



# Convening notice 2026

**Tuesday, 12 May 2026**  
at 2:30 pm

**combined general Meeting of SEB S.A.**  
Pavillon Gabriel,  
5 avenue Gabriel, 75008 Paris





# Welcome to the annual general Meeting

Thursday, 12 May 2026 at 2:30 pm

The Group invites its shareholders to consult regularly the Company's website [www.groupeseb.com](http://www.groupeseb.com) to keep up to date with the news and final details of the 2026 annual general Meeting of SEB S.A.

## Contents

	Chairman's foreword	3
<b>1</b>	How do I take part in the annual general Meeting?	4
<b>2</b>	Presentation of the Board of Directors as of 31/12/2025	8
<b>3</b>	Key figures 2025	10
<b>4</b>	Stock market performance	12
<b>5</b>	Business review	13
<b>6</b>	Agenda	21
<b>7</b>	Proposed resolutions and Report of the Board of Directors	22
<b>8</b>	News	42

**FOR ANY INFORMATION YOU MAY REQUIRE IN RELATION TO THE ANNUAL GENERAL MEETING,**

**UPTEVIA SECURITIES DEPARTMENT IS AT YOUR DISPOSAL :**



**By post:**

UPTEVIA

Service Assemblées

90-110, esplanade du Général de Gaulle,

92931 Paris La Défense cedex - France



**Online:**

Contact form available on

<https://investors.uptevia.com>



**By phone:** 08 00 00 75 35 (from France)

+33 1 49 37 82 36 (from abroad)



# Chairman's foreword

**Ladies and Gentlemen, Dear Shareholders,**

I am pleased to invite you to the combined shareholders' Meeting of SEB S.A., which will be held on Tuesday, May 12, 2026, at 2:30 PM at Pavillon Gabriel, 5 avenue Gabriel 75008 Paris. The annual general Meeting is the ideal opportunity for discussion and exchange of information. That is why I hope that many of you will attend and express their views, either by taking part in the meeting personally, by voting by post or by giving your proxy either to the Chairman of the meeting or to a person of their choice.

During this Meeting, we will revisit the key events of the year and the Group's performance.

2025 was marked by an acceleration in the transformation of our economic and industrial environment. Beyond geopolitical disruptions, 2025 highlighted significant changes in our industry. Consumer purchasing patterns continue to evolve with the rise of e-commerce, direct-to-consumer and social commerce, while the relationship between brands and consumers is becoming ever more direct and interactive. At the same time, international competition remains intense, driven by new models combining technological innovation, digital marketing and speed of execution. In this fast-changing environment, Groupe SEB can rely on a solid model, long-standing industrial expertise and a proven ability to adapt to changes in its market.

To support these transformations and prepare for the next phase of our development, we have initiated changes in our organization and practices. Our objective is clear: to strengthen our marketing investments, continue investing in our industrial footprint and optimize our operating costs. This is the full purpose of the Rebound plan, which aims to focus our resources on value-creating priorities and to firmly place Groupe SEB on a path of profitable and sustainable growth. I know I can count on the quality of our teams, the strength of our brands and our industrial expertise to meet these challenges with confidence.

Against a backdrop of multiple crises, Groupe SEB stands united and acts with determination. Beyond the Rebound plan, all employees are fully mobilized to restore the Group to its usual profitable growth trajectory. Driven by its brands, its capacity for innovation and its industrial excellence, Groupe SEB is already preparing for the future.

I would like to thank our shareholders for their trust and support throughout this journey

**Thierry de La Tour d'Artaise**  
Chairman of the Board of Directors



# How do I take part in the annual general Meeting?

## Preamble

The shareholders of SEB S.A. are invited to attend the combined general Meeting (ordinary and extraordinary) to be held on **Tuesday 12 May 2026, at 2.30 p.m.** at the **Pavillon Gabriel, 5 avenue Gabriel, 75008 Paris**, in order to deliberate on the agenda below.



The 2026 general Meeting of SEB S.A. will be broadcast live and recorded on the company's website, [www.groupeseb.com](http://www.groupeseb.com), unless technical reasons make this broadcast impossible or seriously disrupt it.

The company invites its shareholders to regularly consult the company's website [www.groupeseb.com](http://www.groupeseb.com) to keep abreast of the latest news and final procedures relating to the 2026 combined general Meeting of SEB SA.

Shareholders are also encouraged to give preference to the transmission of all requests for documents and/or questions by electronic means.

## Welcome information

### Directions :

-  Concorde (lines 1/8/12)  
or Champs-Élysées Clémenceau (lines 1/13)
-  Parking « Concorde » –  
Corner av. Gabriel / Place de la Concorde.

Please be informed that security checks will be carried out at the entrance. Bags and personal belongings must be presented to security officers. Large bags and luggage must be left in the left-luggage area.

A welcome coffee will be offered starting at 1:30 p.m. before the start of the general Meeting, which will close once voting has ended.

Registration will close at 3:00 PM. After this time, access to the room and the possibility of voting will no longer be permitted, as we will no longer be able to verify the shareholder status of those presenting themselves at reception.

You can attend the Meeting in person, vote remotely, or grant a proxy. Regardless of the method of participation you choose, you must provide proof of your shareholder status (admission card, entry in the shareholder register, or certificate of participation) and your identity (national identity card, passport).

**Only shareholders will be allowed to enter the room; accompanying persons will not be admitted (with the exception of those accompanying shareholders with disabilities).**

We remind you that it is not possible to represent another person using their admission card, unless you have a valid proxy appointment and under the conditions set out in paragraph B below.

To facilitate reception, we recommend that you arrive at the Meeting counters well in advance.

## What are the conditions for participating in the general Meeting?

### 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 securities 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 business day preceding the annual general Meeting, i.e. **Tuesday 5 mai 2026 at midnight**, either in registered securities accounts held by the company (or its agent), or in bearer securities accounts held by the authorized intermediary.

The securities registration in the bearer accounts held by financial intermediaries is acknowledged by a certificate of registration issued by such intermediaries under the terms and conditions set out in Article R. 22-10-28 of the French Commercial Code.

This certificate of registration 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). **Please note that proxies must be submitted in advance within the legal deadlines; no proxies may be registered at the counters on the day of the Meeting.**

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 or grant a proxy by postmail:

- If you are a registered shareholder, you will receive a voting form or a proxy form by postmail.
- In all cases (whether you hold registered or bearer securities), 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 are a bearer shareholder, 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 certificate of registration. 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 and appointment or revocation of proxy forms must be received by UPTEVIA no later than three days before the annual general Meeting, **i.e. Thursday 7 May 2026**. Under no circumstances should the paper forms be sent directly to SEB S.A.

### 2) How to vote or grant a proxy electronically:

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.

**If you hold registered securities**, please directly access VOTACCESS via UPTEVIA Investors website (direct registered securities) or via VoteAG website (administered registered securities) :

- **for direct registered securities**: log in with your regular ID number and password on **UPTEVIA Investors** (<https://investors.uptevia.com>), then follow the instructions to reach VOTACCESS;
- **for administered registered securities**: access to **VoteAG** website (<https://www.voteag.com>) with the temporary codes sent on the voting form then follow the instructions to reach VOTACCESS.

**If you hold bearer securities**, 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: login 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. securities 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](mailto: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 securities account to send a confirmation to the 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).

The secure website for voting prior to the annual general Meeting (VOTACCESS) shall open on **Wednesday 15 April 2026 at 10:00 a.m.**

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 p.m., Paris time.**

However, shareholders are advised not to wait until the date of the deadline to log in to the site.

### 3) How do I take part in 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 7 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:** It is strongly recommended to request that the authorized intermediary managing the securities account send an admission card before the general Meeting in order to secure admission. Alternatively, you may go directly to the special admission desk on the day of the annual general Meeting, with proof of identity and a certificate of registration 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 Écully. Alternatively, they may be sent by email to: [assemblee.generale@groupeseb.com](mailto: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 5 May 2026** at the latest.

For bearer shareholders, these questions must be accompanied by a certificate of 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](http://www.groupeseb.com).

## D) Documents made available to shareholders

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 Écully, and on the company's website, [www.groupeseb.com](http://www.groupeseb.com), from the twenty-first day prior to the annual general Meeting, in accordance with applicable laws and regulations.

The entire General Meeting will be broadcast live, accessible on the day of the Meeting from the company's website [www.groupeseb.com](http://www.groupeseb.com) (under the "General Meeting" section).

A recording of the General Meeting will be available after the date of the Meeting on the company's website [www.groupeseb.com](http://www.groupeseb.com).

## E) Voting results

The voting results for each resolution shall be published on the company's website, [www.groupeseb.com](http://www.groupeseb.com), within 15 days following the date of the annual general Meeting.

## How do I fill in the voting form?

You can choose one of the following options:

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

Fill in this box **A**

**You wish to give your proxy to the Chairman of the Annual General Meeting:**

Fill in this box **C**

**You wish to give your proxy to a person of your choice:**

Fill in this box **D**  
and give all the detailed information concerning this person.

**You wish to vote by post:**


Fill in this box **B**  
and follow the instructions.

**You hold bearer shares:**

You must request the relevant certificate from your bank.

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
Quelle que soit l'option choisie, noircir comme ceci  la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this , date and sign at the bottom of the form**

**A**  **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form



**SEB S.A.**  
Société anonyme  
au capital de 55 337 770 euros  
Siège social :  
Campus SEB - 112, chemin du Moulin Carron  
69130 ECULLY - France  
300 349 636 RCS LYON

**ASSEMBLÉE GÉNÉRALE MIXTE  
COMBINED GENERAL MEETING**  
du mardi 12 mai 2026 à 14h30  
Tuesday, May 12th, 2026 at 14h30 p.m.  
Pavillon Gabriel  
5 Avenue Gabriel  
75008 PARIS

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

Identifiant - Account

Vote simple / Single vote

Nominatif / Registered

Porteur / Bearer

Vote double / Double vote

Nombre d'actions / Number of shares

Nombre de voix - Number of voting rights

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

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci  l'une des cases "Non" ou "Abstention" / I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this , for which I vote « No » or « I abstain ».

	1	2	3	4	5	6	7	8	9	10		A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
	11	12	13	14	15	16	17	18	19	20		C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
	21	22	23	24	25	26	27	28	29	30		E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
	31	32	33	34	35	36	37	38	39	40		G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
	41	42	43	44	45	46	47	48	49	50		J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Non / No	<input type="checkbox"/>
												Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante.  
In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:  
- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting.   
- Je m'abstiens. / I abstain from voting.   
- Je donne procuration [cf. au verso renvoi (4)] à M. ou Mme, Raison Sociale pour voter en mon nom / I appoint [see reverse (4)] Mr or Mrs, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be returned no later than:  
sur 1<sup>ère</sup> convocation / on 1st notification 07 mai 2026 / May 7th, 2026  
sur 2<sup>ème</sup> convocation / on 2nd notification

si /o : UPTÉVIA  
Services Assemblées  
90-110 Esplanade du Général de Gaulle  
92931 Paris La Défense Cedex

**C**  **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)  
**I HEREBY GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
See reverse (3)

**D**  **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée / **I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting  
M ou Mme, Raison Sociale / Mr or Mrs, Corporate Name  
Adresse / Address

**ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions must be valid only if they are directly returned to your bank.

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

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

Date & Signature

Record the date and sign here.

1



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

# 2

## Presentation of the Board of Directors as of 31/12/2025

Balanced and engaged, Groupe SEB's governance is focused on improving performance.

### EMPLOYEE DIRECTORS



Nora BEY



Jean-Laurent LACAS



Brigitte FORESTIER

GRC

Director representing employee shareholders

### CHAIRMAN OF THE BOARD OF DIRECTORS



Thierry DE LA TOUR D'ARTAISE

C CSR

### INDEPENDENT DIRECTORS



Jean-Pierre DUPRIEU

C GRC



Éric RONDOLAT

ACC CSR



BPIFRANCE INVESTISSEMENT  
Adeline LEMAIRE

ACC CSR

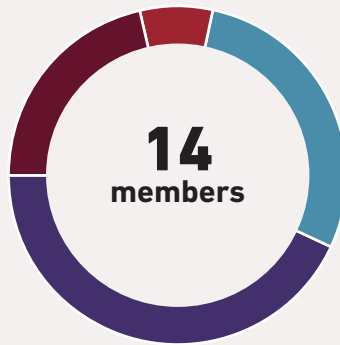
Permanent representative of BPIFRANCE INVESTISSEMENT



FONDS STRATÉGIQUE DE PARTICIPATIONS (FSP)  
Catherine POURRE

C ACC CSR GRC

Permanent representative of the FSP



### FAMILY DIRECTORS



William GAIRARD

CSR

Member of the Founder group, member of VENELLE INVESTISSEMENT



François MIRALLIÉ

ACC

Member of the Founder group, member of VENELLE INVESTISSEMENT



Thierry LESCURE

CSR

Member of the Founder group, member of GÉNÉRATION



Aude DE VASSART

Member of the Founder group, member of VENELLE INVESTISSEMENT



GÉNÉRATION  
Member of the Founder group  
Caroline CHEVALLEY

GRC

Permanent representative of GÉNÉRATION



VENELLE INVESTISSEMENT  
Member of the Founder group  
Damarys BRAIDA

GRC

Permanent representative of VENELLE INVESTISSEMENT

ACC Audit and Compliance Committee GRC Governance and Remuneration Committee CSR Strategic and CSR Committee C Chairman

1/3 independent directors

50% women

8 meetings in 2025

99% attendance

57 years average age

## THREE SPECIALIZED COMMITTEES

The Board of Directors has three specialized Committees to assist it in areas where specific skills and meetings are required. As of 31 December 2025, these committees are as follows:

### AUDIT AND COMPLIANCE COMMITTEE



### GOVERNANCE AND REMUNERATION COMMITTEE



### STRATEGIC AND CSR COMMITTEE



## GENERAL MANAGEMENT COMMITTEE

The General Management Committee sets out the Group's overarching strategy and ensures its operational implementation, in accordance with the decisions of the Board of Directors.



**Stanislas DE GRAMONT**  
Chief Executive Officer



**Cyril BUXTORF**  
Senior Executive Vice-President, Strategy & Transformation



**Olivier CASANOVA**  
Senior Executive Vice-President, Finance



**Thierry GEE**  
Senior Executive Vice-President, Products & Innovation



**Richard LELIÈVRE**  
Senior Executive Vice-President, Industry



**Rachel PAGET**  
Senior Executive Vice-President, Human Resources



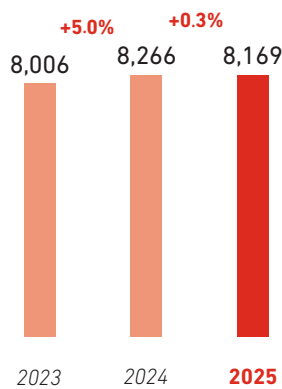
**Cathy PIANON**  
Senior Executive Vice-President, Public Affairs & Communication

# 3

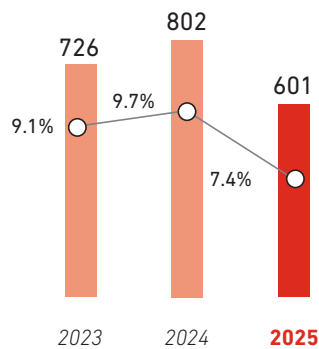
## Key figures 2025

### Financial performance

**SALES AND ORGANIC GROWTH**  
(in € million)

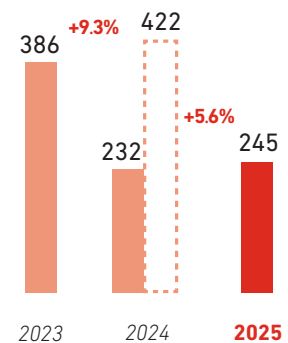


**OPERATING RESULT FROM ACTIVITY AND OPERATING MARGIN**  
(in € million)



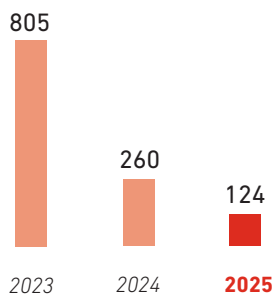
○ Operating margin as % of sales

**NET PROFIT, GROUP SHARE**  
(in € million)

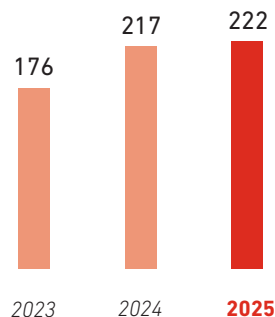


--- Adjusted for the French Competition Authority fine

**FREE CASH FLOW**  
(in € million)

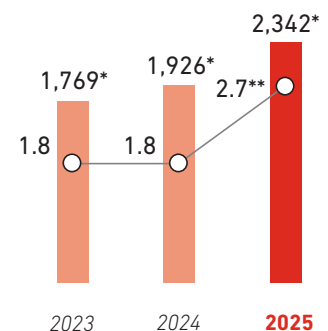


**CAPITAL EXPENDITURE**  
(In € million)\*



\* Cash outflows for purchase of PP&E and intangible investments

**NET DEBT AND LEVERAGE RATIO**  
(in € million at 31/12)



○ Net debt/Adjusted EBITDA

\* Including IFRS 16 debt of €358m in 2023, €311m in 2024 and €318m in 2025

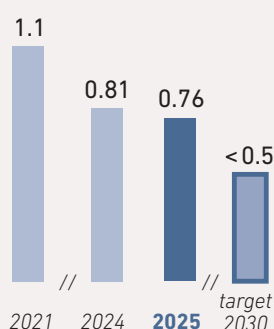
\*\* 2.5 excluding French Competition Authority fine

# Non-financial performance

## LABOR RELATIONS AND SOCIAL PERFORMANCE

### HEALTH AND SAFETY OF EMPLOYEES

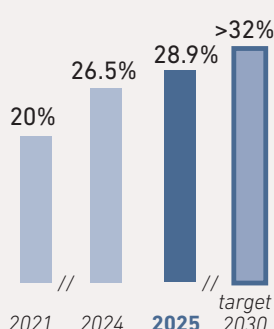
Workplace accidents, LTIR\*



\* Lost Time Injury Rate of accidents with days lost

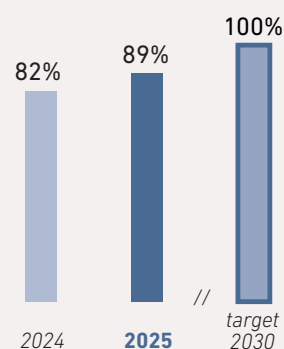
### DIVERSITY

Percentage of women in management positions



### VALUE CHAIN – SUPPLIERS

Coverage of the Responsible Purchasing Charter\*

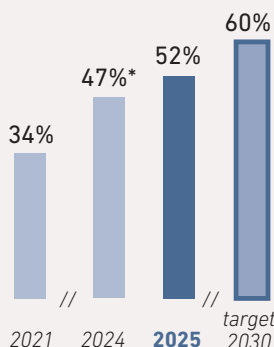


\* % of suppliers of direct purchases and finished products

## ENVIRONMENTAL PERFORMANCE

### RECYCLED MATERIALS

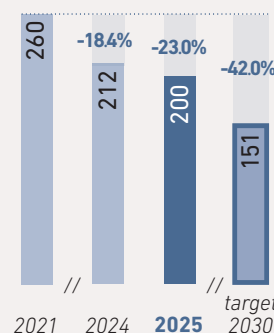
Percentage of recycled materials in packaging and products manufactured by the Group



\* Adjusted figure

### SCOPE 1 & 2 GHG EMISSIONS

Trajectory of GHG emissions\* (k tons of CO<sub>2</sub> eq., ref. 2021\*\*)



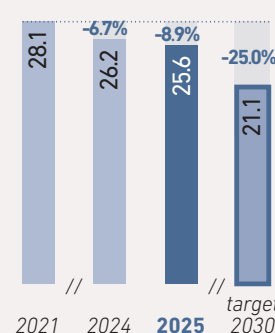
\* Greenhouse gases

\*\* SBTi commitments made relative to 2021

..... % vs 2021

### SCOPE 3 GHG EMISSIONS\*

Trajectory of GHG emissions\* (M tons of CO<sub>2</sub> eq., ref. 2021\*\*)



\* Included: scopes 3.1, 3.4 and 3.11

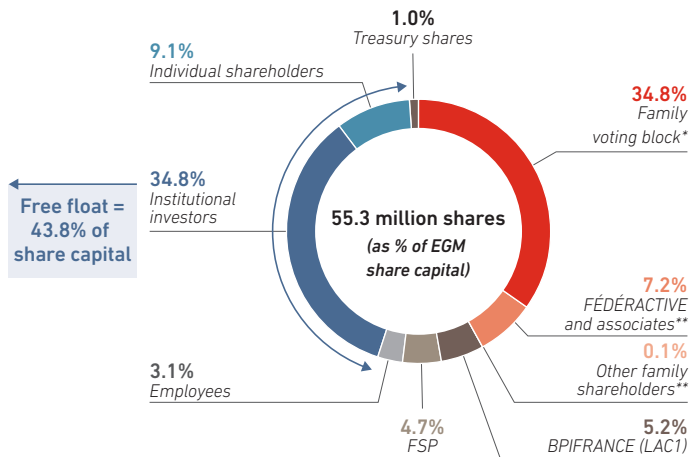
\*\* SBTi commitments made relative to 2021

..... % vs 2021

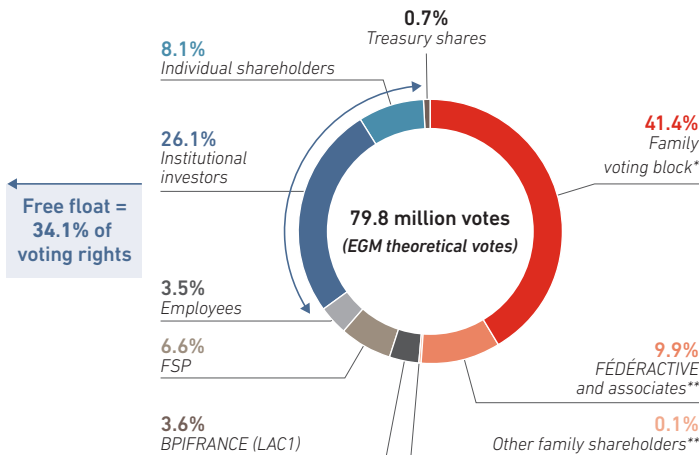
# 4

## Stock market performance

### SHARE CAPITAL BREAKDOWN AT 31/12/2025

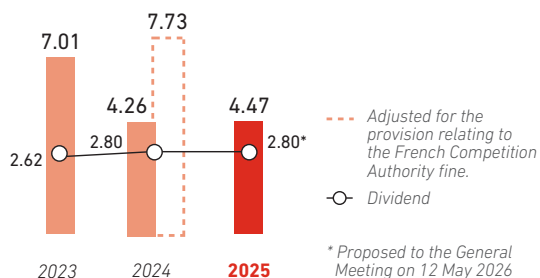


### BREAKDOWN OF VOTING RIGHTS AT 31/12/2025



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

### NET EARNINGS PER SHARE AND DIVIDEND (IN €)



### DATA SHEET

#### Listing market

Euronext Paris, Compartment A

#### ISIN code

FR0000121709

#### LEI code

969500WP61NBK098AC47

#### Date of first listing

27 May 1975

#### Number of shares

55,337,770 shares of €1 nominal

#### Stock market indices

CAC® Mid 60, SBF® 120, CAC® Mid & Small, CAC® All-Tradable, MSCI Small Caps, Euronext CDP Environment France, Euronext Family Business

#### Other information

Eligible for deferred settlement

#### Ticker

Reuters: SEBF.PA  
 Bloomberg: SK.FP

### 2025 PERFORMANCE

As of 31/12/2025:

Closing price: ..... **€49.30**

Stock market

capitalization: ..... **€2,728m**

+ high (during

trading session): ..... **€95.15**

- low (during

trading session): ..... **€46.12**

Year average

(closing price): ..... **€72.10**

Average of the last 30 closing

prices of the year: ..... **€48.75**

Average daily trading

volume (Euronext volume,

in shares): ..... **78,913**

# 5

## Business review

### 5.1 Financial statements

#### Consolidated income statement

Year ended 31 December

<i>(in €m)</i>	2025	2024
Revenue	8,169.4	8,266.0
Operating expenses	(7,568.5)	(7,464.3)
<b>Operating Result from Activity</b>	<b>600.9</b>	<b>801.7</b>
Statutory and discretionary employee profit-sharing	(18.0)	(32.9)
<b>Recurring Operating profit</b>	<b>582.9</b>	<b>768.8</b>
Other operating income and expense	(80.8)	(228.8)
<b>Operating profit (loss)</b>	<b>502.1</b>	<b>540.0</b>
Finance costs	(91.0)	(81.7)
Other financial income and expense	(41.1)	(38.1)
<b>Profit before tax</b>	<b>370.0</b>	<b>420.2</b>
Income tax	(87.3)	(137.5)
<b>Profit for the period</b>	<b>282.7</b>	<b>282.7</b>
Non-controlling interests	(38.1)	(50.7)
<b>Profit attributable to SEB S.A.</b>	<b>244.6</b>	<b>232.0</b>
<b>Profit attributable to SEB S.A. per share (in units)</b>		
Basic earnings per share	4.47	4.26
Diluted earnings per share	4.45	4.23

## Consolidated balance sheet

Year ended 31 December

ASSETS <i>(in €m)</i>	31/12/2025	31/12/2024
<b>Goodwill</b>	<b>1,960.8</b>	<b>1,965.6</b>
Other intangible assets	1,400.5	1,401.4
Property, plant and equipment	1,268.0	1,263.2
Other investments	224.5	225.1
Other non-current financial assets	17.0	17.2
Deferred taxes	163.1	140.1
Other non-current assets	230.0	48.5
Long-term derivative instruments – assets	8.3	18.7
<b>Non-current assets</b>	<b>5,272.2</b>	<b>5,079.8</b>
Inventories	1,632.1	1,645.6
Trade receivables	1,168.5	1,141.9
Other receivables	234.3	221.7
Current tax assets	24.8	25.8
Short-term derivative instruments – assets	56.6	64.8
Financial investments and other current financial assets	123.8	126.8
Cash and cash equivalents	999.0	1,017.0
<b>Current assets</b>	<b>4,239.1</b>	<b>4,243.6</b>
<b>TOTAL ASSETS</b>	<b>9,511.3</b>	<b>9,323.4</b>
LIABILITIES <i>(in €m)</i>	31/12/2025	31/12/2024
<b>Share capital</b>	<b>55.3</b>	<b>55.3</b>
Reserves and retained earnings	3,238.3	3,292.7
Treasury stock	(58.1)	(71.9)
<b>Equity attributable to owners of the parent</b>	<b>3,235.5</b>	<b>3,276.1</b>
Non-controlling interests	241.3	264.2
<b>Consolidated shareholders' equity</b>	<b>3,476.8</b>	<b>3,540.3</b>
Deferred taxes	141.6	173.2
Employee benefits and other non-current provisions	383.1	396.3
Long-term borrowings	2,074.0	1,619.1
Other non-current liabilities	77.7	78.2
Long-term derivative instruments – liabilities	7.6	20.4
<b>Non-current liabilities</b>	<b>2,684.0</b>	<b>2,287.2</b>
Employee benefits and other current provisions	100.8	114.0
Trade payables	1,124.3	1,211.1
Other current liabilities	604.9	631.2
Current tax liabilities	66.6	47.8
Short-term derivative instruments – liabilities	67.1	58.5
Short-term borrowings	1,386.8	1,433.3
<b>Current liabilities</b>	<b>3,350.5</b>	<b>3,495.9</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>9,511.3</b>	<b>9,323.4</b>

## 5.2 Commentary on consolidated sales

### Breakdown of revenue by region – year 2025

Sales (in € millions)	2024	2025	Change 2025/2024	
			reported	LFL
<b>EMEA</b>	<b>3,733</b>	<b>3,773</b>	<b>+1.1%</b>	<b>+2.0%</b>
Western Europe	2,531	2,557	+1.0%	+1.0%
Other countries	1,202	1,216	+1.1%	+3.9%
<b>AMERICAS</b>	<b>1,170</b>	<b>1,048</b>	<b>-10.4%</b>	<b>-4.9%</b>
North America	815	736	-9.7%	-4.5%
South America	354	312	-11.9%	-5.9%
<b>ASIA</b>	<b>2,388</b>	<b>2,353</b>	<b>-1.5%</b>	<b>+2.7%</b>
China	1,906	1,881	-1.3%	+2.7%
Other countries	483	472	-2.1%	+2.5%
<b>TOTAL CONSUMER</b>	<b>7,291</b>	<b>7,175</b>	<b>-1.6%</b>	<b>+1.1%</b>
Professional	975	995	+2.1%	-5.9%
<b>GROUPE SEB</b>	<b>8,266</b>	<b>8,169</b>	<b>-1.2%</b>	<b>+0.3%</b>

Throughout 2025, Groupe SEB achieved **revenue of €8,169m**, with a **slight organic growth of 0.3%** (-1.2% on a reported basis). This change reflects a positive scope effect of 1.0%, and a currency effect of -2.5%.

The **Consumer business** recorded **sales of €7,175m**, an **organic increase of 1.1%** (-1.6% on a reported basis), with contrasting trends by geography:

- in **EMEA**, a **moderate increase** (+2.0% LFL; +2.8% excluding loyalty programs), reflecting growth in almost all Western European markets, partially offset by an underperformance in Germany;
- a **return to organic growth in Asia** (+2.7%), driven in particular by China, in a broadly stable market in 2025;

- in the **Americas** (-4.9% LFL), a year marked by the **direct and indirect effects of the changes in tariffs** in North America, and by the negative impact of the *La Niña* climate phenomenon on fan sales in South America.

By product line, there was a **favorable momentum in cookware and kitchen utensils, floor care and linen care**, supported by product innovation. Business was more mixed in kitchen electrics. By distribution channel, **online sales** rose by **around 10% LFL**, supported in particular by **Direct-to-Consumer (DTC)**.

The **Professional business** fell **5.9% LFL**, penalized by a particularly high comparison base in the 1<sup>st</sup> half of 2024. This activity, however, stabilized in the 2<sup>nd</sup> half of 2025.

## Comments on consumer sales by region

Sales (in € million)	2024	2025	Change 2025/2024	
			reported	LFL
<b>EMEA</b>	<b>3,733</b>	<b>3,773</b>	<b>+1.1%</b>	<b>+2.0%</b>
Western Europe	2,531	2,557	+1.0%	+1.0%
Other countries	1,202	1,216	+1.1%	+3.9%

### Western Europe

Sales in Western Europe for the year were up 1.0% LFL and on a reported basis.

Over the year, sales were up in almost all Western European markets – notably in France, excluding loyalty programs. Sales in Germany, on the other hand, were below expectations, with revenue down, having been notably impacted by the decline in electrical cooking.

Overall, the Group maintained its market share in 2025 in this region thanks to continued very good innovation dynamics in cookware, floor care (especially washers), linen care (spot cleaners and garment steamers) and blending.

Some core categories are nevertheless less buoyant, including grills and multicookers, despite a reversal in momentum in the latter toward the end of the year thanks to the launch of the new Cookeo Infinity.

### Other EMEA countries

Revenue in other EMEA countries increased by 3.9% LFL over the year and by 1.1% on a reported basis.

Eastern Europe posted growth of around 10% LFL over the year, driven in particular by double-digit increases in growing markets such as Poland and the Czech Republic. Sales of oil-less fryers and full auto coffee machines were particularly dynamic, as well as the launches of spot cleaners and washers.

Turkey reported an increase in annual sales. This growth was driven by key categories such as cookware, linen care and floor care, notably in the online segment.

Throughout the year, Africa and the Middle East continued to be significantly disrupted by the geopolitical context.

Sales (in € million)	2024	2025	Change 2025/2024	
			reported	LFL
<b>Americas</b>	<b>1,170</b>	<b>1,048</b>	<b>-10.4%</b>	<b>-4.9%</b>
North America	815	736	-9.7%	-4.5%
South America	354	312	-11.9%	-5.9%

### North America

In 2025, sales in North America fell by 4.5% LFL (-9.7% on a reported basis), penalized by an environment disrupted by changes in tariffs in the United States and by the retailers wait-and-see attitude in the 2<sup>nd</sup> and 3<sup>rd</sup> quarters (-11.5% and -14.4%, respectively).

In the 4<sup>th</sup> quarter, the business nevertheless returned to organic growth of 4.7%, reflecting a gradual market normalization and a better balance between sell-in and sell-out levels.

In the United States, in a still uncertain consumer environment, the Group consolidated its positions in cookware and linen care.

All-Clad, in particular, continued to gain momentum, driven by the vitality of the high-end stainless-steel segment and the strengthening of local industrial capacity.

In Mexico, the year was marked by high volatility amidst a less favorable monetary environment. The Group has nevertheless continued to grow its online sales while maintaining strong positions in its key categories. The expansion of the product portfolio continued, with the launch of garment steamers in linen care and oil-less fryers in electrical cooking, as well as an entry into the floor care segment.

## South America

Sales in South America fell by 5.9% LFL (-11.9% on a reported basis), mainly due to the impact of a sharp decline in fan sales linked to the *La Niña* climate phenomenon. Business remained down in the 4<sup>th</sup> quarter (-7.8% LFL), with demand remaining subdued in the fan category, particularly in Brazil.

In Colombia, with a double-digit annual organic growth, the Group reaffirmed its multi-category leadership and continued to expand its portfolio, particularly in floor care. Excluding fans, performance was very strong across all categories. Positions were strengthened in cookware, blenders and coffee, supported by innovation and particularly effective digital activation.

Sales (in € million)	2024	2025	Change 2025/2024	
			reported	LFL
Asia	2,388	2,353	-1.5%	+2.7%
China	1,906	1,881	-1.3%	+2.7%
Other countries	483	472	-2.1%	+2.5%

## China

In China, the Group's sales rose 2.7% LFL in 2025 to reach €1,881 million (-1.3% on a reported basis).

2025 thus marked the Group's return to organic sales growth in China, in a broadly stable market over the year. Product launches such as rice cookers (stainless-steel bowl), titanium woks and garment steamers have been highly successful. Supor reaffirmed its leadership in kitchen electrics and cookware, in both offline and online segments.

Supor is also positioned as the number one culinary brand on Social Commerce platforms, including Douyin (TikTok), which are expanding very rapidly in China. Supor's revenue via these channels represents around 25% of its online sales.

## Other Asian countries

The Group's sales in Asian countries excluding China increased by 2.5% in 2025 LFL to reach €472 million (-2.1% on a reported basis).

Performance in this region has been quite heterogeneous, depending on the markets and product categories.

Cookware and kitchen utensils (mainly knives) drove overall performance, especially in Japan, where sales returned to organic growth in 2025. The Small Domestic Appliances market remained challenging in South Korea, where sales were down.

The other countries in the region (Southeast Asia) showed good momentum overall, supported by an expansion of the retail distribution network and developments in new categories.

## Professional activity

Sales (in € million)	2024	2025	Change 2025/2024	
			reported	LFL
Professional	975	995	+2.1%	-5.9%

The Professional business posted annual sales of €995m, down 5.9% organically. On a reported basis, sales grew by 2.1% due to a positive scope effect, which mainly related to the acquisition of La Brigade de Buyer in early 2025. Revenue for the 4<sup>th</sup> quarter remained almost stable organically (-0.1%) and increased by 6.7% on a reported basis.

The 1<sup>st</sup> half of 2025 was marked by a particularly high comparison base from H1 2024 linked to a large Coffee contract in China. This activity, however, stabilized in the 2<sup>nd</sup> half of 2025. Indeed,

there was good momentum for machine deliveries in Germany and China, and services posted strong growth. The Group continued its geographical diversification with a double-digit increase in sales in Eastern Europe and the Middle East. Performance was tempered by clients wait-and-see attitude in the United States.

Finally, the Group integrated La Brigade de Buyer, whose sales growth in 2025 was driven by high-end stainless steel and online sales.

## 5.3 Commentary on consolidated results

### Income statement

#### Operating result from activity (ORfA)

In 2025, the Group achieved an **ORfA of €601 million**, in line with its revised outlook in October but down 25% compared to 2024. **The Operating margin thus stood at 7.4%** of sales, compared to 9.7% the year before.

The decline in ORfA in 2025 is explained by a combination of various factors, including major cyclical headwinds:

- **the strengthening of the euro and the volatility of emerging countries' currencies** had a negative impact of almost €40m over the year;
- **the direct and indirect effects of tariffs in the United States** caused a decline in results of around €40m in North America;
- **the particularly high comparison base in Professional Coffee in H1 2024** explains the drop of €40m in its contribution, which was concentrated in the 1<sup>st</sup> semester.

**These effects gradually faded in the 4<sup>th</sup> quarter, and Q4 ORfA amounted to €334 million**, down 6.7% compared to Q4 2024. The operating margin amounted to 13.3%.

Furthermore, the Group strengthened its investments in growth drivers in 2025 to support a year rich in product launches, although the organic sales growth was insufficient compared to its ambitions.

#### Operating profit and net profit

**Operating Profit stands at €502 million, compared with €540 million in 2024.** It includes a profit-sharing expense of -€18 million (compared with -€33 million in 2024), along with increases in other income and expenses, reaching -€81 million. The latter includes provisions related to the implementation of the Rebound plan for -€24 million.

The **net financial result for 2025 stands at -€132 million** (-€120 million in 2024). The tax expense is -€87 million, with an effective tax rate of 23.6%, following a temporary rise to 32.7% in 2024 due to the non-deductibility of the provision covering the fine imposed by the French Competition Authority. The charge relating to non-controlling interests (mainly Supor) is down at -€38 million (compared to -€51 million in 2024).

**Net profit attributable to owners of the parent is thus €245 million** vs. €232 million in 2024.

### Balance sheet and cash flow

As of 31 December 2025, **consolidated shareholders' equity stands at €3,477 million**, down compared to the end of 2024 (€3,540 million).

**Net debt is €2,342 million as of 31 December 2025** (including €318 million in IFRS 16 debt), up €416 million.

This evolution can be explained by:

- **ORfA down €201 million in 2025 to €601 million;**
- **free cash flow generation of €337 million in the 2<sup>nd</sup> half of the year, after free cash flow consumption of €213 million in the 1<sup>st</sup> half of the year** (i.e. €124 million full-year compared to €260 million in 2024), including mainly over the year:
  - an increase in operating WCR of €104 million, reflecting the continued impact of disruptions in the Red Sea (continuing to represent an impact of 0.6 point on the WCR), as well as phasing effects on trade payables;

- CAPEX of €324 million, including €111 million related to IFRS 16, reflecting some major investment projects (including the Professional Coffee hub in China);

- **the inclusion of acquisitions for €121 million** (mainly La Brigade de Buyer), and **dividends paid in the amount of €207 million;**

- **the disbursement of €189.5 million** related to the payment of **the fine imposed by the French Competition Authority.**

Excluding the impact of this fine, net debt as of 31 December 2025 would amount to €2,152 million vs. €1,926 million at the end of 2024.

With **an adjusted EBITDA down 18%** in 2025 at €854 million, the **net debt/adjusted EBITDA ratio is up, at 2.7x** (2.5x excluding payment of the French Competition Authority fine).

### Capital expenditure

In 2025, **capital expenditure<sup>(1)</sup> amounted to €222 million**, representing 2.7% of revenue, compared with €217 million in 2024. This increase is attributable in particular to:

- the refurbishment and construction of certain sites, notably in Til-Châtel and Shaoxing;
- the development of new products requiring moulds and tooling;
- the modernisation of industrial equipment aimed at increasing capacity while reducing production costs ;

- the continued pursuit of our decarbonisation efforts across our industrial sites;
- the renewal of IT software.

As in previous years, this was supplemented by capitalised development costs and refurbishments of the Group's own retail stores.

Including the effects of IFRS 16 (€111 million in 2025), **total investment (net of asset disposals) amounted to €321 million**, compared with €268 million in 2024.

(1) Cash outflows for purchases of tangible and intangible assets.

## 5.4 History of significant consolidated items and ratios

### 5.4.1 History of significant consolidated items

(in €m)	2025	2024	2023	2022	2021	2020	2019 <sup>(4)</sup>	2018	2017	2016 <sup>(5)</sup>
<b>RESULTS</b>										
Sales in France	964	905	791	753	948	796	780	775	804	779
Sales outside France	7,205	7,361	7,215	7,207	7,111	6,144	6,574	6,037	5,681	4,221
Total sales	8,169	8,266	8,006	7,960	8,059	6,940	7,354	6,812	6,485	5,000
Operating Result from Activity	601	802	726	620	813	605	740	695	661	505
Operating profit (loss)	502	540	668	547	715	503	620	626	580	426
Profit attributable to SEB S.A.	245	232	386	316	454	301	380	420	375	259
Depreciation, amortization and impairment losses	282	295	296	274	272	274	278	179	178	123
Employee benefits expense <sup>(1)</sup>	1,602	1,568	1,485	1,405	1,407	1,315	1,373	1,286	1,250	831
Discretionary and non-discretionary profit-sharing and bonuses	18	33	24	18	39	24	37	34	38	37
EBITDA <sup>(2)</sup>	784	835	963	821	987	777	899	805	765	550
Adjusted EBITDA <sup>(3)</sup>	854	1,042	985	874	1,041	851	966	829	808	591
<b>BALANCE SHEET (AT 31 DECEMBER)</b>										
Shareholders' equity after appropriation	3,317	3,381	3,311	3,308	3,150	2,612	2,553	2,196	1,861	1,747
Net debt	2,342	1,926	1,769	1,973	1,524	1,518	1,997	1,578	1,905	2,019
Non-current assets	4,871	4,873	4,735	4,648	4,442	4,247	4,260	3,576	3,508	3,583
Capital expenditure	362	328	288	388	312	298	701	215	192	181
Inventories and work-in-progress	1,632	1,646	1,475	1,682	1,840	1,212	1,189	1,181	1,112	1,067
Trade receivables net of advances received	938	886	794	645	789	841	1,017	939	1,016	1,053
Trade payables net of advances made	1,082	1,144	1,100	933	1,514	1,205	991	999	906	915
Net cash from operating activities	204	532	1,021	276	573	962	682	724	457	576
Number of employees at 31 December (in units)	32,064	32,237	31,314	30,863	32,695	32,847	34,263	33,974	32,319	32,871
<b>SHARES (IN €)</b>										
Total number of shares outstanding (in thousands)	55,338	55,338	55,338	55,338	55,338	50,307	50,307	50,169	50,169	50,169
Weighted average number of shares after treasury stock (in thousands)	54,728	54,518	55,051	55,055	53,886	50,073	49,779	49,661	49,597	49,749
Adjusted diluted earnings per share	4.45	4.23	6.97	5.71	8.36	5.96	7.58	8.38	7.50	5.15
Net income	2.80	2.80	2.62	2.45	2.45	2.14	1.43	2.14	2.00	1.72
Yield per share (in %) <sup>(4)</sup>	5.68	3.20	2.32	3.13	1.79	1.44	1.08	1.90	1.29	1.34
Price range:										
High	95.15	120.20	115.80	142.00	159.20	153.30	166.80	175.90	169.90	136.00
Low	46.12	84.75	77.45	55.20	115.40	86.35	107.00	105.60	115.70	79.90
Price at 31 December	49.30	87.50	113.00	78.25	136.90	149.00	132.40	112.80	154.45	128.75
Stock market capitalization (in € million)	2,728.2	4,842.1	6,253.2	4,330.2	7,575.7	7,495.74	6,660.7	5,659.1	7,748.6	6,459.3
Average daily trading volume (number of shares)	78,913	59,888	56,580	77,708	64,434	68,854	53,796	56,108	53,452	60,252

(1) Excluding discretionary and non-discretionary profit-sharing and matching contributions to employee savings plans, including temporary staff costs. Since the Group's transition to IFRS in 2004, the reported amounts have also included the service cost of pension and other post-employment.

(2) Earnings before interest, taxes, depreciation and amortization (including amortization and impairment of goodwill and trademarks, and depreciation and amortization expense reported under "Other operating income and expenses", financial costs and income tax).

(3) Recurring Operating profit before operating depreciation and amortization.

(4) Dividend for the year expressed as a percentage of the closing share price at the year-end.

(5) The balance sheets and income statements for 2016 were restated in subsequent years. The restatements were not material.

(6) After first application of IFRS 16 and excluding Krampouz.

## 5.4.2 History of consolidated ratios

(in %)	2025	2024	2023	2022	2021	2020	2019 <sup>(3)</sup>	2018	2017	2016
<b>PROFITABILITY RATIOS</b>										
Return on equity before appropriation of previous year's profit	6.91	6.70	11.20	9.61	16.59	11.44	16.46	21.36	20.43	13.55
Net profit/Sales	2.99	2.81	4.82	3.97	5.63	4.33	5.16	6.16	5.78	5.17
<b>FINANCIAL RATIOS</b>										
Net debt/Shareholders' equity before appropriation <sup>(1)</sup>	67.35	54.41	51.12	57.21	46.30	55.51	76.02	68.39	96.96	109.98
Financial costs, net/Revenue	1.62	1.45	1.01	1.01	0.80	0.88	0.83	0.47	1.11	1.16
Net debt/Adjusted EBITDA (in value) <sup>(1)</sup>	2.74	1.85	1.80	2.26	1.46	1.78	2.07	1.90	2.36	3.42
<b>INVESTMENT RATIOS<sup>(2)</sup></b>										
Investments/Sales	4.43	3.96	3.60	4.87	3.88	4.30	9.53	3.15	2.97	3.63

(1) As per new definition of net debt. Note 23.2.

(2) Capital expenditure on property, plant and equipment, software and development costs.

(3) After first application of IFRS 16.



# Agenda

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## Agenda for the Combined Annual General Meeting of 12 May 2026

### Resolutions to be submitted to the ordinary Annual General Meeting

1. Approval of the separate financial statements for the year ended 31 December 2025.
2. Approval of the consolidated financial statements for the year ended 31 December 2025.
3. Allocation of the result for the 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 financial 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 financial year to Stanislas de Gramont.
10. Approval of the remuneration policy for the Chairman of the Board of Directors for the 2026 financial year.
11. Approval of the remuneration policy for the Chief Executive Officer for the 2026 financial year.
12. Approval of the remuneration policy for directors for the 2026 financial year.
13. Authorization to be granted to the Board of Directors for the company to buy back its own shares.

### Resolutions to be submitted to the extraordinary Annual 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 French 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 plan and/or sales of reserved shares without of pre-emption rights.
23. Amendment of Article 16 of the bylaws.
24. Powers to carry out formalities.

# 7

## Proposed resolutions and Report of the Board of Directors

### Draft resolutions and Board of Directors' report to the Combined Annual General Meeting of 12 May 2026

This chapter presents the draft resolutions to be submitted to the Combined Annual General Shareholders' Meeting to be held on 12 May 2026, and the Board of Directors' report (explanatory

statement) on these resolutions. The Board of Directors' report and the draft resolutions were approved by the Board of Directors at its meeting on 24 February 2026.

#### Ordinary resolutions

##### RESOLUTIONS 1 TO 3

##### Approval of the annual financial statements (separate and consolidated) for the financial year ended 31 December 2025, allocation of the result for the financial year ended 31 December 2025 and setting of the dividend

###### Explanatory statement

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

- the separate financial statements for the financial year ended 31 December 2025, which show a net result of €127,161,182;
- the consolidated financial statements for the financial year ended 31 December 2025, which show a net profit attributable to owners of the parent of €244,618,014.

Details of these financial statements appear in the 2025 Annual Financial Report, the main elements of which are contained in the meeting notice relating to the Annual General Meeting of 12 May 2026.

The aim of Resolution 3 is to invite the shareholders to allocate the net result for 2025 and to set the dividend amount as follows:

- a net ordinary dividend of €2.80 per share having a par value of €1;

- a supplementary dividend of 10% or €0.28 per share having a par value of €1.

The supplementary dividend will be paid on shares registered prior to 31 December 2023 and continuing to be registered in the name of the same holder until the ex-dividend date of 20 May 2026. These shares represent 57.44% of the outstanding total. No single shareholder will be entitled to the supplementary dividend on any shares in excess of 0.5% of the company's share capital.

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

The dividend and the supplementary dividend qualify for the exemption referred to in Article 158-3.2 of the French General Tax Code.

##### Resolution 1:

##### Approval of the separate financial statements for the 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 financial 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 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 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 financial year as follows:

*In euros*

Retained earnings at 31 December 2025	907,934,698
Net profit for the financial year	127,161,182
<b>Total distributable net profit</b>	<b>1,035,095,880</b>
<b>Allocation</b>	<b>-</b>
Legal reserve <sup>(1)</sup>	0
<b>Total dividend (including the dividend supplement)<sup>(2)</sup></b>	<b>159,617,324</b>
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 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	-

## RESOLUTIONS 4 TO 6

### Reappointment and appointment of directors

#### Explanatory statement

The Board of Directors noted the expiration of the terms of BPIFRANCE INVESTISSEMENT at the close of the Annual General Meeting of 12 May 2026.

On the recommendation of the Governance and Compensation Committee, the Board of Directors has decided to submit for shareholder approval the reappointment for a four-year term of office of BPIFRANCE INVESTISSEMENT, represented by Adeline Lemaire (Resolution 4).

BPIFRANCE INVESTISSEMENT has been a shareholder in the company since 2022 and, as such, plays a decisive role in long-term strategic, financial and operational support.

**Mrs Adeline Lemaire**, in her capacity as permanent representative of BPI FRANCE INVESTISSEMENT, will continue to provide the Board with her extensive financial expertise, solid knowledge of the corporate governance of listed companies and recognized experience in Sustainable Development.

Furthermore, on the recommendation of the Governance and Compensation Committee, the Board proposes the **appointment of Mr William Gairard and Mr Thierry Lescure** as directors, following their respective resignations, in order to facilitate the staggering of terms of office (Resolutions 5 and 6).

**Mr William Gairard**, a director since 2015, will continue to provide the Board with his financial expertise, his ESG competencies and extensive knowledge of the Group.

A member of the Board since 2019, **Mr. Thierry Lescure** will continue to contribute to the Board his financial expertise, his strong understanding of governance matters, as well as his in-depth knowledge of technology.

Subject to the approval of Resolutions 4 to 6, the composition of the Board of Directors will remain at **14 members** at the close of the Annual General Meeting of 12 May 2026.

**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 financial year ended 31 December 2029.

**Resolution 6:**

**Appointment of Mr 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,

**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 financial year ended 31 December 2029.

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 financial 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**

**Explanatory statement:**

Pursuant to Article L. 22-10-34 I of the French Commercial Code, the Ordinary Annual General Meeting votes on a draft resolution on the information relating to the remuneration of

the executive officers mentioned in Article L. 22-10-9 I of the French Commercial Code. These items appear in the corporate governance report and more specifically in Chapter 3.5 of the 2025 Universal Registration Document.

**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.

**RESOLUTIONS 8 AND 9**

**Approval of executive officers' remuneration paid during or awarded in respect of the 2025 financial year**

**Explanatory statement**

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 all kinds paid during the previous financial year or allocated for the same financial year to Thierry de La Tour d'Artaise and Stanislas de Gramont must be approved by the Annual General Meeting.

*Details of the various remuneration components are provided in the sections of the 2025 Universal Registration Document, Chapter 3.5 – Remuneration Report and "Say on Pay – Remuneration components paid or allocated in respect of the financial year ended 31 December 2025".*

#### **Resolution 8:**

**Approval of fixed, variable and exceptional components of the total remuneration and benefits of all kinds, paid or allocated for the 2025 financial 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 financial year or allocated for the same financial 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 financial 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 financial year to the Stanislas de Gramont, as set out in Chapter 3.5 of the 2025 Universal Registration Document.

### **RESOLUTIONS 10 TO 12**

#### **Approval of the remuneration policy for all executive officers**

##### **Explanatory statement**

Pursuant to Article L. 22-10-8 II of the French Commercial Code, the purpose of Resolutions 10 to 12 is to submit for your approval the remuneration policy for executive officers. This policy is consistent with the company's corporate interests, contributes to its long-term future and is part of its overall strategy. It describes all the components of fixed and variable remuneration and explains the decision-making process for its determination, revision and implementation. These principles and criteria are adopted by your Board of Directors on the

recommendation of the Governance and Remuneration Committee. All of these items are presented to you in detail in the corporate governance report and more specifically in Chapter 3.5 of the 2025 Universal Registration Document. Resolution 12 concerns the approval of the remuneration policy for directors. These policies will apply from the 2026 financial year until such time as the Annual General Meeting decides on a new remuneration policy. The texts of these remuneration policies established by the Board of Directors can be found 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 financial 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 of the Board of Directors for the 2026 financial 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 financial 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 financial 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 financial 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 2026 as presented in Chapter 3.5 of the 2025 Universal Registration Document.

This decision applies to the current financial year and will be maintained until a new decision is taken.

## RESOLUTION 13

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

#### Explanatory statement

The Annual General Meeting of 20 May 2025 authorized the Board of Directors to trade in the company's shares. In 2025, the company definitively awarded 140,484 performance shares under the 2022 plan and, in addition, as exceptional early awards, 500 performance shares under the 2023 plan and 830 performance shares under the 2024 plan. In addition, under the liquidity contract, 456,167 shares were acquired at an average price of €68.25 and 456,167 shares were sold at an average price of €68.08.

Under the buy-back program, the company acquired 15,000 shares at an average price of €84.51 through its investment services provider.

As of 31 December 2025, the company held 549,966 treasury shares with a par value of €1 and a gross value of €58,068,457. These treasury shares represented 0.99% of the company's share capital, including 549,966 under the buyback agreement and none under the liquidity contract.

These transactions are also described in Chapter 8 of the Universal Registration Document, "Information on the company and its share capital". Since the existing authorization is due to expire at the end of the 2026 Annual General Meeting, **Resolution 13** therefore invites the shareholders to once

more authorize the Board of Directors, for a period of 18 months, to trade in the company's shares at a maximum price of €180 per share, excluding trading fees. The authorization would cover a maximum of 10% of the share capital.

For each of the following objective with not priority given to any over the others, the company could purchase its own shares for each of the following purposes, with none taking precedence over the others:

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

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

#### 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;
- resolves that the shares may be bought back for the following purposes:
  - 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,
  - 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,

- 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,
- 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,
- 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;
- resolves 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;

- resolves 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:
  - carry out the transactions and set the related terms and conditions,
  - place all orders on or off the stock market,
  - 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,
  - enter into any and all agreements for the keeping of a register of share purchases and sales or for any other purpose,
  - fulfill any and all reporting obligations with the Financial Market Authority and any other bodies,
  - carry out any and all formalities;
- resolves 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

##### Explanatory statement

The Annual General Meeting of 23 May 2024 authorized the Board of Directors to cancel some or all of the shares acquired under the share buyback program, provided the number of shares canceled in any 24-month period does not

exceed 10% of the share capital. As the existing authorization is due to expire in May 2026, Resolution 14 invites the shareholders to once again authorize the Board of Directors to cancel some or all of its shares, under the same terms and conditions. This authorization would be given for a period of 26 months from the date of the Annual General Meeting.

#### 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.

## RESOLUTIONS 15 TO 19

### Delegation of authority to be given to the Board of Directors to issue share equivalents with or without pre-emption rights

#### Explanatory statement

In order to provide the company with the **financial flexibility necessary to pursue its development strategy**, it is proposed that the Annual General Meeting delegate to the Board of Directors the powers required to, when the time comes and depending on the opportunities offered by the financial markets, issue securities giving immediate or future access to the share capital of the company or any company in which it holds, directly or indirectly, more than half of the share capital.

Shareholders will be asked, by voting on **Resolution 15**, to delegate to the Board of Directors the power to decide to carry out one or more share capital increases, **while maintaining shareholders' pre-emption rights**.

The maximum par value of share capital increases that may be carried out under this delegation would be set at **€5,500,000**, representing approximately **10% of the share capital** as of 31 December 2025.

This delegation would allow the Board of Directors to mobilize financial resources quickly, while guaranteeing shareholders the possibility of retaining their proportion of the share capital.

In order to be able to readily take any market opportunities that may arise, particularly in relation to public offers or operations aimed at qualified investors or a restricted pool of investors, we would ask shareholders to pass **Resolutions 16 and 17** and thereby delegate authority to the Board of Directors to issue ordinary shares and/or share equivalents and/or debt securities, without pre-emption rights.

It is specified that the Board of Directors may, if it deems it appropriate, grant shareholders a right of priority, pursuant to terms and a duration that it will determine, in order to enable them to participate in these operations.

In accordance with the legal provisions, the issue price would be at least equal to the weighted average of the prices of the last three trading sessions preceding the start of the public offer, potentially reduced by a maximum discount of 10%.

Given the potentially dilutive effect of these operations for the shareholders, the Board of Directors may only use these delegations if the decision is approved by a qualified majority of 11 of the 14 directors.

The maximum par value of the share capital increases that may be made under these delegations would be set at €5,500,000, or approximately 10% of the share capital as of 31 December 2025, and the maximum par value of the debt securities that may be issued would be capped at €1,500 million. All of these delegations would be granted for a period of 26 months.

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

It should be noted that similar delegations granted by the Annual General Meeting on 23 May 2024 have not been used.

In **Resolution 18**, you are asked to delegate to the Board of Directors the authority to decide on a share capital increase through the issue of shares and/or share equivalents in consideration for contributions in kind, with waiver of pre-emptive subscription rights.

This delegation would allow the company to carry out external growth operations or strategic partnerships through contributions.

These operations would be carried out in accordance with the legal rules applicable to contributions in kind, in particular those relating to the intervention of a contribution auditor.

The maximum par value of share capital increases that may be carried out under this delegation would be set at **€2,750,000**, or approximately **5%** of the share capital as of 31 December 2025.

It is also proposed that all delegations conferred by **Resolutions 15 to 18** be **suspended during periods of public offers** for the company's share capital, in accordance with good corporate governance practices.

Lastly, in **Resolution 19**, we invite shareholders to set at **€11 million** the maximum total par value of the share capital increases that may be carried out by the Board of Directors pursuant to the delegations granted in **Resolutions 15 to 18**, it being specified that the maximum nominal amount of the share capital increases carried out under **Resolutions 16, 17 and 18** cannot exceed **€5,500,000**.

**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 make decisions regarding any share capital increase 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 market, the right to suspend the exercise of the rights attached to the securities to be issued for a period of no more than three months, determine the arrangements for protecting the rights of holders of share equivalents that give future access to equity, pursuant to applicable laws, regulations and, as the case may be, contractual provisions, to write off any and all amounts against the issue premium, including the issuance costs, and to take all necessary or appropriate measures and enter into any and all agreements in connection with the placement of the issues, to place on record the resulting share capital increase(s) and to amend the bylaws to reflect the new capital. In the 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 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 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 fully empower the Board of Directors 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 in return for contributions in kind and determine the corresponding securities to be issued, determine the list of securities contributed, set the issue price and terms, set the number of securities to be issued in return for 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 securities 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 share 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 the **16, 17 and 18 Resolutions** 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

### Capital increase by capitalizing retained earnings, profit, premiums or others items

#### Explanatory statement

We ask shareholders, by voting on the 20<sup>th</sup> resolution, to enable the Board of Directors to increase the share capital by capitalizing retained earnings, profit, premiums or additional paid-in capital with a view to granting performance shares. This authorization would enable the Board of Directors to

resolve to increase the share capital by a maximum par value of €11 million and would be valid for a period of 26 months. The Annual General Meeting of 23 May 2024 had given the Board of Directors the power to increase the share capital by capitalizing reserves under the same conditions as those stated below. This authorization was not used.

### 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 for the board of directors to grant Performance Shares

#### Explanatory statement

Each year, the Group establishes a performance share plan designed to give employees a stake in the company's performance. To enable us to pursue this allocation policy, it is proposed in Resolution 21 that you renew the existing authorization.

Since 2024, performance shares are subject to criteria relating to Social and Environmental Responsibility in addition to financial performance criteria.

All performance shares granted to all beneficiaries would be thus subject to performance conditions measured over a three-year vesting period.

These performance conditions are based on three criteria defined as follows:

- for 80% on the usual criteria, i.e. **(i) a revenue growth target and (ii) an Operating Result from Activity growth target**, set each year by the Board for each of the three financial years;
- for 20% on **CSR targets** directly linked to Groupe SEB's medium-term strategy and objectives, to be measured at the end of the third year, broken down as follows:

- **Act for all:** percentage of women in key positions (5%),
- **Act for the planet:** reduction in Scope 1 and 2 CO<sub>2</sub> emissions (5%), and
- **Act as a leader in the circular economy:** increase in the percentage of recycled materials in products and packaging (10%).

You are therefore asked to renew the authorization granted in 2025 and to authorize the Board of Directors to grant performance shares up to a limit of 240,000 shares, i.e. 0.4337% of the share capital, it being specified that the number of shares granted to the Chief Executive Officer, will be limited to 13,000 shares, i.e. 0.02349% of the share capital.

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

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

#### 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 Officers 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

### Capital increase reserved for employees

#### Explanatory statement

We ask shareholders, by voting on the 22th resolution, to empower the Board of Directors, with the option to further delegate, to resolve to carry out one or more share capital increases that are restricted to members of a company or Group Savings Scheme, with waiving of pre-emption rights, up to a maximum par value of €553,377, or 1% of the share capital. It should be noted that this delegation is not included in the share capital increase ceiling set in Resolution 19.

The issue price of these new shares or share equivalents may not be more than 30% below the average quoted SEB share price on Euronext Paris regulated market 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.

This delegation would be granted for a period of 26 months from the date of this Annual General Meeting.

#### 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, having considered the Board of Directors' report and the Statutory Auditors' special report and in accordance with the legal provisions, 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:

- gives the Board of Directors the power to decide on a share capital increase, on one or more occasions, and to determine the timing and amounts of said issues, through the issue of ordinary company shares or equity securities giving access to the company's share capital, restricted to members of a company or Group savings scheme: eligible corporate officers, employees and former employees of the company and the companies, French or foreign, which are related to it pursuant to the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;
- resolves that the maximum par value of the share capital increase that may be carried out through issuing shares is set at €553,377; it being noted that this ceiling is independent of the ceiling provided for in **Resolution 19**;
- resolves, therefore, to abolish the pre-emption right of shareholders in favor of the said members of a company or Group savings scheme, in relation to shares and equity securities giving access to any share capital that may be issued under this Resolution. This decision shall entail the removal of shareholders' pre-emption rights in relation to shares to which any equity securities issued under this delegation of authority may entitle them;
- resolves, in application of Articles L. 3332-18 et seq. of the French Labor Code, that the subscription price may include a discount of 30%, applied to an average of the company's share prices listed on Euronext Paris during the twenty trading sessions preceding the day of the decision setting the opening date for subscriptions. This discount may be increased to 40% for members of a savings scheme which has a lock-up period of 10 years or more set out in its regulations. However, the

General Meeting authorizes the Board of Directors to replace all or part of the discount with an award of bonus shares or equity securities granting access to the company's share capital to be issued, and to reduce the discount or not grant a discount, in accordance with the applicable legal or regulatory limits;

- resolves that the Board of Directors may, in accordance with the limits set out in Article L. 3332-21 of the French Labor Code, award new or existing bonus shares or equity securities granting access to the company's share capital to be issued in relation to the matching payment, through incorporating reserves, profits, or share premiums as appropriate;
- sets the period of validity of this delegation of authority to 26 months from this date and terminates the previous delegation of authority with the same purpose;
- fully empowers the Board of Directors, with the option to delegate in the manner provided for by law and the applicable regulations, to determine all terms and conditions of any transaction(s) to be carried out, including:
  - to set a scope for companies affected by the offering that is narrower than the scope of the companies eligible for the company or Group savings scheme,
  - to set the terms and conditions of any issuances to be carried out under this delegation of authority, including to decide on proposed subscription amounts, and to determine the issue prices, dates, timeframes and terms and conditions of subscription, settlement, issuance and entitlement to shares or equity securities granting access to the company's share capital to be issued,
  - on its own initiative, after each share capital increase, to impute the costs of the share capital increases to the amount of the associated share premiums and to deduct from this the amounts necessary to bring the legal reserve to one-tenth of the new share capital,
  - to take all appropriate measures for the purpose of carrying out and recording one or more share capital increases carried out under this delegation of authority, including to amend the bylaws accordingly, and, more generally, to do all that is necessary.

In accordance with the applicable legal provisions, transactions carried out under this Resolution may also take the form of transfers of shares to members of a company or Group savings scheme.

**RESOLUTION 23****Amendment of Article 16 of the bylaws****Explanatory statement:**

Order No. 2024-934 of 15 October 2024, transposing Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022, known as the "Women on Boards Directive", extends the mechanism for gender balance on boards of directors to directors representing employees and to directors representing employee shareholders.

As a result, we propose amending Article 16 of the bylaws to (i) reflect the legislative developments resulting from the transposition of this Directive into French law, and (ii) reorganize the provisions of the bylaws relating to directors representing employees and directors representing employee shareholders, for clarity and consistency.

**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**

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.

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 of at least one share in pure registered form.

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 financial 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.

**New version**

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.

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 of at least one share in pure registered form.

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 **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 financial 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.~~

Previous version	New version
<p>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.</p> <p>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.</p> <p>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.</p> <p>The term of office shall take effect upon appointment by the Annual General Meeting, for a period of four years.</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>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.</p> <p>In the event that the threshold established in the provisions of the French Commercial Code is exceeded, <del>and in application of the provisions established by law,</del> a director representing employee shareholders shall be appointed by the Ordinary Annual General Meeting <del>in accordance with the terms and conditions established by the French Commercial Code and by these bylaws</del> <b>at the proposal of the employee shareholders.</b></p> <p>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. <del>Only</del> 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.</p> <p><b>Directors representing employee shareholders shall be appointed for a term of four years.</b></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><b>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.</b></p>

## RESOLUTION 24

### Powers to carry out formalities

#### Explanatory statement:

Resolution 24 is a customary resolution whose purpose is to submit for shareholder approval the powers given in order to carry out any public announcements and legal formalities that result from the decisions of the meeting.

#### 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.

## Say on pay: Components of remuneration paid during or awarded for the year ended 31 December 2025 to executive officers

### Components of remuneration for the Chairman of the Board of Directors submitted for the approval of the shareholders

Components of remuneration submitted for a vote	Amounts paid during the previous year	Amounts allocated for the previous year and book valuation	Presentation
Fixed remuneration	€750,000		According to the remuneration policy defined by the Board of Directors on 26 February 2025 and approved by the Annual General meeting on 20 May 2025, the fixed remuneration applicable to Thierry de La Tour d'Artaise amounts to €750,000, unchanged from 2024.
Annual variable remuneration	N/A		Thierry de La Tour d'Artaise receives no variable remuneration for his term of office as Chairman of the Board of Directors.
Multi-year variable remuneration in cash	N/A		Thierry de La Tour d'Artaise receives no multi-year variable remuneration.
Performance share awards	N/A		As Chairman of the Board, Thierry de La Tour d'Artaise is not entitled to any performance shares.
Extraordinary remuneration	N/A		Thierry de La Tour d'Artaise receives no exceptional remuneration.
Remuneration for the office of director	€55,000		Thierry de La Tour d'Artaise receives remuneration as a member of the Board of Directors under the rules applicable to all its Board members and detailed on page 110 of 2025 Universal Registration Document. Thierry de La Tour d'Artaise received €55,000 as a director of the company for the 2025 fiscal year.
Value of benefits in kind		€8,604 (accounting amount)	Thierry de La Tour d'Artaise benefits from a company car and the availability of a driver, representing an annual benefit in kind of €8,604 for the fiscal year.
Severance payments	N/A		Thierry de La Tour d'Artaise does not benefit from a departure clause for his term of office as Chairman of the Board of Directors.
Non-compete payments	N/A		Thierry de La Tour d'Artaise does not benefit from a non-compete clause for his term of office as Chairman of the Board of Directors.
Retirement bonus	N/A		Thierry de La Tour d'Artaise does not benefit from a retirement clause for his term of office as Chairman of the Board of Directors.
Supplementary pension plan	N/A		Thierry de La Tour d'Artaise does not benefit from a retirement plan for his term of office as Chairman of the Board of Directors.
Other lifetime benefits: incapacity, disability and death and health insurance and individual life insurance	None received		<p>Thierry de La Tour d'Artaise continues to benefit from supplementary social protection, notably as regards the incapacity, disability and death and health insurance that covers the company's employees.</p> <p>This plan notably includes for Thierry de La Tour d'Artaise:</p> <ul style="list-style-type: none"> <li>■ due to his age, the plan does not include any supplementary benefits linked to incapacity or disability any more;</li> <li>■ a death benefit set at a maximum of €2,073,254.</li> </ul> <p>In addition to the collective incapacity, disability and death insurance plan, Thierry de La Tour d'Artaise does not benefit from an individual life insurance policy.</p> <p>The expense recorded for the year ended 31 December 2025 is thus equal to zero.</p>

## Components of remuneration for the Chief Executive Officer submitted for approval by the shareholders

Components of remuneration submitted for a vote	Amounts paid during the previous year	Amounts allocated for the previous year and book valuation	Presentation
Fixed remuneration	€900,000		According to the remuneration policy defined by the Board on 26 February 2025 and approved by the Annual General meeting on 20 May 2025, the fixed annual remuneration of Stanislas de Gramont remained unchanged at €900,000 gross.
Annual variable remuneration	€1,044,000 (amount approved at the Ordinary General Meeting of 20 May 2025 in accordance with the <i>ex-post</i> voting principle – Resolution 8) (No deferred portion of this remuneration)	€322,200 (amount to be paid after approval by the Ordinary General Meeting of 12 May 2026 in accordance with the <i>ex-post</i> voting principle – Resolution 9) (No deferred portion of this remuneration)	<p>At its meeting on 24 February 2026, the Board of Directors, on the recommendation of the Governance and Remuneration Committee, measured Stanislas de Gramont's variable remuneration.</p> <p>Given the quantitative and qualitative criteria set by the Board of Directors on 24 February 2026, and the rate of achievement recorded as of 31 December 2025, the variable remuneration was measured as follows:</p> <ul style="list-style-type: none"> <li>■ <b>based on quantitative criteria:</b> the variable portion is 17.73% of his fixed annual remuneration with a target of 100%. The Board of Directors measured Stanislas de Gramont's performance with respect to Groupe SEB's growth targets for Revenue and Operating Result from Activity;</li> <li>■ <b>based on qualitative criteria:</b> the variable portion is 90% of his fixed annual remuneration with a target of 100%. The Board of Directors measured Stanislas de Gramont's performance based on collective and individual targets such as changes to the Group's organizational structure, strengthening of the Executive Committee and completion of specific operational projects.</li> </ul> <p>The variable component can amount to no more than 150% of his annual fixed remuneration.</p> <p>The variable remuneration awarded in 2026 for the 2025 fiscal year is €322,200, i.e. 35.8% of his new fixed remuneration.</p>
Multi-year variable remuneration in cash	N/A	N/A	Stanislas de Gramont receives no multi-year variable remuneration.
Performance share awards		€1,013,090 (full-year book valuation)	<p>In accordance with the authorization granted by the Annual General Meeting on 20 May 2025 (Resolution 14), the Board of Directors, at its meeting on the same day, decided to award 13,000 performance shares to Stanislas de Gramont for the fiscal year.</p> <p>The portion granted to Stanislas de Gramont under the 2025 performance share plan represented 0.02349% of the share capital.</p> <p>The performance criteria for the 2025 plan are 80% assessed on the basis of the rate of achievement of a matrix composed of the following:</p> <ul style="list-style-type: none"> <li>■ revenue growth target; and</li> <li>■ Operating Result from Activity growth target;</li> <li>■ 20% for the CSR targets directly linked to Groupe SEB's medium-term strategy and objectives (see page 116 of 2025 Universal Registration Document);</li> <li>■ both assessed over the three-year vesting period (2025, 2026 and 2027).</li> </ul> <p>Stanislas de Gramont must hold shares resulting from options exercised and performance shares awarded in registered form (see page 117 of 2025 Universal Registration Document).</p>
Extraordinary remuneration	N/A	N/A	Stanislas de Gramont receives no extraordinary remuneration.

Components of remuneration submitted for a vote	Amounts paid during the previous year	Amounts allocated for the previous year and book valuation	Presentation								
Remuneration for the office of director	N/A	N/A	Stanislas de Gramont is not a member of the Board of Directors.								
Value of benefits in kind		€63,240 (accounting valuation for the year)	Stanislas de Gramont benefits from a company car representing an annual in-kind benefit of €8,650 and unemployment insurance for company directors, in the absence of an employment contract with the Group, representing an annual benefit of €37,515 and a supplemental death benefit representing an annual benefit of €17,075.								
Severance payments	None received		<p>In the event of dismissal, he will be entitled to severance pay capped at two years' fixed and variable remuneration, including, where appropriate, the amounts paid under the non-compete clause.</p> <p>The reference remuneration used to calculate the severance allowance consists of the last two years of fixed and variable remuneration that Stanislas de Gramont received as Chief Executive Officer.</p> <p>Payment of the indemnity will be subject to performance conditions, measured in the following manner:</p> <ul style="list-style-type: none"> <li>■ if he is dismissed within four years of his appointment as executive officer, the severance allowance will be adjusted for the rate of achievement of his targets over the last four full years of service, as follows: as an executive officer, for the period following his appointment; and</li> <li>■ if he is dismissed after four years from his appointment as executive officer, the severance allowance will be adjusted for the rate of achievement of his targets, in said capacity, over the last four full years of service.</li> </ul> <p>In both situations, performance is assessed as follows:</p> <table border="1"> <thead> <tr> <th>AVERAGE RATE OF ACHIEVEMENT OVER THE PREVIOUS FOUR FISCAL YEARS</th> <th>AMOUNT OF BENEFIT PAID</th> </tr> </thead> <tbody> <tr> <td>100% or more</td> <td>100%</td> </tr> <tr> <td>Between 50% and 100% inclusive</td> <td>Between 75% and 100%, according to a straight-line calculation</td> </tr> <tr> <td>Less than 50%</td> <td>None</td> </tr> </tbody> </table> <p>This scheme was incorporated into the Chief Executive Officer's remuneration policy adopted by the Board of Directors on 26 February 2025 and approved by the General Meeting on 20 May 2025, in line with the 2024 remuneration policy.</p>	AVERAGE RATE OF ACHIEVEMENT OVER THE PREVIOUS FOUR FISCAL YEARS	AMOUNT OF BENEFIT PAID	100% or more	100%	Between 50% and 100% inclusive	Between 75% and 100%, according to a straight-line calculation	Less than 50%	None
AVERAGE RATE OF ACHIEVEMENT OVER THE PREVIOUS FOUR FISCAL YEARS	AMOUNT OF BENEFIT PAID										
100% or more	100%										
Between 50% and 100% inclusive	Between 75% and 100%, according to a straight-line calculation										
Less than 50%	None										
Non-compete payments	None received		<p>Pursuant to the non-compete agreement, in case of termination of his appointment of office as Chief Executive Officer, by means of dismissal or resignation, he shall be prohibited for a one-year period, renewable once, from working in any manner with a competitor of Groupe SEB.</p> <p>In consideration for this non-compete clause and for its entire duration, Stanislas de Gramont will receive a monthly non-compete payment amounting to 50% of his monthly average fixed and variable remuneration paid over his last 12 months of service within the Group.</p> <p>The Board of Directors may release Stanislas de Gramont from this obligation by waiving the non-compete clause.</p> <p>This scheme was incorporated into the Chief Executive Officer's remuneration policy adopted by the Board of Directors on 26 February 2025 and approved by the General Meeting on 20 May 2025, in line with the 2024 remuneration policy.</p>								
Retirement bonus	None received		No retirement bonus as he is not covered by the collective bargaining agreement for the metallurgy sector. Any amount due under the statutory retirement bonus is in the process of being calculated.								

Components of remuneration submitted for a vote	Amounts paid during the previous year	Amounts allocated for the previous year and book valuation	Presentation						
Supplementary pension plan	None received		<p><b>Previous plan</b></p> <p>Stanislas de Gramont is a member of the collective supplementary pension plan set up for Groupe SEB's French senior managers (members of the Executive Committee).</p> <p>The plan complements the statutory schemes and is composed as follows:</p> <ul style="list-style-type: none"> <li>■ a defined-benefit deferred compensation plan, under which beneficiaries are subject to seniority and presence conditions. The amount of benefits payable under this plan in addition to the applicable statutory schemes represents up to 25% of a reference remuneration calculated on the average of the target remuneration for the past three years;</li> <li>■ a supplementary defined-benefit plan, subject to seniority and continued employment conditions, with the potential benefits accruing per year of service being 0.8% of the reference remuneration calculated on the average of the annual target remuneration over the preceding three years and capped at one year's service as a result of the freezing of the plan at 31 December 2019 (i.e. a maximum of 0.8% of the reference remuneration).</li> </ul> <p>Entitlements estimation at 31 December 2025:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Regime</th> <th style="text-align: left;">Amount</th> </tr> </thead> <tbody> <tr> <td>Deferred defined-benefit pension plan</td> <td>€91,226 gross per year</td> </tr> <tr> <td>Supplementary defined-benefit pension plan</td> <td>€13,841 gross per year</td> </tr> </tbody> </table> <p>This plan was closed and frozen at 31 December 2019, as the provisions of Ordinance 2019-697 of 3 July 2019 governing supplemental pension plans forced the Group to.</p> <p>Executive officers are potentially eligible for defined-benefit plans after eight years of service and attendance at Executive Committee Meetings.</p> <p>The plan is capped at 25.8% of the reference remuneration, i.e. both fixed and variable remuneration (including the income from compulsory plans), in accordance with the AFEP-MEDEF Code. This reference remuneration is itself capped at 36 times the French annual Social Security ceiling in force.</p> <p><b>New Plan</b></p> <p>In accordance with the Board of Directors' decision on 16 December 2021, which was approved by the Ordinary General Meeting of Shareholders on 19 May 2022, application of the new "L. 137-11-2" plan described above was extended, for the period starting on 1 January 2022, to Stanislas de Gramont.</p> <p>Estimate of entitlements acquired at 31 December 2025:</p> <p>Stanislas de Gramont was awarded 1% of entitlements for 2025, given that the performance criterion was fully achieved over the reference year.</p> <p>The replacement rate is equal to 5.0% of his reference remuneration for an amount estimated at €93,061 gross per year.</p>	Regime	Amount	Deferred defined-benefit pension plan	€91,226 gross per year	Supplementary defined-benefit pension plan	€13,841 gross per year
Regime	Amount								
Deferred defined-benefit pension plan	€91,226 gross per year								
Supplementary defined-benefit pension plan	€13,841 gross per year								

# 8

## News

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To simplify and modernize how companies communicate with their shareholders, a decree that came into effect on February 16, 2026, modifies, in particular, the rules concerning the convening, record date, and communication of information regarding the Annual General Meeting.

This decree brings about some changes for our shareholders, some of which will be applicable as early as the 2026 Annual General Meeting.

### In 2026 :

#### ■ Change to the Record date to D-5:

The record date is the date used to determine a shareholder's eligibility to participate in the General Meeting.

Until February 2026, shareholders had to be registered as a shareholder by midnight on the second business day (D-2) preceding the date of the General Meeting to be eligible to participate.

The decree changes this record date, which is now set at **midnight on the fifth business day (D-5)** before the date of the General Meeting for listed companies.

**For bearer shareholders, the account holder must therefore issue a certificate D-5, clearly indicating the date the shares were held, to prove shareholder status and allow access to the General Meeting.**

### From 2027 onwards:

#### ■ E-notice :

Previously, the issuer had to obtain shareholder approval to use electronic notices.

With the decree's entry into force, electronic notices become the standard method for noticing registered shareholders to General Meetings.

Shareholders may, however, express their wish to revert to postal notices until 2028 (this choice must be made by sending a registered letter with acknowledgment of receipt to UPTEVIA at least 90 days before the notice of meeting).

For registered shareholders who have expressly requested to continue receiving notices by postmail, Groupe SEB will continue to send only the voting form and a notice of meeting by post; the notice booklet will be available exclusively on the website (see next point).

#### ■ Documentation and information prior to the General Meeting :

From the date the decree comes into force, companies will no longer be required to send preliminary documents to registered shareholders by postmail if these documents are available on the General Meeting page of their website.

To ensure a gradual transition, Groupe SEB has chosen to continue sending the convening notice booklet by postmail in 2026.

From 2027 onwards, we will no longer send the convening notice booklet or the Universal Registration Document in paper format to shareholders. These documents will be available exclusively on the Groupe SEB website.

**True to its CSR commitments, Groupe SEB fully supports these regulatory developments which will help reduce the carbon footprint of our activities and encourages its shareholders to join the approach.**

### QUESTIONS / ANSWERS

#### How will I be informed of the main resolutions that were adopted?

The annual general Meeting will be webcast live (in French) and will be available for later viewing on our website [www.groupeseb.com](http://www.groupeseb.com).

Concise minutes of the annual general Meeting will also be published on this same website a few days later.

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

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

The dividend which will be proposed at the annual general Meeting of 12 May 2026 will be €2.80 per share.

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

Dividends will be paid as from 22 May 2026.

#### How to ensure you receive the e-notice in 2027 :

**For registered shareholders (UPTEVIA):** please check the email address in your UPTEVIA INVESTORS personal account ([www.investors.uptevia.com](http://www.investors.uptevia.com)).

**For shareholders with managed registered shares:** please check the email address in your account with your financial intermediary.



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