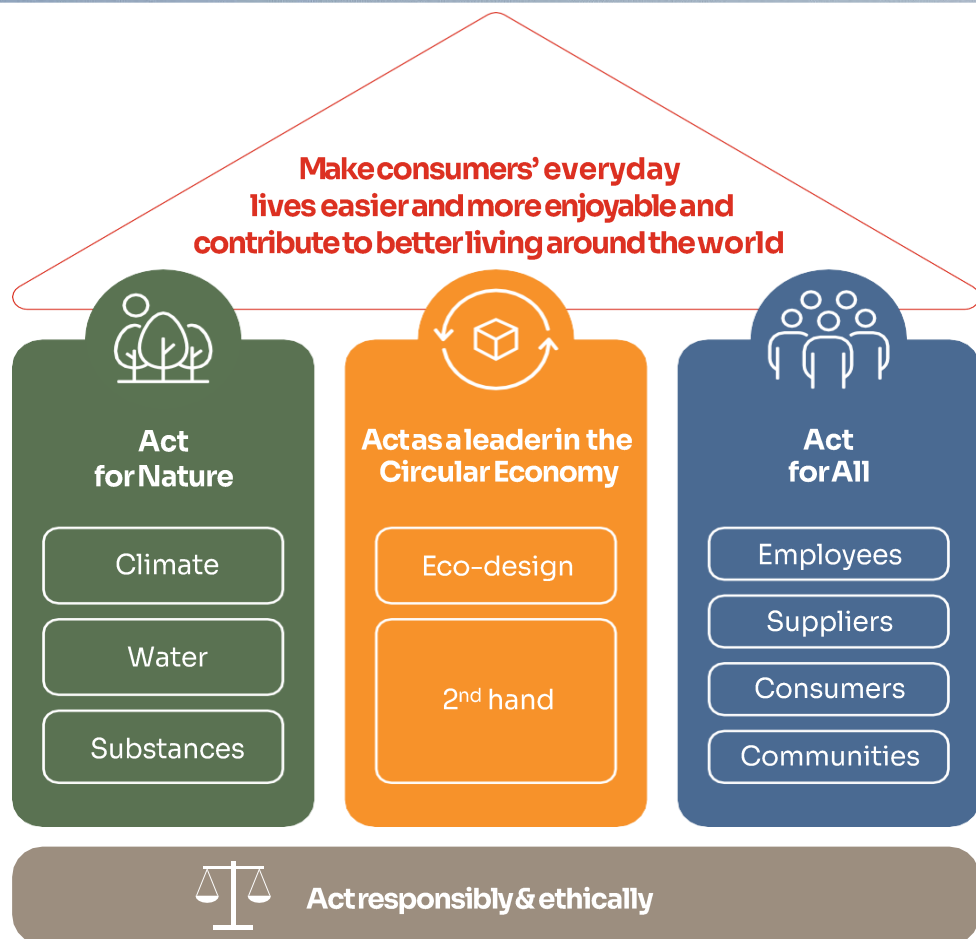
February 20, 2025: passed in the second reading at the National Assembly

February 27, 2025: Final enactment of the law



2024 highlights

ESG 2030 strategy & SBTi Net Zero validation



Presentation of the new ESG strategy 2030 in December 2024

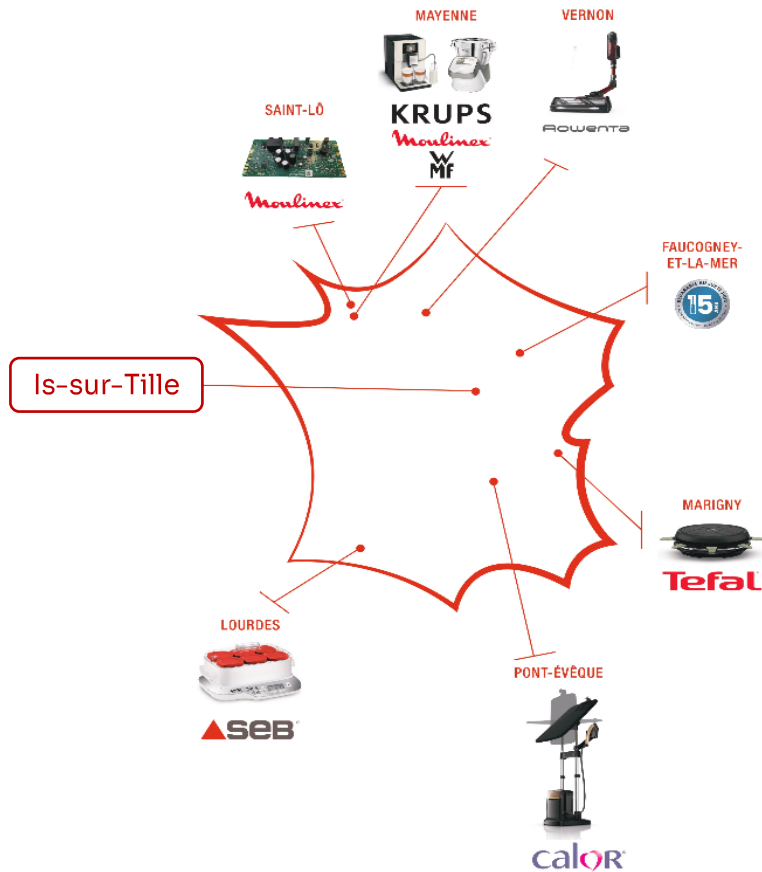
**ESG
INVESTOR DAY**

**New net-zero trajectory by 2050
approved by SBTi**



2024 highlights

1st refurbishment center in France

[Video](#)


- > **Existing expertise and know-how** at the Vernon, Pont-Evêque, and Mayenne sites to train teams at Is-sur-Tille
- > **Proximity** between the sites at Faucogney-et-la-Mer (stock of nearly 7.5 million spare parts) and Is-sur-Tille

2nd hand sales target by 2030

3 to 5% of revenue in Small Domestic Appliances*

2024 highlights

World first: launch of a pan recycling program

- > A collection initiative ongoing since 2012, with already **2 million pans collected**
- > In January 2025, the Group announces the launch of an aluminum **recycling program** in France
- > Objective: **20 million pans** by 2027
- > Environmental impact: **95% reduction** in CO2 emissions through aluminum recycling



2024 highlights

New employee share ownership plan « Horizon 2024 »

- > Launched in **37 countries**, to some **19,000 eligible employees**
- > Subscription rate of over 28%: **> 50% in France***
- > Total value of the plan: over **€19m**
- > **Employee share** ownership increased to **3.3%**



* Excluding retired people

02

1st quarter and 2025 outlook



02.1

1st quarter 2025



Key figures

Sales

€1,906m

- 0.6% LFL vs Q1 2024

ORFA

€50m

- 54.5% vs Q1 2024

Operating margin

2.6%

- 3.2 pts vs Q1 2024

Good start for the Consumer business

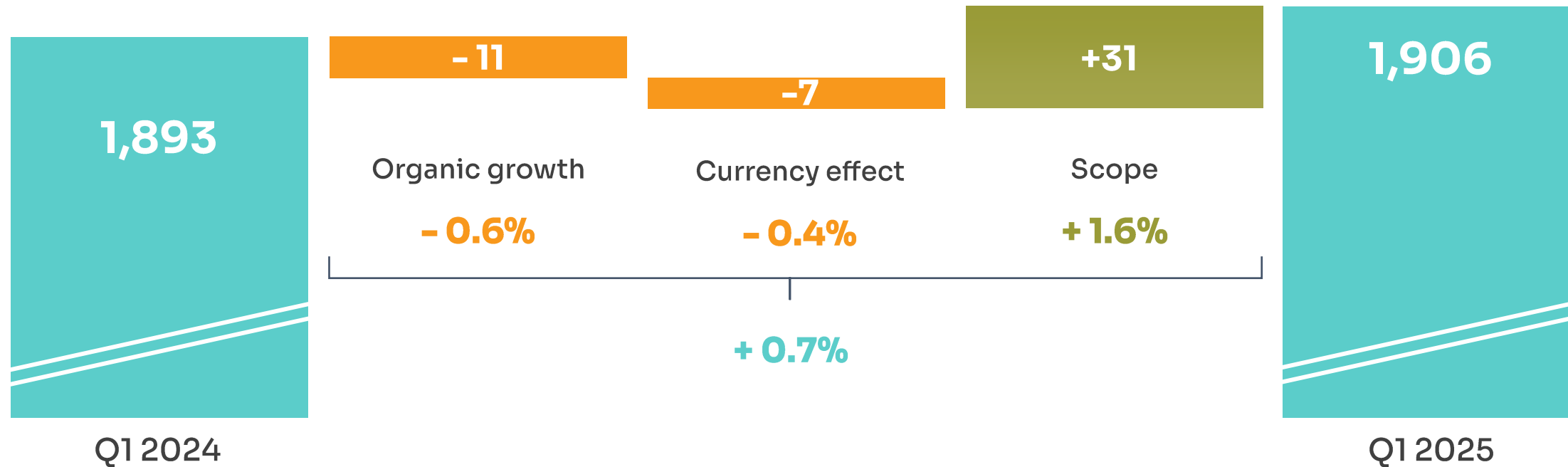
Return to growth in China



- > **Sales broadly stable** versus 2024
- > **Continued good dynamic in Consumer**, and return to **growth in China**
- > As expected, comparison base still high in **Professional Coffee**
- > **ORFA** evolution: lower contribution in Professional, one-off negative effects – incl. currencies

Broadly stable sales

Sales in €m



Professional

Comparison base still high

Q1 2025
€234m
- 9.2%
- 21.7% LFL



Continuation of a strong comparison base (+ 18.5% Q1 2024)

- > Focused on China in Professional Coffee
- > Sequential improvement expected from Q2

Near-stable core business in Q1

First quarter of consolidation of La Brigade de Buyer

Consumer

Continued organic growth

Q1 2025

€1,672m

+ 2.2%

+ 2.8% LFL

+ 3.3% excluding LP



Small Domestic Equipment markets still well oriented overall

Promising product launches and encouraging success for the upcoming quarters

Sell-out up in almost all geographies, in particular in Western Europe / France...

... and a noteworthy return to **growth in Asia**, more particularly in **China**

China back to growth

Innovation & activation, pillars of a reinforced leadership

Continued innovation in key categories...



...and for emerging categories



N°1 online
and social
commerce*

>2,000

Livestreams
weekly

>3,000

Influencers

*Tmall, JD.com, PinDuoDuo, TikTok



02.2

Outlook for 2025



Confirmation of our growth scenario for 2025

Full-year organic sales growth expected to be around 5%

Increase in ORFA as reported

Volatile and uncertain environment, but:

- > **Market resilience** in EMEA
- > **Growth prospects in Asia**, particularly in **China**, for the full year
- > Ability **to compensate the tariffs increase in the United States** – with a median estimate of the impacts linked to tariffs known to date
- > Performance of **our product innovations**
- > Gradual exit from a demanding comparison base **in Professional**

03

Strategy of sustainable growth and resilience



03.1

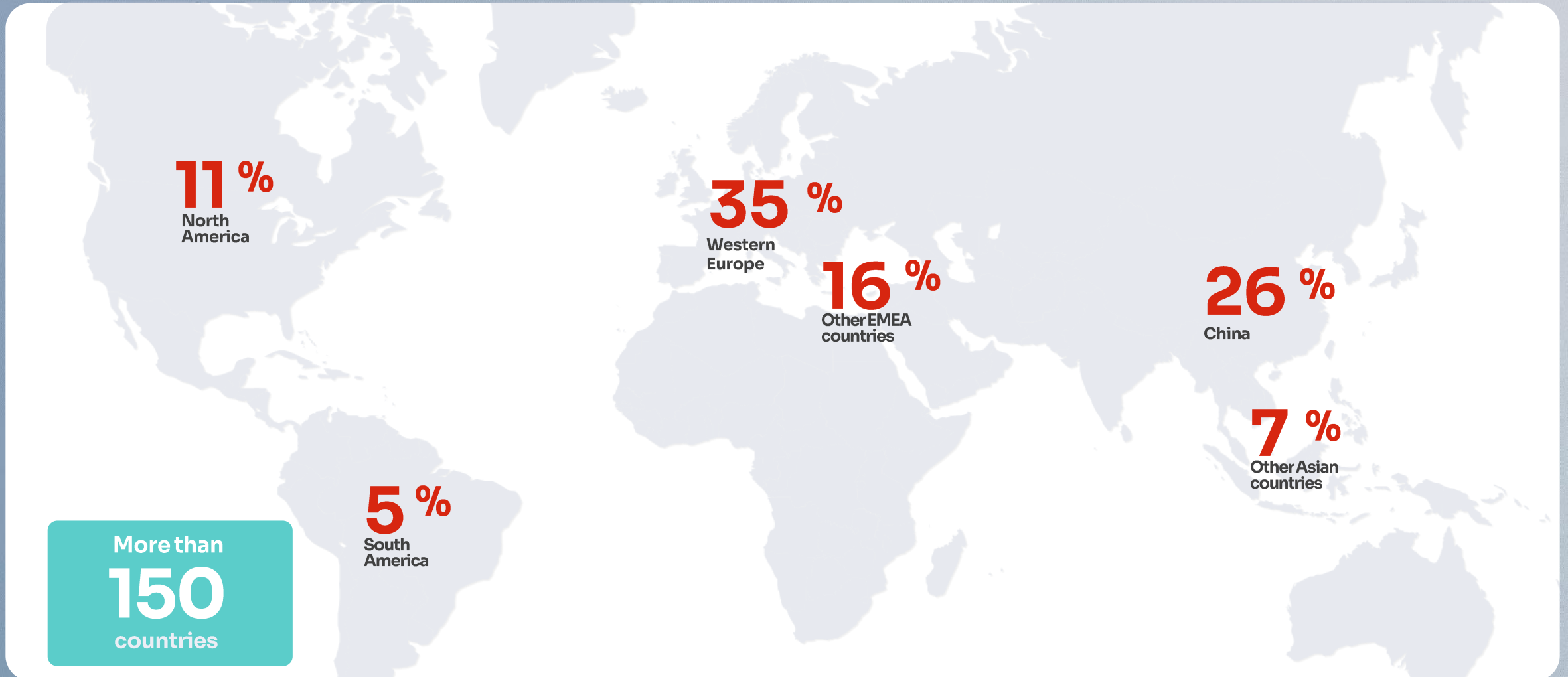
Growth and resilience, supported by solid pillars



Our mission

**“Make consumers’ everyday lives
easier and more enjoyable
and contribute to better living
all around the world”**

A global presence



2024 Consumer sales

A global and diversified industrial footprint

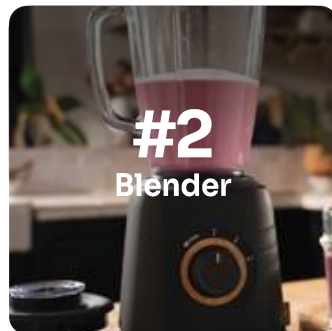


World-leading positions

75%

of sales

in markets where the Group is a leader*



Strong and complementary brands

CORE CONSUMER BRANDS

GLOBAL

Tefal
Rowenta **Moulinex** **KRUPS**

REGIONAL

SUPOR **ARNO** **IMUSA** **DASH**
seb **calor** **emsa**
ORIGINAL KAISER **MAHARAJA WHITELINE** **MIRRO** **WearEver** **PANEX**
ASIA **OBH NORDICA** **samurai** **Rochedo** **clock** **umco**

PREMIUM BRANDS

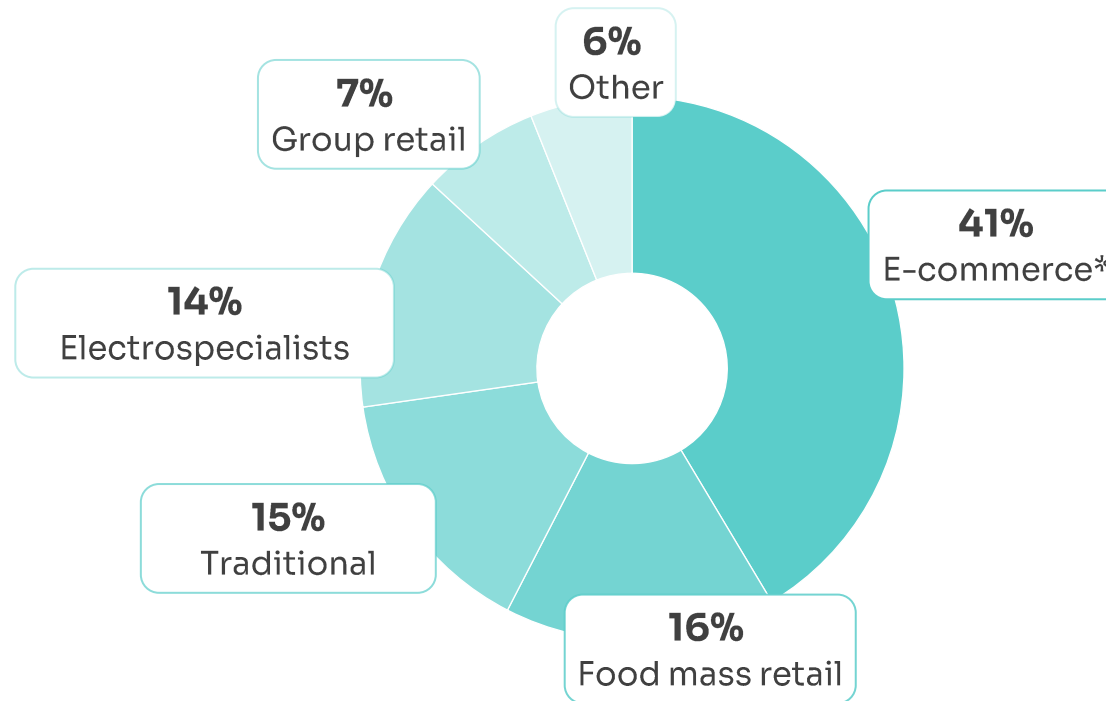
All-Clad **WMF** **Silit** **Lagostina**
LACANCHE **OpenCook** **Krampouz**
FORGE ADOUR

PROFESSIONAL BRANDS

CHARVET **schaerer** **Krampouz** **Curtis**
swiss coffee competence
AMBASSADE **SM** **WMF** **HEPP**
AIR'IT **zummo** **pacojet**
All-Clad **de Buyer** **SABATIER** **32 DUMAS**
METALCRAFTERS DEPUIS 1830 DEPUIS 1812 - THIERS

A strong and international commercial presence

Multi-channel coverage for Consumer business, presence in more than 150 countries



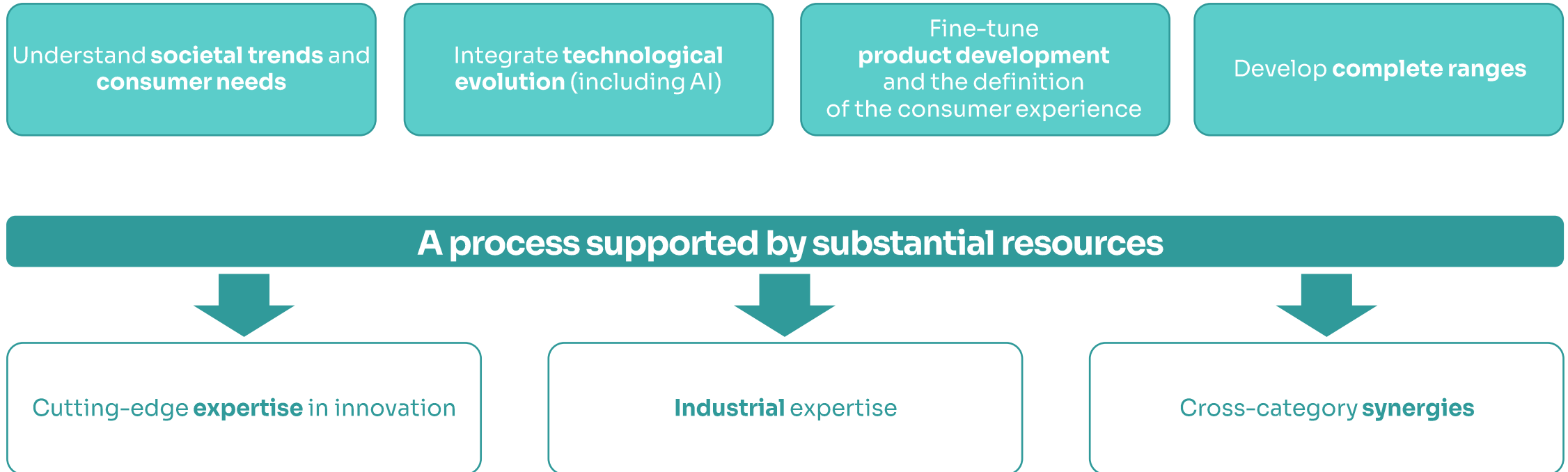
*Pure players, DTC and Click & Mortar (Group estimates)

03.2

... strengthened by
continuous innovation
in Consumer



A robust and structured innovation process



A LONG-STANDING COMMITMENT TO IMPROVING CONSUMERS' EVERYDAY LIVES

Linen care

Complete category coverage

[Video](#)

Core business



Ultimate
Power Pro



Pro Express
Ultimate II



Pro Express
Vision

New uses



Pure Pop



Pure Force



Aerosteam

New territories



Spot
cleaner
« Clean it »

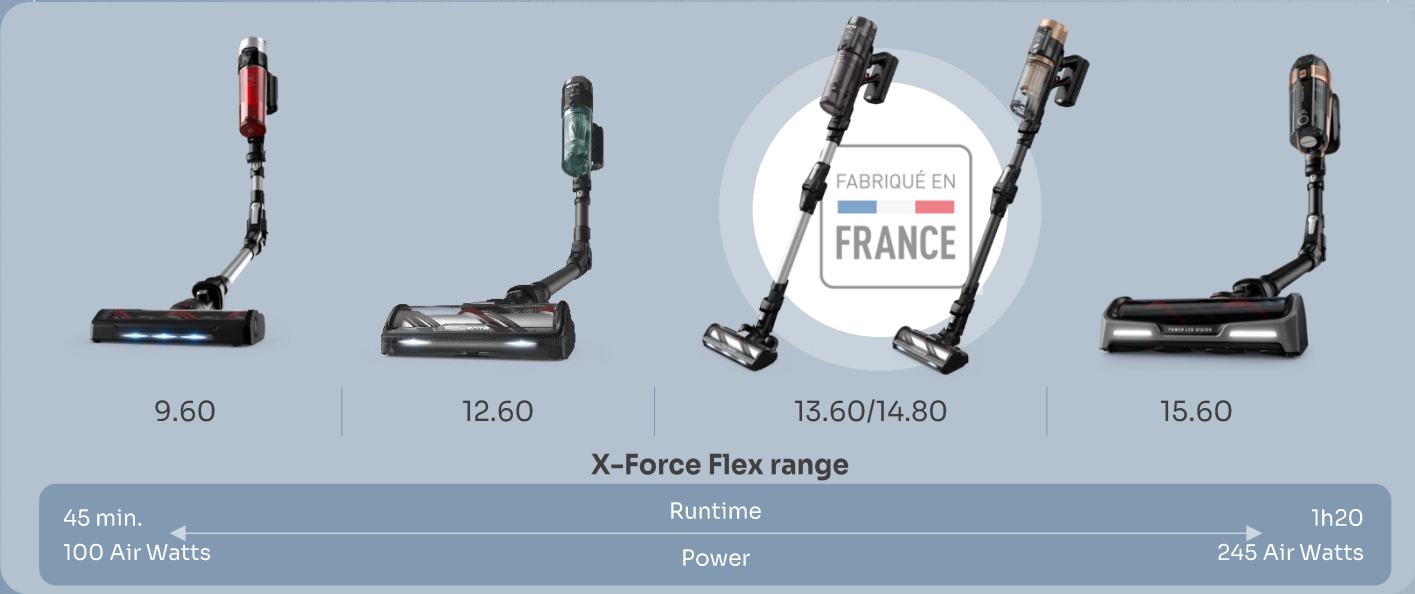
Launched
end-2024

Second year of growth close to 10%

Versatile vacuum cleaners and washers

Great commercial success for a renewed range

Core business



New territories



Organic growth >30% in Europe in 2024 : strengthened #2 position

Cookware

Consolidation of Group's leadership through innovation

[Video](#)

Fixed handles

SUPOR
Tefal
Leggenda
WMF
All-Clad
METALCRAFTERS LLC
 CRYSTAL CITY, TX USA

- ✓ Coated aluminum
- ✓ Ceramic
- ✓ Stainless steel



Removable handles



Accelerating **international rollout...**



... while **energizing historical markets...**



... with strong support from **online sales**

Sales growth close to 10%* in 2024

Oil-less fryers

Innovate through product differentiation

[Video](#)

Core business

New uses



Single
drawer



Dual drawer



Multi-functional



Silence



Cooking surface



Infrared cooking

Organic sales growth >50% in Continental Europe in 2024

Blenders

Supporting new uses through innovation

[Video](#)

Core business



Versatility

Heating

High speed

Silent

High-speed Blender

New uses



On-the-go

Healthy cooking

Easy to use and clean

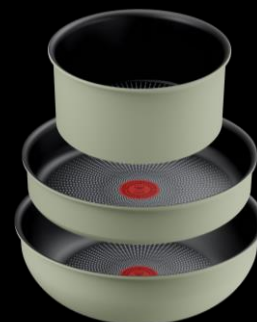
Personal blender "Blend-up"

EMEA and Americas: organic growth >10% in 2024

2025 GENERAL MEETING



In 2024
€2.5bn sales achieved
with products launched since 2022

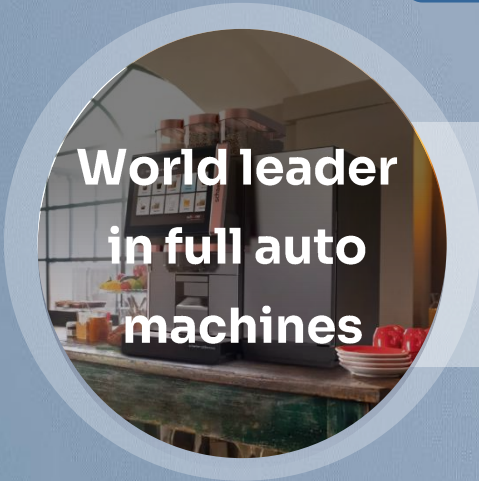
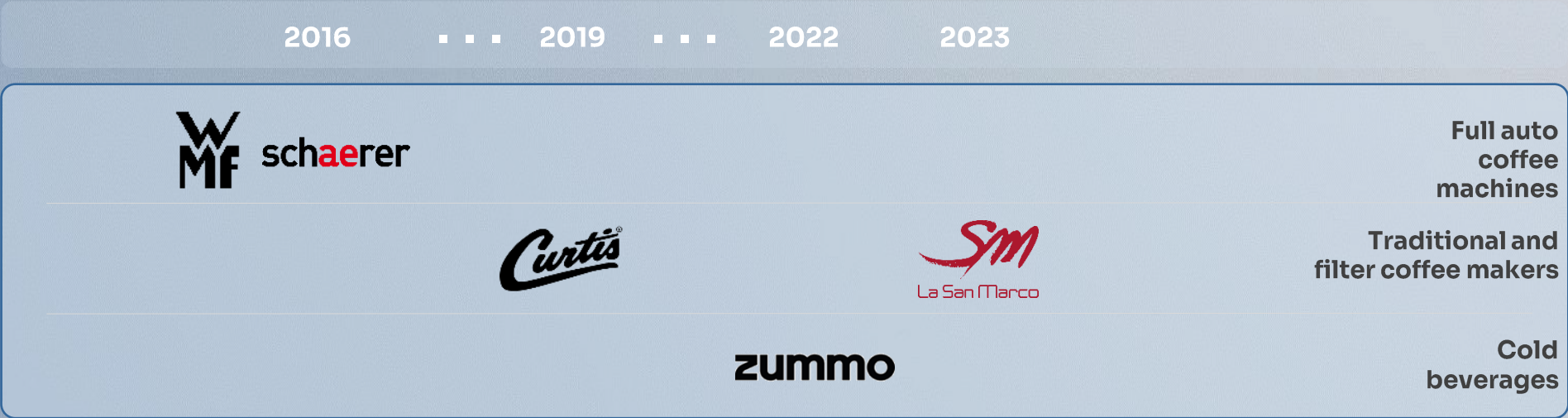


03.3

Professional: new strategic development

Leadership in coffee and extended product range

BEVERAGES

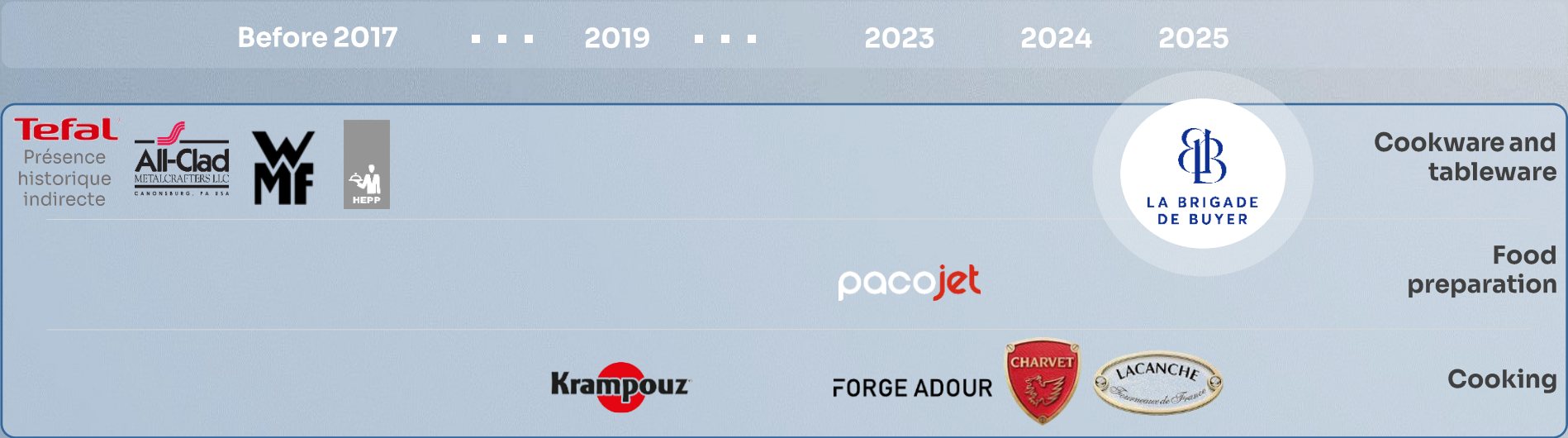


World leader
in full auto
machines

Geographic expansion and extension of our Professional Beverages offering
Product launches, hub in China: coverage of a broad customer base

Strategic expansion in professional culinary

PROFESSIONAL
AND SEMI-
PROFESSIONAL
CULINARY



Acquisition of La Brigade de Buyer Flagship brands for chefs

**Strong positions in professional
culinary and premium consumer**

**Already established presence in France
and internationally**

**Traditional expertise and industrial
excellence**

- > €66m sales in 2024, half outside France
- > 290 employees and 3 production sites in France


de Buyer
DEPUIS 1830


SABATIER
DEPUIS 1812 - THIERS


32 DUMAS
DEPUIS 1532 - THIERS

Acquisition of La Brigade de Buyer

[Video](#)


Multi-materials **expertise**

Close relationship with schools and **expert knowledge** of chefs' culinary journeys

Complementary product offering with the Group on the professional and semi-professional market

INSTITUT
Lyfe



FAUCHON
PARIS
L'ÉCOLE

ÉD
ÉCOLE DUCASSE
MASTER MORE THAN COOKING

FERRANDI
PARIS

ALMA
CULINARY SCHOOL OF CHICAGO



**THE FRENCH PASTRY
SCHOOL**
City Colleges of Chicago

LE CORDON BLEU
PARIS

SIRHA
BOCUSE D'OR
2023 FINAL PREMIUM PARTNER

03.4

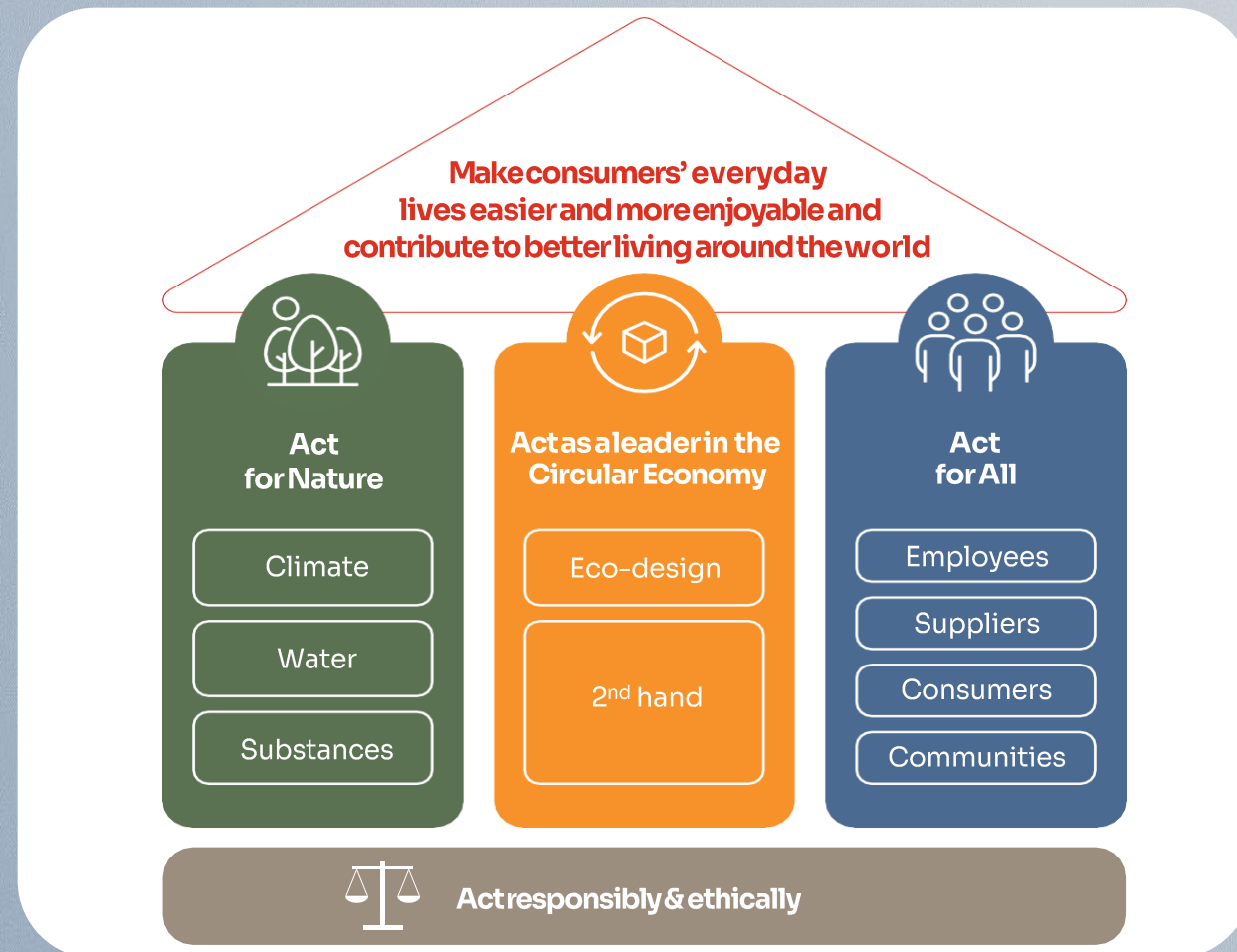
New ESG ambition by 2030

ESG

at the heart of the
Group's strategy

[Video](#)

AMBITION
2024
—
2030



Key ESG KPIs for the 2030 roadmap

2030 TARGET



ACT FOR NATURE

Scopes 1 & 2 – Greenhouse gases direct emission

STI

LTI

Scope 3* – Greenhouse gases indirect emission

Water consumption reduction



-42% (vs 2021)



-25% (vs 2021)

-25% (vs 2021)



ACT AS A LEADER IN CIRCULAR ECONOMY

SDA products repairable (% of sales)

>90%

Average SDA recyclability (% of weight)

>85%

Recycled materials (% of weight, direct purchases)

LTI

60%

No inner virgin plastic bags

100%

Refurbished products sales (in % of SDA perimeter**)

3%–5%

LTI

Included in long-term incentives remuneration

STI

Included in short-term incentives remuneration

* Indirect emission (scope 3) from purchases of goods & services, transport and products use

** France, Belgium, the Netherlands, Italy, Spain, Portugal, Germany

Key ESG KPIs for 2030 roadmap



ACT FOR ALL

		2030 TARGET
SUPPLIERS	Responsible purchasing charter (% of suppliers covered)	100%
	Supplier commitment to an ESG program (representing 80% of the carbon footprint)	500
CONSUMERS	Quality management (% of entities with ISO 9001 certification)	100%
EMPLOYEES	Occupational safety and health (workplace accidents, LTIR) <div>Profit sharingSTI</div>	<0.5
	Gender balance (% of women in senior positions) <div>LTI</div>	>32%

Profit sharing

Included in statutory and discretionary employee profit-sharing France

LTI

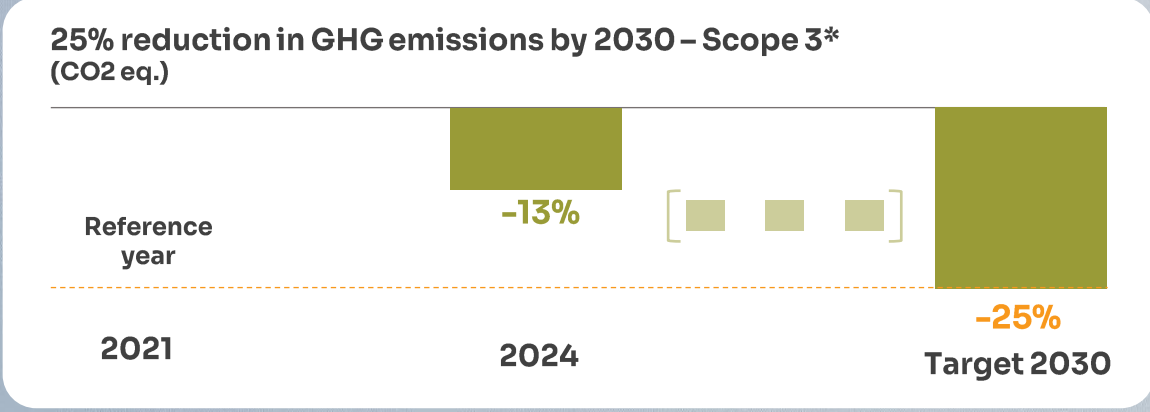
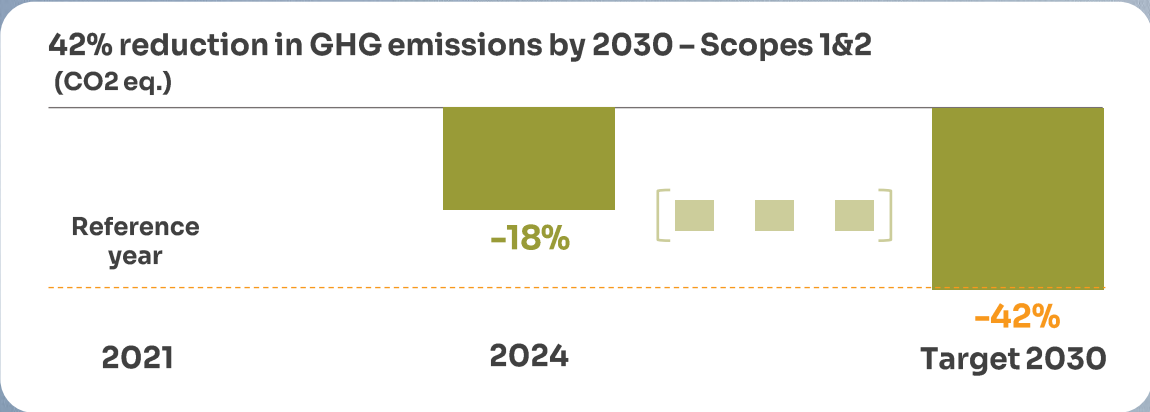
Included in long-term incentives remuneration

STI

Included in short-term incentives remuneration

Act for nature

2024 achievements





New net-zero trajectory for 2050 approved by the SBTi

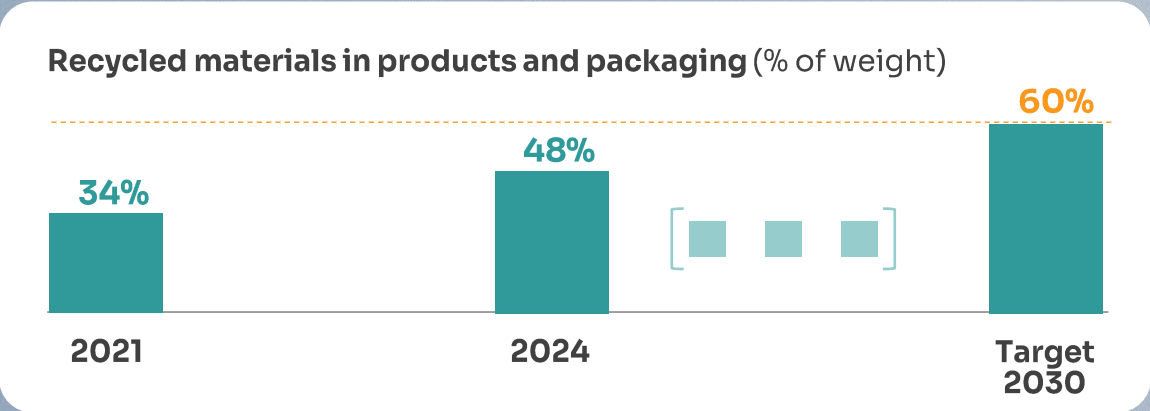
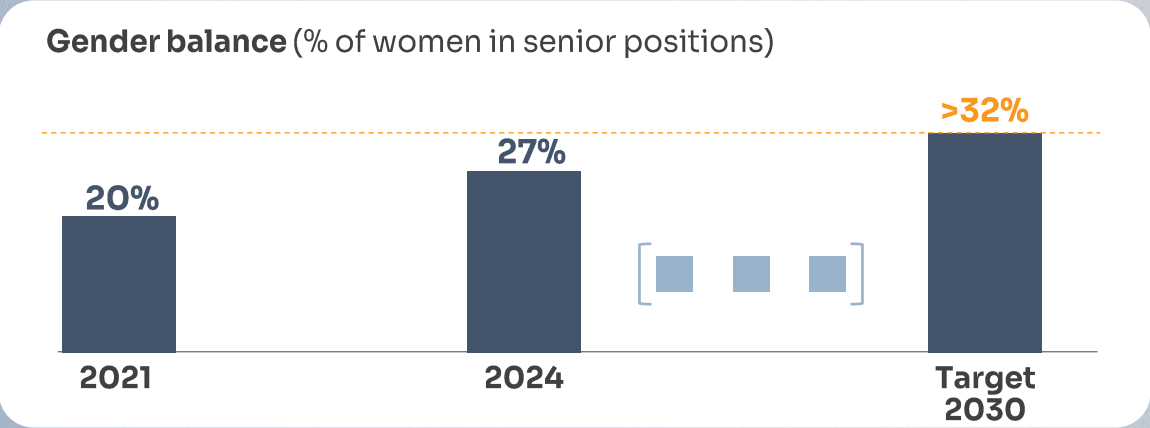
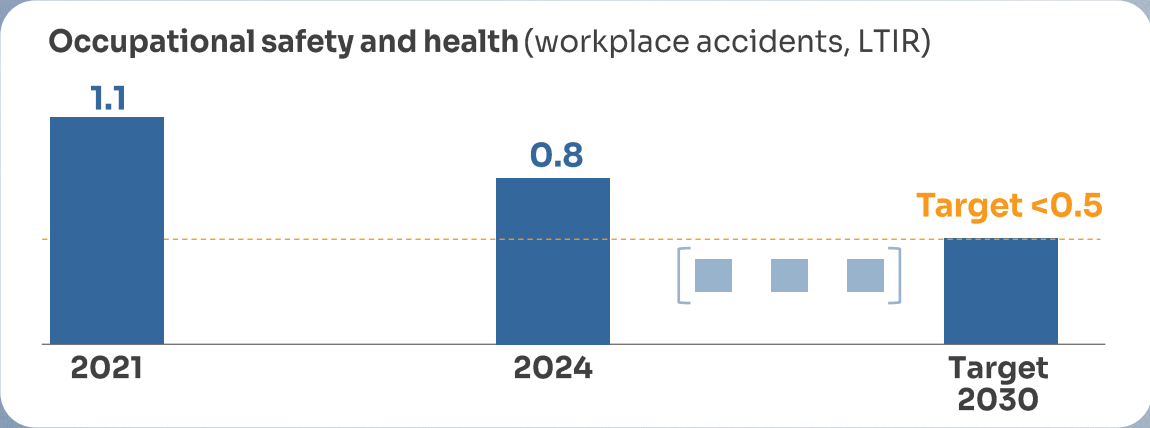


Confirmation of CDP rating of A-

* Indirect emission (scope 3) from purchases of goods & services, transport and products use

Act as a leader in circular economy – Act for all

2024 achievements



Act as a leader in circular economy

Launch of pioneering initiatives

World's first collection and recycling program for pans



Program:
collect up to 20 million pans in France by 2027

Europe's 1st refurbishment center at Is-sur-Tille



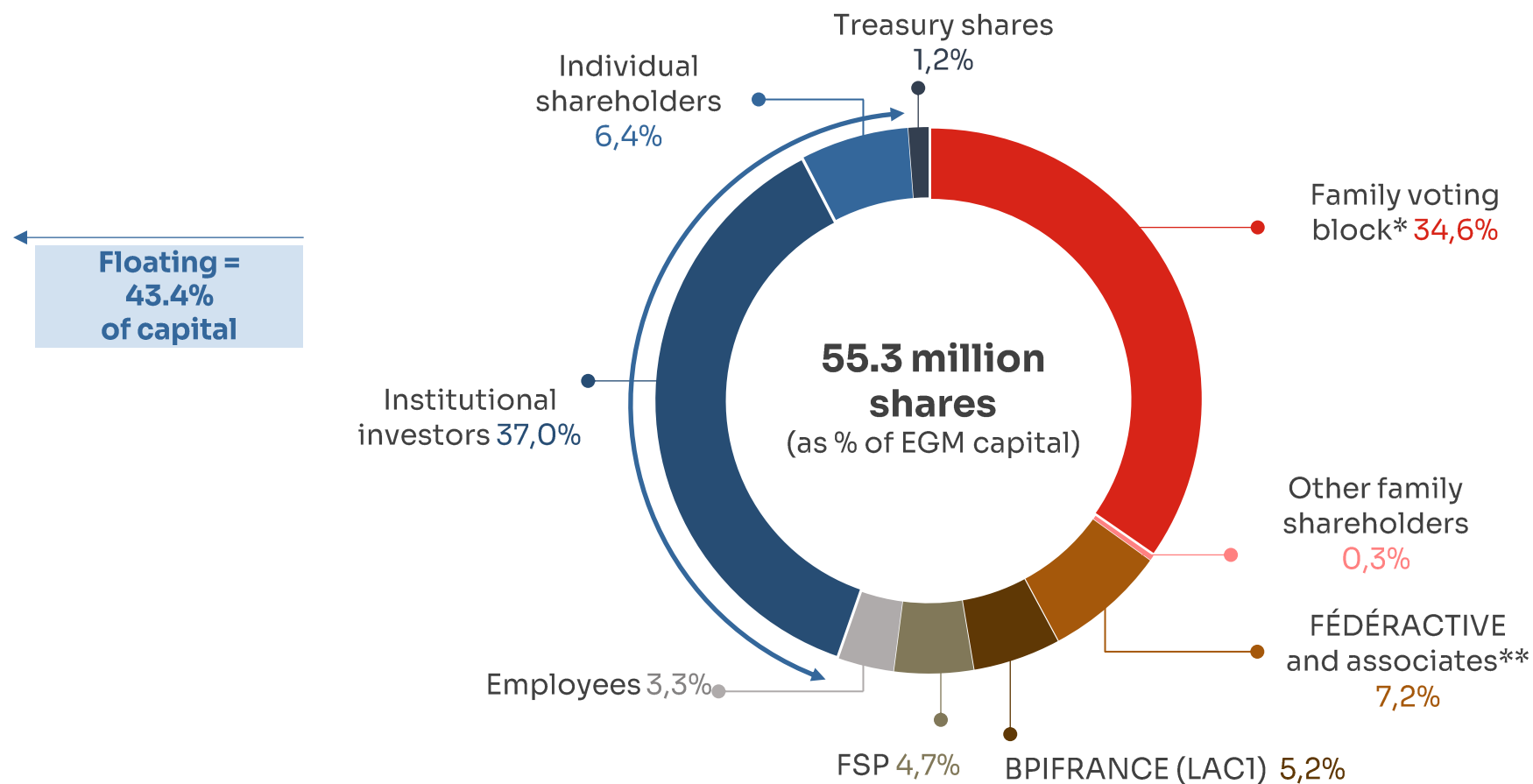
Target for 2nd hand sales by 2030:
3 to 5% of sales in Small Domestic Appliances*

04

Capital, dividend and governance



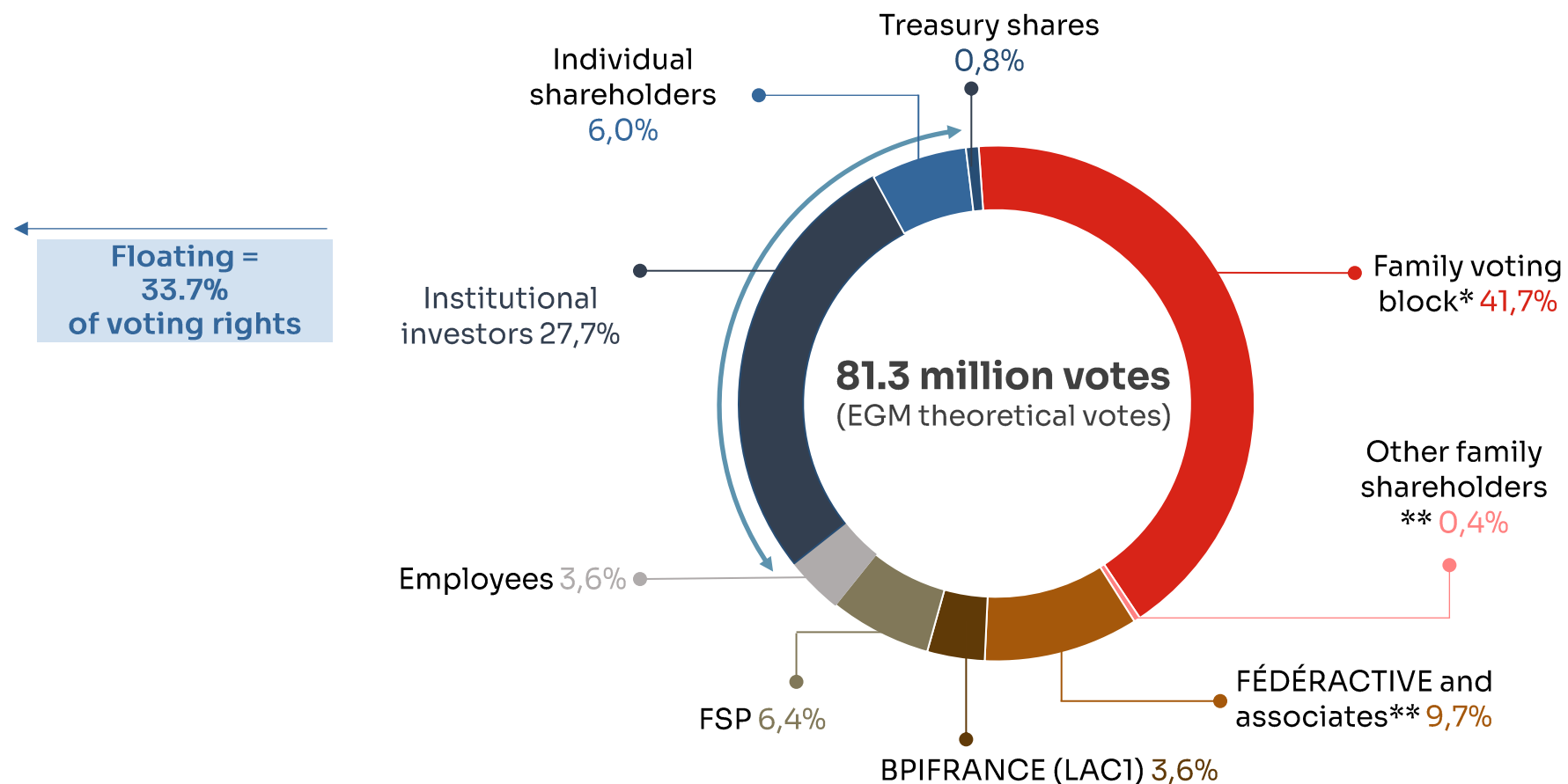
Share capital breakdown 31/12/2024



*Founder group shareholders continuing the initial concerted voting block (Agreement of 27/02/2019) including VENELLE INVESTISSEMENT, GÉNÉRACTION, HRC and other family shareholders.

** Shareholders from the Founder group.

Voting rights breakdown at 31/12/2024

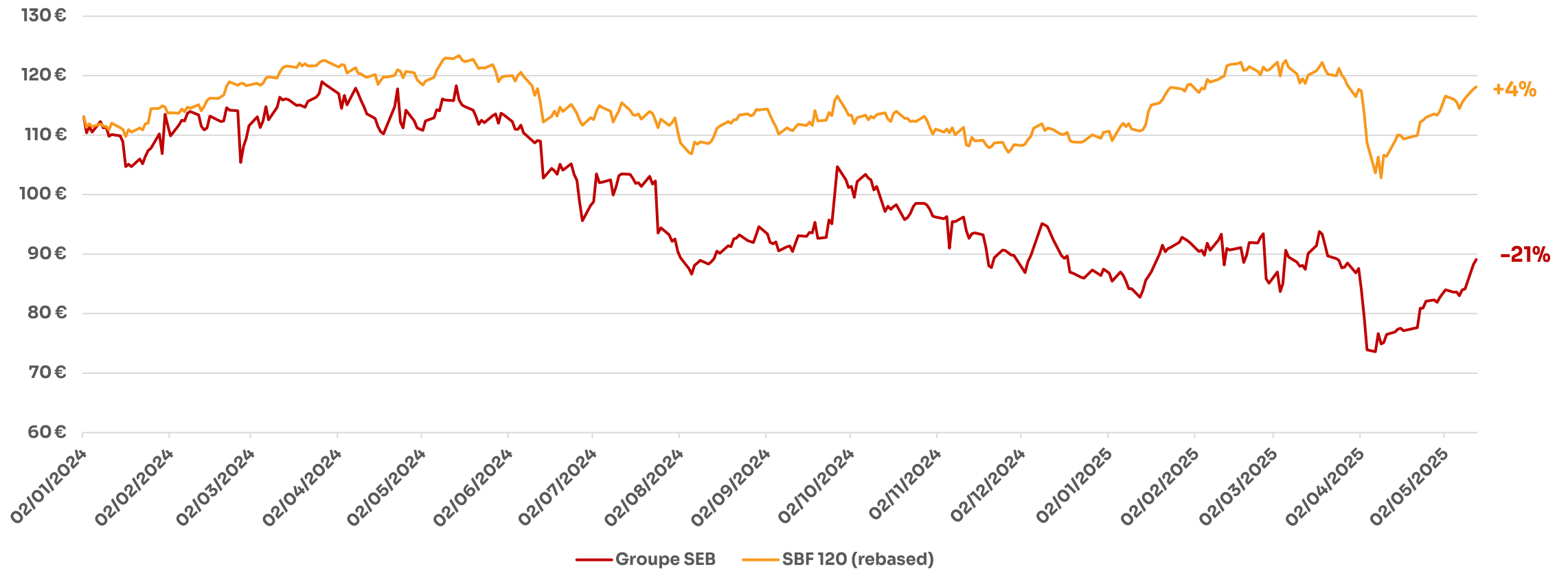


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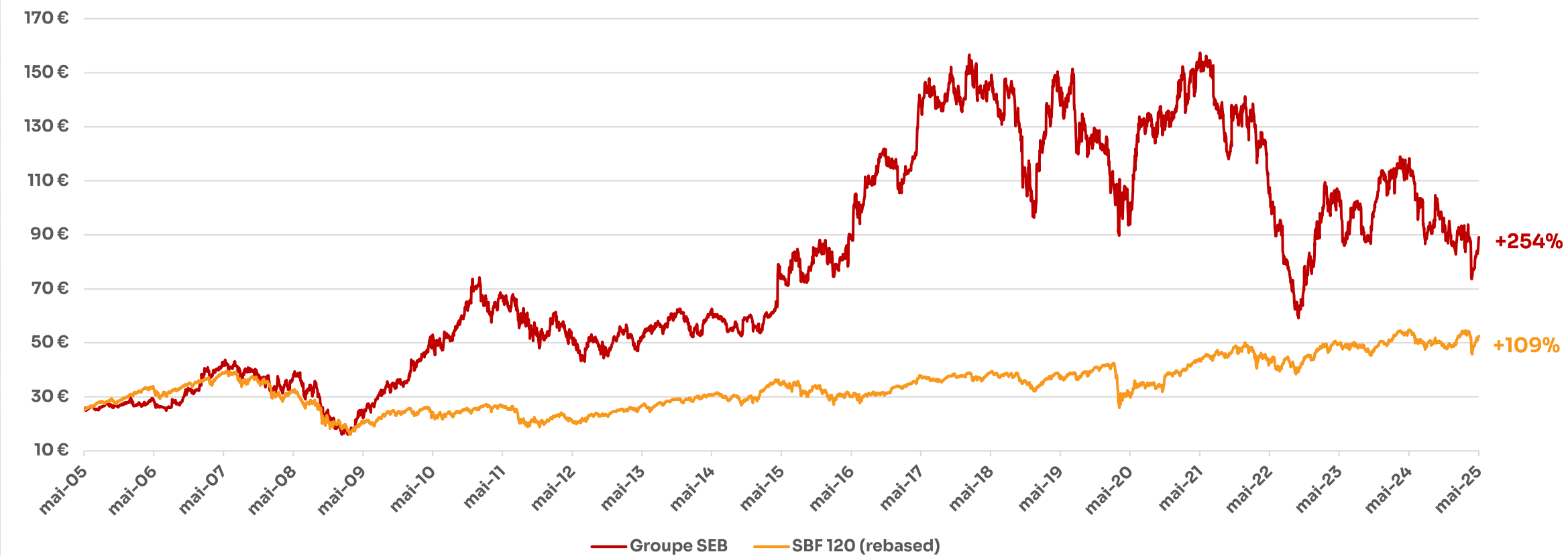
SEB: share price evolution since January 2024

At May 13, 2025 – Share price: €89.1/ Market capitalization: €4,930m

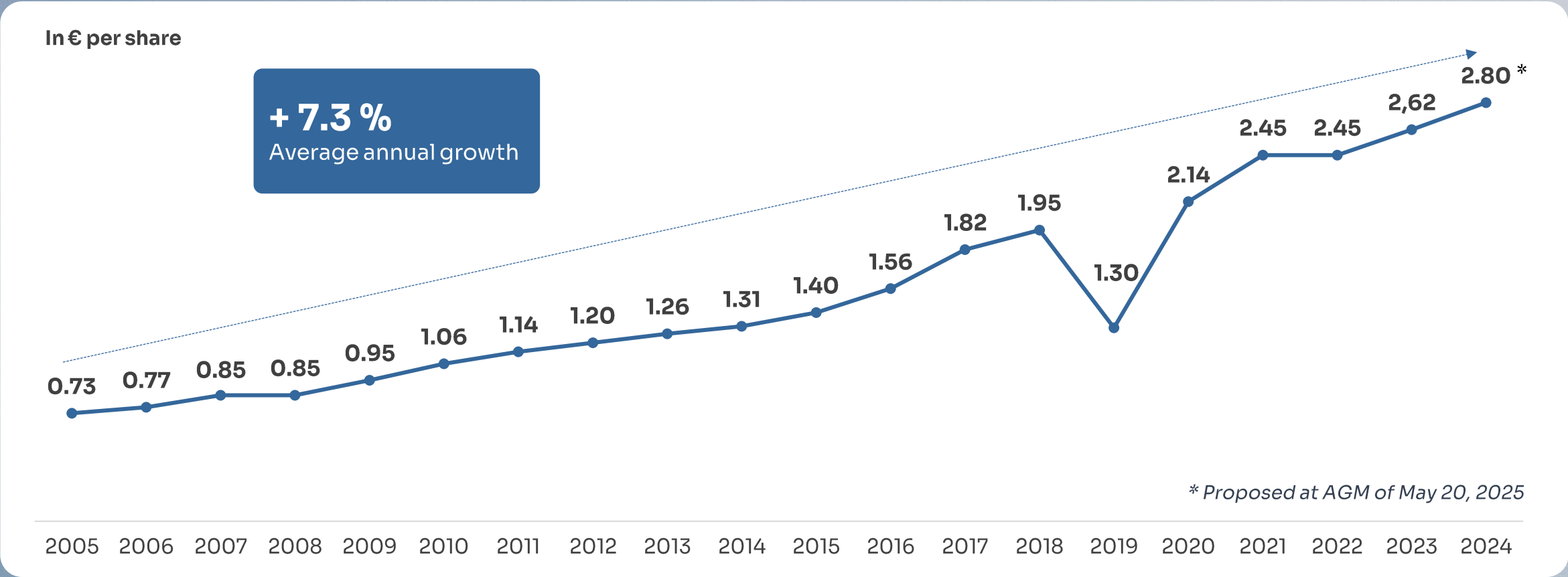


SEB: 20-year share price evolution

At May 13, 2025 – Share price: €89.1/ Market capitalization: €4,930m



Steady dividend growth over 20 years



Board composition in 2024

EMPLOYEE DIRECTORS



Nora Bey



Laurent Henry



Brigitte Forestier
Director representing
employee shareholders

CHAIRMAN



Thierry de La Tour d'Artaise

INDEPENDENT DIRECTORS



Jean-Pierre Duprieu



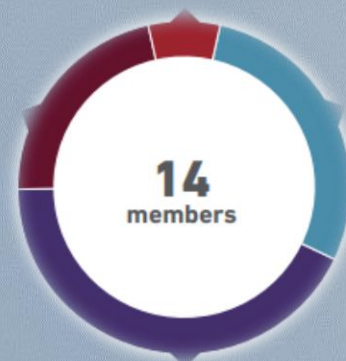
Yseulys Costes



BPIFRANCE
INVESTISSEMENT
Representing by
Adeline Lemaire



FONDS
STRATÉGIQUE
DE PARTICIPATIONS (FSP)
Representing by
Catherine Pourre



FAMILY DIRECTORS



William Gairard



François Mirallié



Thierry Lescure



Aude de Vassart



GENERATION
Representing by
Caroline Chevalley



VENELLE INVESTISSEMENT
Representing by
Damarys Braida

1/3
independent directors *

54 %
of women*

56 years
Average age

Commitees composition

AUDIT AND COMPLIANCE COMMITTEE



Catherine Pourre
Chairwoman



Adeline Lemaire



François Mirallié



Yseulys Costes

Meetings

5

Attendance rate

100 %

GOVERNANCE AND REMUNERATION COMMITTEE



Jean-Pierre Duprieu
Chairman



Catherine Pourre



Caroline Chevalley



Damaris Braidà



Brigitte Forestier

Meetings

9

Attendance rate

98 %

STRATEGIC AND CSR COMMITTEE



Thierry de La Tour d'Artaise
Chairman



Catherine Pourre



William Gairard



Thierry Lescure



Adeline Lemaire

Meetings

3

Attendance rate

100 %

Highly committed Board and committees

Several topics reviewed in 2024

7 Board meetings

100% attendance rate

17 Committee meetings

99 % attendance rate

Strategic guidelines
and business
monitoring

External growth
operations

CSR Ambition
24-30
1st sustainability report

Finance, audit and
risks

Governance,
appointments and
remuneration

Employee share
ownership plan

05

Information prior to the vote on the resolutions



Agenda

Ordinary resolutions

Standard Resolutions

- Approval of financial statements (1&2)
- Setting of the dividend (3)
- Share buyback (13)

Governance (4 and 5)

- Reappointment of Brigitte Forestier
- Appointment of M. Eric Rondolat

Remunerations (6 to 12)

- 3 resolutions relating to remuneration of the corporate officers (ex post)
- 3 resolutions relating to remuneration policy (ex ante)
- Setting of the annual remuneration of the Board of Directors

Extraordinary resolutions

Performance Shares

- Renewal of the authorization to grant performance shares (14)

Amendments to the bylaws (15 and 16)

- Amendment on the term of office of directors
- Amendment to introduce written consultation

Legal formalities (17)

Agenda

Ordinary resolutions

Standard Resolutions

- Approval of financial statements (1&2)
- Setting of the dividend (3)
- Share buyback (13)

Governance (4 and 5)

- Reappointment of Brigitte Forestier
- Appointment of M. Eric Rondolat

Remunerations (6 to 12)

- 3 resolutions relating to remuneration of the corporate officers (ex post)
- 3 resolutions relating to remuneration policy (ex ante)
- Setting of the annual remuneration of the Board of Directors

Extraordinary resolutions

Performance Shares

- Renewal of the authorization to grant performance shares (14)

Amendments to the bylaws (15 and 16)

- Amendment on the term of office of directors
- Amendment to introduce written consultation

Legal formalities (17)

Approval of financial statements 2024

Separate financial statements 2024	Consolidated financial statements 2024
Net Result : - 10,691,049 euros*	Net Result : 232,019,291 euros

* In a decision dated 19 December 2024, the French Competition Authority imposed a fine of €189.5 million on the companies SEB S.A., Groupe SEB France and Groupe SEB Retailing. A risk provision for the amount of the fine was recognized in the company SEB SA's financial statements at 31 December 2024. The Group filed an appeal before the Court of Appel of Paris, for the decision to be annulled.

Agenda

Ordinary resolutions

Standard Resolutions

- Approval of financial statements (1&2)
- Setting of the dividend (3)
- Share buyback (13)

Governance (4 and 5)

- Reappointment of Brigitte Forestier
- Appointment of M. Eric Rondolat

Remunerations (6 to 12)

- 3 resolutions relating to remuneration of the corporate officers (ex post)
- 3 resolutions relating to remuneration policy (ex ante)
- Setting of the annual remuneration of the Board of Directors

Extraordinary resolutions

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Legal formalities (17)

Reappointment

Brigitte FORESTIER

Director representing employee shareholders
Director of Human Resources of Campus SEB

53 years
Nationality: French



Biographie

She has a master's in Human Resources from the Institut de Gestion Sociale in Lyon. She joined Groupe SEB in 1997.

Since 2022

Member of Committee
Governance and Remuneration

Since 2017

Director representing employee shareholders

Contributions to the Board

- Large expertise in human resources
- In-depth knowledge of the Group and its culture

Appointment

Eric RONDOLAT

Former Chairman and CEO of Signify

58 years
Nationality: French and Italian



Biographie

Eric Rondolat holds an Engineering degree from the Institut National Polytechnique de Grenoble and a master's degree in international Marketing at Ecole Supérieure de Commerce de Grenoble.

From 2016 to April 2025

Chairman and CEO of Signify

De 2012 à 2016

Executive Vice President and CEO for the lighting division

De 2006 à 2012

Executive Vice President for the Power business and then Executive Vice President, Asia Pacific, at Schneider Electric in China ,

Contributions to the Board

- General management experience in an international environment.
- Governance of listed companies

Agenda

Ordinary resolutions

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2024 Remuneration for the Chairman (ex post)

	2023	2024
Fixed remuneration	€950,000	€750,000
Annual variable remuneration	N/A	N/A
Subject to performance criteria	N/A	N/A
Remuneration as a director	€55,000	€55,000
In-kind benefits (Business Car)	€8,600	€8,600

2024 Remuneration for the Chief Executive Officer (ex post)

Annual Remuneration

K €	2023	2024
Fixed remuneration	825	900
Annual variable remuneration	1,042	1,044
In-kind Benefits	58	61
Total allocated	1,925	2,005

Long term Remuneration

Nombre	2023	2024
Performance shares	12 000	13 000

- Vesting subject to meeting quantitative targets (sales and Operating Result from Activity) measured over the three-year vesting period
- Shares must be held for a period corresponding to two years of compensation (fixed and target bonus)
- Pledge not to engage in any hedging transactions

2025 Remuneration policy for the Chairman of the Board of Directors (ex ante)

Fixed remuneration	€750,000
Annual variable remuneration	N/A
Performance shares	N/A
Remuneration as a director	€55,000€*
in-kind benefits	Company's car

** Amount subject to increase due to the proposed increase in the overall envelope submitted to this General Meeting.*

2025 Remuneration policy for the Chief Executive Officer (ex ante)

Structure of variable annual remuneration

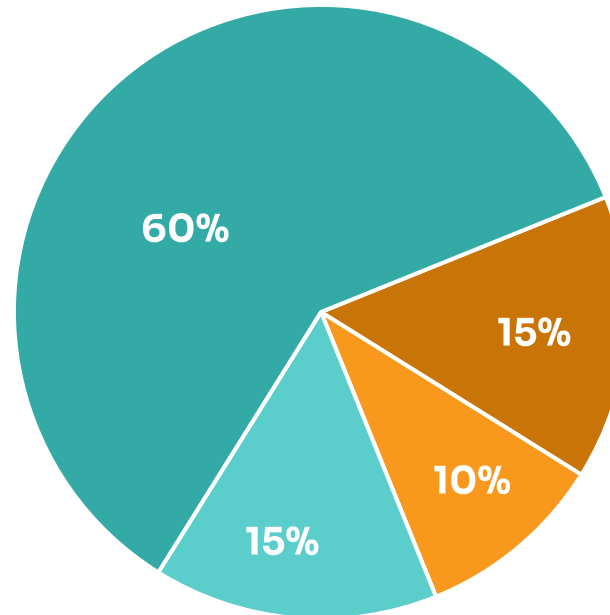
Quantitative criteria (75 %)

Financial criteria (60 %)

- Target for Revenue
- Target for Operating Result

CSR Criteria (15 %)

- Energy efficiencies (5 %)
- Social policy/ Human Resources (5 %)
- Ethics and compliance (5 %)



Qualitative criteria (25 %)

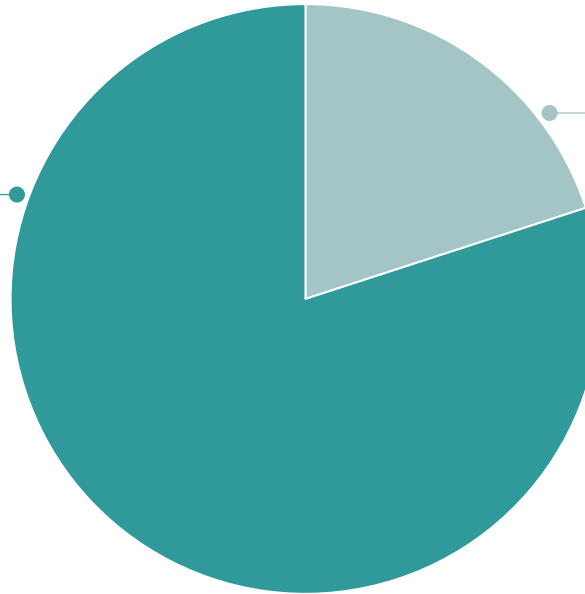
- Individual performance 15 %
- Collective performance of the Executive Committee 10 %

2025 Remuneration policy for the Chief Executive Officer (ex ante)

Long-term Remuneration

13 000 shares
granted under the 2025 Performance
Share Plan expiring in 2027

Financial criteria (80%)
Sales and ORFA targets



CSR Criteria (20%)

- > **Act for all:** Percentage of women in key positions (5%)
- > **Act for the planet:** Reduction in scope's 1 & 2 CO2 emissions (5%)
- > **Act as a leader in the circular economy:** Increase the percentage of recycled materials in products and packaging (10%).

2025 Remuneration policy for the Chief Executive Officer (ex ante)

Fixed remuneration	€900,000
Annual variable remuneration <i>(calculée sur la performance annuelle)</i>	Target 100% Capped at 150% Of fixed remuneration
Performance shares	13 000 shares
Benefits in kind	Company's car Unemployment insurance Individual term life insurance

Long term commitments

- > **Severance payment**
- > **Pension commitment**
- > **incapacity disability death and health insurance**
- > **individual life insurance**
- > **Non-compete payment**

2025 remuneration policy for directors

Increase in the overall annual envelope

PRINCIPLES

- > The terms and conditions of directors' remuneration are set by the Board, on the recommendation of the Governance and Remuneration Committee
- > The total amount authorised by the General Meeting was €820,000 in 2024
- > On the recommendation of the Governance and Remuneration Committee, the Board of Directors proposes to increase the total amount to €1,100,000.

STRUCTURE

The allocation of the envelope would be as follows:

Fonction	Fixed portion (40%)	variable portion (60%)	Total (attendance 100%)
Board director	€ 16,000	€ 24,000	€ 40,000
Member of committee (in addition)	€ 8,000	€ 12,000	€ 20,000
committee chairman (in addition)	€16,000	€ 24,000	€ 40,000

Agenda

Ordinary resolutions

Standard Resolutions

- Approval of financial statements (1&2)
- Setting of the dividend (3)
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Governance (4 and 5)

- Reappointment of Brigitte Forestier
- Appointment of M. Eric Rondolat

Remunerations (6 to 12)

- 3 resolutions relating to remuneration of the corporate officers (ex post)
- 3 resolutions relating to remuneration policy (ex ante)
- Setting of the annual remuneration of the Board of Directors

Extraordinary resolutions

Performance Shares

- Renewal of the authorization to grant performance shares (14)

Amendments to the bylaws (15 and 16)

- Amendment on the term of office of directors
- Amendment to introduce written consultation

Legal formalities (17)

Proposed amendments to the bylaws

Amendment of Article 17 of the bylaws on the term of office of directors	Amendment of Article 20 of the bylaws to introduce written consultation
<p>Currently set at four years, the term of office for directors could, upon one, two, or three years, in order to facilitate a gradual renewal of the Board.</p> <p>However, this provision would not apply to directors representing employees or the director representing employee shareholders.</p>	<p>The "Attractiveness Law" simplified the procedures for holding Board of Directors' meetings.</p> <p>This mode of consultation would be initiated by the Chairman of the Board, and any director may oppose it.</p>

06

Statutory auditors' reports



Contents

- Annual Accounts Report
- Consolidated Accounts Report
- Special Report on Regulated Agreements
- Capital-related Operations Report
- Sustainability Information Report

Auditors' report on the annual accounts fiscal year ended December 31, 2024

Universal Registration Document: Pages 343 to 346

Resolution No. 1

- **Certification of accounts without reservation or observation**

- The annual accounts are, with regard to French accounting rules and principles, regular and sincere and provide a true and fair view of the results of operations for the past fiscal year, as well as the financial position and assets of the Company at the end of that fiscal year.

- **Key Audit Points**

- Evaluation of equity investments

- **No observation on the management report, other documents on the financial situation, and the Board of Directors' corporate governance report.**

- **Presentation format of the annual accounts**

- Based on our work, we conclude that the presentation of the annual accounts intended to be included in the annual financial report complies, in all significant respects, with the European Single Electronic Reporting Format.

Auditors' report on the annual accounts fiscal year ended December 31, 2024

Universal Registration Document: Pages 319 to 322

Resolution No. 2

- **Certification of accounts without reservation or observation**
 - The consolidated accounts are, with regard to the IFRS framework as adopted by the European Union, regular and sincere and provide a true and fair view of the results of operations for the past fiscal year, as well as the financial position and assets at the end of the fiscal year for the entirety of the entities included in the consolidation
- **Key Audit Points**
 - Evaluation of the recoverable value of goodwill and indefinite-lived trademarks
 - Evaluation and accounting of provisions for deferred rebates
- **No observation on the Group's management report**
- **Presentation format of consolidated accounts (including the tagging of these accounts)**
 - Based on our work, we conclude that the presentation of the consolidated accounts intended to be included in the annual financial report complies, in all significant respects, with the European Single Electronic Reporting Format.

Auditors' report on regulated agreements fiscal year ended December 31, 2024

Universal Registration Document: Page 371

- **Agreements submitted for approval by the General Meeting**
 - No agreements were authorized and concluded during the past fiscal year.

- **Agreements already approved by the General Meeting**
 - No agreements approved in previous fiscal years continued to be executed during the past fiscal year.

Auditors' report on capital-related operations delegations or authorizations to be granted to the board of directors

Resolution No. 14

- **Purpose of the Report**

- 14th Resolution: Authorization to be granted to the Board of Directors for the allocation of free shares subject to performance conditions:
 - Authorization to allocate existing free shares to employees of your company, or certain categories of them, and/or to the executives referred to in Article L. 225-197-1 II of the Commercial Code, as well as to employees and executives of companies or economic interest groups related to your company under the conditions provided for in Article L. 225-197-2 of the Commercial Code.
 - All free shares allocated will be subject to performance conditions related to the achievement of (i) objectives for revenue growth and business operating profit and (ii) objectives for Corporate Social Responsibility, as set by the Board of Directors each year for each of the three fiscal years of the vesting period.

- **Specific Verifications**

- 14th Resolution: No observation on the information provided in the Board of Directors' report

Auditors' report on the certification of sustainability information and control of disclosure requirements under Article 8 of regulation (EU) 2020/852 for SEB S.A.

Universal Registration Document: Pages 231 to 234

Expression of Limited Assurance, concerning sur

1. The compliance of SEB S.A.'s implemented process with ESRS for determining published information

- Conclusion of verifications conducted
 - Based on the verifications we have conducted, we have not identified any significant errors, omissions or inconsistencies regarding the compliance of SEB S.A.'s process with ESRS.
- No observation brought to your attention
- The elements that were given particular attention by us concerning compliance with ESRS in the process implemented for determining published information are:
 - Identification of stakeholders
 - Identification of impacts, risks, and opportunities (IRO)
 - Evaluation of impact materiality and financial materiality

Auditors' report on the certification of sustainability information and control of disclosure requirements under article 8 of regulation (EU) 2020/852 for SEB S.A.

Universal Registration Document: Pages 231 to 234

2. The compliance of sustainability information included in the Sustainability Statement with the requirements of Article L. 233-28-4 of the Commercial Code, including ESRS

- Conclusion of Verifications Conducted
 - Based on the verifications we have conducted, we have not identified any significant errors, omissions, or inconsistencies concerning the compliance of the sustainability information included in the Sustainability Statement with the requirements of Article L. 233-28-4 of the Commercial Code, including ESRS
- Observations: We draw your attention to
 - The information appearing under the "First Application of ESRS" section in paragraph 4.1.1 "Basis of Preparation" of the Sustainability Statement. This note clarifies the limitations and uncertainties inherent in the first year of application of Article L. 233-28-4 of the Commercial Code, particularly regarding certain data points required by ESRS that are either not published in the Sustainability Statement, published within a partial scope, or estimated.
 - The information presented in paragraph "[E1-6] Gross GHG emissions from scopes 1, 2, and 3 and total GHG emissions" of section 4.2.1.3.5 "Indicators related to climate change mitigation," as well as in section 4.2.6.2.2 "[E1-6] Gross GHG emissions from scopes 1, 2, 3, and total GHG emissions," which explains the reasons why Groupe SEB uses a theoretical average usage duration of one year for all products sold when calculating the carbon footprint related to product use in scope 3.11
- The elements that were given particular attention concern the information provided in application of the environmental standards ESRS E1 to E5.

Auditors' report on the certification of sustainability information and control of disclosure requirements under Article 8 of regulation (EU) 2020/852 for SEB S.A.

Universal Registration Document: Pages 231 to 234

3. Compliance with the disclosure requirements set forth in Article 8 of regulation (EU)2020/852

- Conclusion of verifications conducted
 - Based on the verifications we have conducted, we have not identified any significant errors, omissions, or inconsistencies regarding compliance with the requirements of Article 8 of Regulation (EU) 2020/852.
- No observations brought to your attention
- The elements that were given particular attention concern the eligibility of activities.

06

Questions & Answers



07

Vote on the resolutions



Ordinary resolutions



Ordinary resolution

RESOLUTION 1

Approval of the separate financial statements for the year ended 31 December 2024 showing a net result -€10,691,049

Ordinary resolution

RESOLUTION 2

Approval of the consolidated financial statements for the year ended 31 December 2024, which showing a net profit of €232,019,291

Ordinary resolution

RESOLUTION 3

Allocation of the result for the year ended 31 December 2024 and setting of the dividend at €2.80 per share

Ordinary resolution

RESOLUTION 4

Reappointment of Brigitte Forestier as director for a period of four years

Ordinary resolution

RESOLUTION 5

Appointment of Eric Rondolat as director for a period of four years

Ordinary resolution

RESOLUTION 6

Approval of information about the remuneration of all executive officers referred to in Article L. 22-10-9 I of the French Commercial Code

Ordinary resolution

RESOLUTION 7

Approval of fixed, variable and exceptional components of the total remuneration and benefits of all kinds, paid or allocated for the 2024 financial year to Thierry de La Tour d'Artaise

Ordinary resolution

RESOLUTION 8

Approval of fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid or allocated for the 2024 financial year to Stanislas de Gramont

Ordinary resolution

RESOLUTION 9

Approval of the remuneration policy for the Chairman of the Board of Directors for the 2025 financial year

Ordinary resolution

RESOLUTION 10

Approval of the remuneration policy for the Chief Executive Officer for the 2025 financial year

Ordinary resolution

RESOLUTION 11

Approval of the remuneration policy for directors for the 2025 financial year

Ordinary resolution

RESOLUTION 12

Setting of the total annual amount of directors' remuneration

Ordinary resolution

RESOLUTION 13

Authorization to be granted to the Board of Directors for the company to buy back its own shares

Extraordinary resolutions



Extraordinary resolution

RESOLUTION 14

Authorization to be granted to the Board of Directors to grant performance shares

Extraordinary resolution

RESOLUTION 15

Amendment of Article 17 of the bylaws on the term of office of directors

Extraordinary resolution

RESOLUTION 16

Amendment of Article 20 of the bylaws to introduce written consultation

Extraordinary resolution

RESOLUTION 17

Powers to carry out formalities



Thank you for your attention

Agenda

Next key dates – 2025

23 July | after market closes

H1 2025 sales and results

23 October | after market closes

9-month 2025 sales and financial data

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AVERTISSEMENT

This document may contain certain forward-looking statements regarding Groupe SEB's activity, results and financial situation. These forecasts are based on assumptions which seem reasonable at this stage, but which depend on external factors including trends in commodity prices, exchange rates, the economic environment, demand in the Group's large markets and the impact of new product launches by competitors.

As a result of these uncertainties, Groupe SEB cannot be held liable for any deviations from its current forecasts arising from unexpected events or unforeseeable developments.

The factors which could considerably influence Groupe SEB's economic and financial results are presented in the Annual Financial Report and Universal Registration Document filed with the Autorité des Marchés Financiers, the French financial markets authority. The balance sheet and income statement included in this press release are excerpted from financial statements consolidated on December 31, 2024, and approved by the SEB SA Board of Directors on February 26, 2025. Audit procedures have been applied to these consolidated financial statements.

This document may contain individually rounded figures. The arithmetical calculations based on rounded figures may generate differences with the aggregates or subtotals reported.