



# CONVENING NOTICE

**Combined general meeting of SEB S.A.**

**Thursday 11 May 2017 at 2:30 pm**

Palais Brongniart - Grand Auditorium - 75002 Paris

# “Welcome to the Annual General Meeting”

Thursday 11 May 2017 at 2:30 pm

Palais Brongniart - Grand Auditorium - 75002 Paris



## Contents

CHAIRMAN'S FOREWORD	3
HOW DO I TAKE PART IN THE ANNUAL GENERAL MEETING?	4
BUSINESS REVIEW	6
BOARD OF DIRECTORS	10
AGENDA	12
PROPOSED RESOLUTIONS	13
REQUEST FOR DOCUMENTS AND INFORMATION	39



For any information you may require in relation to the company or taking part in the Annual General Meeting, the SEB **share service** is at your disposal:



By telephone:  
33 (0)1 57 43 00 00



By post:  
BNP Paribas Securities Services  
CTS Service Assemblées générales  
Les grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin cedex – France



By e-mail:  
[paris.bp2s.registered.shareholders@bnpparibas.com](mailto:paris.bp2s.registered.shareholders@bnpparibas.com)



# chairman's foreword

Thierry de La Tour d'Artaise  
CHAIRMAN AND CEO

I am pleased to invite you to the Combined General Shareholders' Meeting of SEB S.A., which is to take place on **Thursday 11 May 2017 at 2:30 pm** at the Palais Brongniart (Grand Auditorium), Place de la Bourse, 75002 Paris.

The Annual General Meeting is the ideal opportunity for discussion and exchange of information, which is why I hope that many of you will attend. It is important for you to be able to express your views by taking part in the meeting personally, by voting by post or by giving your proxy either to the Chairman of the meeting or to a person of your choice.

The pages which follow contain a summary of the Group's 2016 activities, and also set out the composition of the Board of Directors, the agenda and the draft resolutions, as well as practical details about taking part in this Annual General Meeting.

Thank you for your trust and loyalty.



THE ANNUAL GENERAL MEETING IS **THE IDEAL OPPORTUNITY** FOR DISCUSSION AND EXCHANGE OF INFORMATION





# How do I take part in the Annual General Meeting?

## How do I vote at the Annual General Meeting?

### IF YOU WISH TO TAKE PART IN THE ANNUAL GENERAL MEETING PERSONALLY:

■ **You can request an admission card** by filling in box “A” on the voting form and returning it, signed and dated, using the enclosed envelope\*;

or

■ If you are a registered shareholder, on 11 May 2017 you can report with identification to the counter provided for this purpose.

### IF YOU ARE UNABLE TO TAKE PART IN THE ANNUAL GENERAL MEETING PERSONALLY:

■ **You can vote by post** by returning the signed and dated voting form using the enclosed envelope\* with the “I will vote by post” box filled in and your voting choice indicated as explained on the form;

■ **You can give your proxy to the Chairman** by returning the signed and dated voting form using the enclosed envelope\* with the “I give proxy to the Chairman of the Annual General Meeting” box filled in;

■ **You can give your proxy to your spouse, your partner, another shareholder or any other person of your choice** after verifying that your proxy has not given proxy to a third party:

■ by returning the voting form using the enclosed envelope\* after filling in box A “I give proxy” and filling in the identity of your proxy and his or her address, signed and dated,

or

■ by opting to appoint your proxy electronically. In this case, two steps must be completed before 3:00 pm local time on 10 May 2017:

– you must send an email to the following address: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com), indicating your name and surname, address and share account number, as well as the name and surname and, if possible, address of your proxy,

– if your shares are:

– **directly registered**: you must confirm this request on PlanetShares by going to “My shareholder area – My Annual General Meetings” and clicking on “to grant or revoke a mandate”,

– **registered but externally administered**: you must ask your bank to send confirmation in writing to the Annual General Meetings department of:

BNP Paribas Securities Services – CTS Assemblées Générales  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin Cedex

which must receive it no later than three days before the Annual General Meeting.

**Holders of bearer shares** must request the relevant certificate (confirming that the shares are lodged and not in circulation) from the bank responsible for managing their SEB securities.



\* In order to be effective, all voting forms must be received by BNP Paribas Securities Services' Annual General Meetings department **no later than 8 May 2017**.



# How do I fill in the voting form?

You can choose from the following options:

**You wish to attend the Annual General Meeting:**

Fill in box A.

**You hold bearer shares:**

You must request the relevant certificate from your bank.

**IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
 Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form  
 A.  Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire // I wish to attend the shareholders' meeting and request an admission card : date and sign at the bottom of the form.  
 B.  J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes // I prefer to use the postal voting form or the proxy form as specified below.



**SEB S.A.**  
 Société anonyme  
 au capital de 50 169 049 euros  
 Siège social :  
 Campus SEB - 112, chemin du Moulin Carron  
 CS 90175  
 69134 ECULLY Cedex - France  
 300 349 636 RCS LYON

**ASSEMBLÉE GÉNÉRALE MIXTE  
 COMBINED GENERAL MEETING**  
 du jeudi 11 mai 2017 à 14h30  
 on thursday May 11, 2017 at 2.30 p.m.  
 Palais Brongniart - Place de la Bourse - 75002 PARIS - FRANCE

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

**JE VOTE PAR CORRESPONDANCE // I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)

Je vote  OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  la case correspondante et pour lesquels je vote NON ou je m'abstiens.  
 I vote  YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci  la case correspondant à mon choix.  
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

1	2	3	4	5	6	7	8	9	Qui / Non/No Yes Abst/Abs	Qui / Non/No Yes Abst/Abs
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A <input type="checkbox"/>	F <input type="checkbox"/>
10	11	12	13	14	15	16	17	18	B <input type="checkbox"/>	G <input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C <input type="checkbox"/>	H <input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D <input type="checkbox"/>	J <input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E <input type="checkbox"/>	K <input type="checkbox"/>

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**JE DONNE POUVOIR A :** Cf. au verso (4)

**I HEREBY APPOINT :** See reverse (4)

M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

**ATTENTION :** s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.  
**CAUTION :** if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

**Whatever choice you make, record the date and sign here.**

**Write your name and surname and address, or verify them and correct them as needed if they are already shown.**

Date & Signature

**You wish to vote by post:**  
 Fill in this box and follow the instructions.

**You wish to give your proxy to the Chairman of the Annual General Meeting:**  
 Fill in this box.

**You wish to give your proxy to a named individual who will attend the Annual General Meeting:**  
 Fill in this box and write this person's name and address.



You can find all documents related to the Annual General Meeting on the Group's website [www.groupeseb.com](http://www.groupeseb.com), shareholders' area.



# Business review

## Consolidated financial statements

### CONSOLIDATED INCOME STATEMENT

Year ended 31 December

<i>(€ million)</i>	<b>31/12/2016</b>	31/12/2015	31/12/2014
Revenue	4,999.7	4,769.7	4,253.1
Operating expenses	(4,494.5)	(4,341.7)	(3,885.1)
<b>OPERATING RESULT FROM ACTIVITY</b>	<b>505.2</b>	<b>428.0</b>	<b>368.0</b>
Discretionary and non-discretionary profit-sharing	(36.7)	(31.4)	(33.3)
<b>RECURRING OPERATING PROFIT</b>	<b>468.5</b>	<b>396.6</b>	<b>334.7</b>
Other operating income and expense	(42.2)	(25.3)	(21.0)
<b>OPERATING PROFIT</b>	<b>426.3</b>	<b>371.3</b>	<b>313.7</b>
Finance costs	(29.8)	(27.5)	(31.2)
Other financial income and expense	(28.2)	(20.3)	(17.8)
Share of profits of associates			
<b>PROFIT BEFORE TAX</b>	<b>368.3</b>	<b>323.5</b>	<b>264.7</b>
Income tax expense	(77.7)	(82.4)	(71.2)
<b>PROFIT FOR THE PERIOD</b>	<b>290.8</b>	<b>241.1</b>	<b>193.5</b>
Non-controlling interests	(32.2)	(35.2)	(23.6)
<b>PROFIT ATTRIBUTABLE TO SEB S.A</b>	<b>258.6</b>	<b>205.9</b>	<b>170.0</b>
<b>PROFIT ATTRIBUTABLE TO SEB S.A PER SHARE</b> <i>(in units)</i>			
Basic earnings per share	5.20	4.20	3.49
Diluted earnings per share	5.15	4.14	3.45

## CONSOLIDATED BALANCE SHEET

Year ended 31 December

### ASSETS

<i>(in € million)</i>	31/12/2016	31/12/2015	31/12/2014
Goodwill	1,847.0	544.9	512.1
Other intangible assets	720.0	485.0	464.1
Property, plant and equipment	807.7	596.5	587.1
Investments in associates	11.1		
Other investments	18.0	16.7	16.0
Other non-current financial assets	13.3	10.4	13.9
Deferred tax assets	71.1	50.3	34.9
Other non-current assets	13.3	23.6	5.9
Long-term derivative instruments	0.5	5.0	8.5
<b>NON-CURRENT ASSETS</b>	<b>3,502.0</b>	<b>1,732.4</b>	<b>1,642.5</b>
Inventories	1,076.3	820.9	822.8
Trade receivables	1,060.1	886.0	768.3
Other receivables	100.6	90.2	137.8
Current tax assets	59.6	44.5	35.0
Short-term derivative instruments	50.6	45.9	50.9
Other short term investments	204.6	244.5	172.5
Cash and cash equivalents	414.5	770.8	341.4
<b>CURRENT ASSETS</b>	<b>2,966.3</b>	<b>2,902.8</b>	<b>2,328.7</b>
<b>TOTAL ACTIF</b>	<b>6,468.3</b>	<b>4,635.2</b>	<b>3,971.2</b>

### LIABILITIES

<i>(in € million)</i>	31/12/2016	31/12/2015	31/12/2014
Share capital	50.2	50.2	50.2
Reserves and retained earnings	1,677.6	1,728.6	1,579.9
Treasury stock	(56.8)	(71.2)	(79.0)
<b>Equity attributable to owners of the parent</b>	<b>1,671.0</b>	<b>1,707.6</b>	<b>1,551.0</b>
<b>Non-controlling interests</b>	<b>165.2</b>	<b>200.1</b>	<b>173.5</b>
<b>EQUITY</b>	<b>1,836.2</b>	<b>1,907.7</b>	<b>1,724.5</b>
Deferred tax assets	111.4	70.1	65.3
Long-term provisions	378.7	185.8	192.9
Long-term borrowings	1,553.6	707.0	576.9
Other non-current liabilities	45.7	41.7	38.4
Long-term derivative instruments	10.5	3.5	1.9
<b>NON-CURRENT LIABILITIES</b>	<b>2,099.9</b>	<b>1,008.1</b>	<b>875.4</b>
Short-term provisions	102.5	61.0	55.6
Trade payables	911.7	695.2	637.3
Other current liabilities	380.0	291.6	260.3
Current tax liabilities	42.3	31.5	20.8
Short-term derivative instruments	23.0	16.6	8.2
Short-term borrowings (Note 12)	1,072.7	623.5	389.1
<b>CURRENT LIABILITIES</b>	<b>2,532.2</b>	<b>1,719.4</b>	<b>1,371.3</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>6,468.3</b>	<b>4,635.2</b>	<b>3,971.2</b>

## Business review

Consolidated financial statements

### 2016: RECORD PERFORMANCES

Sales (€ million)	2016	2015	Changes (calculated on non-rounded figures)	
			As reported	Like-for-like
<b>EMEA</b>	<b>2,495</b>	<b>2,344</b>	<b>+6.4%</b>	<b>+5.6%</b>
Western Europe	1,834	1,736	+5.6%	+3.1%
Other Western European countries	661	608	+8.7%	+12.7%
<b>AMERICAS</b>	<b>919</b>	<b>973</b>	<b>-5.5%</b>	<b>-1.8%</b>
North America	564	599	-5.9%	-4.0%
South America	355	374	-5.0%	+1.8%
<b>ASIA</b>	<b>1,586</b>	<b>1,453</b>	<b>+9.2%</b>	<b>+12.3%</b>
China	1,122	1,020	+10.0%	+15.4%
Other Asian countries	464	433	+7.1%	+4.8%
<b>TOTAL</b>	<b>5,000</b>	<b>4,770</b>	<b>+4.8%</b>	<b>+6.1%</b>

After 2015, 2016 continued to be affected by an uncertain and mixed environment as well as exchange rate volatility: strengthening of the dollar and the yen against the euro, depreciation of the pound sterling following the BREXIT vote, and of most of the South American currencies, the yuan, and the Turkish lira.

Against this backdrop, Groupe SEB reached for the first time **the €5 billion mark in sales, up 4.8% as reported and 6.1% on a like-for-like basis**, excluding a currency effect of -€122 million and a scope effect of +€60 million (eight additional months for OBH Nordica, acquired in 2015, and six months for EMSA).

This performance is all the more remarkable considering the high comparatives of an excellent year in 2015 (organic growth of 8%). All our product categories contributed to this growth, with home care (vacuum cleaners), home comfort (fans, air purifiers), electrical cooking (rice cookers, electric pressure cookers and multi-cookers, toasters) and beverage preparation (coffee makers, kettles) achieving organic growth rates exceeding that of the Group. The business was energized by a new increase of investment in growth drivers (R&D, advertising, particularly digital, and operational marketing), especially at the end of the year.

**In Western Europe**, the small electrical appliance market continued to trend positively overall in 2016, with the notable exception of the United Kingdom, while cookware market was in slight decline. In this environment, the Group posted a good year, although with contrasting performances from one country to the next. In France, at €780 million, Group's sales grew by 5.5% compared to 2015, fuelled mainly by Cookeo, vacuum cleaners and heating and cooking food processors. In Germany, sales were in sustained growth, across practically all product categories. In Italy and Spain, they were up strongly and have led to gains in market share. On the other hand, in the United Kingdom, against a backdrop of inflation, the Group posted a sales decline in 2016 at constant exchange rate.

**In the other EMEA countries**, the Group recorded very strong performances in 2016, improving as the year went on. This dynamic

was driven particularly by Poland and Southeastern Europe, where 2016 proved a record-setting year, as well as by Russia, where, after two years of severe recession, the market began to recover from the summer onwards and Group's like-for-like growth was around the 20% mark for the year. In these countries, the Group has significantly bolstered its positions. In Turkey, despite the difficult environment, sales were up sharply, thanks to major progress in vacuum cleaners, cookware and personal care. In the Middle East and Egypt, 2016 was overall very positive.

**In North America**, 2016 was a subdued year for the Group, and sales declined, on the basis, however, of a quality 2015 year. In the United States, the downturn resulted from the combined impact of several unfavourable factors: inventory clearances and stock limitations by retailers, development of private labels, financial difficulties of some customers and the non-repeat of certain 2015 promotional campaigns. The slowdown was mainly due to the T-fal core-range activity, while All-Clad enjoyed double-digit sales growth, fuelled by a good product and marketing dynamic. In Canada, in a context of price hikes, sales declined. In Mexico, business excluding loyalty programs was highly satisfactory, with a special mention for the successful launch of blenders, the most significant segment of the market.

**In South America**, the Group ended 2016 on organic sales growth. In Brazil, despite lasting deteriorated economic context, Group activity proved resilient, with sales fans benefiting from favourable weather conditions at year-end and strong momentum in semi-automatic washing machines. Further, the industrial and logistical reorganization undertaken is going according to plan. In Colombia, after a third quarter disrupted by the summer transport strikes, sales returned to growth at year-end, in a general context nonetheless less buoyant than previously, driven by blenders, pressure cookers and kitchen tools. Lastly, the Group posted a good year in Argentina, against a backdrop marked by major political and regulatory changes.

**In China**, in a small domestic equipment market where growth continues to be mainly driven by online sales, Supor confirmed its excellent



performance with organic sales growth of over 15%. The increase was driven by all cookware and kitchen tool categories and by almost all small kitchen electrics. As in 2015, growth was fuelled by a strong product dynamic based on innovation, by the pursuit of territorial expansion with new gains in points of sale, and by strengthened advertising and marketing investments both in physical retail and e-commerce.

**In other Asian countries**, Group activity was robust throughout the year, underpinned by excellent performances in large mature markets, which more than offset declines in a few emerging countries. In Japan, notably, revenue rose strongly, driven by cookware, kettles, garment steamers and the newly launched pressure multicooker Cook4me. In South Korea, the Group enjoyed an excellent year, capitalizing in particular on the switch of the Rowenta to the Tefal brand. Moreover, performance was very satisfactory in Australia. Lastly, the fourth quarter also saw a turnaround in Thailand and in Vietnam.

## A RECORD OPERATING RESULT FROM ACTIVITY: €505 MILLION, UP 18%

The Group reported record Operating Result from Activity (ORfA) in 2016, at €505 million, up 18% on 2015. ORfA comprises a substantial negative currency effect of €122 million, as anticipated, stemming from numerous currencies including the dollar, rouble, Turkish lira, South American currencies, pound sterling, and more recently the Egyptian pound. On a like-for-like basis, ORfA amounted to €631 million, up 47%, based on the following factors:

- **a positive volume effect**, linked to solid organic sales growth;
- **a positive price-mix effect** reflecting both the price increases and the up-market move enabled by innovation;
- **gains on purchases** (linked to the fall in commodities prices) and **productivity improvements**;
- **a further and significant increase in investment in growth drivers**, particularly in operational marketing (in-store and online activation, merchandising, promotions and store displays...);
- a strict control of operating costs.

These drivers allowed Groupe SEB to largely compensate the negative currency effect on Operating Result from Activity which, at €505 million, represents an operating margin of 10.1%.

## OPERATING PROFIT AND NET PROFIT IN MARKED GROWTH

**Operating profit** in 2016 totalled €426 million, up 15%. At €37 million, discretionary and non-discretionary profit sharing increased €5 million compared with 2015 due to the improved results of the French entities in 2016. Other operating income and expense came out at -€42 million compared with -€25 million in 2015, because of costs stemming from the industrial reorganization implemented in Brazil as well as acquisition costs and taxes relating to the acquisitions of EMSA and WMF in 2016, for around €15 million.

Net financial expense came to -€58 million, an increase of €10 million over 2015, notably due to the carry of two bond issues in the first half year. The increase in debt, linked to the finalization of the WMF acquisition on 30 November had a minor effect on financial expense in 2016. The rise in other financial expense resulted largely from the commitment fees involved in the implementation of financing for WMF.

**Profit attributable to owners of the parent** amounted to €259 million, compared with €206 million in 2015. The figure is net of tax, at a rate of 21%, down sharply on the 25.5% rate in 2015, thanks to the utilization of tax loss carryforwards in the United States. The total also includes the elimination of the non-controlling interests in Supor, for €32m.

## BALANCE SHEET/FINANCIAL STRUCTURE

At end-2016, Groupe SEB's balance sheet integrated the acquisitions made over the year, notably those of EMSA and WMF.

In this new configuration, **equity comes out at €1,836 million**, unaffected by the acquisitions of EMSA and WMF. However, the acquisition of WMF does increase fixed assets, notably through the inclusion of provisional goodwill – prior to the re-evaluation of assets (mainly brands) and liabilities – totalling €1,283m.

**Net financial debt stood at €2,019 million at 31 December 2016** including the debt financing of acquisitions (notably WMF) for €1,655 million, on the basis of a company value of €1,585 million, together with a €70 million payment to the seller in compensation for Groupe SEB retaining WMF's results from 1 January 2016. Following this acquisition, the balance sheet of Groupe SEB at 31 December remains healthy: **the net debt to equity ratio stands at 110%** and the **net debt-to-adjusted proforma EBITDA ratio, at 2.81 x**, remains under 3, in line with what was announced initially.

Based on the "SEB" scope alone, the Group generated record operating cash flow of €452 million, reflecting further progress on the working capital requirement, which totalled 18.4% of sales compared with 21% at the end of 2015.

## OUTLOOK FOR 2017

2016 has therefore been an excellent year for Groupe SEB.

For WMF, unconsolidated in 2016, the year went well for professional coffee and for hotel equipment, but the consumer business in Germany was impacted by the implementation of a major supply-chain reorganization, penalizing sales and profitability. Against this backdrop, **WMF delivered a 4.2% sales increase and an adjusted EBITDA of €128m, up 8.5% compared with 2015.**

2017 will be a year in which Groupe SEB changes dimension with the integration of WMF on 1 January.

In an economic and monetary context that remains uncertain, **Groupe SEB is aiming for further organic sales growth and a new increase in its Operating Result from Activity**, in its former 2016 scope as well as in its new configuration. The Group also confirms that the consolidation of WMF should be accretive by over 20% – before the impact of the purchase price allocation\* – on earnings per share as of 2017.

\* In particular revaluation of inventories – which will exceptionally reduce by €14m the results reported in 2017 – and possible amortization of intangible assets.



# Board of Directors

## Composition of the Board of Directors

1



**1. THIERRY DE LA TOUR D'ARTAISE**

Member of the Founder Group, 62 years old.  
Chairman and Chief Executive Officer of SEB S.A.

2



3



4



5



6



7



8



9



10



11



12



13



14



15



**2. BRUNO BICH**

Independent director, 70 years old.  
Member of Nominations and Remuneration Committee

**3. TRISTAN BOITEUX**

Member of the Founder Group,  
member of FÉDÉRACTIVE,  
54 years old.

**4. SARAH CHAULEUR**

Member of the Founder Group,  
member of FÉDÉRACTIVE,  
45 years old.

**5. YSEULYS COSTES**

Independent director, 44 years old.

**6. FÉDÉRACTIVE  
(PASCAL GIRARDOT)**

Member of the Founder Group,  
a controlling holding company  
which represents the equity  
interests of the founding family,  
represented by its Chairman,  
Pascal Girardot, 62 years old.  
Member of Nominations and  
Remuneration Committee.

**7. HUBERT FEVRE**

Member of the Founder Group,  
member of FÉDÉRACTIVE,  
52 years old.  
Member of the Audit Committee.

**8. FFP INVEST  
(CHRISTIAN PEUGEOT)**

Holding company listed on the  
Paris Stock Exchange, majority  
owned by the Peugeot family,  
represented by Christian Peugeot,  
63 years old.  
Member of the Audit Committee.

**9. FONDS STRATÉGIQUE  
DE PARTICIPATIONS  
(FSP - CATHERINE POURRE)**

Independent director. Represented  
by Catherine Pourre, 60 years old.  
Chairwoman of the Audit  
Committee.

**10. WILLIAM GAIRARD**

Member of the Founder  
Group, member of VENELLE  
INVESTISSEMENT, 36 years old.

**11. JEAN-NOËL LABROUE**

Independent director, 69 years old.  
Chairman of the Nominations and  
Remuneration Committee.

**12. CÉDRIC LESCURE**

Member of the Founder Group,  
member of FÉDÉRACTIVE,  
49 years old.

**13. JÉRÔME LESCURE**

Member of the Founder Group,  
member of VENELLE  
INVESTISSEMENT, 56 years old.  
Member of the Audit Committee.

**14. LAURE THOMAS**

Member of the Founder  
Group, member of VENELLE  
INVESTISSEMENT, 45 years old.

**15. VENELLE  
INVESTISSEMENT  
(DAMARYS BRAIDA)**

Member of the Founding Group,  
a controlling holding company,  
represented by Damarys Braida,  
49 years old.  
Member of Nominations  
and Remuneration Committee.

## Changes in the composition of the Board of Directors in 2017

In order to comply with legal provisions relating to the Board of Directors composition the Board of Directors, on recommendation of the Nominations and Remuneration Committee, deemed it preferable to reduce its size. The changes will reflect the following:

### RENEWAL OF DIRECTORSHIP OF TWO DIRECTORS IN 2017

It will be proposed to reappoint, for four years, the terms of office of Yseulys Costes and FFP INVEST. In order to maintain FFP Invest's independent status, Christian Peugeot will step down in favor of Bertrand Finet as the company's permanent representative.

### APPOINTMENT OF A DIRECTOR REPRESENTING THE EMPLOYEE SHAREHOLDERS IN 2017

It will be proposed to appoint Brigitte Forestier, nominated by FCPE SEB1 at the end of its meeting on 27 January 2017, as director representing the employee shareholders for a term of four years.

### RESIGNATIONS IN 2017

Bruno Bich and Tristan Boiteux decided to terminate their directorships early, although they were due to expire after the Annual General Meeting called to approve the financial statements for 2017.

In accordance with the decision of the Board of Directors meeting on 7 March 2017, the resignation of Bruno Bich will be effective on the day of the Annual General Meeting on 11 May 2017. Tristan Boiteux would be replaced by Delphine Bertrand.

Finally, Sarah Chauleur, whose term was not renewed, shall be nominated as permanent representative of FÉDÉRACTIVE, replacing Pascal Girardot, who will leave his duties before the Annual General Meeting.

## Presentation of the Directors and permanent representatives submitted to a vote

**BERTRAND FINET**

Bertrand Finet, aged 51, is a graduate of the ESSEC and was appointed Chief Operating Officer of FFP in January 2017. He has proven expertise in finance where he began his career in 1991.

**BRIGITTE FORESTIER**

Brigitte Forestier, aged 46, is graduated with a Master's in Human Resources and joined Groupe SEB in 1997. Since 2009, she has held Human Resource Managerial positions at Groupe SEB Retailing and is on the Supervisory Board of FCPE SEB1.

**DELPHINE BERTRAND**

Delphine Bertrand, aged 52, has been responsible for FÉDÉRACTIVE communication since 2013. She is co-founder of the Fondation Première Pierre (FPP) and just attended the training "objectif administratrice" in corporate governance from EM Lyon.



# Agenda

## To be voted on in the Ordinary General Meeting

1. Approval of the statutory financial statements for the year ended 31 December 2016;
2. Approval of the consolidated financial statements for the year ended 31 December 2016;
3. Allocation of the result for the year ended 31 December 2016 and setting of the dividend;
4. Reappointment of Yseulys Costes as director;
5. Reappointment of FFP Invest, represented by Bertrand Finet, as director;
6. Ratification of the appointment of Delphine Bertrand as director to replace Tristan Boiteux;
7. Appointment of Brigitte Forestier as director representing employee shareholders;
8. Approval of the principles and criteria for determining, distributing and awarding the components of the remuneration and benefits in kind awarded to Thierry de La Tour d'Artaise, Chairman and Chief Executive Officer, and to Bertrand Neuschwander, Chief Operating Officer (Sapin 2 law);
9. Advisory vote on the remuneration's components due or granted for 2016 to Thierry de La Tour d'Artaise, Chairman and Chief Executive Officer;
10. Advisory vote on the remuneration's components due or granted for 2016 to Bertrand Neuschwander, Chief Operating Officer;
11. Authorisation to be granted to the Board of Directors for the company to buy back its own shares.

## To be voted on in the Extraordinary General Meeting

12. Authorisation to be granted to the Board of Directors enabling the company to cancel its own shares;
13. Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or share equivalents and/or debt securities, with pre-emption rights;
14. Delegation of authority granted to the Board of Directors to issue ordinary shares and/or share equivalents and/or debt securities, with waiving of pre-emption rights in the course of a public offering;
15. Delegation of authority granted to the Board of Directors to issue ordinary shares and/or share equivalents and/or debt securities, with waiving of pre-emption rights as part of an offering governed by Article L. 411-2 II of the French Monetary and Financial Code (private placement);
16. Blanket ceiling on financial authorisations;
17. Delegation of authority to be granted to the Board of Directors to increase the share capital by capitalising retained earnings, profit, premiums or other items that may be capitalised;
18. Authorisation to be granted to the Board of Directors to grant performance shares;
19. Authorisation to be granted to the Board of Directors to carry out share capital increases restricted to members of a company or group savings plan with waiving of pre-emption rights;
20. Amendment of Article 16 of the bylaws to allow the appointment of a director to represent employees;
21. Amendment of Articles 17, 19 and 22 of the bylaws setting the age limit for directors, the Chairman, the Chief Executive Officer and the Chief Operating Officer;
22. Powers to carry out formalities.





# Proposed resolutions and Board of Directors' report

## Ordinary resolutions

### RESOLUTIONS 1, 2 AND 3:

Approval of the annual financial statements (statutory and consolidated), allocation of the result for 2016 and setting of dividend

#### BOARD OF DIRECTORS' REPORT

By voting on resolutions **1** and **2**, the Board of Directors invites shareholders to approve:

- the statutory financial statements for the year ended 31 December 2016 which show a net profit of €45,554,698.03, compared with €203,562,204.92 for 2015;
- the consolidated financial statements for the year ended 31 December 2016 which show a net profit attributable to owners of the parent of €258,574,000, compared with €205,914,000 for 2015.

Details of these financial statements appear in the 2016 Annual Financial Report, the main elements of which were contained in the meeting notice.

The aim of resolution **3** is to invite shareholders to allocate the net profit for 2016 and to set the dividend amount as follows:

- a net dividend per ordinary share of €1.72, up 11.7% compared to the 2015 dividend;
- a supplementary dividend of 10%, amounting to €0.172 per share.

The supplementary dividend will be paid on shares registered prior to 31 December 2014 and continuing to be registered in the name of the same holder until the ex-dividend date of 16 May 2017. These shares represent 62.10% of the outstanding total. No single shareholder will be entitled to the supplementary dividend on any shares in excess of 0.5% of the company's share capital.

The ex-dividend date will be 16 May 2017. The dividend will be paid as from 18 May 2017.

The dividend and the supplementary dividend qualify for the exemption referred to in Article 158-3 of the French General Tax Code.

### FIRST RESOLUTION

#### Approval of the statutory financial statements for the year ended 31 December 2016

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, having considered the reports of the Board of Directors, the Chairman and

the Statutory auditors on the company's operations and results for the year ended 31 December 2016, approves the financial statements as presented, which show net profit of €45,554,698.03.

### SECOND RESOLUTION

#### Approval of the consolidated financial statements for the year ended 31 December 2016

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, having considered the reports of the Board of Directors and the Statutory

auditors, approves the consolidated financial statements for the year ended 31 December 2016, which show net profit attributable to owners of the parent of €258,574,000.



### THIRD RESOLUTION

#### Allocation of the result for the year ended 31 December 2016 and setting of the dividend

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, on the proposal of the Board of Directors, resolves to appropriate the net profit for 2016 of €45,554,698.03, as follows:

Net profit	45,554,698.03
Retained earnings brought forward from prior year	818,049,269.43
Dividends on treasury shares credited to retained earnings	569,670.88
Profit available for distribution	864,173,638.34
Dividend	85,721,093.40
Supplementary dividend	3,617,991.96
Retained earnings	774,834,552.98

The dividend per share amounts to €1.72.

The ex-dividend date will be 16 May 2017 and the dividend will be paid as from 18 May 2017.

Furthermore, as provided for in Article 46 of the company's bylaws, a supplementary dividend of 10% of the dividend, amounting to €0.172 per share, will be paid on shares registered in the name of the same

holder throughout the period between 31 December 2014 and the ex-dividend date, 16 May 2017.

However, no single shareholder will be entitled to the supplementary dividend on any shares in excess of 0.5% of the company's capital.

The dividend distributed qualifies for the 40% exemption for natural persons who are tax residents of France, per Article 158.3-2 of the French General Tax Code.

The Annual General Meeting formally declares that dividends distributed for the last three years were as follows:

Financial year	Dividend per share	Premium per share	Dividend qualifying for 40% abatement		Dividend not qualifying for 40% abatement
			Dividend	Premium	
2013	1.39	0.139	1.39	0.139	-
2014	1.44	0.144	1.44	0.144	-
2015	1.54	0.154	1.54	0.154	-

**RESOLUTIONS 4, 5, 6 AND 7:****Reappointment and appointment of four members of the Board of Directors****BOARD OF DIRECTORS' REPORT**

The Board of Directors had 15 members in 2016. The coming into effect of provisions on employee representation and increased female representation led the Board of Directors to review its composition. Accordingly, at its meeting of 16 December 2016, the Board of Directors, having heard the recommendations of the Nominations and Remuneration Committee, took note of the need to reduce its size to 12 members in order to facilitate the inclusion of employee directors without at the same time undermining its agility.

The change in the composition of the Board of Directors also takes account of the need for one third independent directors and 40% women.

In view of this, we hereby inform shareholders that the Board of Directors took note of the expiry of the terms of office of Yseulys Costes, Sarah Chauleur, FFP INVEST, represented by Christian Peugeot, and Laure Thomas at the end of the Annual General Meeting. In order to achieve the aforementioned reduction target, Laure Thomas, a member of VENELLE INVESTISSEMENT, agreed not to be reappointed and Bruno Bich agreed to resign before the end of his term of office in 2018.

On the recommendation of the Nominations and Remuneration Committee, resolutions 4 and 5 invite shareholders to approve the reappointment as directors, for four years, of Yseulys Costes and FFP INVEST, represented by Bertrand Finet as permanent representative to replace Christian Peugeot, whose membership of the Board of Directors for 12 years means he can no longer be classified as independent following the AFEP-MEDEF Code criteria.

Bertrand Finet, aged 51, is a graduate of the ESSEC and was appointed Chief Operating Officer of FFP in January 2017. He has proven expertise in finance where he began his career in 1991.

We would also add that Yseulys Costes did not seek reappointment to Vivendi's Supervisory Board, the term of office expiring on 25 April 2017.

In order to comply with the requirements regarding the gender balance on the Board of Directors and on the recommendation of the Nominations and Remuneration Committee, resolution 6 invites shareholders to approve the co-option of Delphine Bertrand to replace Tristan Boiteux, who resigned, for the remainder of his term of office.

Delphine Bertrand, aged 52, has been Communication Officer for FÉDÉRACTIVE since 2013. She co-founded Fondation Première Pierre (FPP) and just finished a specific training in corporate governance "objectif administratrice" provided by the EM Lyon Business School.

We hereby also inform shareholders that Sarah Chauleur, whose term of office is not renewed, will be appointed permanent representative of FÉDÉRACTIVE, replacing Pascal Girardot, prior to the Annual General Meeting.

On the recommendation of the Nominations and Remuneration Committee, resolution 7 invites shareholders to approve the appointment, for four years, of Brigitte Forestier as director representing employee shareholders. Aged 46, she has a Masters in Human Resources and joined Groupe SEB in 1997. Since 2009, she has held Human Resource Managerial positions at Groupe SEB Retailing and is on the Supervisory Board of FCPE SEB1.

In accordance with Article L. 225-27-1 of the French Commercial Code, the changes to the bylaws submitted to the meeting in Resolution 20 will allow the appointment of a director to represent employees within six months of this Annual General Meeting. Accordingly, at the end of 2017, the Board of Directors will have a director representing employee shareholders and a director representing employees, bringing the total to 14 directors.

At its meetings on 17 February 2017 and 7 March 2017, the Board of Directors deemed Bertrand Finet, Delphine Bertrand and Brigitte Forestier capable of assuming the duties of director and of making an effective contribution to the work of the Board of Directors.

Please also note that information on directors whose appointment or reappointment is proposed can be found in Chapter 2 "Corporate Governance" of the 2016 Registration Document.

**FOURTH RESOLUTION****Reappointment of Yseulys Costes as director**

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, having considered the report of the Board of Directors, reappoints Yseulys

Costes as director for a period of four years expiring at the close of the Annual General Meeting to be held to approve the financial statements for the year ending 31 December 2020.

### FIFTH RESOLUTION

---

#### Reappointment of FFP Invest, represented by Bertrand Finet, as director

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, having considered the report of the Board of Directors, reappoints FFP INVEST,

represented by Bertrand Finet, as director for a period of four years expiring at the close of the Annual General Meeting to be held to approve the financial statements for the year ending 31 December 2020.

### SIXTH RESOLUTION

---

#### Ratification of the appointment of Delphine Bertrand as director to replace Tristan Boiteux

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, having considered the report of the Board of Directors, appoints Delphine Bertrand as director for the remaining term of office of her predecessor,

Tristan Boiteux, who resigned, namely expiring at the close of the Annual General Meeting to be held to approve the financial statements for the year ending 31 December 2017.

### SEVENTH RESOLUTION

---

#### Appointment of Brigitte Forestier as director representing employee shareholders

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, having considered the report of the Board of Directors, appoints Brigitte Forestier

as director representing employee shareholders for a period of four years expiring at the close of the Annual General Meeting to be held to approve the financial statements for the year ending 31 December 2020.

## RESOLUTION 8 :

### Approval of the principles and criteria for determining, distributing and awarding the components of the total remuneration and benefits of any kind

#### BOARD OF DIRECTORS' REPORT

Pursuant to Article L. 225-37-2 of the French Commercial Code, resolution 8 invites shareholders to approve the principles and criteria for determining, distributing and awarding the fixed, variable and extraordinary components of the total remuneration and benefits in kind awarded to the Chairman and Chief Executive Officer and the Chief Operating Officer in consideration for the performance of their duties in 2017 constituting the remuneration policy applying to them.

These principles and criteria are determined annually by the Board of Directors on a proposal from the Nominations and Remuneration Committee. Full details of these components can be found in the report in Chapter 2.5 of the 2016 Registration Document.

Pursuant to Article L. 225-100 of the French Commercial Code, the amounts resulting from the application of these principles and criteria will be submitted for shareholder approval at the Annual General Meeting to be held to approve the 2017 financial statements.

### EIGHTH RESOLUTION

---

#### Approval of the principles and criteria for determining, distributing and awarding the components of the total remuneration and benefits in kind awarded to Thierry de La Tour d'Artaise, Chairman and Chief Executive Officer, and to Bertrand Neuschwander, Chief Operating Officer

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, pursuant to Article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for determining, distributing and awarding the fixed, variable and extraordinary components of the total remuneration and benefits in kind

awarded, in consideration for their duties, to Thierry de La Tour d'Artaise, Chairman and Chief Executive Officer, as well as to Bertrand Neuschwander, Chief Operating Officer, as detailed in the report accompanying the report referred to in Articles L. 225-100 and L. 225-102 of the French Commercial Code, presented in the 2016 Registration Document.

## RESOLUTIONS 9 AND 10:

### Advisory vote on the remuneration components due or awarded to Thierry de La Tour d'Artaise, Chairman and Chief Executive Officer, and Bertrand Neuschwander, Chief Operating Officer, for financial year 2016

#### BOARD OF DIRECTORS' REPORT

In accordance with the recommendations in the AFEP-MEDEF Code as updated in November 2016 which the company applies, the purpose of resolutions 9 and 10 is to submit for your consultation all the remuneration components of the Chairman and Chief Executive Officer as well as of the Chief Operating Officer.

Details of these components can be found in the "Say on pay – Remuneration of executive officers" section of Chapter 2 "Governance" of the 2016 Registration Document and on pages 31 and following of this convening meeting notice.

## NINTH RESOLUTION

### Advisory vote on the remuneration components due or granted for 2016 to Thierry de La Tour d'Artaise, Chairman and Chief Executive Officer

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, consulted pursuant to the recommendation in section 26.2 of the AFEP-MEDEF Code, which it applies, gives a favourable opinion on the components of

remuneration due or granted to Thierry de La Tour d'Artaise, Chairman and Chief Executive Officer, in respect of 2016, as set out in the "Say on pay – Remuneration of executive officers" section of Chapter 2 "Governance" of the 2016 Registration Document.

## TENTH RESOLUTION

### Advisory vote on the remuneration components due or granted for 2016 to Bertrand Neuschwander, Chief Operating Officer

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, consulted pursuant to the recommendation in section 26.2 of the AFEP-MEDEF Code, which it applies, gives a favourable opinion on the components

of remuneration due or awarded to Bertrand Neuschwander, Chief Operating Officer, in respect of 2016, as set out in the "Say on pay – Remuneration of executive officers" section of Chapter 2 "Governance" of the 2016 Registration Document.

### RESOLUTION 11:

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

##### BOARD OF DIRECTORS' REPORT

The Annual General Meeting of 19 May 2016 authorised the Board of Directors to trade in the company's shares. In 2016, under its share buyback program, the company bought back 218,633 shares at an average price of €113.88 and sold 448,548 shares upon exercise of stock options at an average price of €48.49. In addition, a total of 326,956 shares were purchased at an average price of €104.65 and 328,034 shares sold at an average price of €105.69 under the liquidity contract.

At 31 December 2016, the company held 622,110 treasury shares with a par value of €1 and a gross value of €80,096,662.50. These treasury shares represent 1.24% of the company's share capital, of which 614,811 under the buyback agreement and 7,299 under the liquidity contract.

These transactions are also described in Chapter 7 of the Registration Document, "Information on the company and its share capital".

Since the existing authorisation is due to expire in July 2017, resolution 11 invites shareholders to once again authorise the Board of Directors to, for a period of 14 months, trade in company shares at a maximum price of €190 per share, excluding trading fees.

The authorisation would represent a maximum of 10% of the share capital. The company may buy back its own shares with a view to:

- maintaining a liquid market for the company's shares through an investment service provider acting on a fully independent basis;
- allocating shares to eligible employees and officers of the company;
- cancelling shares in order to increase return on equity and earnings per share or to offset the dilutive impact of any capital increases on existing shareholders' interests;
- delivering or exchanging shares in connection with any future external growth transactions;
- allocating shares on exercise of rights attached to securities.

In accordance with the law, these shares have been stripped of their voting rights.

### ELEVENTH RESOLUTION

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

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, having considered the report of the Board of Directors, resolves:

- to terminate the share buyback program authorised by the Combined General Meeting of 19 May 2016;
- to adopt the program described below and accordingly:
  - to authorise the Board of Directors, or any representative of the Board empowered to act on the Board's behalf, in accordance with Articles L. 225-209 et seq. of the French Commercial Code, to buy back shares of the company representing up to 10% of the share capital, subject to the limits set down by law;
  - that the shares may be bought back for the following purposes:
    - i) to maintain a liquid market for the company's shares through an independent investment service provider under a liquidity contract that complies with the AMAFI code of ethics recognised by the Autorité des Marchés Financiers;
    - ii) for allocation to eligible employees and officers of the company or the Group in the form of performance shares governed by Articles L. 225-197-1 et seq. of the French Commercial Code, or in payment of statutory employee profit-shares or in connection with an employee stock ownership or stock saving plan;
    - iii) for cancellation, in order to increase return on equity and earnings per share and/or to offset the dilutive impact of any capital increases on existing shareholders' interests, provided that such cancellation is authorised by the Extraordinary General Meeting;
    - iv) representing up to 5% of the capital, for delivery or exchange in connection with any future external growth transactions;
    - v) for allocation on exercise of rights attached to securities that are convertible, exchangeable, redeemable or otherwise exercisable for company shares, in accordance with the applicable securities regulations;
- that shares may not be bought back under this authorisation for more than €190 per share, excluding trading fees;
- that the Board of Directors may adjust the above price, in the case of any change in the shares' par value, by capitalising reserves, any stock-split or reverse stock-split, any return of capital or capital reduction, any distribution of reserves or assets, or any other corporate action, to take into account the effect thereof on the share price. In this case, the price will be adjusted based on the ratio between the number of shares outstanding before and after the corporate action;



- that the total amount invested in the share buyback program may not exceed €953,211,931;
- that the shares may be bought back by any appropriate method and accordingly that all or part of the program may be implemented on the market or through block purchases – and, if appropriate, through over-the-counter sales – or by means of public buyback or exchange offers, or through the use of options and derivative instruments, other than written puts. The buybacks may be carried out at any time at the Board's discretion, subject to compliance with the applicable securities regulations. The shares purchased under this authorisation may be kept, sold or transferred by any method, including through block sales, at any time including while a public tender offer is in progress;
- to give full powers to the Board of Directors, including the power of delegation, to:
  - i) to carry out the transactions and set the related terms and conditions;
  - ii) to place any and all buy and sell orders, on or off-market;
  - iii) to adjust the maximum purchase price of the shares to take into account the effect on the share price of any of the corporate actions referred to above;
  - iv) to enter into any and all agreements for the keeping of a register of share purchases and sales or for any other purpose;
  - v) to fulfil any and all reporting obligations with the Autorité des Marchés Financiers and any other organisations;
  - vi) to carry out any and all formalities;
- that this authorisation is given for a period expiring at the Ordinary General Meeting to be called to approve the financial statements for the year ending 31 December 2017 or fourteen (14) months, whichever is shorter.

## Extraordinary resolutions

### RESOLUTION 12:

#### Authorisation to be granted to the Board of Directors enabling the company to cancel its own shares

##### BOARD OF DIRECTORS' REPORT

The Annual General Meeting of 19 May 2016 authorised the Board of Directors to cancel some or all of the shares acquired under the share buyback program, provided the number of shares cancelled in any 24-month period does not exceed 10% of the share capital.

Seeing that the existing authorisation is due to expire in July 2017, resolution 12 invites shareholders to once again authorise the Board of Directors to cancel some or all of its shares, under the same terms and conditions.

This authorisation would be given for a period of 14 months from the date of the Annual General Meeting.

### TWELFTH RESOLUTION

#### Authorisation to be granted to the Board of Directors enabling the company to cancel its own shares

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Meetings, having considered the report of the Board of Directors and the Statutory auditors' report:

- authorises the Board of Directors to cancel, on one or more occasions at its discretion, some or all of the shares currently held or that may be held in the future by the company following share buybacks carried out pursuant to Article L. 225-209 of the French Commercial Code, provided the number of shares cancelled in any 24-month period does not exceed 10% of the total shares outstanding. The difference between the purchase price of the cancelled shares and their par value will be deducted from additional paid-in capital and retained earnings, with an amount corresponding to 10% of the share capital reduction being deducted from the legal reserve;
- authorises the Board of Directors to place on record the capital reduction(s), amend the bylaws to reflect the new capital and carry out any and all formalities, make all declarations to any organisations and generally undertake whatever is necessary;
- authorises the Board of Directors to delegate all necessary powers to permit the implementation of its decisions, subject to compliance with the laws and regulations in force when this authorisation is used;
- grants this authorisation to the Board of Directors for a period of fourteen (14) months and consequently decides that this authorisation cancels all authorisations given previously for the same purpose.

## RESOLUTIONS 13, 14, 15 AND 16:

**Delegation of authority to be given to the Board of Directors to issue share equivalents with or waiving pre-emption rights in the course of public offerings or private placements. Aggregate limit of transactions under these delegations set at a par value of €10 million, representing around 20% of the share capital at 31 December 2016**

### BOARD OF DIRECTORS' REPORT

We would ask that shareholders give the Board of Directors the necessary powers to issue share equivalents that give immediate or future access to equity in the company or any company in which it directly or indirectly owns more than half of the share capital, in order to give the freedom to raise the funds the Group needs to grow, as it sees fit and as market opportunities allow.

Shareholders will be asked, by voting on resolution **13**, to give the Board of Directors the power to decide to carry out one or more share capital increases, while maintaining pre-emption rights. The maximum par value of share capital increases that may be carried out under this delegation would be set at €5 million, or circa 10% of the share capital at 31 December 2016.

In order to readily take any opportunities that may arise, we would ask shareholders to pass resolutions **14** and **15** and thereby delegate the authority to the Board of Directors to issue ordinary shares and/or share equivalents and/or debt securities, in the course of public offerings or private placements. Pre-emption rights shall be waived for these issues, although the Board of Directors may grant shareholders a preferential right to subscribe for such issues, for the period and in the manner of its choosing.

By law, the issue price must be at least equal to the weighted average price over the three trading sessions prior to being set, with a maximum possible discount of 5%.

Given the significance of using these delegations, we would point out that the Board of Directors may only use them if the decision is approved by a qualified majority of 12/14<sup>th</sup> of the directors. Previously set at 12/15<sup>th</sup>, this majority was adjusted to reflect the new composition of the Board of Directors.

The maximum par value of the share capital increases that may be made under these delegations would be set at €5 million, or circa 10% of the share capital. In addition, the nominal value of debt securities that may be issued shall not exceed €500 million. All of these delegations of authority would thus be valid for a period of 14 months.

If and when the authorisations are used, the Board of Directors will prepare an additional report describing the final terms of the issue, including the basis for setting the issue price, the impact of the issue on the situation of existing shareholders and the estimated impact on the share price, as required by law.

In its previous delegations, the Annual General Meeting of 19 May 2016 had given the Board of Directors the power to increase the share capital within the same limits as those stated above. These authorisations, given for 14 months, were not used.

In addition, in resolution **16**, we invite shareholders to set at €10 million the maximum par value of the share capital increases that can be carried out by the Board of Directors pursuant solely to the delegations granted in resolutions **13**, **14** and **15**.

## THIRTEENTH RESOLUTION

**Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or share equivalents and/or debt securities, with pre-emption rights**

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Meetings, having considered the report of the Board of Directors and the Statutory auditors' special report and in accordance with Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134 and L. 228-91 et seq. of the French Commercial Code:

■ gives the Board of Directors the power to decide by a qualified majority of 12 of the 14 members present or represented, with the power to further delegate in the manner provided for by law and regulation,

to issue, on one or more occasions, company shares and securities giving immediate or future access, by any means, to equity in the company or any company in which it directly or indirectly owns more than half of the share capital or equity securities giving entitlement to debt securities, denominated in euros or in foreign currencies, in France or on the international market, and to determine the timing and amounts of said issues;

■ resolves that issues of preference shares or securities convertible by any means, immediately or in the future, into preference shares are expressly excluded from this delegation of authority;

- resolves that any shares and securities issued under this delegation may be subscribed for in cash or by offsetting against outstanding receivables;
- resolves that the amount of share capital increases that shall be carried out, immediately and/or in the future, under this delegation shall not exceed a par value of €5 million, not including the par value of any additional shares to be issued to protect the rights of holders of share equivalents in accordance with applicable laws, regulations and, as the case may be, contractual provisions;
- moreover resolves that the nominal value of debt securities issued pursuant to this delegation shall not exceed €500 million or the equivalent of this amount in the case of issues denominated in foreign currencies;
- resolves that shareholders shall, in the manner provided for by law, have pre-emption rights to subscribe pro-rata to their existing interest in the company's capital. In addition, the Board of Directors may grant shareholders a pre-emption right to subscribe any shares and/or share equivalents not taken up by other shareholders. If the issue is oversubscribed, such additional pre-emption right shall also be exercisable pro-rata to the existing interest in the company's capital of the shareholders concerned.

If the issue is not taken up in full by shareholders exercising their pre-emption rights as described above, the Board of Directors may take one or other of the following courses of action, in the order of its choice:

- limit the amount of the issue to the subscriptions received provided at least three-quarters of the issue is taken up;
- freely allocate some or all of the unsubscribed securities;
- offer some or all of the unsubscribed securities to the public;
- resolves that company warrants may be offered for subscription on the above basis or allocated among holders of existing shares without consideration;
- establishes that this authorisation may automatically entail the waiver in favour of holders of securities giving future access to equity in the company that may be issued through conversion, exchange, exercise of a warrant or any other means by shareholders of their

pre-emption right to subscribe for the shares issued on the basis of those securities;

- resolves that the amount to be received by the company for each share issued immediately or in the future under this delegation shall not represent less than the par value of the shares, after taking account in the case of the issue of stand-alone warrants or other primary securities of the issue price of said warrants or securities;
- resolves that the Board of Directors shall be fully empowered to use this delegation, with the power to further delegate in the manner provided for by law and regulation, to in particular increase the share capital and determine the securities to be issued, determine the dates and terms of the issues, as well as the form and characteristics of the securities to be issued, set the issue price and terms, the amount of each issue, the cum-rights date which may be set retrospectively, the terms of settlement of the subscription price of the shares or other securities issued and, if appropriate, the conditions under which they may be bought back on the open market, the right to suspend the exercise of the rights attached to the securities to be issued for a period of no more than three months, determine the arrangements for protecting the rights of holders of share equivalents that give future access to equity, pursuant to applicable laws, regulations and, as the case may be, contractual provisions, to write off any and all amounts against the issue premium, including the issuance costs, and to take all necessary or appropriate measures and enter into any and all agreements in connection with the placement of the issues, to place on record the resulting share capital increase(s) and to amend the bylaws to reflect the new capital. In the case of any issue of debt securities, the Board of Directors shall have full powers, including the right to delegate such powers in the conditions set by law and regulation, to decide whether to issue subordinated or unsubordinated debt, to set the interest rate, the life of the securities, the redemption price – which may be fixed or variable and may or may not include a call premium – the terms of early redemption depending on market conditions and the basis on which the debt securities are convertible, exchangeable, redeemable or otherwise exercisable for shares of the company;
- grants this authorisation to the Board of Directors for a period of fourteen (14) months and consequently decides that this authorisation cancels all authorisations given previously for the same purpose.

## FOURTEENTH RESOLUTION

### **Delegation of authority granted to the Board of Directors to issue ordinary shares and/or share equivalents and/or debt securities, with waiving of pre-emption rights in the course of a public offering**

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Meetings, having considered the report of the Board of Directors and the Statutory auditors' special report and in accordance with Articles L. 225-129 to L. 225-129-2, L. 225-136 and L. 228-91 et seq. of the French Commercial Code:

- gives the Board of Directors the power to decide by a qualified majority of 12 of the 14 members present or represented, with the power to further delegate in the manner provided for by law and regulation, to

issue by way of a public offering, on one or more occasions, company shares and any hybrid securities giving immediate or future access by any means to equity in the company or any company in which it directly or indirectly owns more than half of the share capital or equity securities giving entitlement to debt securities, denominated in euros or in foreign currencies, in France or on the international market, and to determine the timing and amounts of said issues;

## Proposed resolutions and Board of Directors' report

- resolves that any shares and securities issued under this delegation may be subscribed for in cash or by offsetting against outstanding receivables;
- resolves that the amount of share capital increases that shall be carried out, immediately or in the future, under this delegation may not exceed a par value of €5 million, not including the par value of any additional shares to be issued to protect the rights of holders of share equivalents, in accordance with applicable laws, regulations and, as the case may be, contractual provisions;
- resolves that the nominal value of debt securities issued pursuant to this delegation shall not exceed €500 million or the equivalent of this amount in the case of issues denominated in foreign currencies;
- resolves that shareholders shall not have a pre-emption right to subscribe for securities issued under this resolution, but that the Board of Directors may grant shareholders a preferential right to subscribe for some or all of the issue, for a period and on terms to be decided in accordance with applicable laws and regulations. Said priority right shall not be transferable but the Board of Directors may allow shareholders to subscribe the issue and any securities not taken up by other shareholders pro-rata to their existing shareholdings;
- resolves that if any issue of the aforementioned securities is not taken up in full by existing shareholders and the public, the Board of Directors may limit the amount of the issue to the value of the subscriptions received, provided at least three-quarters of the issue is taken up or freely allocate some or all of the unsubscribed securities;
- establishes that this authorisation may automatically entail the waiver in favour of holders of securities giving future access to equity in the company that may be issued through conversion, exchange, exercise of a warrant or any other means by shareholders of their pre-emption right to subscribe for the shares issued on the basis of those securities;
- establishes that public offerings of shares and/or of securities decided under this delegation of authority may be combined, as part of a single issue or of multiple issues of shares and/or of securities, with offerings falling within the scope of Article L. 411-2 II of the French Monetary and Financial Code decided pursuant to the delegation of authority in resolution 15 of this Annual General Meeting;
- formally records that, pursuant to Article L. 225-136 of the French Commercial Code:
  - the issue price of directly issued shares must be at least equal to the minimum price permitted under applicable laws and regulations on the date of the issue;
  - the issue price of securities giving access or potentially giving access to equity in the company must be such that the sum received immediately by the company plus, as the case may be, any sum it may subsequently receive for each share issued as a result of the issue of these securities is at least equal to the minimum subscription price defined in the above paragraph;
- resolves that the Board of Directors shall be fully empowered to use this delegation, with the power to further delegate in the manner provided for by law and regulation, to in particular determine the dates and terms of the issues, as well as the form and characteristics of the securities to be issued, set the issue price and terms, the amount of each issue, the cum-rights date which may be set retrospectively, the terms of settlement of the subscription price of the shares or other securities issued and, if appropriate, the conditions under which they may be bought back, the right to suspend the exercise of the rights attached to the securities to be issued for a period of no more than three months, determine the arrangements for protecting the rights of holders of share equivalents that give future access to equity, pursuant to applicable laws, regulations and, as the case may be, contractual provisions, allocate where necessary to the issue premiums any costs incurred in arranging the issues and more broadly take all necessary or appropriate measures and enter into any and all agreements to successfully complete the planned issues and record the share capital increases resulting from any issue carried out under this delegation and accordingly amend the bylaws.

The Board of Directors shall be fully empowered, with the power to further delegate in the manner provided for by law and regulation, to decide whether to issue subordinated or unsubordinated debt securities, set the interest rate, maturity, redemption price (which may be fixed or variable and may or may not include a premium), terms of early redemption depending on market conditions and the basis on which these securities give access to company equity;
- grants this authorisation to the Board of Directors for a period of fourteen (14) months and consequently decides that this authorisation cancels all authorisations given previously for the same purpose.

## FIFTEENTH RESOLUTION

### **Delegation of authority granted to the Board of Directors to issue ordinary shares and/or share equivalents and/or debt securities, with waiving of pre-emption rights as part of an offering governed by Article L. 411-2 II of the French Monetary and Financial Code (private placements)**

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Meetings, having considered the report of the Board of Directors and the Statutory auditors' special report and in accordance with Articles L. 225-129 to L. 225-129-2, L. 225-136 and L. 228-91 et seq. of the French Commercial Code:

- gives the Board of Directors the power to decide by a qualified majority of 12 of the 14 members present or represented, with the

power to further delegate in the manner provided for by law and regulation, to issue by way of an offering falling within the scope of Article 411-2 II of the French Monetary and Financial Code (private placement), on one or more occasions, company shares and any hybrid securities giving immediate or future access by any means to equity in the company or any company in which it directly or indirectly owns more than half of the share capital or equity securities giving entitlement to debt securities, denominated in euros or in foreign

currencies, in France or on the international market, and to determine the timing and amounts of said issues;

- resolves that the amount of share capital increases that shall be carried out, immediately or in the future, under this delegation may not exceed a par value of €5 million, not including the par value of any additional shares to be issued to protect the rights of holders of share equivalents, in accordance with applicable laws, regulations and, as the case may be, contractual provisions;
- resolves that any shares and securities issued under this delegation may be subscribed for in cash or by offsetting against outstanding receivables;
- resolves that the nominal value of debt securities issued pursuant to this delegation shall not exceed €500 million or the equivalent of this amount in the case of issues denominated in foreign currencies;
- resolves that shareholders shall not have a pre-emption right to subscribe for securities to be issued pursuant to this resolution;
- resolves that if any issue of the aforementioned securities is not taken up in full, the Board of Directors may limit the amount of the issue to the value of the subscriptions received, provided at least three-quarters of the issue is taken up or freely allocate some or all of the unsubscribed securities;
- establishes that this authorisation may automatically entail the waiver in favour of holders of securities giving future access to equity in the company that may be issued through conversion, exchange, exercise of a warrant or any other means by shareholders of their pre-emption right to subscribe for the shares issued on the basis of those securities;
- establishes that the offerings that fall within the scope of Article L. 411-2 II of the French Monetary and Financial Code decided under this resolution may be combined, as part of a single issue or of multiple issues of shares and/or of securities, with public offerings decided pursuant to the delegation of authority in resolution 14 of this Annual General Meeting;
- formally records that, pursuant to Article L. 225-136 of the French Commercial Code:
  - the issue price of directly issued shares must be at least equal to the minimum price permitted under applicable laws and regulations on the date of the issue;

## SIXTEENTH RESOLUTION

### Blanket ceiling on financial authorisations

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Meetings, having considered the report of the Board of Directors, resolves to set at €10 million the maximum par value of immediate and/or future share capital increases that may be carried out pursuant to the authorisations in resolutions 13, 14 and 15, not including the par value of any additional

- the issue price of securities giving access or potentially giving access to equity in the company must be such that the sum received immediately by the company plus, as the case may be, any sum it may subsequently receive for each share issued as a result of the issue of these securities is at least equal to the minimum subscription price defined in the above paragraph;

- resolves that the Board of Directors shall be fully empowered to use this delegation, with the power to further delegate in the manner provided for by applicable laws, regulations and, as the case may be, contractual provisions, to in particular determine the dates and terms of the issues, as well as the form and characteristics of the securities to be issued, set the issue price and terms, the amount of each issue, the cum-rights date which may be set retrospectively, the terms of settlement of the subscription price of the shares or other securities issued and, if appropriate, the conditions under which they may be bought back, the right to suspend the exercise of the rights attached to the securities to be issued for a period of no more than three months, determine the arrangements for protecting the rights of holders of share equivalents that give future access to equity, pursuant to applicable laws, regulations and, as the case may be, contractual provisions, allocate where necessary to the issue premiums any costs incurred in arranging the issues and more broadly take all necessary or appropriate measures and enter into any and all agreements to successfully complete the planned issues and record the share capital increases resulting from any issue carried out under this delegation and accordingly amend the bylaws.

The Board of Directors shall be fully empowered, with the power to further delegate in the manner provided for by law and regulation, to decide whether to issue subordinated or unsubordinated debt securities, set the interest rate, maturity, redemption price (which may be fixed or variable and may or may not include a premium), terms of early redemption depending on market conditions and the basis on which these securities give access to company equity;

- grants this authorisation to the Board of Directors for a period of fourteen (14) months and consequently decides that this authorisation cancels all authorisations given previously for the same purpose.

shares to be issued to protect the rights of existing holders of share equivalents, in accordance with laws, regulations and, as the case may be, contractual provisions.

Consequently, the value of each issue carried out under any of the abovementioned resolutions will be deducted from this ceiling.



### RESOLUTION 17:

#### Delegation of authority to be granted to the Board of Directors to increase the share capital by capitalising retained earnings, profit, premiums or other items that may be capitalised

##### BOARD OF DIRECTORS' REPORT

We ask shareholders, by voting on resolution 17, to enable the Board of Directors to increase the share capital by capitalising retained earnings, profit, premiums or additional paid-in capital with a view to granting performance shares.

This authorisation would enable the Board of Directors to resolve to increase the share capital by a maximum of €10 million and would be valid for a period of fourteen months.

### SEVENTEENTH RESOLUTION

#### Delegation of authority granted to the Board of Directors to increase the share capital by capitalising retained earnings, profit, premiums or other items that may be capitalised

The Annual General Meeting, meeting as an Extraordinary General Meeting but voting in accordance with the quorum and majority voting requirements for Ordinary General Meetings, having considered the report of the Board of Directors, gives the Board the necessary powers to carry out one or more share capital increases by successively or simultaneously capitalising some or all of the company's retained earnings, profit or additional paid-in capital or any items that may be capitalised under the bylaws or by law, and to issue and award bonus shares and/or raise the par value of existing shares or a combination of both.

The Annual General Meeting resolves that the maximum par value of share capital increases that shall be made under this delegation may not exceed €10 million, it being noted that this ceiling is independent of the ceiling provided for in resolution 16.

The Annual General Meeting resolves that the Board of Directors shall have the power to decide that fractional shares will be non-transferable and that the corresponding shares will be sold, with the proceeds of

such sale attributed to the rights holders no later than thirty (30) days following the date on which the whole number of shares allocated to them is recorded in their account.

The Annual General Meeting fully empowers the Board of Directors, with the power to further delegate in the manner provided for by law and regulation, to determine the timing and terms of the issues, set the amounts thereof, take the necessary action to protect the rights of holders of share equivalents that give immediate or future access to equity, deduct any sums necessary to top up the legal reserve and more broadly take all appropriate measures to enable the successful completion, carry out all actions and formalities required to effect the capital increase(s) and accordingly amend the bylaws.

The Annual General Meeting sets this authorisation given to the Board of Directors at a period of fourteen (14) months and consequently decides that this authorisation cancels all authorisations given previously for the same purpose.

**RESOLUTION 18:****Authorisation to be granted to the Board of Directors for the granting of performance shares****BOARD OF DIRECTORS' REPORT**

In order to provide an ongoing incentive to key Group employees by offering them an opportunity to share in the Group's growth and results, shareholders will be asked, in resolution **18**, to authorise the Board to grant bonus shares representing up to 0.3907% of the company's share capital or 196,000 shares, comprising existing shares bought back for this purpose by the company. The grants would be made to some or all employees of the company and its subsidiaries, to certain categories of those employees and/or to the senior executives referred to in Article L. 225-197-1 II of the French Commercial Code.

We would add that the 25,000 increase in the maximum number of shares compared to last year is linked to the integration of WMF and the corresponding increase in the number of managers eligible for awards of Company performance shares.

All performance shares will vest only if certain performance targets for sales and Operating Result from Activity are met, as set by the Board of Directors each year, based on budgetary objectives assigned to the Group.

The number of shares awarded to the corporate officers is unchanged and will be limited to 18,000 shares (0.0359% of the share capital) for Thierry de La Tour d'Artaise and to 9,000 shares (0.0179% of the share capital) for Bertrand Neuschwander. We would ask shareholders to set the operational performance measurement period at three years, following which the shares shall vest for beneficiaries.

The Board of Directors feels that assessing performance criteria over a sufficiently long period, namely three years, is in accordance with the Group's long-term outlook while remaining a source of motivation for beneficiaries.

The performance shares awarded will not be subject to any additional lock-up period for either French or foreign residents. This practice complies with statutory provisions and best practice among listed companies and takes account of the tax constraints on foreign residents (particularly in the US and in Germany), the number of whom has risen significantly within the Group following the acquisition of WMF.

We would ask shareholders to fully empower the Board of Directors to set the terms and conditions of these grants, including in order to determine the identity of the beneficiaries of the performance share grants.

This authorisation would be given for a period of 14 months from the date of the Annual General Meeting.

**EIGHTEENTH RESOLUTION****Authorisation to be granted to the Board of Directors to grant performance shares**

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Meetings, having considered the report of the Board of Directors and the Statutory auditors' special report:

- authorises the Board of Directors, in accordance with Articles L. 225-197-1 to L. 225-197-5 of the French Commercial Code, to award existing bonus shares in the company on one or more occasions, to employees of the company or certain categories of employee and/or to the top management referred to in Article L. 225-197-1 II of the French Commercial Code, and to employees and top management of companies or economic interest groupings affiliated to the company within the meaning of Article L. 225-197-2 of the French Commercial Code;
- resolves that the total number of shares that may be granted shall not exceed 196,000 or 0.3907% of the company's share capital on the date of this Annual General Meeting, with a maximum of 18,000 shares (or 0.0359% of the share capital on the date of this Annual

General Meeting) for Thierry de La Tour d'Artaise and 9,000 shares (or 0.0179% of the share capital) for Bertrand Neuschwander;

The Annual General Meeting authorises the Board of Directors to make the stock grants, within the limits set out in the preceding paragraph, using shares bought back by the company in accordance with Articles L. 225-208 and L. 225-209 of the French Commercial Code.

The Annual General Meeting resolves to set a vesting period of three years with effect from the date of grant by the Board of Directors during which period the rights shall not be transferable and at the end of which the rights shall vest to the beneficiaries, provided the performance targets for sales and Operating Result from Activity, assessed over the three-year vesting period, have been met, in accordance with Article L. 225-197-3 of the French Commercial Code.

The Annual General Meeting fully empowers the Board of Directors, within the limits set out above, to:

- draw up the list of beneficiaries or decide the category/categories of beneficiaries, provided no shares may be awarded to employees or

## Proposed resolutions and Board of Directors' report

corporate officers who individually hold over 3% of the share capital and that the bonus shares may not have the effect of raising the interest held by any such person to above the 3% ceiling;

- determine, on one or more occasions, the amounts and timing of the share awards;
- set the criteria and any other conditions of eligibility for share awards, including but not limited to years of service and continued employment by the company throughout the vesting period;
- set the vesting period, within the limits specified above by the Annual General Meeting;

- if any of the financial transactions governed by Article L. 228-99 I of the French Commercial Code are carried out during the vesting period, take any and all appropriate measures to protect and adjust the rights of grantees, in accordance with the provisions of said Article.

In accordance with Articles L. 225-197-4 and L. 225-197-5 of the French Commercial Code, the Board of Directors shall prepare a special report for each Ordinary General Meeting on the transactions carried out under this authorisation.

The Annual General Meeting grants this authorisation to the Board of Directors for a period of fourteen (14) months and consequently decides that this authorisation cancels all authorisations given previously for the same purpose.

## RESOLUTION 19:

### Share capital increases restricted to members of a company or group savings scheme

#### BOARD OF DIRECTORS' REPORT

Pursuant to the provisions of the French Commercial Code, we would ask shareholders, by voting for resolution 19, to empower the Board of Directors, with the power to further delegate, to decide to carry out one or more share capital increases that are restricted to members of a company or group savings scheme, with waiving of pre-emption rights, up to a maximum of €501,690 (1% of the share capital).

It should be noted that this delegation is not included in the share capital increase ceiling set in resolution 16.

The issue price of these new shares or share equivalents to be issued may not be more than 20% below the average SEB share price on the NYSE Euronext Paris regulated market over the twenty trading sessions preceding the date on which the decision is taken setting the opening date of the subscription period, it being noted that this discount may be raised to 30% for members of a saving scheme, the rules of which specify a lock-up period of at least ten years.

This delegation would be given for a period of 26 months from the date of this Annual General Meeting and would cancel the delegation given in Resolution 21 of the Annual General Meeting of 12 May 2015.

## NINETEENTH RESOLUTION

### Authorisation To be granted to the Board of Directors to carry out share capital increases restricted to members of a company or group savings scheme with waiving of pre-emption rights

The Annual General Meeting, having considered the report of the Board of Directors and of the Statutory auditors' special report, as required by law and in particular Articles L. 225-129 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Article L. 3332-1 et seq. of the French Labour Code:

- authorises the Board of Directors, with the power to further delegate in the manner provided for by law and regulation, to decide to carry out one or more share capital increases as and when it sees fits, by issuing ordinary shares (other than preference shares) or equity securities giving access to future company shares, restricted to members of a company or group savings scheme: eligible corporate officers, employees and former employees of the companies and of French and foreign companies affiliated to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code;
- resolves to set at €501,690 the maximum par value of the share capital increases that may be carried out through the issue of shares, it being noted that the ceiling is independent of the ceiling provided for in resolution 16;
- accordingly resolves to waive pre-emption rights in favour of these members of a company or group savings scheme, to the shares and equity securities giving access to shares to be issued pursuant to this resolution, this decision including a waiver by shareholders of the pre-emption rights to any shares to which the equity securities issued under this delegation may give rise;
- resolves that, pursuant to Articles L. 3332-18 et seq. of the French Labour Code, the subscription price may include a 20% discount off the average company share price on NYSE Euronext Paris over the twenty trading sessions preceding the date on which the decision is taken setting the opening date of the subscription period, it being noted that this discount may be raised to 30% for members of a saving scheme, the rules of which specify a lock-up period of at least ten years. Nevertheless, the Annual General Meeting authorises the Board of Directors to replace some or all of the discount with a grant

of bonus shares or equity securities giving access to future company shares, to reduce or not grant this discount, to the extent permitted by law and regulation;

- resolves that the Board of Directors may, within the limits set by Article L. 3332-21 of the French Labour Code, make matching payments in the form of grants of new or existing bonus shares or equity securities giving access to future company shares, where necessary by capitalising retained earnings, profit or additional paid-in capital;
- sets the period of validity of this authorisation at 26 months from the date hereof and cancels the previous delegation with the same purpose;
- fully empowers the Board of Directors, with the power to delegate in the manner provided for by law and regulation, to determine all the terms and conditions for the various operations and in particular:
  - exclude companies eligible for the company or group savings scheme from the scope of the offering,

- set the terms and conditions of the issues to be carried out under this delegation of authority, in particular decide the subscription amounts, set the issue prices, dates, deadlines, terms and conditions regarding subscription, paying up, settlement and enjoyment of the shares or equity securities giving access to future shares in the company,
- as it sees fit, following each capital increase, set the costs of the share capital increases against the related premiums and deduct therefrom the sums necessary to raise the legal reserve to one tenth of the new share capital,
- carry out all actions and formalities required to effect the capital increase(s) carried out under this authorisation, and in particular accordingly amend the bylaws and, more broadly, do whatever is necessary.

### RESOLUTION 20:

#### Amendment of Article 16 of the bylaws to allow the appointment of a director to represent employees

##### BOARD OF DIRECTORS' REPORT

In accordance with Article L. 225-27-1 of the French Commercial Code introduced by French Act no. 2015-994 of 17 August 2015 on social dialog and employment, shareholders are asked, in resolution **20**, to amend Article 16 of the Company's bylaws to cover the appointment of one or more directors representing employees on the Board of Directors.

This provides for the appointment of one director to represent employees by the Works Council (France) when there are 12 or less directors. When there are more than 12 directors, a second director representing employees will be appointed by the European Works Council.

Subject to the approval of the resolutions on its composition, the Board of Directors will have 13 members following the Annual General Meeting of 11 May 2017. As the director representing employee shareholders is not included in the calculation of thresholds relating to the appointment of employee directors provided for in Article L. 225-27-1 of the French Commercial Code, one director representing employees must be appointed by the Works Council (France) within six months of the date of the Annual General Meeting.

### TWENTIETH RESOLUTION

---

#### **Amendment of Article 16 of the company's bylaws on the composition of the Board of Directors in order to allow the appointment of a director representing the employees**

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Meetings, having read the report of the Board of Directors and following consultation with the France Works Council, resolves to amend Article 16 of the

company's bylaws, in order to insert the statutory provisions relating to directors representing employees. The following provisions are added to Article 16:

#### **Article 16: Management of the company – Composition of the Board of Directors**

##### Old Wording

The company shall be managed by a Board of Directors composed of members whose minimum and maximum number shall be set by the law. The directors shall be appointed by the Ordinary General Meeting which may dismiss them at any time. Legal entities appointed directors shall be obliged to appoint a permanent representative subject to the same terms, conditions and obligations as if they were a director in their own name.

An employee of the company may only be appointed director if his or her employment contract corresponds to an actual position of employment. The number of directors tied to the company by an employment contract may not exceed one third of the directors in office.

Each director must own at least one pure registered share during his or her term of office.

##### New Wording

The company shall be managed by a Board of Directors composed of members whose minimum and maximum number shall be set by the law. The directors shall be appointed by the Ordinary General Meeting which may dismiss them at any time. Legal entities appointed directors shall be obliged to appoint a permanent representative subject to the same terms, conditions and obligations as if they were a director in their own name.

An employee of the company may only be appointed director if his or her employment contract corresponds to an actual position of employment. The number of directors tied to the company by an employment contract may not exceed one third of the directors in office.

Each director must own at least one pure registered share during his or her term of office.

As required by law, when the number of members of the Board of Directors appointed by the Ordinary General Meeting is less than or equal to twelve, a director representing employees is appointed by the Works Council (France). When the Board of Directors has more than twelve members, a second director representing employees is appointed by the European Works Council.

Neither the directors elected by employees under Article L. 225-27 of the French Commercial Code, nor the employee shareholder directors appointed pursuant to Article L. 225-23 of the French Commercial Code are included when determining the number of directors covered by the provisions of Article L. 225-17 of the French Commercial Code.

Directors representing employees serve a four-year term.

The provisions of this Article shall cease to apply when, at a reporting date, the company no longer satisfies the prerequisites for the appointment of directors representing employees, it being noted that the term of office of any director representing employees appointed under this Article shall run its full term.

Unlike directors appointed pursuant to the provisions of Article L. 225-23 of the French Commercial Code, directors representing employees are not included in the calculation of the gender balance.

By way of exception from the provisions of these bylaws, directors representing employees are not required to hold a minimum number of Company shares throughout their term of office.

---



**RESOLUTION 21:**

**Amendment of Articles 17, 19 and 22 of the bylaws regarding the age limit for directors, the Chairman, the Chief Executive Officer and the Chief Operating Officer**

**BOARD OF DIRECTORS' REPORT**

The company's bylaws currently limit the number of directors over 70 to one sixth and set 65 as the age limit for the Chairman, Chief Executive Officer and Chief Operating Officer.

In order to bring the age limits for directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officer into line with best practice among listed companies, shareholders are asked, in resolution 21, on the recommendation of the Nominations and Remuneration Committee, to amend Articles 17, 19 and 20 of the company's bylaws to set the limit for the number of directors who have reached 70 years of age at one third, to allow the Chairman to remain in office until 75 and the Chief Executive Officer and Chief Operating Officer to remain in office until 70.

It should be noted that when the same person is Chairman and Chief Executive Officer, the applicable age limit is that of the Chief Executive Officer.

**TWENTY-FIRST RESOLUTION**

**Amendment of Articles 17, 19 and 22 of the bylaws setting the age limit for directors, the Chairman, the Chief Executive Officer and the Chief Operating Officer for the year**

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Meetings, having read the report of the Board of Directors, resolves to amend Articles 17, 19 and

22 of the bylaws of the company in order to raise the age limit for the year for the positions of director, Chairman and CEO and Chief Operating Officers, which shall now read as follows:

**Article 17 - Term of Office – Age Limit**

The final paragraph of Article 17 shall henceforth read as follows:

**Old Wording**

**New Wording**

All outgoing directors may be re-elected. The number of directors having reached the age of 70 May not exceed one sixth of the total members of the Board of Directors. In the event of this limit being reached, the situation must be rectified at the next Annual General Meeting at the latest. Failing that, the oldest director shall be deemed to have resigned from office.

All outgoing directors may be re-elected. The number of directors having reached the age of 70 May not exceed one third of the total members of the Board of Directors. In the event of this limit being reached, the situation must be rectified at the next Annual General Meeting at the latest. Failing that, the oldest director shall be deemed to have resigned from office.

**Article 19 - Board Chair and Secretariat**

The first paragraph of Article 19 shall henceforth read as follows:

**Old Wording**

**New Wording**

From among its members the Board shall elect a chair, who must be a natural person, for a term which may not exceed his or her term as director. The Board of Directors may terminate his or her appointment at any time. Regardless of the term for which they were conferred, the Chair's duties shall end automatically upon completion of the general shareholders' meeting held to approve the accounts for the year in which the Chair reaches the age of 65.

From among its members the Board shall elect a chair, who must be a natural person, for a term which may not exceed his or her term as director. The Board of Directors may terminate his or her appointment at any time. Regardless of the term for which they were conferred, the Chair's duties shall end automatically upon completion of the general shareholders' meeting held to approve the accounts for the year in which the Chair reaches the age of 75. When the Chairman also acts as the company's Chief Executive Officer, the functions of the Chairman and Chief Executive Officer shall end automatically upon completion of the general shareholders meeting held to approve the accounts for the year in which the Chair reaches the age of 70.

## Proposed resolutions and Board of Directors' report

### Article 22 - General Management – delegation of powers

The fourth paragraph of Article 22 shall henceforth read as follows:

#### Old Wording

Upon proposal by the Chief Executive Officer, the Board of Directors may appoint a Chief Operating Officer, an individual, to assist the Chief Executive Officer. Five Chief Operating Officers may be appointed. The functions of the Chief Operating Officer shall end automatically upon completion of the general shareholders' meeting held to approve the accounts for the year in which the Chief Operating Officer reaches the age of 65.

#### New Wording

Upon proposal by the Chief Executive Officer, the Board of Directors may appoint a Chief Operating Officer, an individual, to assist the Chief Executive Officer. Five Chief Operating Officers may be appointed.

The functions of the Chief Executive Officer and of the Chief Operating Officer shall end automatically upon completion of the general shareholders' meeting held to approve the accounts for the year in which the person in question reaches the age of 70.

## RESOLUTION 22:

### Powers to carry out formalities

#### BOARD OF DIRECTORS' REPORT

Resolution 22 is a customary resolution whose purpose is to submit for shareholder approval the powers given in order to carry out any public announcements and legal formalities that result from the decisions of the meeting.

## TWENTY-SECOND RESOLUTION

### Powers to carry out formalities

The Annual General Meeting gives full powers to the bearer of an original, extract or copy of the minutes of this meeting to carry out any and all formalities required by law.

## SAY ON PAY

## Remuneration due or awarded to executive officers in respect of the year ended 31/12/2016

## Components of the Chairman and Chief Executive Officer's remuneration submitted for approval by the shareholders

Remuneration due or awarded for the year ended	Amounts submitted to a vote	Presentation								
<b>Fixed remuneration</b>	<b>€900,000 (amount paid)</b>	At its meeting on 23 February 2016, the Board of Directors, on the recommendation of the Nominations and Remuneration Committee, revised the fixed remuneration of Thierry de La Tour d'Artaise to €900,000. This proposal was made to adjust the amount, which has not changed since 2011, for inflation. It remained unchanged following the Board of Directors' Meeting on 17 February 2017.								
<b>Annual variable remuneration</b>	<b>€1,255,500 (amount to be paid) (No deferred portion of this remuneration)</b>	<p>At its meeting on 17 February 2017, the Board of Directors, on the recommendation of the Nominations and Remuneration Committee, measured Thierry de La Tour d'Artaise's variable remuneration.</p> <p>Given the quantitative and qualitative criteria set by the Board of Directors on 23 February 2016 and the rate of attainment noted at 31 December 2016, the variable remuneration was measured as follows:</p> <ul style="list-style-type: none"> <li>• <b>based on quantitative criteria:</b> the variable portion is 142.5% of his fixed annual remuneration with a target of 100%. The Board of Directors judged Thierry de La Tour d'Artaise's performance based on Group sales and Operating Result from Activity growth targets;</li> <li>• <b>based on qualitative criteria:</b> the variable portion is 135.0% of his fixed annual remuneration with a target of 100%. The Board of Directors judged Thierry de La Tour d'Artaise's performance based on collective and individual targets such as the structural improvement of the Group's profitability, changes to its organisational structure and the active pursuing of the acquisition strategy.</li> </ul> <p>The variable component can amount to no more than 150% of his annual fixed remuneration.</p> <p>Consequently, the variable remuneration paid in 2017 for 2016 was €1,255,500, or 139.5% of his fixed remuneration. Thierry de la Tour d'Artaise's variable remuneration for 2015 was 146.7% of his fixed remuneration, or €1,247,120.</p>								
<b>Multi-year variable remuneration in cash</b>	<b>N/A</b>	Thierry de La Tour d'Artaise receives no multi-year variable remuneration.								
<b>Performance share awards</b>	<b>Performance shares: €1,473,120 (carrying amount)</b>	<p>In accordance with the authorisation granted by the fourteenth resolution of the Annual General Meeting of 19 May 2016, the Board of Directors, at its meeting held on the same day, decided to award 18,000 performance shares to Thierry de La Tour d'Artaise for 2016.</p> <p>The shares granted to Thierry de La Tour d'Artaise under the 2016 performance share plan equate to 0.0359% of the share capital.</p> <p>The performance criteria for the 2016 plan were assessed with regard to the rate of attainment of the:</p> <ul style="list-style-type: none"> <li>• sales growth target;</li> <li>• operating Result from Activity growth target,</li> </ul> <p>over the three-year vesting period (namely 2016, 2017 and 2018):</p> <table border="1"> <thead> <tr> <th>Average rate of attainment over three years</th> <th>Performance shares awarded</th> </tr> </thead> <tbody> <tr> <td>100% or more</td> <td>100%</td> </tr> <tr> <td>Between 50% and 100% inclusive</td> <td>Pro rata</td> </tr> <tr> <td>Less than 50%</td> <td>None</td> </tr> </tbody> </table> <p>Note that Thierry de La Tour d'Artaise must hold shares resulting from option exercises and free share awards for a certain period in registered form (see page 64 of the Registration document 2016).</p>	Average rate of attainment over three years	Performance shares awarded	100% or more	100%	Between 50% and 100% inclusive	Pro rata	Less than 50%	None
Average rate of attainment over three years	Performance shares awarded									
100% or more	100%									
Between 50% and 100% inclusive	Pro rata									
Less than 50%	None									
	<b>Shares: N/A Other securities: N/A</b>	Thierry de La Tour d'Artaise receives no other awards of shares or other securities.								
<b>Extraordinary remuneration</b>	<b>N/A</b>	Thierry de La Tour d'Artaise receives no multi-year variable remuneration.								

## Proposed resolutions and Board of Directors' report

Remuneration due or awarded for the year ended	Amounts submitted to a vote	Presentation								
<b>Attendance fees</b>	<b>€24,000 (amount paid)</b>	Thierry de La Tour d'Artaise receives attendance fees as a member of the Board of Directors under the rules applicable to all its members. In 2016, as a director of the company, Thierry de La Tour d'Artaise received €24,000. Following the vote of the Annual General Meeting of Shareholders on 19 May 2016, the amount of attendance fees will rise to €15,000 for the fixed portion and €15,000 for the variable portion for the 2016/2017 period.								
<b>Value of benefits in kind</b>	<b>€24,092 (carrying amount)</b>	Thierry de La Tour d'Artaise has a company car, representing a benefit of €8,892 for the year, and receives €15,200 per year for the use of an apartment in Paris.								
<b>Severance payments</b>	<b>None</b>	<p>Thierry de La Tour d'Artaise is only entitled to the severance pay owing under his employment contract, to the exclusion of any other benefit, in the event of termination of his corporate office.</p> <p>Under the provisions of his employment contract, which was suspended on 1 March 2005, Thierry de La Tour d'Artaise will receive, by way of settlement, a total termination benefit to be paid only under the following circumstances:</p> <ul style="list-style-type: none"> <li>• termination of the employment contract at the employer's initiative, except on the grounds of serious misconduct or gross negligence;</li> <li>• forced departure as a result of a change in the control of Groupe SEB.</li> </ul> <p>Pursuant to Article L. 225-42-1 of the French Commercial Code, an addendum to Thierry de La Tour d'Artaise's employment contract was signed making the termination benefit subject to performance conditions. The termination benefit is set at two years' remuneration (calculated based on the average remuneration earned during the last two financial years), and is adjusted for the rate of attainment of his targets for the last four years of service:</p> <table border="1"> <thead> <tr> <th>Average rate of attainment over the previous four financial years</th> <th>Amount of benefit paid</th> </tr> </thead> <tbody> <tr> <td>100% or more</td> <td>100%</td> </tr> <tr> <td>Between 50% and 100% inclusive</td> <td>Between 75% and 100%, according to a straight-line calculation</td> </tr> <tr> <td>Less than 50%</td> <td>None</td> </tr> </tbody> </table> <p>If the previous year-end presents a net loss, the Board of Directors reserves the right to reduce such termination benefits by a maximum of one half, without such benefits falling below the fixed salary plus bonuses of the previous financial year, should application of the performance criteria based on the attainment of targets confer entitlement to the payment of such benefits.</p> <p>Entitlement to retain stock options in the event of termination:</p> <p>In the event that Thierry de La Tour d'Artaise's employment contract is terminated, except for serious misconduct or gross negligence, he will be entitled to retain all the share purchase or subscription options granted to him under the same terms and conditions of exercise that would have applied had he remained in office. This provision shall also apply in the event that Thierry de La Tour d'Artaise's employment contract is terminated following his resignation from the Group, were such a decision to arise from a change in the control of the Group. However, he shall forfeit the options that would have been granted to him over the 18 months prior to the termination of his term of office should he resign at his own initiative.</p> <p>When Thierry de La Tour d'Artaise was re-elected, the continuing of this commitment was approved by the Board of Directors on 23 February 2016 and by the Annual General Meeting on 19 May 2016 (eighth resolution).</p>	Average rate of attainment over the previous four financial years	Amount of benefit paid	100% or more	100%	Between 50% and 100% inclusive	Between 75% and 100%, according to a straight-line calculation	Less than 50%	None
Average rate of attainment over the previous four financial years	Amount of benefit paid									
100% or more	100%									
Between 50% and 100% inclusive	Between 75% and 100%, according to a straight-line calculation									
Less than 50%	None									
<b>Non-compete payments</b>	<b>N/A</b>	Thierry de La Tour d'Artaise has no non-compete clause.								

Remuneration due or awarded for the year ended	Amounts submitted to a vote	Presentation								
<b>Retirement lump-sum payment</b>	<b>None</b>	Due to his seniority and in accordance with the Metallurgical industry collective agreement, the total retirement lump-sum payment entitlement would amount to €568,255.								
<b>Supplementary pension plan</b>	<b>None</b>	<p>Thierry de La Tour d'Artaise is a member of the collective supplementary pension plan set up for Groupe SEB's French senior executives (members of the Executive Committee).</p> <p>The plan supplements the statutory plans and is composed as follows:</p> <ul style="list-style-type: none"> <li>• a deferred defined-benefit pension plan, under which beneficiaries are subject to seniority and presence conditions. The amount of benefits payable under this plan in addition to the applicable statutory plans represents up to 25% of a reference remuneration calculated based on the average of the target remuneration for the past three years;</li> <li>• a supplementary defined-benefit pension plan, under which beneficiaries are also subject to seniority and presence conditions. Entitlements under this plan vest at an annual rate of 0.8% of a reference remuneration calculated based on the average of the target remuneration of the past three years and capped at 20 years seniority, i.e. a maximum 16% of the reference remuneration;</li> <li>• a collective defined-benefit plan available to senior executives, with a contribution equal to 8% of their salaries. Pensions earned under this plan are deducted from the supplementary pension under the supplementary defined-benefit pension plan.</li> </ul> <p>Entitlements estimation at 31 December 2016:</p> <table border="1"> <thead> <tr> <th>Plan</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Deferred defined-benefit pension plan</td> <td>€229,085 gross per year</td> </tr> <tr> <td>Supplementary defined-benefit pension plan</td> <td>€228,748 gross per year</td> </tr> <tr> <td>Defined contribution pension plan (the entitlements resulting from this plan have been frozen since April 2014)</td> <td>€11,050 gross per year</td> </tr> </tbody> </table> <p>Executive officers are potentially eligible for defined-benefit plans after 8 years of service and attendance at Executive Committee Meetings.</p> <p>The plan is capped at 41% of the reference remuneration, i.e. both fixed and variable remuneration (including the income from compulsory plans), in accordance with the AFEP-MEDEF Code. This reference remuneration is itself capped at 36 times the annual social security ceiling in force at the time of retirement.</p> <p>As a result, the supplementary pension plan for executive officers complies with AFEP-MEDEF Code recommendations as updated in November 2016:</p> <ul style="list-style-type: none"> <li>• seniority required: minimum 8 years of service;</li> <li>• rate of progression: entitlements based on seniority up to a maximum of 3.925% annually, reduced to 3.0% in 2016, and capped after 20 years' seniority in accordance with the plan introduced by law 2015-990 of 6 August 2015 on growth, activity and equal economic opportunities;</li> <li>• reference period used: average of the target remuneration for the past three years;</li> <li>• maximum of 41% including benefits from statutory plans.</li> </ul> <p>Groupe SEB intends to outsource the entire commitment through matching payments to a fund into which the pension contributions are paid on a regular basis.</p> <p>When Thierry de La Tour d'Artaise was re-elected, the continuing of this commitment was approved by the Board of Directors on 23 February 2016 and by the Annual General Meeting on 19 May 2016 (eighth resolution).</p>	Plan	Amount	Deferred defined-benefit pension plan	€229,085 gross per year	Supplementary defined-benefit pension plan	€228,748 gross per year	Defined contribution pension plan (the entitlements resulting from this plan have been frozen since April 2014)	€11,050 gross per year
Plan	Amount									
Deferred defined-benefit pension plan	€229,085 gross per year									
Supplementary defined-benefit pension plan	€228,748 gross per year									
Defined contribution pension plan (the entitlements resulting from this plan have been frozen since April 2014)	€11,050 gross per year									



## Proposed resolutions and Board of Directors' report

Remuneration due or awarded for the year ended	Amounts submitted to a vote	Presentation						
<b>Other lifetime benefits: incapacity, disability and death and health insurance and individual life insurance</b>	<b>None</b>	<p>Thierry de La Tour d'Artaise continues to benefit from supplementary social protection, notably as regards the incapacity, disability and death and health insurance that covers the company's employees.</p> <p>This plan notably includes for Thierry de La Tour d'Artaise:</p> <ul style="list-style-type: none"><li>• supplementary benefits, set at a maximum annual amount as follows:</li></ul> <table><tbody><tr><td>In the event of incapacity</td><td>€231,696</td></tr><tr><td>In the event of first degree disability</td><td>€139,018</td></tr><tr><td>In the event of second and third degree disability</td><td>€231,696</td></tr></tbody></table> <p><i>Less social security benefits for the three items.</i></p> <ul style="list-style-type: none"><li>• a death benefit set at a maximum of €1,297,498.</li></ul> <p>In addition to the collective incapacity, disability and death insurance plan, Thierry de La Tour d'Artaise also benefits from an individual life insurance policy with a capital amounting to €3,652,134. The expense recorded for the year ended 31 December 2016 totals €64,318. The purpose of this specific life insurance policy is to cover the portion of remuneration that is not covered by the collective plans.</p> <p>When Thierry de La Tour d'Artaise was re-elected, the continuing of this commitment was approved by the Board of Directors on 23 February 2016 and by the Annual General Meeting on 19 May 2016 (eighth resolution).</p>	In the event of incapacity	€231,696	In the event of first degree disability	€139,018	In the event of second and third degree disability	€231,696
In the event of incapacity	€231,696							
In the event of first degree disability	€139,018							
In the event of second and third degree disability	€231,696							

Components of the Chief Operating Officer's remuneration submitted for approval by the shareholders

Remuneration due or awarded for the year ended	Amounts submitted to a vote	Presentation								
<b>Fixed remuneration</b>	<b>€500,000 (amount paid)</b>	When Bertrand Neuschwander was appointed, the Board of Directors' Meeting of 22 April 2014 set the amount of his yearly fixed remuneration at €500,000. This amount remains unchanged with respect to the 2017 financial year.								
<b>Annual variable remuneration</b>	<b>€556,200 (amount to be paid) (No deferred portion of this remuneration)</b>	<p>At its meeting on 17 February 2017, the Board of Directors, on the recommendation of the Nominations and Remuneration Committee, measured Bertrand Neuschwander's variable remuneration.</p> <p>Given the quantitative and qualitative criteria set by the Board of Directors on 23 February 2016 and the rate of attainment noted at 31 December 2016, the variable remuneration was measured as follows:</p> <ul style="list-style-type: none"> <li>• <b>based on quantitative criteria:</b> the variable portion is 114.0% of his fixed annual remuneration with a target of 80%. The Board of Directors measured Bertrand Neuschwander's performance with respect to Groupe SEB's sales and Operating Result from Activity growth targets;</li> <li>• <b>based on qualitative criteria:</b> the variable portion is 107.1% of his fixed annual remuneration with a target of 80%. The Board of Directors judged Bertrand Neuschwander's performance, in particular, based on collective and individual targets such as changes to the Group's organisational structure, the structural improvement of its profitability and the completion of specific operational projects.</li> </ul> <p>The variable component can amount to no more than 125% of his annual fixed remuneration.</p> <p>Consequently, the variable remuneration paid in 2017 for 2016 was €556,200, or 111.24% of his fixed remuneration. Bertrand Neuschwander's variable remuneration for 2015 was 116.65% of his fixed remuneration, or €583,200.</p>								
<b>Multi-year variable remuneration in cash</b>	N/A	Bertrand Neuschwander receives no multi-year variable remuneration.								
<b>Performance share awards</b>	<b>Performance shares: €736,560 (carrying amount)</b>	<p>In accordance with the authorisation granted by the fourteenth resolution of the Annual General Meeting of 19 May 2016, the Board of Directors, at its meeting on the same day, decided to award 9,000 performance shares to Bertrand Neuschwander for 2016.</p> <p>The 9,000 shares granted to Bertrand Neuschwander under the 2016 performance share plan equate to 0.0179% of the share capital.</p> <p>The performance criteria for the 2016 plan were assessed with regard to the rate of attainment of the:</p> <ul style="list-style-type: none"> <li>• sales growth target;</li> <li>• operating Result from Activity growth target,</li> </ul> <p>over the three-year vesting period (namely 2016, 2017 and 2018):</p> <table border="1"> <thead> <tr> <th>Average rate of attainment over three years</th> <th>Performance shares awarded</th> </tr> </thead> <tbody> <tr> <td>100% or more</td> <td>100%</td> </tr> <tr> <td>Between 50% and 100% inclusive</td> <td>Pro rata</td> </tr> <tr> <td>Less than 50%</td> <td>None</td> </tr> </tbody> </table> <p>Note that Bertrand Neuschwander must hold shares resulting from option exercises and free share awards for a certain period in registered form (see page 67 of the Registration document 2016).</p>	Average rate of attainment over three years	Performance shares awarded	100% or more	100%	Between 50% and 100% inclusive	Pro rata	Less than 50%	None
Average rate of attainment over three years	Performance shares awarded									
100% or more	100%									
Between 50% and 100% inclusive	Pro rata									
Less than 50%	None									
	<b>Shares: N/A Other securities: N/A</b>	Bertrand Neuschwander receives no other awards of shares or other securities.								

## Proposed resolutions and Board of Directors' report

Remuneration due or awarded for the year ended	Amounts submitted to a vote	Presentation								
<b>Extraordinary remuneration</b>	<b>N/A</b>	Bertrand Neuschwander receives no multi-year variable remuneration.								
<b>Attendance fees</b>	<b>N/A</b>	Bertrand Neuschwander is not a director of SEB S.A.								
<b>Value of benefits in kind</b>	<b>€7,740 (carrying amount)</b>	Bertrand Neuschwander has a company car, representing a benefit in kind of €7,740 for the year.								
<b>Severance payments</b>	<b>None</b>	<p>In the event of dismissal, he will be entitled to severance pay capped at two years' fixed and variable remuneration, including, where appropriate, the amounts paid under the non-compete clause and any termination benefits connected to the termination of the employment contract.</p> <p>The reference remuneration used to calculate the severance payment consists of the last two years of fixed and variable remuneration that Bertrand Neuschwander received in his capacity as Chief Operating Officer.</p> <p>In accordance with Article L. 225-42-1 of the French Commercial Code, the payment will be subject to performance conditions, measured in the following manner:</p> <ul style="list-style-type: none"> <li>if he is dismissed within four years of his appointment as an executive officer, the severance payment will be adjusted for the rate of attainment of his targets over the last four years of service: <ul style="list-style-type: none"> <li>as an executive officer, for the period following his appointment, and</li> <li>as a salaried employee, for the preceding period;</li> </ul> </li> <li>if he is dismissed within four years of his appointment as an executive officer, the severance payment will be adjusted for the rate of attainment of targets, in this capacity, over the last four years of service.</li> </ul> <p>In both situations, performance is assessed as follows:</p> <table border="1"> <thead> <tr> <th>Average rate of attainment over the previous four financial years</th> <th>Amount of benefit paid</th> </tr> </thead> <tbody> <tr> <td>100% or more</td> <td>100%</td> </tr> <tr> <td>Between 50% and 100% inclusive</td> <td>Between 75 and 100%, according to a straight-line calculation</td> </tr> <tr> <td>Less than 50%</td> <td>None</td> </tr> </tbody> </table> <p>This agreement, approved by the Board of Directors on 22 April 2014, was submitted for approval by the shareholders at the Annual General Meeting on 12 May 2015, in accordance with the procedures provided for related party agreements.</p>	Average rate of attainment over the previous four financial years	Amount of benefit paid	100% or more	100%	Between 50% and 100% inclusive	Between 75 and 100%, according to a straight-line calculation	Less than 50%	None
Average rate of attainment over the previous four financial years	Amount of benefit paid									
100% or more	100%									
Between 50% and 100% inclusive	Between 75 and 100%, according to a straight-line calculation									
Less than 50%	None									
<b>Non-compete payments</b>	<b>None</b>	<p>Pursuant to the non-compete agreement, in case of termination of his term of office as Chief Operating Officer, through removal or resignation, he shall be prohibited for a one-year period, renewable once, from working in any manner with a competitor of Groupe SEB.</p> <p>In consideration of this non-compete clause and for its entire duration, Bertrand Neuschwander will receive a monthly non-compete payment amounting to 50% of his monthly average fixed and variable remuneration paid over his last 12 months of service within the Group.</p> <p>The Board of Directors may release Bertrand Neuschwander from this non-compete clause.</p> <p>This non-compete agreement and the terms of severance detailed above were approved by the Board of Directors on 22 April 2014. They were also disclosed as part of the ongoing information related to compensation and benefits. Furthermore, it was submitted for approval by the shareholders at the Annual General Meeting on 12 May 2015, in accordance with the procedures provided for related party agreements.</p>								
<b>Retirement lump-sum payment</b>	<b>None</b>	Due to his seniority and in accordance with the Metallurgical industry collective agreement, Bertrand Neuschwander's total retirement lump-sum payment entitlement amounts to €184,334.								

Remuneration due or awarded for the year ended	Amounts submitted to a vote	Presentation								
Supplementary pension plan	None	<p>Bertrand Neuschwander is a member of the collective supplementary pension plan set up for Groupe SEB's French senior executives (members of the Executive Committee).</p> <p>The plan supplements the statutory plans and is composed as follows:</p> <ul style="list-style-type: none"> <li>• a deferred defined-benefit pension plan, under which beneficiaries are subject to seniority and presence conditions. The amount of benefits payable under this plan in addition to the applicable statutory plans represents up to 25% of a reference remuneration calculated based on the average of the target remuneration for the past three years;</li> <li>• a supplementary defined-benefit pension plan, under which beneficiaries are also subject to seniority and presence conditions. Entitlements under this plan vest at an annual rate of 0.8% of a reference remuneration calculated based on the average of the target remuneration of the past three years and capped at 20 years seniority, i.e. a maximum 16% of the reference remuneration;</li> <li>• a collective defined-benefit plan available to senior executives, with a contribution equal to 8% of their salaries. Pensions earned under this plan are deducted from the supplementary pension under the supplementary defined-benefit pension plan.</li> </ul> <p>Entitlements estimation at 31 December 2016:</p> <table border="1"> <thead> <tr> <th>Plan</th> <th>Amount</th> </tr> </thead> <tbody> <tr> <td>Deferred defined-benefit pension plan</td> <td>€106,147 gross per year</td> </tr> <tr> <td>Supplementary defined-benefit pension plan</td> <td>€96,033 gross per year</td> </tr> <tr> <td>Defined contribution pension plan <i>(the entitlements resulting from this plan have been frozen since January 2012)</i></td> <td>€4,767 gross per year</td> </tr> </tbody> </table> <p>Executive officers are potentially eligible for defined-benefit plans after 8 years of service and attendance at Executive Committee Meetings.</p> <p>The plan is capped at 41% of the reference remuneration, i.e. both fixed and variable remuneration (including the income from compulsory plans), in accordance with the AFEP-MEDEF Code. This reference remuneration is itself capped at 36 times the annual social security ceiling in force at the time of retirement.</p> <p>As a result, the supplementary pension plan for executive officers complies with AFEP-MEDEF Code recommendations as updated in November 2016:</p> <ul style="list-style-type: none"> <li>• seniority required: minimum 8 years of service;</li> <li>• rate of progression: entitlements based on seniority up to a maximum of 3.925% annually, reduced to 3.0% in 2016, and capped after 20 years' seniority in accordance with the plan introduced by law 2015-990 of 6 August 2015 on growth, activity and equal economic opportunities;</li> <li>• reference period used: average of the target remuneration for the past three years;</li> <li>• maximum of 41% including benefits from statutory plans.</li> </ul> <p>Groupe SEB intends to outsource the entire commitment through matching payments to a fund into which the pension contributions are paid on a regular basis.</p> <p>This agreement, approved by the Board of Directors on 22 April 2014, was submitted for approval by the shareholders at the Annual General Meeting on 12 May 2015, in accordance with the procedures provided for related party agreements.</p>	Plan	Amount	Deferred defined-benefit pension plan	€106,147 gross per year	Supplementary defined-benefit pension plan	€96,033 gross per year	Defined contribution pension plan <i>(the entitlements resulting from this plan have been frozen since January 2012)</i>	€4,767 gross per year
Plan	Amount									
Deferred defined-benefit pension plan	€106,147 gross per year									
Supplementary defined-benefit pension plan	€96,033 gross per year									
Defined contribution pension plan <i>(the entitlements resulting from this plan have been frozen since January 2012)</i>	€4,767 gross per year									

## Proposed resolutions and Board of Directors' report

Remuneration due or awarded for the year ended	Amounts submitted to a vote	Presentation						
<b>Other lifetime benefits: incapacity, disability and death and health insurance and individual life insurance</b>	<b>None</b>	<p>Bertrand Neuschwander continues to benefit from supplementary social protection, notably as regards the incapacity, disability and death and health insurance that covers the company's employees.</p> <p>He also benefits from individual life insurance. The purpose of this specific life insurance policy is to cover the portion of remuneration that is not covered by the collective plans.</p> <p>This plan notably includes for Bertrand Neuschwander:</p> <ul style="list-style-type: none"><li>• supplementary benefits, set at a maximum annual amount as follows:</li></ul> <hr/> <table><tbody><tr><td>In the event of incapacity</td><td>€231,696</td></tr><tr><td>In the event of first degree disability</td><td>€139,018</td></tr><tr><td>In the event of second and third degree disability</td><td>€231,696</td></tr></tbody></table> <hr/> <p><i>Less social security benefits for the 3 items.</i></p> <ul style="list-style-type: none"><li>• a death benefit set at a maximum of €1,668,211.</li></ul> <p>In addition to the collective incapacity, disability and death insurance plan, Bertrand Neuschwander is the beneficiary of an individual life insurance policy with a capital amounting to €942,581. The expense recorded for the year ended 31 December 2016 totals €3,054. The purpose of this specific life insurance policy is to cover the portion of remuneration that is not covered by the collective plans.</p> <p>This agreement, approved by the Board of Directors on 22 April 2014, was submitted for approval by the shareholders at the Annual General Meeting on 12 May 2015, in accordance with the procedures provided for related party agreements.</p>	In the event of incapacity	€231,696	In the event of first degree disability	€139,018	In the event of second and third degree disability	€231,696
In the event of incapacity	€231,696							
In the event of first degree disability	€139,018							
In the event of second and third degree disability	€231,696							





# Request for documents and information

**This request should be sent to:**

BNP Paribas Securities Services  
CTS Service Assemblées générales  
Les grands Moulins de Pantin  
9, rue du Débarcadère - 93761 Pantin Cedex – France  
*(using the enclosed envelope)*

I, the undersigned

Mr  Ms

Surname: .....

First name: .....

Address - N°: ..... Street: .....

Zip code: [ ][ ][ ][ ] Town/city: ..... Country: .....

Identification number: .....

*(State the identification number appearing in the area reserved for company use only in the top right of the voting form.)*

request SEB S.A., pursuant to Article 138 of the decree of 23 March 1967, to send me, in respect of the Annual General Meeting of 11 May 2017, the documents and information referred to in Article 135 of the said decree.

Signed at ..... on ..... 2017  
Signature



Documents can be viewed and downloaded from:

<http://www.groupeseb.com/en-en/content/general-shareholders'-meeting>

**NB:** Registered shareholders may make a single request indicating that the company should send them the documents referred to in Article 135 of the above decree in respect of subsequent Annual General Meetings.



## Q&A

**If I am unable to attend the Annual General Meeting, how will I be informed of the discussions and the main resolutions that were adopted?**

A brief review of the Annual General Meeting will be posted within a few days on the [www.groupeseb.com](http://www.groupeseb.com) website. Additionally, the entire General Meeting will be streamed live and be available for later viewing on our website at [www.groupeseb.com](http://www.groupeseb.com).

**How much is this year's dividend and when will it be paid?**

The Group's dividend policy is unchanged. It aims to ensure shareholders receive fair returns on the capital they invest via regular increases when profits so permit and stability when economic and financial circumstances so demand.

At the Annual General Meeting on 11 May 2017, the Board of Directors will recommend that shareholders approve a dividend of €1.72 per share in respect of 2016.

A supplementary dividend corresponding to 10% of the ordinary dividend will be paid on shares registered in the name of the same holder for at least two years.

Dividends will be paid as from 18 May 2017.

**GROUPE SEB**

Campus SEB  
112 chemin du Moulin Carron  
CS 90229  
69130 Ecully France  
Tél : +33 (0)4 72 18 18 18

# 2017

[www.groupeseb.com](http://www.groupeseb.com)

