

English translation for information purposes

SEB S.A.

SA with share capital of €55,337,770

Registered head office: 112 Chemin du Moulin Carron, Campus SEB, 69130 Ecully
Lyon Trade and Companies Registration no. 300 349 636 - Siret: 300 349 636 00138.

Notice of meeting amending the preliminary notice of Meeting published in BALO no.33 on March 15, 2024

CHANGE OF MEETING VENUE

The shareholders are informed that the venue for the Combined General Meeting to be held at 2.30 pm on Thursday May 23, 2024 has been changed from Maison de la Chimie - 28 Bis rue Saint Dominique - 75007 Paris, as originally announced on March 15, 2024 in the notice of meeting published in the *Bulletin des Annonces Légales et Obligatoires* (BALO) on March 15, 2024, in announcement no. 33, to Palais Brongniart -16 Place de la Bourse 75002 Paris.

Agenda

Ordinary resolution:

1. Approval of the separate financial statements for the year ended 31 December 2023.
2. Approval of the consolidated financial statements for the year ended 31 December 2023.
3. Allocation of the result for the year ended 31 December 2023 and setting of the dividend.
4. Renewal of the directorship of Mr Thierry de La Tour d'Artaise.
5. Renewal of the directorship of FONDS STRATEGIQUE DE PARTICIPATIONS, represented by Catherine Pourre.
6. Renewal of the directorship of VENELLE INVESTISSEMENT, represented by Damarys Braida.
7. Appointment of François Mirallié as a director.
8. Approval of the information on the remuneration of all executive officers referred to in Article L.22-10-9 I of the French Commercial Code.
9. Approval of the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid in or awarded in respect of the 2023 financial year to Thierry de La Tour d'Artaise.
10. Approval of the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid in or awarded in respect of the 2023 financial year to Stanislas de Gramont.
11. Approval of the remuneration policy for the Chairman of the Board of Directors for the 2024 financial year.
12. Approval of the remuneration policy for the Chief Executive Officer for the 2024 financial year.
13. Approval of the remuneration policy for the directors for the 2024 financial year.
14. Authorization to be granted to the Board of Directors for the Company to buy back its own shares.
15. Appointment of Deloitte & Associés as Statutory Auditor with responsibility for certifying sustainability information.
16. Appointment of KPMG SA as Statutory Auditor with responsibility for certifying sustainability information.

Extraordinary resolutions:

17. Authorization to be granted to the Board of Directors enabling the company to cancel its own shares.
18. 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.
19. Delegation of authority granted to the Board of Directors to issue ordinary shares and/or share equivalents and/or debt securities, with a waiver of pre-emption rights as part of offers to the public other than those referred to in Article L.411-2, 1° of the French Monetary and Financial Code.
20. Delegation of authority granted to the Board of Directors to issue ordinary shares and/or share equivalents and/or debt securities, with a waiver of pre-emption rights as part of an offering governed by Article L.411-2, 1° of the French Monetary and Financial Code.
21. Delegation of authority granted to the Board of Directors to increase the share capital, with a waiver of pre-emption rights, through the issue of shares and/or securities conferring access to the Company's share capital immediately or in the future, in consideration for contributions in kind granted to the Company.
22. Blanket ceiling on financial authorizations.
23. Delegation of authority to be granted to the Board of Directors to increase the share capital by capitalizing retained earnings, profit, premiums or other items that may be capitalized.
24. Authorization to be granted to the Board of Directors to grant performance shares.
25. Delegation of authority granted to the Board of Directors for 26 months to carry out share capital increases restricted to members of a company or group savings scheme and/or sales of reserved shares with a waiver of pre-emption rights.
26. Powers to carry out formalities.

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Amendments to the notice of the Combined General Meeting published in the *Bulletin des Annonces Légales et Obligatoires* (BALO) on March 15, 2024, in announcement no. 33.

The agenda issued by the Board of Directors on February 21, 2024 is supplemented by three draft resolutions that a number of the Company's shareholders have asked to be included on the agenda pursuant to Article L.225-105 of the French Commercial Code.

At its meeting held on April 8, 2024, the Board of Directors resolved not to approve these draft resolutions and therefore recommends that the shareholders do not approve them. The Board of Directors' position on these draft resolutions is set out in the addendum to the meeting brochure available on the Company's website at www.groupeseb.com under the heading Finance, Annual General Meeting.

Resolutions presented pursuant to Article L.225-105 of the French Commercial Code

Ordinary resolution

Resolution A – Appointment of Pascal Girardot as director

Extraordinary resolutions:

Resolution B – The inclusion of an age limit for directors in the bylaws

Resolution C – The inclusion of an age limit for the chairman

Text of draft resolutions submitted by shareholders and not approved by the Board of Directors

Ordinary resolution

Resolution A – Appointment of Pascal Girardot as director

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for ordinary annual general meetings, resolves to appoint Pascal Girardot as a director, alongside the current directors, for a term of four years expiring at the close of the ordinary annual general meeting to be held to approve the financial statements for the year ending December 31, 2027.

Extraordinary resolutions:

Resolution B – The inclusion of an age limit for directors in the bylaws

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for extraordinary annual general meetings, resolves, when a director reaches the age of 72, to remove him/her from office at the end of the next ordinary annual general meeting to be held to approve the financial statements for the past fiscal year.

The following paragraph shall be added after the final paragraph of Article 17 of the bylaws (Duration of duties): "The age limit for directors is 72. When a director reaches the age of 72, his duties as a director shall terminate at the end of the next ordinary annual general meeting held to approve the financial statements for the past fiscal year. Failing that, the director shall be deemed to have resigned from office."

Resolution C – The inclusion of an age limit for the chairman

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for extraordinary annual general meetings, resolves, when the chairman reaches the age of 72, to remove him/her from office at the end of the next ordinary annual general meeting to be held to approve the financial statements for the past fiscal year and resolves, where the chairman is the chief executive officer of the company and where the chairman-chief executive officer reaches the age of 67, to remove him/her from office at the end of the next ordinary annual general meeting to be held to approve the financial statements for the past fiscal year.

The first paragraph of Article 19 of the bylaws (Chairman and Secretary of the Board) is redrafted as follows: "The board elects one of its members as chairman (who must be a natural person) for a period that cannot exceed his term of office as director. The board of directors may terminate his/her appointment at any time. Regardless of the length of his/her appointment, the duties of the chairman automatically end at the end of the general meeting of shareholders called to approve the financial statements of the financial year during which the chairman reaches the age of 75. When the chairman is the chief executive officer of the company, his/her duties automatically end at the end of the general meeting called to approve the financial statements of the financial year in which such chief executive officer reaches the age of 70."

This paragraph is deleted and replaced by the following paragraphs:

"The board elects one of its members as chairman (who must be a natural person) for a period that cannot exceed his term of office as director. The board of directors may terminate his/her appointment at any time. Regardless of the length of his/her appointment, when the chairman reaches the age of 72, his/her duties as chairman automatically end at the end of the general meeting of shareholders called to approve the financial statements of the past fiscal year. When the chairman is the chief executive officer of the company, and where the chairman-chief executive officer reaches the age of 67, his/her duties automatically end at the end of the next general meeting called to approve the financial statements of the past fiscal year."

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A) Formalities required to participate in the Annual General Meeting

The Annual General Meeting comprises all shareholders, regardless of the number of shares they own. In accordance with Article R. 22-10-28 of the French Commercial Code (*Code de commerce*), shareholders shall be entitled to attend the Annual General Meeting if their shares are recorded in their name or in the name of the financial intermediary registered on their behalf (pursuant to the paragraph 7 of Article L. 228-1 of the French Commercial Code), by midnight (Paris time) on the second business day preceding the Annual General Meeting, i.e. **May 21, 2024 at midnight**, either in the registered share accounts held by the Company (or its agent), or in the bearer share accounts held by the authorized intermediary.

The registration or recording of shares in the bearer share accounts kept by financial intermediaries is acknowledged by a share certificate issued by such intermediaries (by electronic means where applicable) under the terms and conditions set out in Article R. 22-10-28 of the French Commercial Code. This share certificate must be provided as an annex to:

- The remote voting form;
- The voting proxy form;
- The admission card request.

All shareholders may be represented at the Annual General Meeting by any other legal or natural person of their choosing (Article L. 22-10-39 of the French Commercial Code).

Shareholders are advised not to wait until the last minute to communicate how they intend to participate in the Annual General Meeting.

B) How to participate in the Annual General Meeting

1) How to vote by correspondence or by proxy by postmail:

- If you hold registered shares, you will receive a voting form or a proxy form by postmail.
- In all cases (whether you hold registered shares or bearer shares), check the box that corresponds to your voting choice (vote by postmail, proxy to the chairman of the Annual General Meeting or proxy to a third party).
- When a proxy is given to the Chairman of the General Meeting, it is recalled that the vote is restricted, that is to say it is a vote "for" the resolutions proposed by the Board of Directors and "against" the draft resolutions presented by the shareholders which have not been approved by the board of directors.
- If you vote by postmail, tick your voting selection for each resolution, following the instructions given on the form.
- If you grant a proxy to a third party, the full name and address of the proxy must be clearly indicated.
- After completing the form, sign and date it in the "Date & signature" box, check or indicate your full name and address in the lower right portion of the form, and return it to the Annual General Meeting Department at UPTEVIA in the included "T" envelope or mail it to UPTEVIA, Service Assemblées – 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense cedex.
- If you hold bearer shares, you can download a blank form from our website at <https://www.groupeseb.com/fr/finance/assemblee-generale> or request the form from your account-holding institution. In all cases, you should fill in all the requested information legibly, then send your form to your financial intermediary, who will forward it to UPTEVIA along with a share certificate. In order for your duly completed and signed voting form and, where applicable, your appointment or revocation of proxy to be considered valid, it must be sent to your account-holding institution with enough lead time for it to be received by UPTEVIA within the legal deadlines mentioned in this paragraph.
- In all cases, in order to be taken into account, remote voting forms or and proxy forms must be received by UPTEVIA no later than three days before the Annual General Meeting, i.e. **Friday May 17, 2024**. Under no circumstances should the paper forms be sent directly to SEB S.A.

2) How to vote electronically by correspondence or by proxy:

Shareholders are encouraged to use VOTACCESS, an online voting platform. The platform gives shareholders a quick and easy way to electronically submit their voting instructions or to appoint or revoke a proxy prior to the Annual General Meeting.

Details for accessing the site and registering voting or proxy instructions are given below:

If you hold registered shares, please directly access VOTACCESS via the Planetshares website at the following address: <https://planetshares.uptevia.pro.fr>:

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- If you hold direct registered shares: the ID number and password you already use to view your registered share account on this site also gives you access to voting.
- If you hold administered registered shares: please use the ID located in the top right of the paper voting form that will be sent to you. You may use this ID to obtain a password by email.

After you log in to the Planetshares site, simply follow the instructions on the screen to access the dedicated secure site for the Annual General Meeting (VOTACCESS).

If you hold bearer shares, please contact your account-holding institution to inquire whether it is a member of VOTACCESS and, where applicable, whether access is subject to any special terms of use.

- If your account-holding institution is a VOTACCESS member: log in to your institution's internet portal using your regular access credentials. Next, click on the icon that appears on the line next to your SEB S.A. shares and follow the instructions on the screen to access VOTACCESS and vote.
- If your account-holding institution is not a VOTACCESS member: you may exercise your vote under the procedures described in paragraphs **1)** and **3)**.

However, in accordance with the provisions of Article R. 225-79 of the French Commercial Code, you may give notice of the appointment or revocation of a proxy by electronic means, as described below:

- The shareholder must send an email to the following email address: paris.cts.france.mandats@uptevia.com.
- The email must contain the following information: the first and last names, address and banking details of the principal, as well as the first and last names and address of the appointed or revoked agent. Next, the shareholder must ask the financial intermediary that manages his or her share account to send a confirmation to the Annual General Meetings department at UPTEVIA.

Only notices of proxy appointment or revocation may be sent to the email address given above. No other requests or notices on any other topic shall be considered and/or processed.

In all cases, in order to be taken into account, proxies must be received, under the terms described above, by UPTEVIA no later than the day before the Annual General Meeting, at 3:00 pm (Paris time). Notices of proxy appointment or revocation submitted in hard copy must be received no later than three calendar days before the date of the Annual General Meeting, i.e. **Friday, May 17, 2024**.

The secure website for voting prior to the Annual General Meeting (VOTACCESS) shall open on **Monday, April 22, 2024 at 10:00 am**.

The ability to vote by internet prior to the Annual General Meeting shall end the day before the meeting, i.e. **Wednesday, May 22, 2024 at 3:00 pm, Paris time**.

However, shareholders are advised not to wait until the date of the deadline to log in to the site, so as to allow for any delays in receiving their passwords.

3) How to vote in person on the day of the Annual General Meeting

Shareholders who wish to attend the Annual General Meeting in person may request an admission card as described below:

- For registered shareholders: Request an admission card by shading in box "A" on the voting form, then date and sign the form and return it in the envelope provided to UPTEVIA, Service Assemblées – 90-110 Esplanade du Général de Gaulle, 92931 Paris La Défense cedex. The admission card request must be received no later than **Friday, May 17, 2024**. Alternatively, you may go directly to the special admission desk on the day of the Annual General Meeting, **with proof of identity**.
- For bearer shareholders: Ask the authorized intermediary that manages your share account to request an admission card. Alternatively, you may go directly to the special admission desk on the day of the Annual General Meeting, with proof of identity and a share certificate provided by your financial intermediary.
- Or online via the VOTACCESS website.

Those who wish to attend the Annual General Meeting in person must follow all existing health and safety guidelines and present a proof of identity.

4) How to vote as a proxy

Vote in person: See paragraph **B). 3)**.

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C) Written questions

Each shareholder is entitled to submit written questions to the Board of Directors. Written questions must be sent by registered letter with acknowledgment of receipt to: SEB S.A, Service Actionnaires, 112 Chemin du Moulin Carron, 69130 Ecully or to the following email address: assemblee.generale@groupeseb.com.

In order to be considered, questions must be received by the Company no later than the fourth business day prior to the date of the Annual General Meeting, i.e. **Thursday, May 16, 2024** at the latest.

For holders of bearer shares, these questions must be accompanied by a certificate of shareholder registration dated no earlier than the day on which the written question is sent.

Responses to written questions may be published directly on the Company's website, at the following address: www.groupeseb.com.

D) Shareholders' right to information

All the documents and information required under Article R. 22-10-23 of the French Commercial Code may be examined at the Company's registered office at 112 Chemin du Moulin Carron, 69130 Ecully, and on the Company's website, www.groupeseb.com, from the twenty-first day prior to the Annual General Meeting, in accordance with applicable laws and regulations.

E) Voting results

The voting results for each resolution shall be published on the Company's website, www.groupeseb.com, within 15 days following the date of the Annual General Meeting.

Board of Directors