

SEB S.A.

Public limited company with capital of €55,337,770
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Notice of Meeting

The Shareholders of SEB S.A. are invited to attend the Combined Shareholders' Meeting (Ordinary and Extraordinary) that will be held on **Tuesday 12 May 2026 at 2:30 pm at Pavillon Gabriel**, 5 avenue Gabriel, 75008 Paris.

Amendments to the preliminary notice of meeting of the Combined Shareholders' Meeting published in the Bulletin des Annonces Légales Obligatoires (BALO) dated March 11, 2026, No. 30

The agenda adopted by the Board of Directors at its meeting held on February 24, 2026 has been supplemented by two draft resolutions (Resolution A and Resolution B), the inclusion of which on the agenda of the Shareholders' Meeting was requested by several shareholders of the Company pursuant to Article L.225-105 of the French Commercial Code.

At its meeting held on April 7, 2026, the Board of Directors decided not to approve these draft resolutions and therefore invites shareholders to vote against them.

These draft resolutions, the explanatory statements and the position of the Board of Directors thereon are presented in the addendum to the convening brochure, available on the Company's website (www.groupeseb.com), under the Finance / Shareholders' Meeting section.

In accordance with Article R.225-71 of the French Commercial Code, the examination by the Shareholders' Meeting of draft Resolutions A and B is subject to the submission by the requesting shareholders of a new certificate evidencing the registration of the shares in the same accounts as of the fifth business day preceding the Shareholders' Meeting at 00:00 (Paris time).

Should Resolution 3 submitted by the Board of Directors be adopted, Resolution A, which would lead to an outcome inconsistent with Resolution 3, will not be put to a vote and shall automatically be deemed rejected.

Furthermore, the wording of the 16th and 17th resolutions presented in the Notice of Meeting has been amended in order to correct the cross-references between these resolutions (amendments underlined).

Accordingly, the Shareholders' Meeting is invited to deliberate on the following agenda and draft resolutions:

Agenda

Ordinary General Meeting:

1. Approval of the separate financial statements for the fiscal year ended 31 December 2025.
2. Approval of the consolidated financial statements for the fiscal year ended 31 December 2025.
3. Allocation of the result for the fiscal year ended 31 December 2025 and setting of the dividend.
4. Reappointment of BPIFRANCE INVESTISSEMENT, represented by Adeline Lemaire, as a director.
5. Appointment of William Gairard, as a director, following his resignation to facilitate the staggering of directors' terms of office.
6. Appointment of Thierry Lescure, as a director, following his resignation to facilitate the staggering of directors' terms of office.
7. Approval of information about the remuneration of all executive officers referred to in Article L. 22-10-9 I of the French Commercial Code.
8. Approval of fixed, variable and exceptional components of the total remuneration and benefits of all kinds, paid or allocated for the 2025 fiscal year to Thierry de La Tour d'Artaise.
9. Approval of fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid or allocated for the 2025 fiscal year to Stanislas de Gramont.
10. Approval of the remuneration policy for the Chairman of the Board of Directors for the 2026 fiscal year.
11. Approval of the remuneration policy for the Chief Executive Officer for the 2026 fiscal year.
12. Approval of the remuneration policy for directors for the 2026 fiscal year.
13. Authorization to be granted to the Board of Directors for the company to buy back its own shares.

Extraordinary General Meeting:

14. Authorization to be granted to the Board of Directors enabling the company to cancel its own shares.
15. 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.
16. 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 other than those mentioned in Article L. 411-2, 1° of the Monetary and Financial Code.

17. 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. 411-2,1° of the French Monetary and Financial Code.
18. Delegation of powers to the Board of Directors to increase the company's share capital, without pre-emptive subscription rights, by issuing shares and/or securities giving immediate or future access to the company's share capital, in consideration for contributions in kind made to the company.
19. Blanket ceiling on financial authorizations.
20. 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.
21. Authorization to be granted to the Board of Directors to grant performance shares.
22. Delegation of authority granted to the Board of Directors to carry out share capital increases restricted to members of a company or Group Savings Scheme and/or sales of reserved shares with waiver of pre-emption rights.
23. Amendment of Article 16 of the bylaws
24. Powers to carry out formalities.

Resolutions not approved by the Board of Directors and submitted pursuant to Article L.225-105 of the French Commercial Code

Ordinary General Meeting

Resolution A – Allocation of the result for the fiscal year ended 31 December 2025 and setting of the dividend

Resolution B – Setting of the total annual remuneration of directors

Draft resolutions

Resolutions to be submitted to the Ordinary Annual General Meeting

Resolution 1: Approval of the separate financial statements for the fiscal year ended 31 December 2025

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the report of the Board of Directors and of the Statutory auditors on the company's operations and results for the fiscal year ended 31 December 2025, approves the financial statements as presented, which show a net profit of €127,161,182.

Resolution 2: Approval of the consolidated financial statements for the fiscal year ended 31 December 2025

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the report of the Board of Directors and the Statutory auditors, approves the consolidated financial statements for the fiscal year ended 31 December 2025, which show a net profit attributable to owners of the parent of €244,618,014.

Resolution 3: Allocation of the result for the fiscal year ended 31 December 2025 and setting of the dividend

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, on the proposal of the Board of Directors, resolves to allocate the distributable profit for the 2025 fiscal year as follows:

Euros

Retained earnings at 31 December 2025	907,934,698
Net profit for the fiscal year	127,161,182
Total distributable net profit	1,035,095, 880
Allocation	-
Legal reserve(1)	0
Total dividend (including the dividend supplement)(2)	159,617, 324
Balance of retained earnings	875,478, 556

(1) As the legal reserve has reached the threshold of 10% of the share capital, no allocation is proposed.

(2) Based on the number of shares of the outstanding total as of 31 December 2025 (after deduction of treasury shares).

The amount distributed to shareholders represents a dividend of €2.80 per share having a par value of €1.

The ex-dividend date will be 20 May 2026 and the dividend will be paid as from 22 May 2026.

Furthermore, as provided for in Article 46 of the company's bylaws, a supplementary dividend of 10% of the dividend, amounting to €0.280 per share having a par value of €1, will be paid on shares registered in the name of the same holder throughout the period between 31 December 2023 and the ex-dividend date, 20 May 2026.

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 dividends distributed will qualify for the 40% exemption for natural persons who are tax residents of France, as per Article 158.3-2° of the French General Tax Code.

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

Fiscal year	Dividend per share	Premium per share	Dividend qualifying for 40% exemption		Dividend not qualifying for 40% exemption
			Dividend	Premium	
2022	2.45	0.245	2.45	0.245	-
2023	2.62	0.262	2.62	0.262	-
2024	2.80	0.280	2.80	0.280	-

Resolution 4: Reappointment of BPIFRANCE INVESTISSEMENT, represented by Adeline Lemaire, as a director

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the Board of Directors' report, reappoints BPIFRANCE INVESTISSEMENT, represented by Adeline Lemaire, as a director for a period of four years expiring at the close of the Ordinary Annual General Meeting to be held to approve the financial statements for the fiscal year ended 31 December 2029.

Resolution 5: Appointment of William Gairard, as a director, following his resignation to facilitate the staggering of directors' terms of office

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the Board of Directors' report, decides to reappoint William Gairard as a director, following his resignation to facilitate the staggering of directors' terms of office, for a period of four (4) years expiring at the close of the Annual General Meeting to be held to approve the financial statements for the fiscal year ended 31 December 2029.

Resolution 6: Appointment of Thierry Lescure, as a director, following his resignation to facilitate the staggering of directors' terms of office

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the Board of Directors' report, decides to reappoint Thierry Lescure as a director, following his resignation to facilitate the staggering of directors' terms of office, for a period of three (3) years expiring at the close of the Annual General Meeting to be held to approve the financial statements for the fiscal year ended 31 December 2028.

Resolution 7: Approval of information about the remuneration of all executive officers referred to in Article L. 22-10-9 I of the French Commercial Code

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the corporate governance report, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code presented therein, as it appears in Chapter 3.5 of the 2025 Universal Registration Document.

Resolution 8: Approval of fixed, variable and exceptional components of the total remuneration and benefits of all kinds, paid or allocated for the 2025 fiscal year to Thierry de La Tour d'Artaise

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the corporate governance report, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the 2025 fiscal year or allocated for the same fiscal year to Thierry de La Tour d'Artaise as set out in Chapter 3.5 of the 2025 Universal Registration Document.

Resolution 9: Approval of fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid or allocated for the 2025 fiscal year to Stanislas de Gramont

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the corporate governance report, approves, pursuant to Article L. 22-

10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid during the 2025 financial year or allocated for the same fiscal year to the Stanislas de Gramont, as set out in Chapter 3.5 of the 2025 Universal Registration Document.

Resolution 10: Approval of the remuneration policy for the Chairman of the Board of Directors for the 2026 fiscal year

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the corporate governance report, approves the remuneration policy for the Chairman for the 2026 fiscal year as presented in Chapter 3.5 of the 2025 Universal Registration Document.

Resolution 11: Approval of the remuneration policy for the Chief Executive Officer for the 2026 fiscal year

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the corporate governance report, approves the remuneration policy for the Chief Executive Officer for the 2026 fiscal year as presented in Chapter 3.5 of the 2025 Universal Registration Document.

Resolution 12: Approval of the remuneration policy for directors for the 2026 fiscal year

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the Board of Directors' report, approves the remuneration policy for the directors for the 2026 fiscal year as presented in Chapter 3.5 of the 2025 Universal Registration Document.

Resolution 13: Authorization 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 Annual General Meetings, having considered the Board of Directors' report:

- resolves to terminate the share buyback program authorized by the Combined Annual General Meeting of 20 May 2025;
- resolves to adopt the program described below, and accordingly:
- to authorize the Board of Directors, or any representative of the Board empowered to act on the Board's behalf, in accordance with Articles L. 22-10-62 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 SEB's shares through an independent investment service provider under a liquidity contract that complies with the AMAFI Code of Ethics recognized by the Financial Market Authority,
 - ii) for allocation to eligible employees and executive officers of the company or the Group in the form of performance shares governed by Articles L. 22-10-59 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 increase on existing shareholders' interests, provided that such cancellation is authorized by the Extraordinary Annual General Meeting,
 - iv) for delivery or exchange in connection with any future external growth transactions initiated by the company, up to a limit of 5% of the capital,
 - v) for allocation on the exercising of rights attached to share equivalents that are convertible, exercisable, redeemable or exchangeable for the assignment of company shares, in accordance with the applicable stock market regulations;
- resolves that shares may not be bought back under this authorization for more than €180 per share, excluding trading fees,
- that the Board of Directors may adjust the above price, in the case of any change in the share's par value, by capitalizing 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,
- resolves that the total amount invested in the share buyback program may not exceed €996,079,860,
- 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. 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 authorization 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) carry out the transactions and set the related terms and conditions,
 - ii) place all orders on or off the stock market,

- iii) 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) enter into any and all agreements for the keeping of a register of share purchases and sales or for any other purpose,
 - v) fulfill any and all reporting obligations with the Financial Market Authority and any other bodies,
 - vi) carry out any and all formalities;
- that this authorization will be granted for a period of 18 months as from this Annual General Meeting.

Extraordinary Resolutions

Resolution 14: Authorization 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 Annual General Meetings, having considered the Board of Directors' report and the Statutory auditors' report:

- authorizes 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. 22-10-62 of the French Commercial Code, provided the number of shares canceled in any 24-month period does not exceed 10% of the total shares outstanding. The difference between the purchase price of the canceled 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; it being specified, however, that the Board of Directors will not be authorized to make use of this authorization during any public offer period for the company's share capital.
- authorizes 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 organizations and generally undertake whatever is necessary;
- authorizes 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 authorization is used;
- grants this authorization to the Board of Directors for a period of 26 months and consequently decides that this authorization cancels all authorizations given previously for the same purpose.

Resolution 15: 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 Annual General Meetings, having considered the Board of Directors' report 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 11 of the 14 members present or represented, with the option to further delegate in the manner provided for by law and regulations, to issue, on one or more occasions, company shares and securities giving immediate or future access, by any means, to shares of 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; it being specified, however, that the Board of Directors will not be authorized to make use of this authorization during any public offer period for the company's share capital;
- 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 may be carried out, immediately and/or in the future, under this delegation may not exceed a par value of €5,500,000, 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 may not exceed €1,500 million or the equivalent of this amount in the case of issues denominated in foreign currencies;
- resolves that shareholders will, 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 subscription warrants for the company's shares may be offered for subscription on the above basis, or allocated among holders of existing shares without consideration;
- establishes that this authorization may automatically entail the waiver in favor 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 option to further delegate in the manner provided for by law and regulations, 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, to 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 event of an issue of debt securities, the Board of Directors shall be fully empowered, with the option to further delegate in the manner provided for by law and regulations, to decide whether these debt securities shall be subordinated or unsubordinated, 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 authorization to the Board of Directors for a period of 26 months and consequently decides that this authorization cancels all authorizations given previously for the same purpose.

Resolution 16: 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 other than those mentioned in Article L. 411-2, 1° of the Monetary and Financial Code

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Annual General Meetings, having considered the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129 to L. 225-129-2, L. 22-10-52 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 11 of the 14 members present or represented, with the option to further delegate in the manner provided for by law and regulations, to issue by way of a public offering other than those mentioned in Article L. 411-2, 1° of the Monetary and Financial Code on the French and/or international market, on one or more occasions, company shares and securities giving immediate or future access, by any means, to shares of 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; it being specified, however, that the Board of Directors will not be authorized to make use of this authorization during any public offer period for the company's share capital;
- 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 may be carried out, immediately or in the future, under this delegation may not exceed a par value of €5,500,000, 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 may not exceed €1,500 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 authorization may automatically entail the waiver in favor 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 securities decided under this delegation of authority may be combined, as part of a single issue or multiple issues of shares and/or of securities, with offerings falling within the scope of Article L. 411-2, 1° of the French Monetary and Financial Code decided pursuant to the delegation of authority in **Resolution 17** of this Annual General Meeting;
- formally records that, pursuant to Article L. 22-10-52 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 option to further delegate in the manner provided for by law and regulations, 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, 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.

The Board of Directors shall be fully empowered, with the option to further delegate in the manner provided for by law and regulations, 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 authorization to the Board of Directors for a period of 26 months and consequently decides that this authorization cancels all authorizations given previously for the same purpose.

Resolution 17: 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, 1° of the French Monetary and Financial Code

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Annual General Meetings, having considered the Board of Directors' report and the Statutory auditors' special report and in accordance with Articles L. 225-129 to L. 225-129-2, L. 22-10-52 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 11 of the 14 members present or represented, with the option to further delegate in the manner provided for by law and regulations, to issue, on one or more occasions, company shares and securities giving immediate or future access, by any means, to shares of 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, by means of the offer(s) referred to in Article L. 411-2, 1° of the French Monetary and Financial Code, and to determine the timing and amounts of said issues; it being specified, however, that the Board of Directors will not be authorized to make use of this authorization during any period of public offer for the company's share capital;
- resolves that the amount of share capital increases that may be carried out, immediately or in the future, under this delegation may not exceed a value of €5,500,000, 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 may not exceed €1,500 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 authorization may automatically entail the waiver in favor 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, 1° of the French Monetary and Financial Code decided under this resolution may be combined, as part of a single issue or multiple issues of shares and/or of securities, with public offerings decided pursuant to the delegation of authority in **Resolution 16** of this Annual General Meeting;
- formally records that, pursuant to Article L. 22-10-52 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 option to further delegate in the manner provided for by the legal and regulatory provisions, and by the applicable contractual stipulations if these exist, 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, 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.

The Board of Directors shall be fully empowered, with the option to further delegate in the manner provided for by law and regulations, 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 authorization to the Board of Directors for a period of 26 months and consequently decides that this authorization cancels all authorizations given previously for the same purpose.

Resolution 18: Delegation of powers to the Board of Directors to increase the company's share capital, without pre-emptive subscription rights, by issuing shares and/or securities giving immediate or future access to the company's share capital, in consideration for contributions in kind made to the company

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Annual General Meetings, having considered the Board of Directors' report and the Statutory auditors' special report, in accordance with legal and regulatory provisions, in particular Articles L. 225-129 et seq., L. 225-147, L. 22-10-53 and L. 228-91 of the French Commercial Code:

- delegates to the Board of Directors, acting by a qualified majority of 11 of the 14 of its members present or represented, with powers to subdelegate as provided for by the applicable laws and regulations, the powers required to decide, on the basis of the report of the contribution auditor(s), to increase the share capital with waiver of pre-emptive subscription rights, through the issue, on one or more occasions in the proportions and at the times it sees fit:
 - of ordinary shares of the company, and/or
 - of equity securities of the company giving access by any means, immediately and/or in the future, to other existing or future equity securities of the company and/or giving entitlement to debt securities of the company, and/or
 - of any securities, compound or otherwise, giving access by any means, immediately and/or in the future, to future equity securities of the company,

in consideration for contributions in kind made to the company in the form of shares or securities giving access to the capital of other companies, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply; it being specified, however, that the Board of Directors will not be authorized to make use of this authorization during any period of public offer for the company's share capital;
- resolves to set the following limits for the authorized issues:
 - resolves that the amount of share capital increases that may be carried out, immediately or in the future, under this delegation may not exceed a par value of €2,750,000, not including the par value of any additional shares that may

- be issued to protect the rights of holders of share equivalents, stock options or free allotment of shares in accordance with applicable laws, regulations and, as the case may be, contractual provisions;
- resolves that the nominal value of debt securities giving immediate or future access to the company's share capital issued pursuant to this delegation may not exceed €1,500 million or the equivalent of this amount in the case of issues denominated in foreign currencies;
 - resolves that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, pursuant to this delegation, will be deducted from the overall limit of €11 million on capital increases set by Resolution 19 of this Annual General Meeting (or, as the case may be, from the cap set by any similar resolution that may supersede this resolution during the period of validity of this delegation);
 - formally notes that the shareholders will not have pre-emptive subscription rights to the share equivalents issued under this delegation, which are intended exclusively to remunerate contributions in kind;
 - formally notes that this delegation automatically entails the waiver by the shareholders of their pre-emptive subscription right to the shares to which the share equivalents to be issued would entitle them, in favor of the holders of the share equivalents issued;
 - resolves to grant full powers to the Board of Directors, with powers to subdelegate in accordance with the legal and regulatory provisions in force, to implement this delegation, and in particular to decide on any capital increase in remuneration for contributions in kind and to determine the share equivalents to be issued accordingly, to draw up the list of share equivalents contributed, to set the prices and conditions of the issues, to determine the number of securities to be issued in remuneration for the contributions in kind and the cum-rights date which may be set retrospectively, to rule on the report of the contribution auditor(s), approve the valuation of the contributions and the granting of special benefits, to reduce, if the contributors so agree, the valuation of the contributions or the remuneration of special benefits, to set the terms of issue of the share equivalents to be issued as remuneration for the contributions in kind, including, where applicable, the amount of the balancing payment to be made, to determine all the terms and conditions of the transactions authorized under the conditions set out in Article L. 22-10-53 of the French Commercial Code, to determine the method by which the shares or other securities issued will be paid up, to set the terms on which the rights of holders of share equivalents, stock options or bonus share issues will be maintained, and, if applicable, to deduct from the issue premium(s) any expenses incurred in connection with the issues, and more generally, to take all necessary steps and to enter into all agreements to successfully complete the proposed issues, to record the capital increase(s) resulting from any issues carried out under this delegation and amend the bylaws accordingly;
 - notes that, should the Board of Directors decide to make use of the authorization granted in this resolution, it will be informed of the contribution auditor's report, if such report has been produced in accordance with Articles L. 225-147 and L. 22-10-53 of the French Commercial Code, at the subsequent Annual General Meeting;
 - sets the duration of this delegation of authority at 26 months from the date of this Annual General Meeting.

Resolution 19: Blanket ceiling on financial authorizations

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Annual General Meetings, having considered the Board of Directors' report, resolves to set at €11 million the maximum par value of immediate and/or future share capital increases that may be carried out pursuant to the authorizations in **Resolutions 15, 16, 17 and 18**, it being specified that the maximum nominal amount of the increases carried out under **Resolutions 16, 17 and 18** cannot be greater than 5,500,000 euros nominal. To this nominal amount will be added, possibly the par value of any additional 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 these ceilings.

Resolution 20: Delegation of authority granted to the Board of Directors to increase the share capital by capitalizing retained earnings, profit, premiums or other items that may be capitalized

The Annual General Meeting, meeting as an Extraordinary Annual General Meeting but voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the Board of Directors' report, gives the Board the necessary powers to carry out one or more share capital increases by successively or simultaneously capitalizing some or all of the company's retained earnings, profit or additional paid-in capital or any items that may be capitalized 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 €11 million; it being noted that this ceiling is independent of the ceiling provided for in **Resolution 19**.

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 option to further delegate in the manner provided for by law and regulations, 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 and carry out all actions and formalities required to effect the capital increase(s) and accordingly amend the bylaws.

The Annual General Meeting sets this authorization granted to the Board of Directors at a period of 26 months and consequently decides that this authorization cancels all authorizations given previously for the same purpose.

Resolution 21: Authorization 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 Annual General Meetings, having considered the Board of Directors' report and the Statutory Auditors' special report:

- authorizes 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 senior managers referred to in Article L. 225-197-1 II of the French Commercial Code, and to employees and senior managers 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 may not exceed 240,000 shares (or 0.4337% of the company's share capital on the date of this Annual General Meeting), with the understanding that the number of shares granted to the Executive Officer may not exceed 13,000 shares (or 0.02349% of the company's share capital on the date of this Annual General Meeting).

The Annual General Meeting authorizes the Board of Directors to make stock grants, within the limits set out in the preceding paragraph, using shares bought back by the company in accordance with Articles L. 22-10-61 and L. 22-10-62 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 revenue and Operating Result from Activity and Corporate Social Responsibility targets, 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, bearing in mind that no shares may be allocated to employees or executive 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 and whenever deemed appropriate, the share allocation rights by the expiration date of this authorization;
- 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 or continuation of the corporate mandate 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 Annual General Meeting on the transactions carried out under this authorization.

The Annual General Meeting sets this authorization granted to the Board of Directors at a period of 14 months and consequently decides that this authorization cancels all authorizations given previously for the same purpose.

Resolution 22: Delegation of authority granted to the Board of Directors to carry out share capital increases restricted to members of a company or Group Savings Scheme and/or sales of reserved shares with waiver of pre-emption rights

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary Annual General Meetings, having considered the Board of Directors' report and 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 Articles L. 3332-1 et seq. of the French Labor Code:

- delegates to the Board of Directors the authority to decide to increase the company's share capital, on one or more occasions, at such time or times and in such proportions as it sees fit, by issuing ordinary shares of the company and other equity securities giving access to the company's share capital, reserved for members of a company or group savings scheme: eligible corporate officers, employees and former employees of the company and of French or foreign

companies affiliated with it under the terms of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;

- resolves to set at €553,377 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 19**;
- accordingly resolves to waive pre-emption rights in favor 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 Labor Code, the subscription price may include a 30% discount off the average company share price on Euronext Paris over the 20 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 40% for members of a savings scheme, the rules of which specify a lock-up period of at least 10 years. Nevertheless, the Annual General Meeting authorizes 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 regulations;
- resolves that the Board of Directors may, within the limits set by Article L. 3332-21 of the French Labor 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 capitalizing retained earnings, profit or additional paid-in capital;
- sets the period of validity of this authorization 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 regulations, 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 deciding the subscription amounts, and setting 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 affect the capital increase(s) carried out under this authorization, and in particular amend the bylaws accordingly and, more generally, do whatever is necessary.

In accordance with applicable legal provisions, the transactions carried out under this resolution may also take the form of sales of shares to members of a company or Group Savings Scheme.

Resolution 23: Amendment of Article 16 of the bylaws

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Extraordinary General Meetings, having considered to the report of the Board of Directors, resolves to amend Article 16 of the bylaws in order to bring them into line with Ordinance No. 2024-934 of 15 October 2024 transposing Directive (EU) 2022/2381, known as the “Women on Boards” Directive, and reorganize the provisions relating to directors representing employees and directors representing employee shareholders.

Consequently, the Annual General Meeting resolves to amend Article 16 of the bylaws as follows:

Previous version	New version
<p>The company shall be managed by a board composed of directors, the minimum and maximum number of which is fixed by law. The directors shall be appointed by the ordinary annual general meeting, which may remove them at any time. Legal entities appointed as directors shall be required to appoint a permanent representative who will be subject to the same conditions and obligations as if they were a director on their own behalf.</p> <p>An employee of the company can only be appointed as a director if their employment contract corresponds to an actual position. The number of directors linked to the company by an employment contract shall not exceed one third of the directors in office.</p> <p>Each of the directors shall, for the duration of their duties, own at least one share in pure registered form.</p>	<p>The company shall be managed by a board composed of directors, the minimum and maximum number of which is fixed by law. The directors shall be appointed by the Ordinary Annual General Meeting, which may remove them at any time. Legal entities appointed as directors shall be required to appoint a permanent representative who will be subject to the same conditions and obligations as if they were a director on their own behalf.</p> <p>An employee of the company can only be appointed as a director if their employment contract corresponds to an actual position. The number of directors linked to the company by an employment contract shall not exceed one third of the directors in office. Each of the directors shall, for the duration of their duties, own at least one share in pure registered form.</p> <p>In application of the provisions set out in law, when the number of members of the Board of Directors appointed by the Ordinary</p>

In application of the provisions set out in law, when the number of members of the Board of Directors appointed by the Ordinary Annual General Meeting is less than or equal to the threshold established for in Article L. 225-27-1 II of the French Commercial Code, a Director representing employees shall be appointed by the Group Committee (France). Where the Board of Directors is composed of a number greater than the threshold established in Article L. 225-27-1 II of the French Commercial Code, a second Director representing employees shall be appointed by the European Works Council.

Neither the directors elected by employees under Article L. 225-27 of the French Commercial Code, nor employee shareholder directors appointed pursuant to Articles L. 225-23 and L. 22-10-5 of the French Commercial Code shall be taken into account when determining the number of directors covered by the provisions of Article L. 225-17 of the French Commercial Code.

Directors representing employees shall be appointed for a term of four years.

The provisions of this Article shall cease to apply in the event that, at the end of a fiscal year, the company no longer fulfills the prerequisites for the appointment of directors representing employees, it being specified that the term of office of any director representing employees appointed pursuant to this Article, will expire at its end.

Directors representing employees and directors representing employee shareholders, appointed in accordance with the provisions of Article L. 225-23 of the French Commercial Code, shall not be taken into account for the calculation of gender equality.

By way of exception to the provisions of these bylaws, directors representing the employees shall not be required to hold a minimum number of shares in the company during their term of office.

In the event that the threshold established in the provisions of the French Commercial Code is exceeded, and in application of the provisions established by law, a director representing employee shareholders shall be appointed by the Ordinary Annual General Meeting in accordance with the terms and conditions established by the French Commercial Code and by these bylaws.

Prior to the Annual General Meeting to appoint the director representing employee shareholders, the supervisory board of the employee mutual investment fund invested in shares of the company shall appoint a candidate from among its members. Only the candidate chosen by the above-mentioned supervisory board shall be forwarded to the Board of Directors, which shall state this at its meeting to adopt the Resolutions of the Annual General Meeting. The director representing employee shareholders shall be appointed by the Ordinary Annual General Meeting in accordance with the quorum and majority voting conditions applicable to any appointment of a member of the Board of Directors.

The term of office shall take effect upon appointment by the Annual General Meeting, for a period of four years.

However, the term of office shall end automatically and the director representing employee shareholders shall be deemed to have resigned automatically in case of loss: i) of their status as an employee of the company or of a related company, within the meaning of Article L. 225-180 of the French Commercial Code, ii) their status as a shareholder or unitholder of an employee mutual investment fund invested in

Annual General Meeting is less than or equal to the threshold established for in **paragraph 1** of Article L. 225-27-1 II of the French Commercial Code, a director representing employees shall be appointed by the Group Works Council (France). Where the **number of members** of the Board of Directors is composed of a number greater than the threshold established in **paragraph 1** of Article L. 225-27-1 II of the French Commercial Code, a second Director representing employees shall be appointed by the European Works Council.

~~Neither the directors elected by employees under Article L. 225-27 of the French Commercial Code, nor employee shareholder directors appointed pursuant to Articles L. 225-23 and L. 22-10-5 of the French Commercial Code shall be taken into account when determining the number of directors covered by the provisions of Article L. 225-17 of the French Commercial Code~~

By way of exception to the provisions of these bylaws, directors representing the employees shall not be required to hold a minimum number of shares in the company during their term of office. Directors representing employees shall be appointed for a term of four years.

The term of office of directors representing employees shall end early under the conditions established by law and the bylaws and, in particular, in the event of termination of their employment contract.

~~The provisions of this Article shall cease to apply in the event that, at the end of a fiscal year, the company no longer fulfills the prerequisites for the appointment of directors representing employees, established in Article L. 225-27-1 of the French Commercial Code, the company shall cease appointing one or more directors representing employees, it being specified that the term of office of any director representing employees appointed pursuant to this Article, will expire at its end.~~

~~Directors representing employees and directors representing employee shareholders, appointed in accordance with the provisions of Article L. 225-23 of the French Commercial Code, shall not be taken into account for the calculation of gender equality.~~

~~By way of exception to the provisions of these bylaws, directors representing the employees shall not be required to hold a minimum number of shares in the company during their term of office.~~

In the event that the threshold established in the provisions of the French Commercial Code is exceeded, and in application of the provisions established by law, a director representing employee shareholders shall be appointed by the Ordinary Annual General Meeting in accordance with the terms and conditions established by the French Commercial Code and by these bylaws **at the proposal of the employee shareholders.**

Prior to the Annual General Meeting to appoint the director representing employee shareholders, the supervisory board of the employee mutual investment fund invested in shares of the company shall appoint a candidate from among its members. Only the candidate chosen by the above-mentioned supervisory board shall be forwarded to the Board of Directors, which shall state this at its meeting to adopt the Resolutions of the Annual General Meeting. The director representing employee shareholders shall be appointed by the Ordinary Annual General Meeting in accordance with the quorum and majority voting conditions applicable to any appointment of a member of the Board of Directors.

Directors representing employee shareholders shall be appointed for a term of four years.

<p>shares of the company, or (iii) their status, if applicable, as a member of the supervisory board of the employee mutual investment fund that proposed their candidacy.</p>	<p>However, the term of office shall end automatically and the director representing employee shareholders shall be deemed to have resigned automatically in case of loss: i) of their status as an employee of the company or of a related company, within the meaning of Article L. 225-180 of the French Commercial Code, ii) their status as a shareholder or unitholder of an employee mutual investment fund invested in shares of the company, or (iii) their status, if applicable, as a member of the supervisory board of the employee mutual investment fund that proposed their candidacy.</p> <p>In the event of a vacancy for a director representing employee shareholders, unless the Ordinary Annual General Meeting decides to propose a new election, the Board of Directors may fill the position through the co-optation of a candidate determined by the employee shareholders (under the conditions set out above), with the ratification of this co-optation being submitted to the next Annual General Meeting.</p>
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Resolution 24: 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.

Draft resolutions submitted by shareholders and not approved by the Board of Directors

Resolution A : Allocation of the result for the fiscal year ended 31 December 2025 and setting of the dividend

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, resolves to allocate the distributable profit for the 2025 financial year as follows:

Retained earnings at 31 December 2025	907 934 698
Net profit for the financial year	127 161 182
Total distributable net profit	1 035 095 880
Allocation	-
Legal reserve ⁽¹⁾	0
Total dividend (including the dividend supplement) ⁽²⁾	95 770 395
Balance of retained earnings	939 325 485

(1) As the legal reserve has reached the threshold of 10% of the share capital, no allocation is proposed.

(2) Based on the number of shares of the outstanding total as of 31 December 2025 (after deduction of treasury shares).

The amount distributed to shareholders represents a dividend of €1.68 per share having a par value of €1.

The ex-dividend date will be 20 May 2026 and the dividend will be paid as from 22 May 2026.

Furthermore, as provided for in Article 46 of the company's bylaws, a supplementary dividend of 10% of the dividend, amounting to €0.168 per share having a par value of €1, will be paid on shares registered in the name of the same holder throughout the period between 31 December 2023 and the ex-dividend date, 20 May 2026.

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 dividends distributed will qualify for the 40% exemption for natural persons who are tax residents of France, as per Article 158.3-2° of the French General Tax Code.

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

Financial year	Dividend per share	Premium per share	Dividend qualifying for 40% exemption		Dividend not qualifying for 40% exemption
			Dividend	Premium	
2022	2.45	0.245	2.45	0.245	-
2023	2.62	0.262	2.62	0.262	-
2024	2.80	0.280	2.80	0.280	-

Resolution B : Setting of the total annual remuneration of directors

The Annual General Meeting, voting in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, having considered the Board of Directors' report, sets the maximum annual sum to be distributed among the directors at €650,000 regarding 2026 fiscal year.

A) Preliminary procedures for participation 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 fifth trading day preceding the Annual General Meeting, i.e. **5 May 2026 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;

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 mail:

- If you hold registered shares, you will receive a voting form or a proxy form by mail.
- In all cases (whether you hold registered shares or bearer shares), check the box that corresponds to your voting choice (vote by mail, 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 Annual 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 mail, check 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/en/finance/annual-general-meeting> 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 proxy forms must be received by UPTEVIA no later than three days before the Annual General Meeting, i.e. **Thursday, 07 May 2026**. 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 UPTEVIA Investors website at the following address: <https://www.investors.uptevia.com>:

- **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:** go to the **VoteAG** website <https://www.voteag.com/>. If you hold administered registered shares, you will have to log in to **VoteAG** with the temporary codes provided on the single voting form. Once on the website's home page, you will have to follow the instructions on the screen to log in to the VOTACCESS website.

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: ct-mandataires-assemblees@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 submitted electronically 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 **Thursday, 7 May 2026**.

The secure website for voting prior to the Annual General Meeting (VOTACCESS) shall open on **Wednesday, 15 April 2026 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. Monday, 11 May 2026 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 **Thursday, 07 May 2026**. 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 exercise your vote as a proxy In-person voting: Refer to paragraph **B). 3)**.

C) Written questions

Each shareholder is entitled to submit written questions to the Board of Directors. Such written questions must be sent by registered mail with acknowledgment of receipt to the following address: SEB S.A, Service Actionnaires,

112 chemin du Moulin Carron, 69130 Ecully. Alternatively, they may be sent by email to: 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. **Tuesday, 05 May 2026** 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) Documents made available to shareholders – live webcast and recording of the Shareholders' Meeting

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.

The Annual General Meeting will be broadcast live and in full, as an audiovisual webcast, on the company's website (www.groupeseb.com, under "Annual General Meeting") on the day of the meeting.

A recording of the Annual General Meeting will be available on the company's website (www.groupeseb.com) after the date of the meeting.

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.