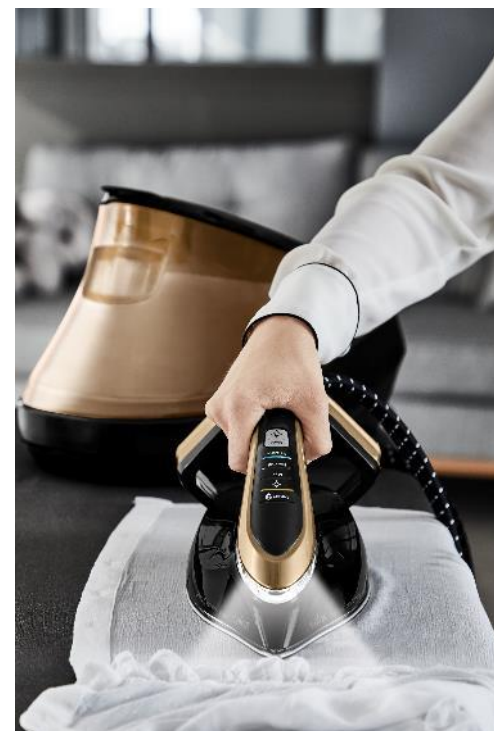




2023 GENERAL MEETING

Paris | May 17, 2023

Follow the webcast of the meeting [here](https://www.groupeseb.com) or at www.groupeseb.com



2022 GENERAL MEETING

NOTE

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

As a result of these uncertainties, Groupe SEB cannot be held liable for potential variance on its current forecasts, which result from unexpected events or unforeseeable developments.

The factors which could considerably influence Groupe SEB's economic and financial results are presented in the Annual Financial Report and Universal Registration Document filed with the Autorité des Marchés Financiers, the French financial markets authority. The balance sheet and income statement included in this press release are excerpted from financial statements consolidated as of December 31, 2022, examined by SEB SA's Statutory Auditors and approved by the Group's Board of Directors, dated February 22, 2023. Audit procedures on these consolidated financial statements have been performed. The certification report is in the process of being issued.



INTRODUCTION

1. Financial results & outlook
2. A strategy materialised by key achievements
3. Capital, dividend, share price & governance
4. Information prior to the vote on the resolutions
5. Statutory Auditors' reports
6. Questions / Answers
7. Vote on resolutions

AGENDA





01

FINANCIAL RESULTS & OUTLOOK

2022 Sales



2022 Key figures

Sales
€7,960m
-4.7% LFL

ORFA €620m
ORFA Margin 7.8%
-2.3 points

Net profit
€316m
-30%

Net financial debt
€1,973m
Leverage 2.3x

2022 vs 2021

Sales growth 2021 → 2022

in €m

8,059



2021

-378



Organic
growth

-4.7%

+269



Currency
effect

+3.3%

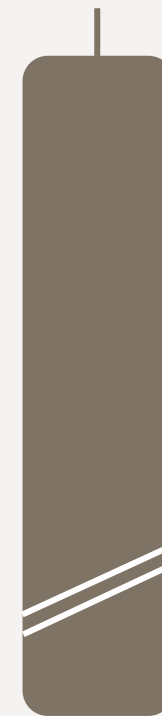
+10



Scope

+0.1%*

7,960



2022

-1.2%

* Including Zummo consolidated in Q4 2022

2022 Sales



Professional
€725m
+15.6% +9.2 % LFL

Sales
€7,960m
-1.2% -4.7% LFL



Consumer
€7,234m
-2.6% -5.9% LFL

Strong momentum in the Professional business

Sales €725m

+15.6% +9.2% LFL

schaerer



- Double digit growth in Asia thanks to China's high performance with Luckin Coffee
- Strong rebound in the US with Wilbur Curtis
- DACH region sees strong acceleration with both the WMF and Schaerer brands
- Growth is driven by machine sales as well as services
- Hotel business delivered double-digit sales growth in 2022

Consumer sales decline on a high 2021 comparable base

Sales €7,234m
-2.6% -5.9% LFL



- Oversales in Small Domestic Equipment in 2021
- Underperformance in France and Germany
- Effects of the Russia-Ukraine war
- Confirmation of positive momentum in China: Supor outperformance in a volatile market
- Contrasting activity in other regions

Annual sales by region

In €m

EMEA

EMEA

Western Europe

Other countries

AMERICAS

AMERICAS

North America

South America

ASIA

ASIA

China

Other countries

TOTAL Consumer

Professional

Groupe SEB

	2021	2022	As reported	2022 LFL
EMEA	3,892	3,444	-12%	-11%
Western Europe	2,770	2,416	-13%	-13%
Other countries	1,121	1,028	-8%	-7%
AMERICAS	1,082	1,130	+5%	-6%
North America	788	797	+1%	-10%
South America	293	333	+14%	+6%
ASIA	2,458	2,660	+8%	+2%
China	1,860	2,101	+13%	+5%
Other countries	598	559	-7%	-6%
TOTAL Consumer	7,431	7,234	-3%	-6%
Professional	628	725	+16%	+9%
Groupe SEB	8,059	7,960	-1%	-5%

% based on non-rounded figures

2022 Results

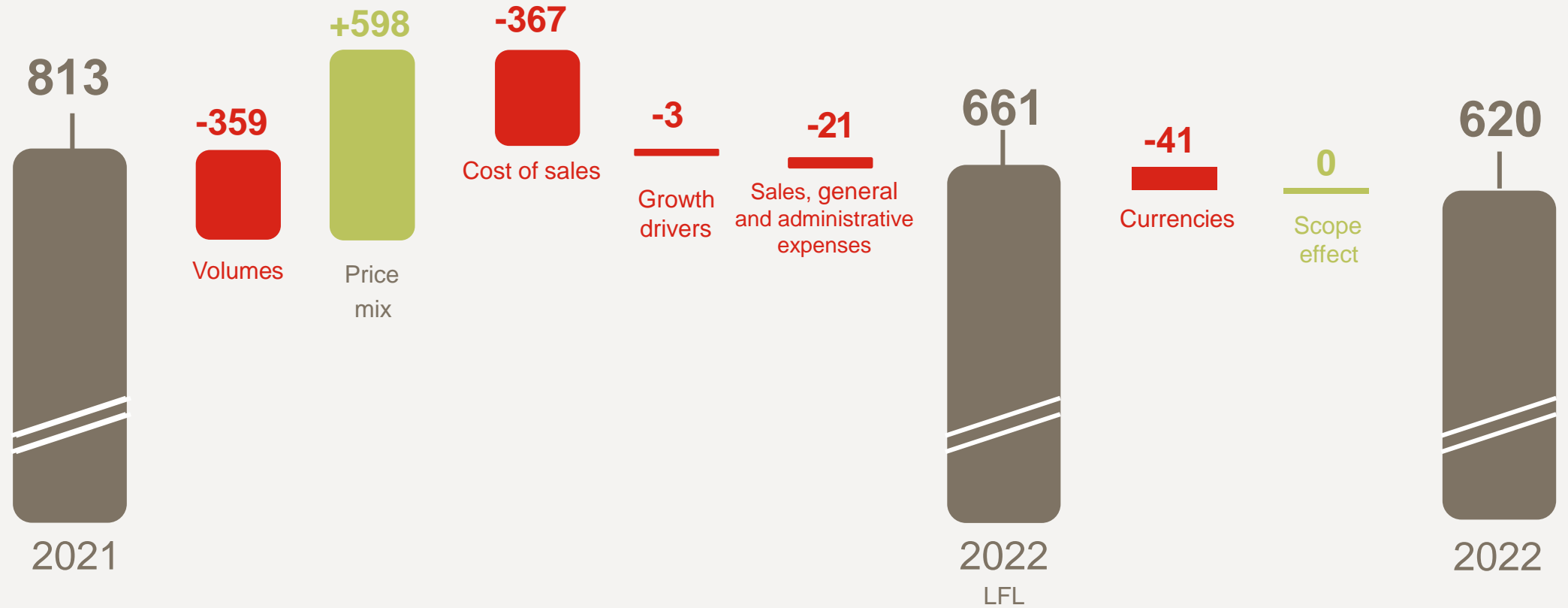


Operating Result From Activity (ORFA)

In €m	2020	2021	2022	2022 vs. 2021
Sales	6,940	8,059	7,960	-1.2%
ORFA	605	813	620	-23.7%
<i>Op. margin</i>	8.7%	10.1%	7.8%	-2.3 pts

ORFA bridge

In €m



From ORFA to net income

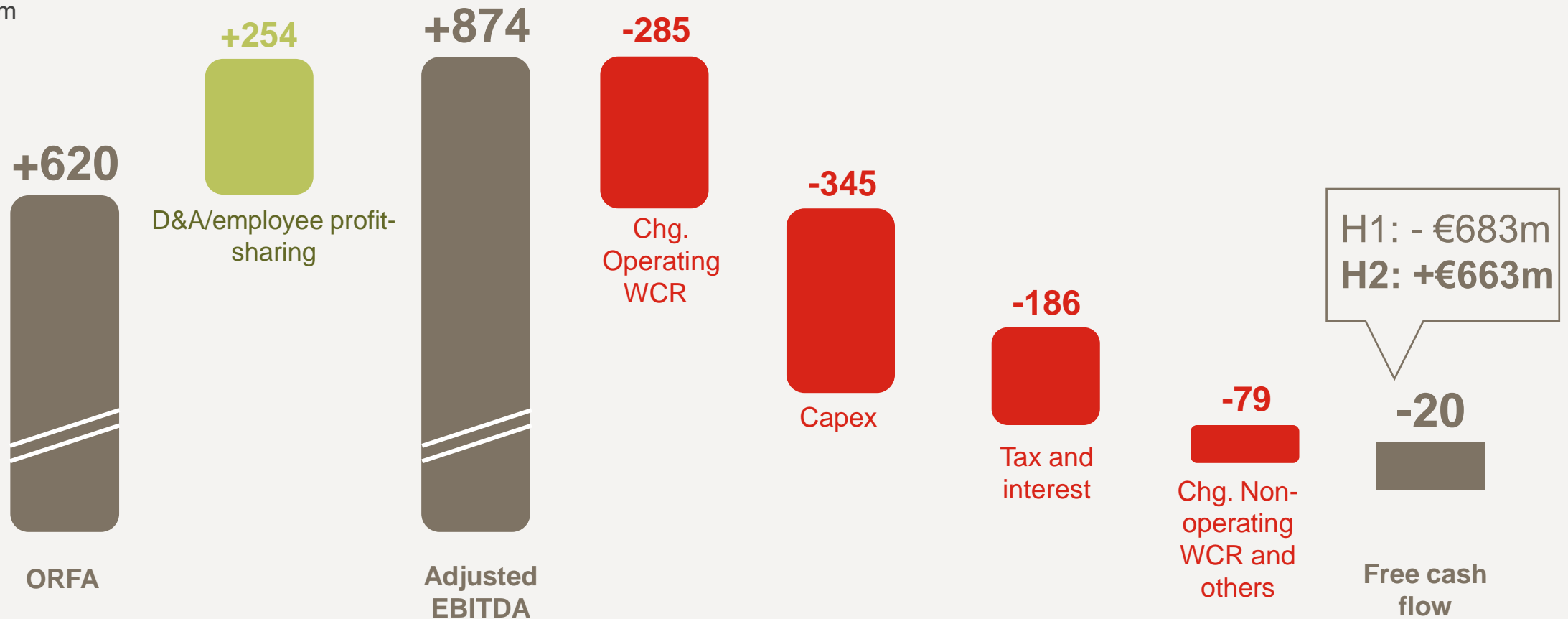
In €m	2020	2021	2022	2022 vs 2021
ORFA	605	813	620	- 24 %
Employee profit-sharing	-24	-39	-17	
Other operating income and expense	-78	-59	-56	
Operating profit	503	715	547	- 24 %
Financial result	-60	-65	-81	
Tax	-94	-142	-98	
Non-controlling interests	-48	-54	-52	
Net profit	301	454	316	- 30 %

Simplified balance sheet

In €m	2020	2021	2022
Fixed assets	4,250	4,444	4,651
Operating WCR	848	1,115	1,393
Total assets to be financed	5,098	5,559	6,044
Equity	2,735	3,291	3,449
Provisions	454	394	284
Other current assets and liabilities	391	350	338
Net financial debt	1,518	1,524	1,973
Total financing	5,098	5,559	6,044

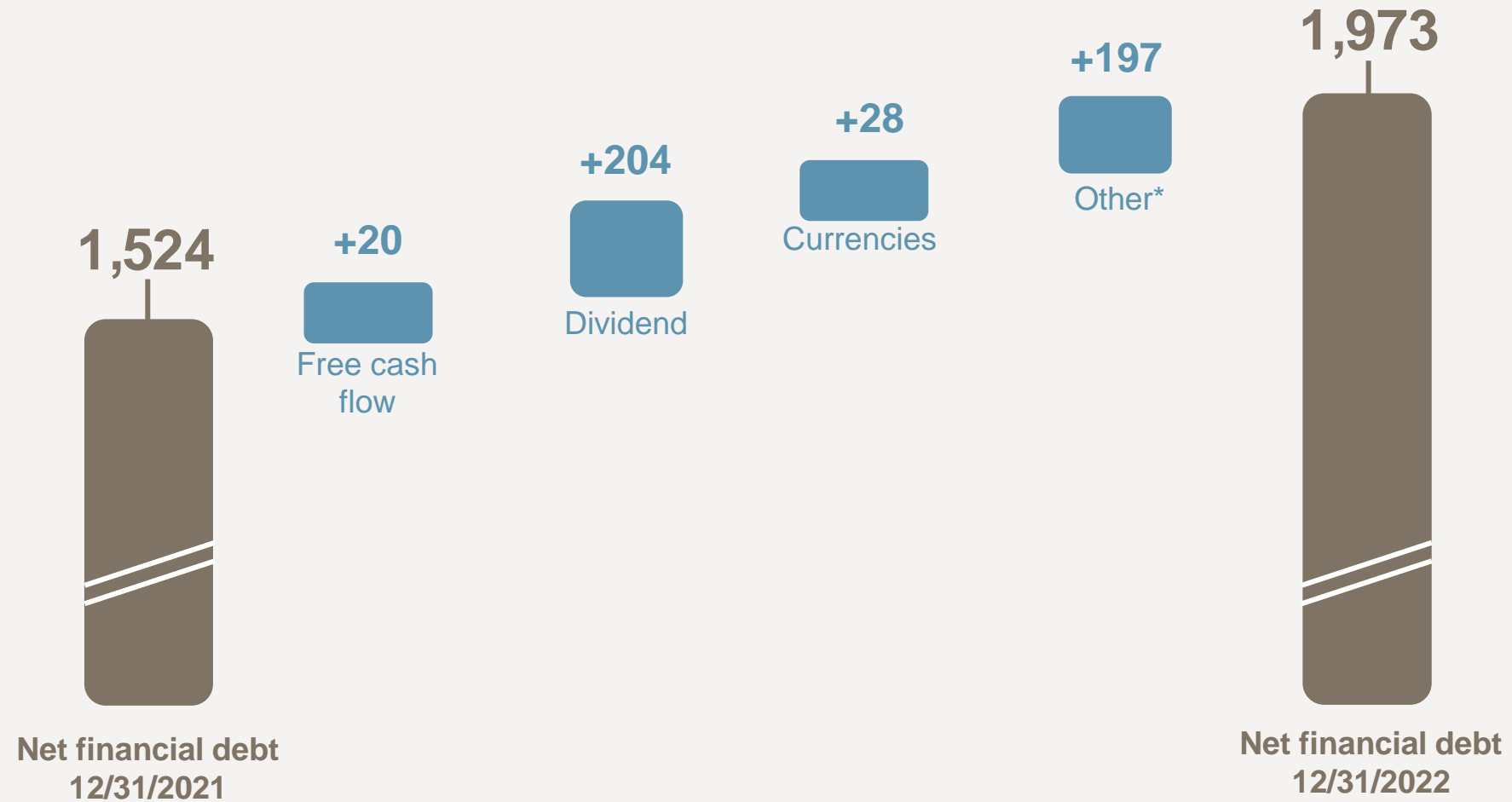
Free cash flow generation

In €m



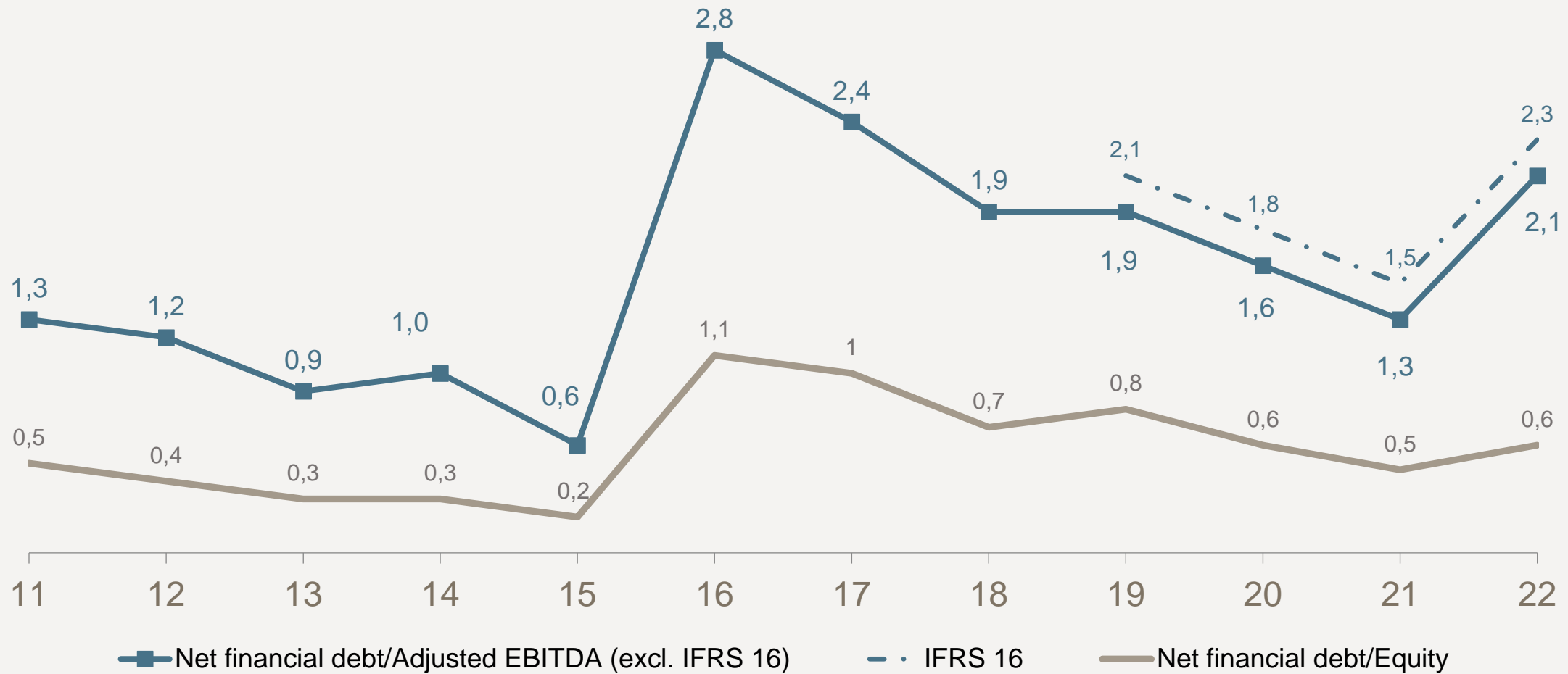
Change in net financial debt

In €m



**Incl. acquisitions, reorganisations, share buybacks*

Financial ratios over a long period



Ratios at 12/31

1st Quarter 2023 Sales and Outlook



Sales in line with our expectations on a record comparable base



Professionnal
€209 m
+34.1% +29.1% LFL

Sales
€1 822 m
-4.9% -3.7% LFL



Consumer
€1 613 m
-8.4% -6.6% LFL

Outstanding performance of Professional business

Sales **€209m**
+34.1% +29.1% LFL



- Double-digit growth in all regions: China, Germany, US, UK
- Sales momentum driven by both machine sales and services
- Acquisition of La San Marco

Consumer business, performances in line with our expectations

Sales **€1,613m**
-8.4% -6.6% LFL

- Weak demand for Small Domestic Equipment
- Continuous difficulties in Western Europe (France and Germany in particular) and North America
- Sales in China temporarily down in Q1, but Supor continues to outperform its market
- Best-sellers → Ingenio ranges, fryers, fans, linen care, steam cookers and kettles



ORFA analysis

**Operating Result
from Activity**

€65m
3.6% ORFA margin
-€75m vs Q1 2022

Reminder: Q1 ORFA not representative of FY performance

- Difficult start to the year as expected: impact of high production costs in 2022 and lower sales
- Lower raw material and freight costs: positive impact expected from Q2
- Negative FX impact expected on a full year basis
- Sequential improvement in operating margin expected from Q2

Net financial debt analysis

**Net financial debt
at 31/03/2023**

€1,864m*
-€109m vs 31/12/2022

- Decrease in Net Financial Debt as compared to 31/12/2022
 - Positive free cash-flow generation above €200m
 - Further reduction in inventories
 - Acquisition of La San Marco
- Healthy and well-balanced financing structure

*incl. IFRS 16 debt: €339m

2023

- Progressive recovery in Consumer sales
- Strong growth in Professional sales
- Increase in full-year Group ORFA margin





02

**A STRATEGY
MATERIALISED BY
KEY
ACHIEVEMENTS**

The Group's external growth strategy

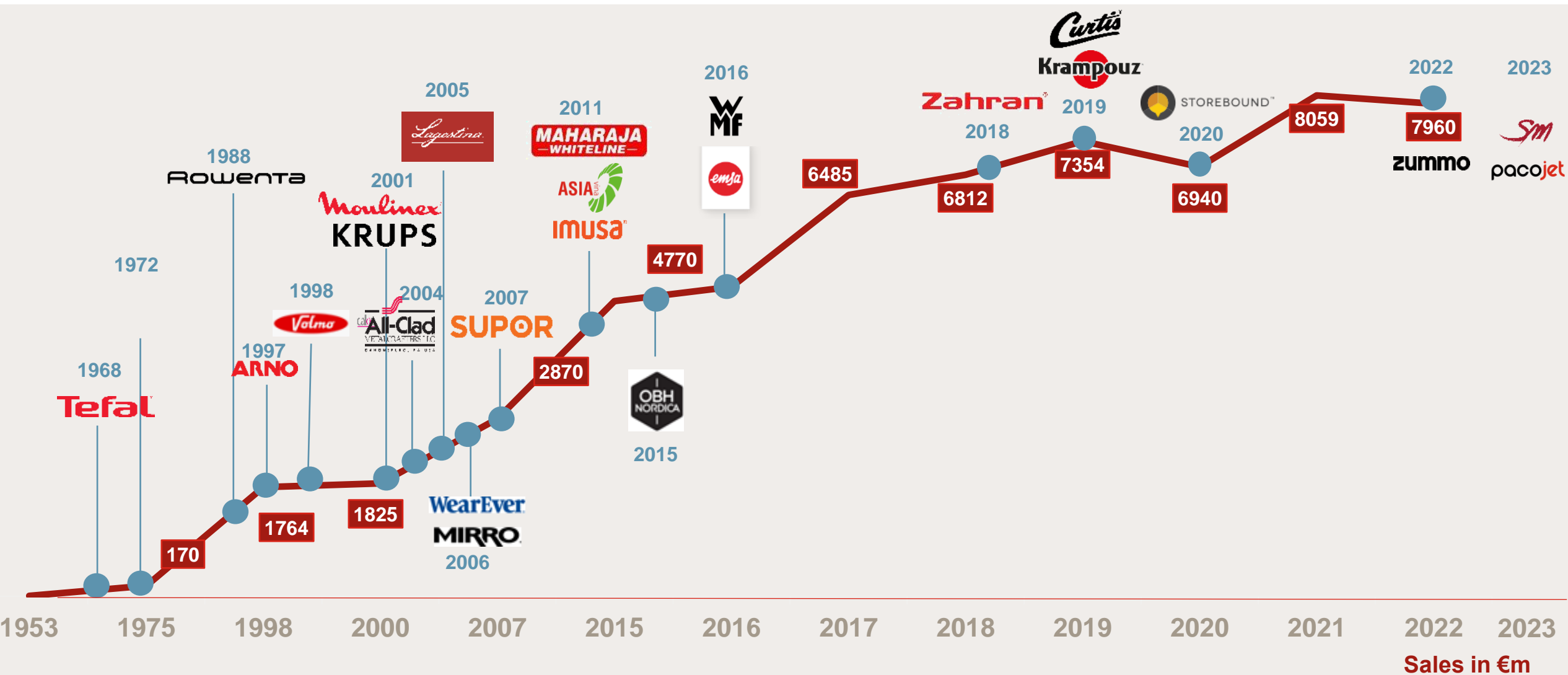


Fundamentals of our acquisition strategy

- **Complementarity:**
 - Products families / brands
 - Geographies
 - Business lines
- **Bolt-on or structuring acquisitions**
- **Transactions historically financed by debt**
- **A still solid balance sheet** that allows the Group to seize new opportunities

➔ **Over €600m invested through 6 acquisitions since 2017**

A long-lasting history of acquisitions



A strategy to consolidate the Professional activity

- **Strong growth** business with **high profitability**
- **Services that complement equipment sales**
- Synergies with the Consumer business
- **Many niche players**, specialised by products or geographies



Bolt-on acquisitions and development of synergies

Becoming a global player in Small Professional Equipment

Professional beverages

Coffee

Full auto

Filter

Traditional

Fruit juices



2016



2019



2023

zummo

2022

schaerer
2016

Hotels Kitchens / Restaurants



Tefal

Historic indirect presence



2016



2019

pacojet

2023

Acquisition of Zummo, the world leader in juice extraction



2022
sales:
€25m

Acquisition of La San Marco, the Italian coffee machine icon

Pionieri
dell'espresso.
Dal 1920.



Espresso coffee machines since 1920

2022
Sales :
€20m



Acquisition 2023 - Pacojet

2022
Sales:
€24m

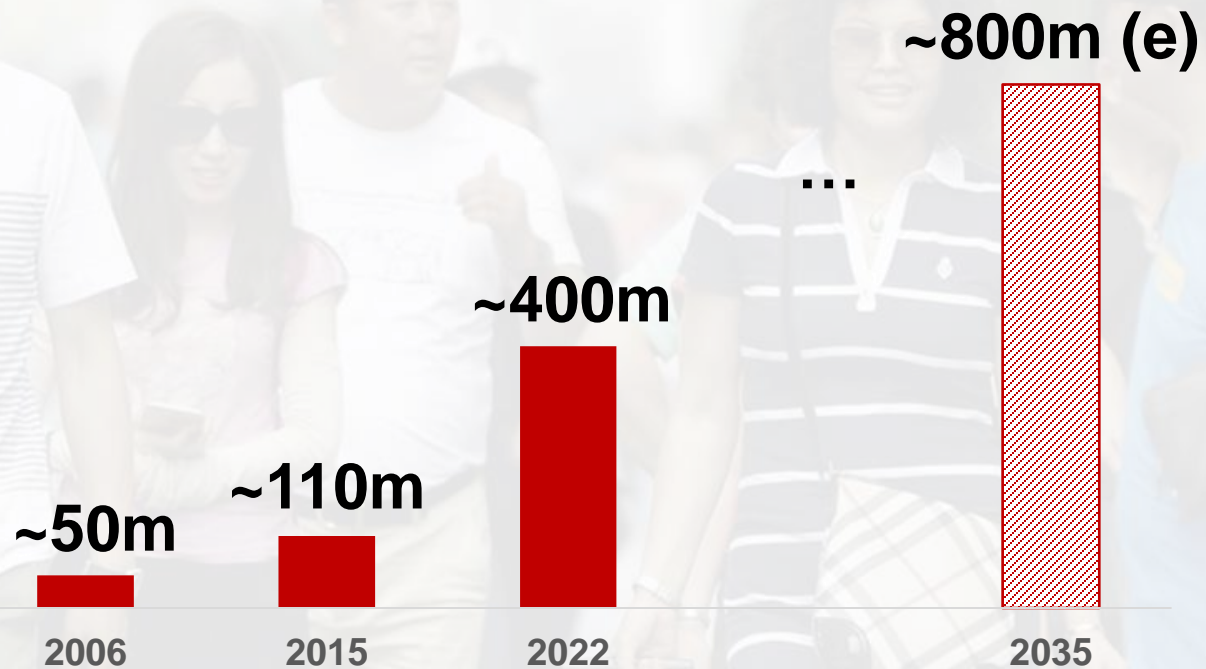


The Group in China with Supor



A growing market supported by a booming middle class

Chinese middle class



Growth drivers

Trade-up through innovation

New territories

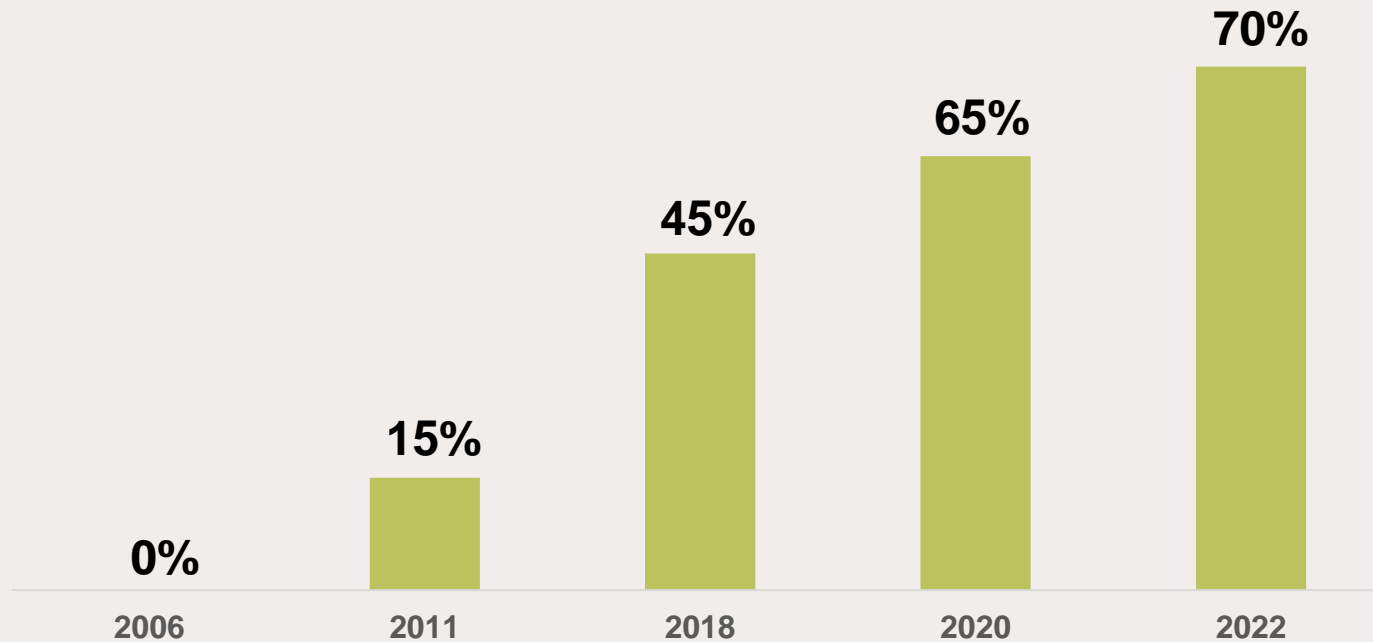
New product categories

Digitalization, omnichannel distribution

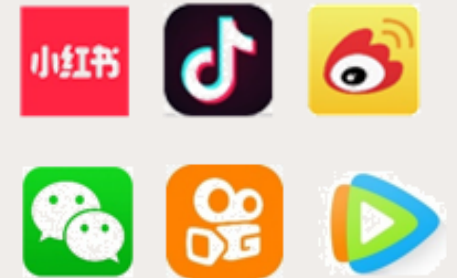
Source: International Finance Forum, National Bureau of Statistics

An increasingly digital market with social networks and new platforms

SUPOR: online sales weigh evolution



More than
2,300
influencers



Thanks to its operational excellence, Supor is now the market leader

SUPOR

Cookware

2006

#1

Sales
1,5x
vs. #2

2022

#1

Sales
3x
vs. #2



Kitchen electrics

#1

2022

#2
2015

#3
2006



A competitive production base

- 5 state-of-the-art plants in China + 1 in Vietnam

→ Cookware : Wuhan, Yuhuan, Vietnam

→ SDA : Hangzhou, Shaoxing

→ LKA: Shaoxing

- ~12,000 employees

**Production
capacity x5**

< 30m
units /
year

2006

150m
units /
year

2022

For the first time, sales of more than € 2 billion in 2022

Evolution in RMB of Supor sales*



* Supor domestic sales

Sustainable development



The Group is a pioneer in sustainable development (1/2)



Creation of a tinsmith's workshop in Selongey

1857

1976

First independent director

1995

Creation of the Audit Committee/Appointment and Remuneration Committee



United Nations Global Compact

2003

Creation of Sustainable Development Department

2004

Groupe SEB Foundation

2007

1st cookware range of 100% recycled aluminum

2009

Code of Ethics

2012

Creation of the CSR Stakeholder Committee

2013

1st Charity Week

2014

10 years reparability

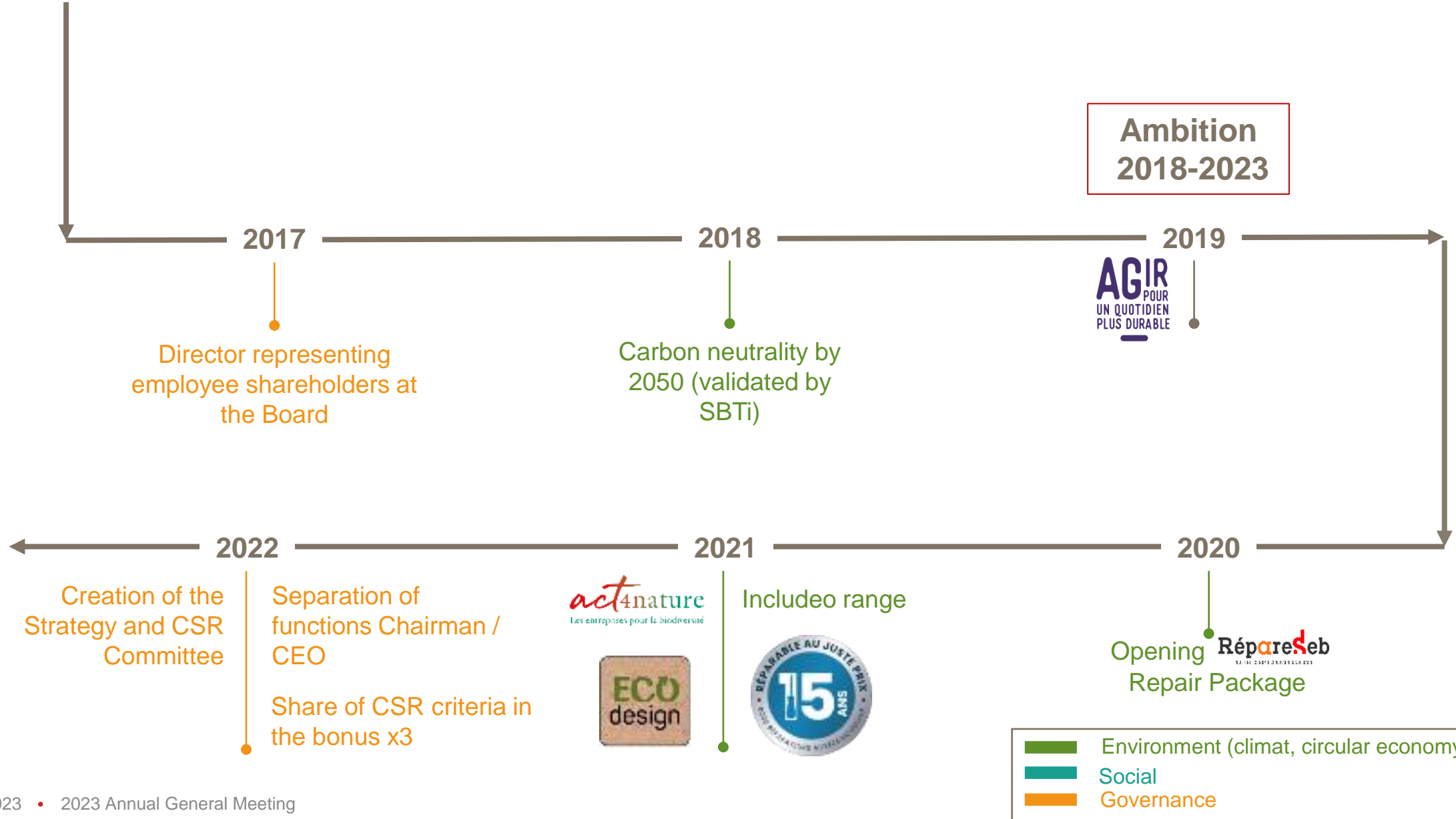


2015

Fonds Groupe SEB

- Environment (climat, circular economy)
- Social
- Governance

The Group is a pioneer in sustainable development (2/2)



Pursuing our Carbon Neutral Trajectory (by 2050)



Scope 1 & 2
- 34 %
carbon intensity*
reduction in
our plants
(base line 2016)

* Carbon intensity by product

2022 ESG achievements - Environment

Focus on circular economy



90 %

of our SDA products*
are repairable
for **15 years**

42 %

of recycled materials
in our
products/packaging

* Excluding China

Répareseb

SDA repair center
for all SEB brands

Two objectives

- Circular economy
- Professional reintegration

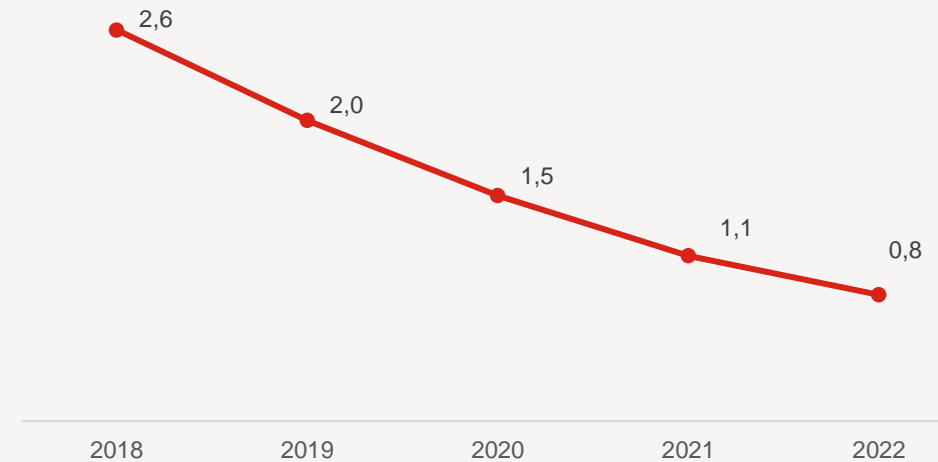
2 awards in 2022





Focus on people

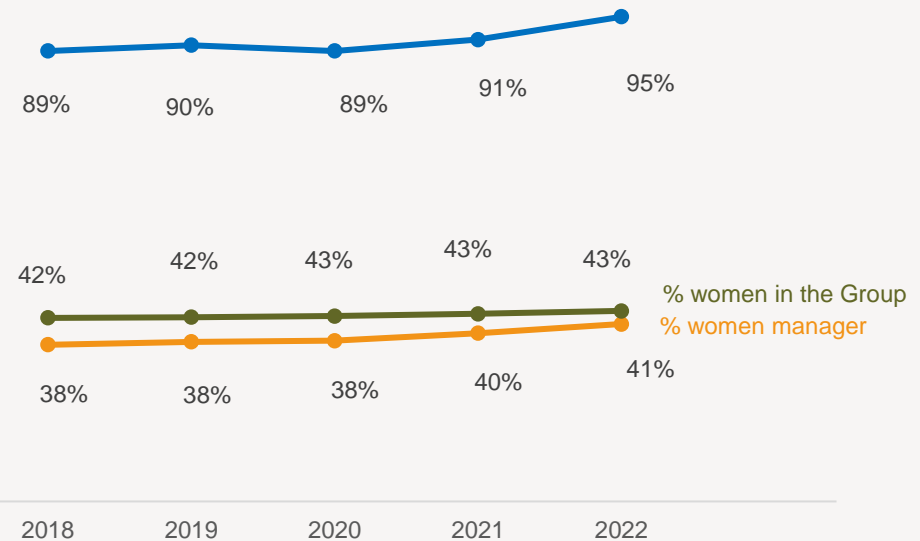
Lost time
injury rate
= 0.84





Focus on people

**Women
manager ratio
= 95 %**



Extra-financial performance

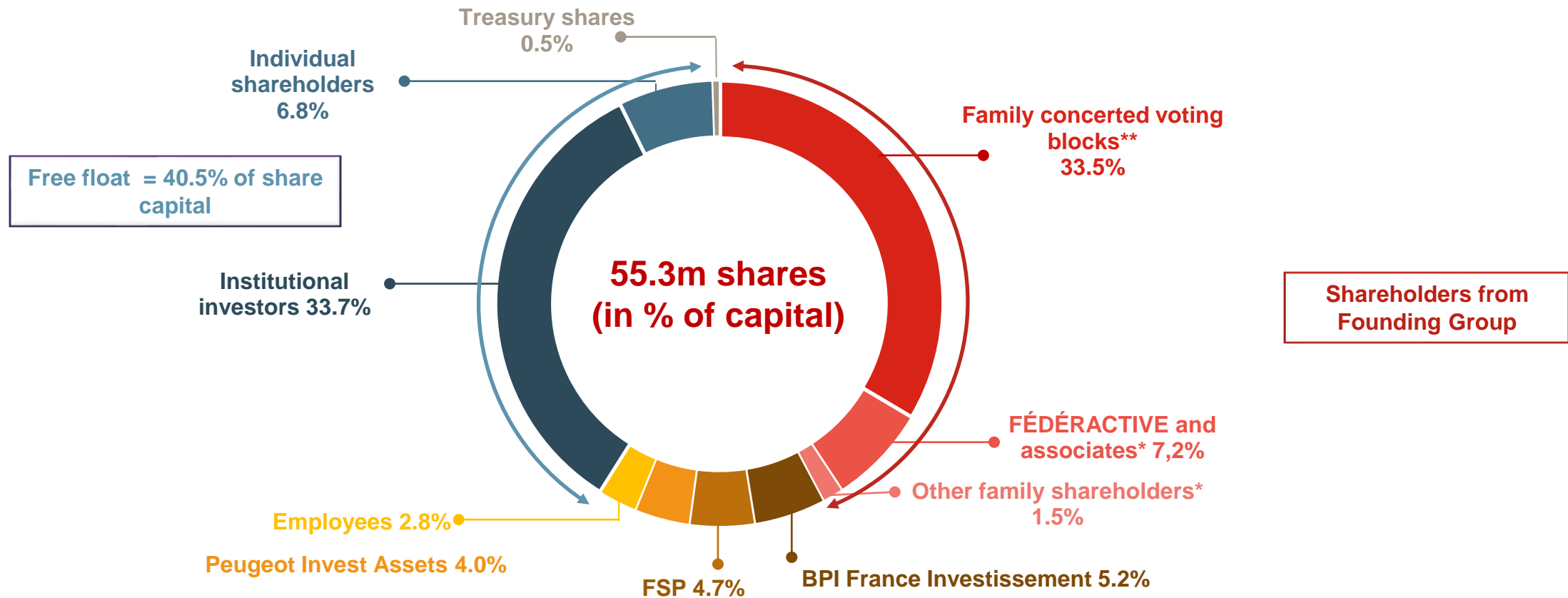




03

**CAPITAL,
DIVIDEND, SHARE
PRICE AND
GOVERNANCE**

Share capital breakdown at 31/12/2022

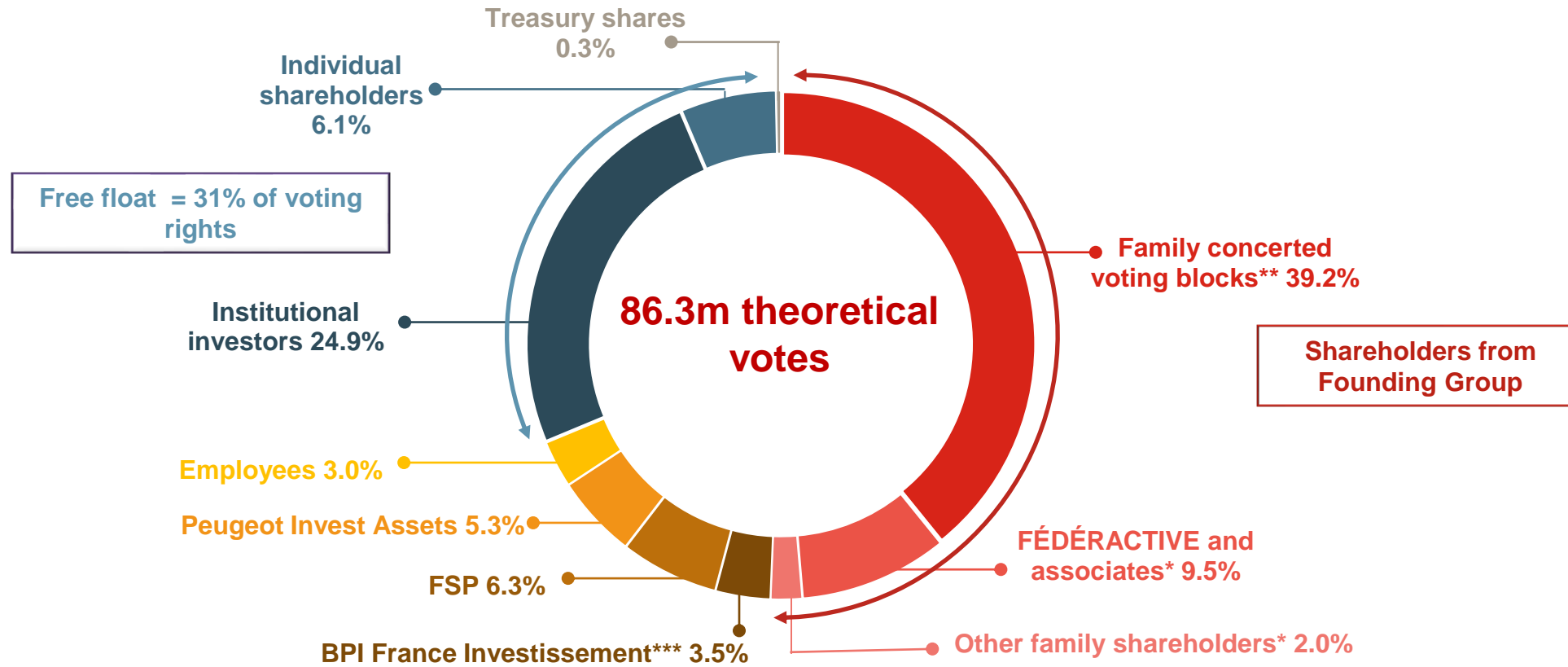


* Shareholders from Founder Group

** Shareholders from Founder Group continuing the initial Concerted Voting Block (Agreement of Feb. 27th 2019) including VENELLE INVESTISSEMENT, GENERACTION, HRC and Other family shareholders

*** Manager of LAC I SLP Fund

Voting rights breakdown at 31/12/2022



* Shareholders from Founder Group

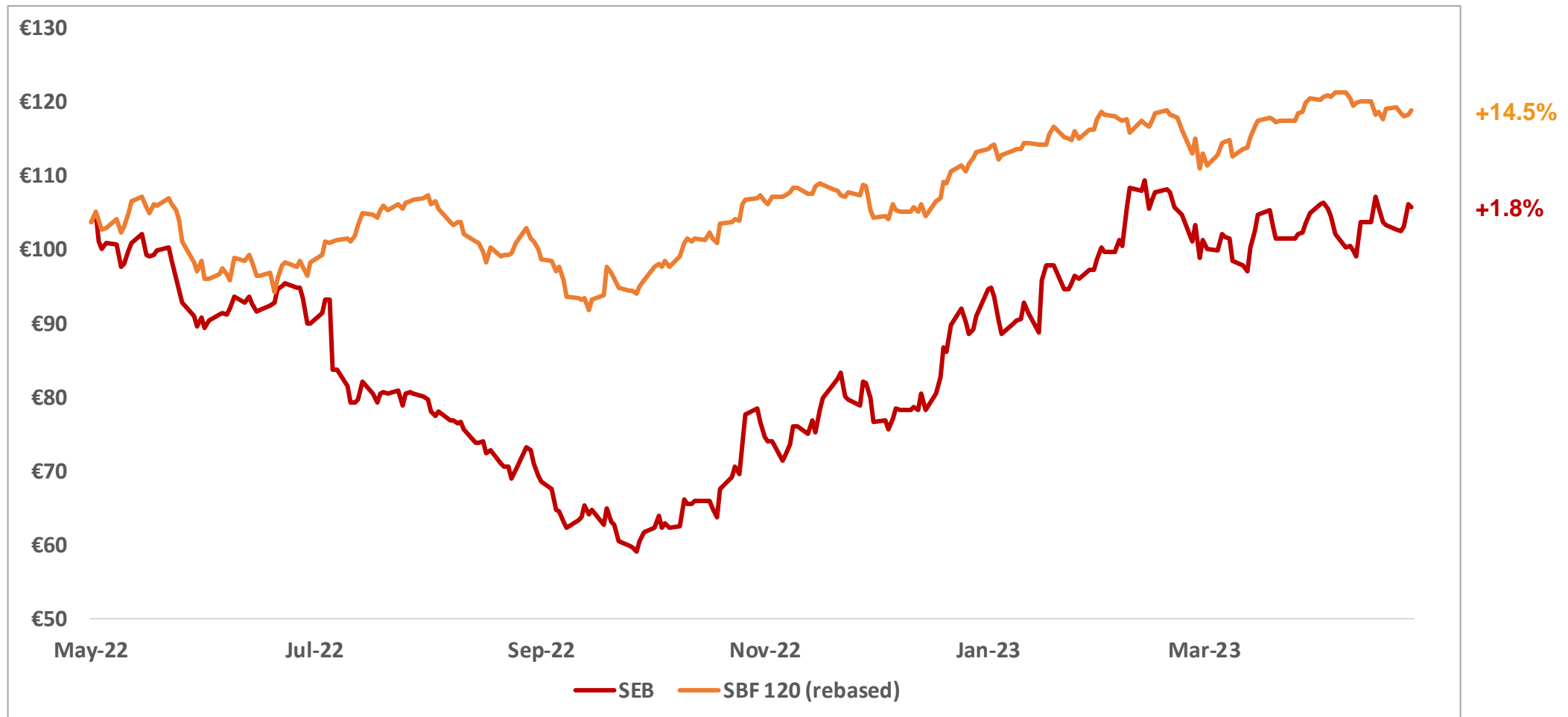
** Shareholders from Founder Group continuing the initial Concerted Voting Block (Agreement of Feb. 27th 2019) including VENELLE INVESTISSEMENT, GENERACTION, HRC and Other family shareholders

***Manager of LAC I SLP Fund

SEB: 1-year share price evolution

Share price as of May 12: €105.7

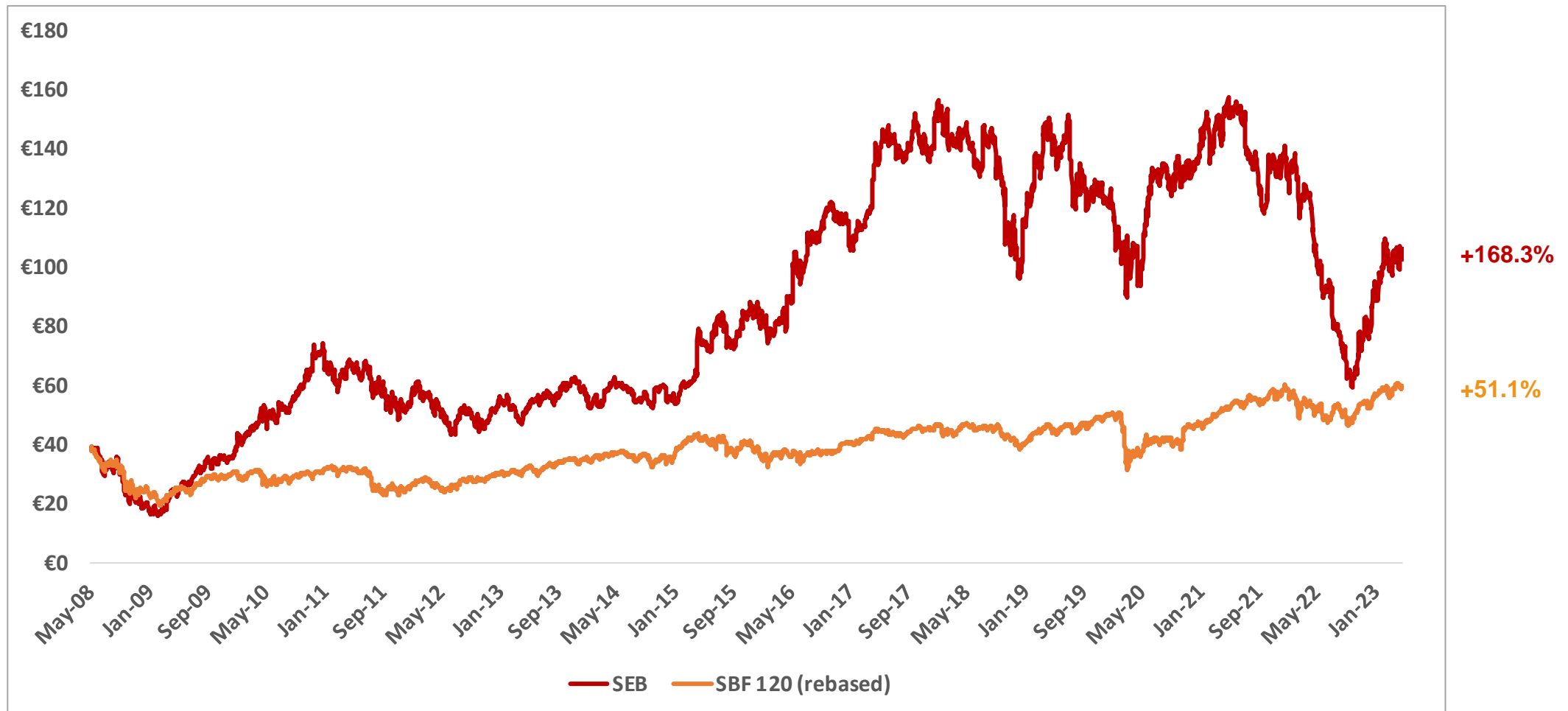
Market capitalisation as of May 12: €5,849m



SEB: 15-year share price evolution

Share price as of May 12: €105.7

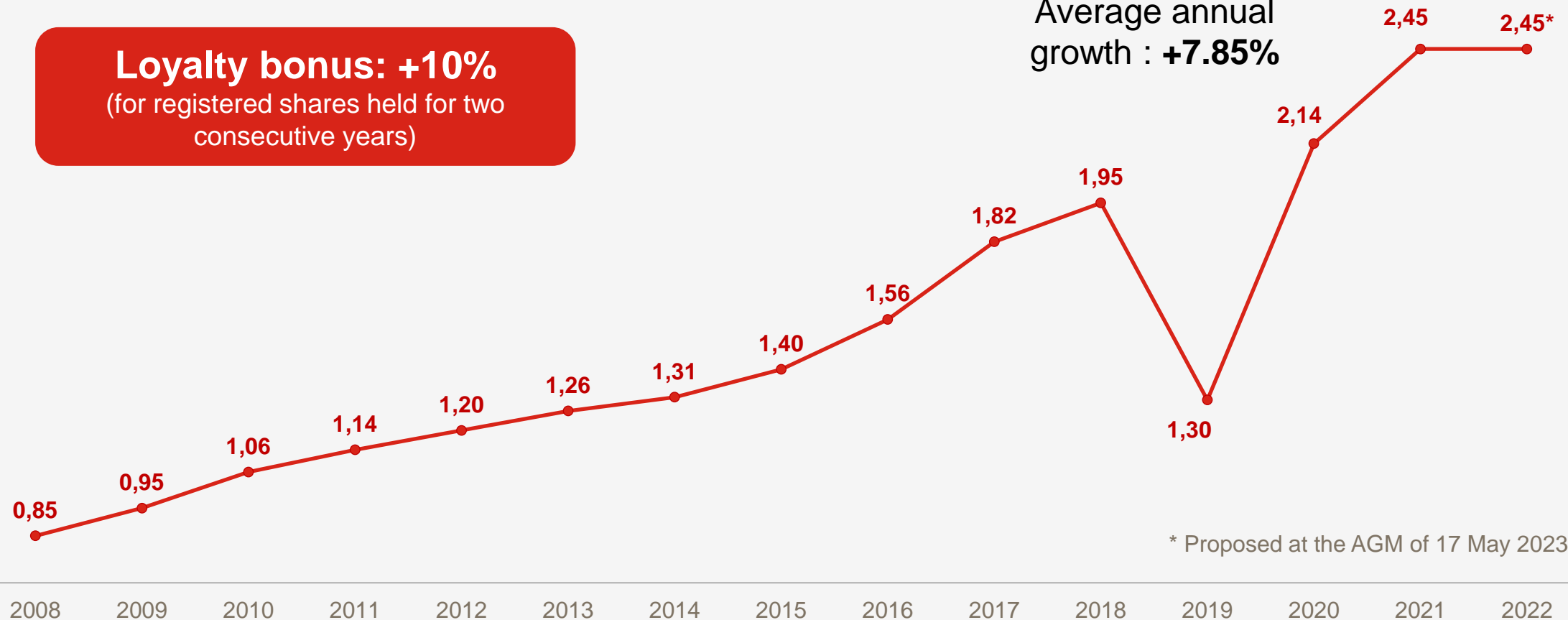
Market capitalisation as of May 12: €5,849m



Dividend trend over 15 years (in €)

Loyalty bonus: +10%
(for registered shares held for two consecutive years)

Average annual growth : **+7.85%**



* Proposed at the AGM of 17 May 2023

Highlights of Governance in 2022

Separation of the roles of Chairman and Chief Executive Officer
in accordance with the decision of the Board of Directors on February 10, 2022

From July 1, 2022

Thierry de La Tour d'Artaise
Chairman

Stanislas de Gramont
Chief Executive Officer

➤ Dynamic duo, distribution of roles:

Chairman

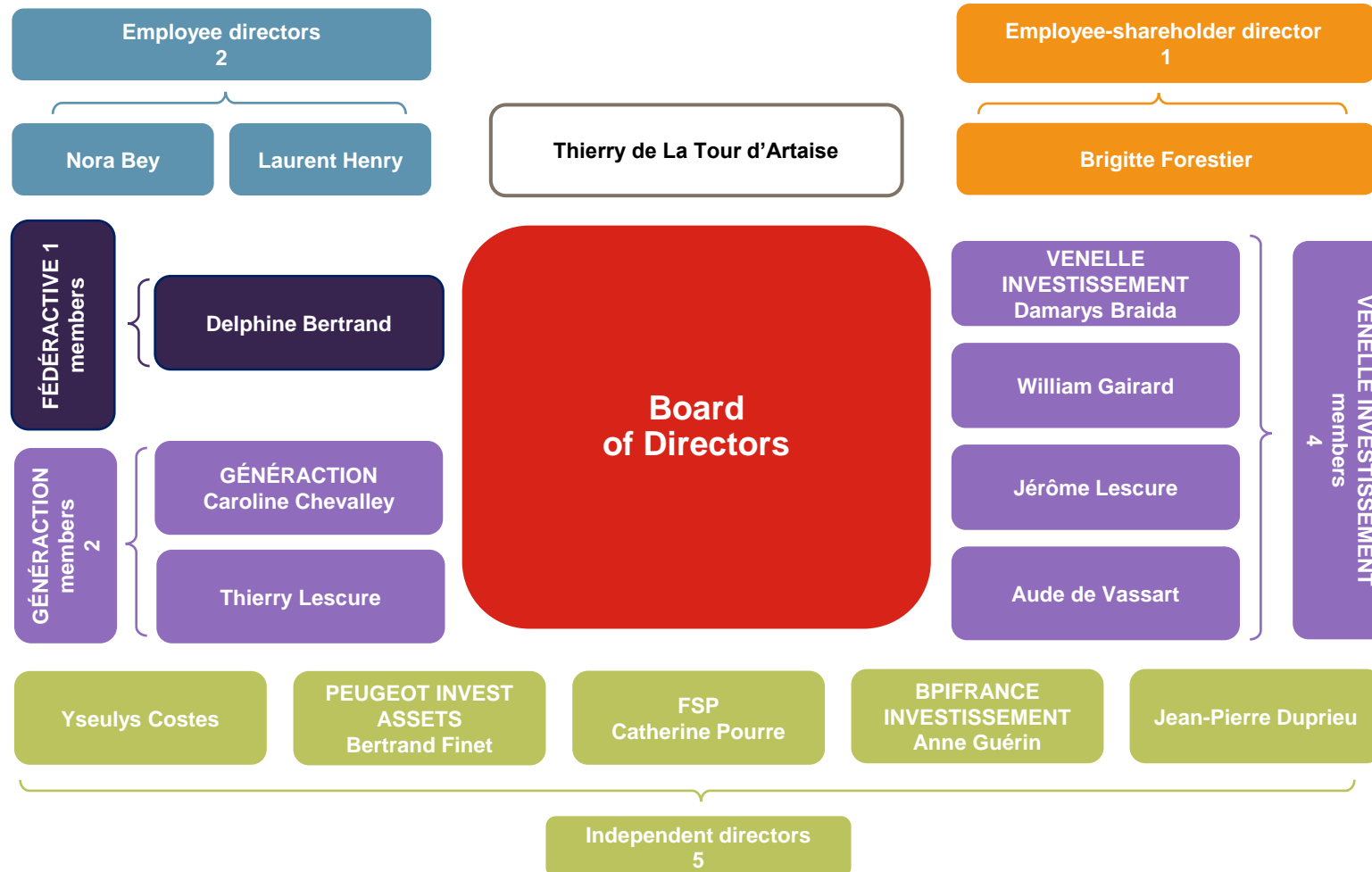
- Board leadership
- Shareholder and institutional relations
- Strategy/ CSR/ Acquisitions

Directeur Général

- Responsible for running the business
- Implementation of the strategy
- Management of the teams

➤ Support provided to the CEO by the Chairman evolving over time

Composition of the Board of Directors *(at December 31, 2022)*



16
Members

1/3
independent
directors



The status of independent is assessed each year by the CGR and by the Board on the basis of a questionnaire established according to the recommendations of the AFEP-MEDEF Code and informed by each administrator

The Board of Directors in 2022

55 years old
Average age

96%
attendance rate

54%
women*

10
Meetings, of which 3 held remotely

** 7/13: employee directors and the employee-shareholder director are not included in this calculation in accordance with the provisions of the Pacte law*

Audit and Compliance Committee *(at December 31, 2022)*

4 members

FSP
Catherine
Pourre

Committee Chairwoman

**Jérôme
Lescure**

**BPIFrance
Investissement**
Anne Guérin

**Yseulys
Costes**

**Created in
1995**

**3
independent
members**

**5 meetings
in 2022**

**100%
attendance
rate**

Main responsibilities

- Risk identification and management
- Internal control policy, annual internal audit programs
- Relevance and reliability of the accounting methods used
- Compliance, anti-fraud and anti-corruption procedures
- Statutory auditor selection process

Governance and Remuneration Committee (at December 31, 2022)

5 members

**Jean-Pierre
Duprieu**

Committee Chairman

**Venelle
Investissement**
Damarys Braida

Génération
Caroline
Chevalley

**Peugeot
Invest Assets**
Bertrand Finet

**Brigitte
Forestier**

**Created in
1995**

**2
independent
members**

**5
meetings
in 2022**

**100%
attendance
rate**

**Employee
shareholder
director**

Main responsibilities

- Succession plan for executive officers and senior managers
- Governance, ethics and diversity
- Composition, operation and evaluation of the Board of Directors
- Remuneration policy for directors, executive officers and senior managers
- Annual review of human resources

Strategic and CSR Committee (at december 31 2022)

6 members

**Thierry de
La Tour
d'Artaise**

FSP
Catherine
Pource

**Venelle
Investissement**
William
Gairard

Généraction
Thierry
Lescure

**BPIFrance
investissement**
Anne Guérin

**Peugeot
Invest Assets**
Bertrand Finet

Committee Chairman

**Created in
July 2022**

**3
indépendants**

**1 meeting
en 2022**

**100 %
Attendance
rate**

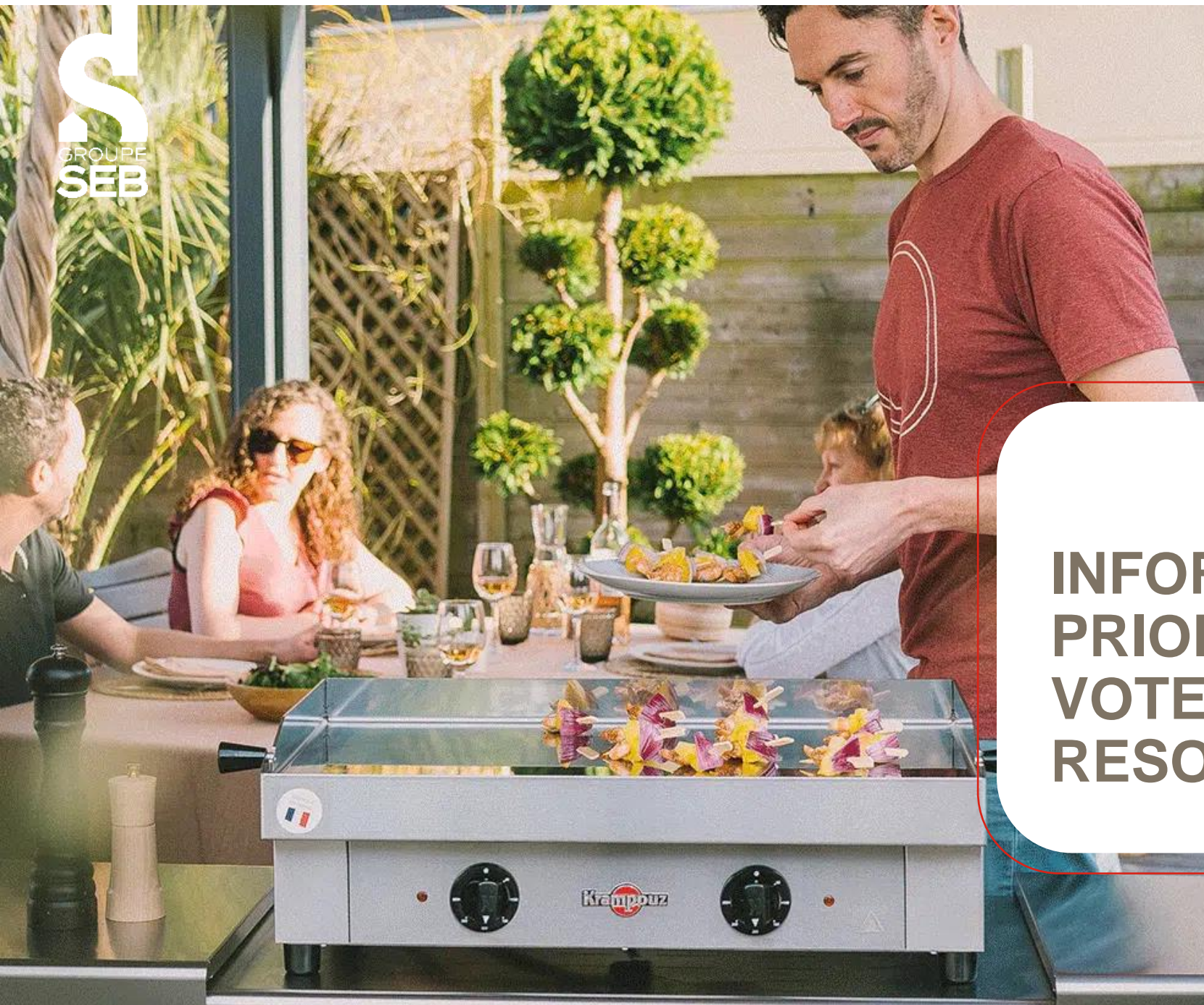
Principales missions

Reviews and provides recommendations on:

- the strategic orientation established by management
- The competitive intelligence activities and external growth projects
- The Group's CSR policy

04

**INFORMATION
PRIOR TO THE
VOTE ON THE
RESOLUTIONS**





INFORMATION PRIOR TO THE
VOTE ON THE RESOLUTIONS

Ordinary
resolutions

Resolutions 1 to 3: Approval of the financial statements and allocation of the result

Resolution 1

Approval of the separate financial statements for the year ended December 31, 2022 showing a net profit of **€181,969,480**

Resolution 2

Approval of the consolidated financial statements for the year ended December 31, 2022 showing a net profit attributable to owners of the parent of **€316,215,448**

Resolution 3

Allocation of the result for the year ended December 31, 2022 and proposal to set the net ordinary dividend at **€2.45 per share**

Resolutions 4 to 8: Composition of the Board of Directors

Resolution 4 : Proposal to reappoint Jean-Pierre Duprieu as director for a four-year term



Jean-Pierre Duprieu, is a graduate from the Institut National Agronomique (AgroParisTech), the Institut de Contrôle de Gestion and the International Forum/Wharton School. He joined the Air Liquide Group in 1976 where he spent his entire career, especially at an international level holding various commercial, operational, strategic and general management positions. He is Chairman of the Board of Directors of Korian, Member of the Supervisory Board of Michelin and Chairman of the Compensation and Appointments Committee.

Independent director

Chairman of the governance and remuneration committee

First appointment: 2019

Next expiration date if his term is renewed : 2027

Resolutions 4 to 8: Composition of the Board of Directors

Resolution 5 : Proposal to reappoint William Gairard as director for a four-year term



William Gairard is a Graduate of EM Lyon and holder of an IUP master's in Management Sciences from the Université Jean Moulin Lyon III. William Gairard spent seven years as Management and Auditing Controller at Pernod Ricard and is currently partner and Chief Financial Officer of Zumit (Mexico), a company specializing in the automation of digital processes.

Director – member of the Founder Group, member of VENELLE INVESTISSEMENT

Member of the Strategic and CSR Committee

First Appointment: 2015

Next expiration date if his term is renewed : 2027

Resolutions 4 to 8: Composition of the Board of Directors

Resolution 6 : Proposal to reappoint Génération, represented by Caroline Chevalley as director for a four-year term



Caroline Chevalley holds a law degree from the University of Lausanne. She is the co-founder and Chairman of GÉNÉRACTION, an association of shareholders of SEB S.A., created in May 2017. She is Vice- Chair of FCL Investissements S.A., a financial holding company.

Member of the governance and remuneration Committee

First appointment: 2019

Next expiration date if her term is renewed : 2027

Resolutions 4 to 8: Composition of the Board of Directors

Resolution 7 : Proposal to reappoint Thierry Lescure as director for a four-year term



Thierry Lescure holds a master's degree in Business law and Taxation from the University of Paris, Panthéon Assas, and a master's in Business Administration from IAE Paris. He also completed an Investment Strategies and Portfolio Management program at Wharton School and an Advanced Asset Management program at INSEAD. Since 2016, he is Senior Asset Manager for client asset management at Premium Assets SA in Geneva.

Director – member of the Founder Group, member of GÉNÉRACTION

Member of the Strategic and CSR Committee

First Appointment: 2019

Next expiration date if his term is renewed : 2027

Resolutions 4 to 8: Composition of the Board of Directors

Resolution 8 : Proposal to reappoint Aude de Vassart as director for a four-year term



Aude de Vassart holds a degree from ISEP and an MBA from HEC. She began her career in 2001 as an electrical engineer in England at STMicroelectronics, then at SuperH. Since February 2021, Aude de Vassart has been Vice-president of Sales & Customer Excellence at Linxens.

Director – member of the Founder Group, member of VENELLE INVESTISSEMENT

First appointment: 2019

Next expiration date if her term is renewed : 2027

Resolutions 9 to 14: Say on Pay

Ex post Say on Pay 2022	Resolution no.	Approval of the 2022 remuneration
	9	Approval of remuneration paid to all executive officers
	10	Approval of the 2022 remuneration of Thierry de La Tour d'Artaise
	11	Approval of the 2022 remuneration of Stanislas de Gramont
Ex ante Say on Pay 2023	Resolution no.	Approval of the 2023 remuneration policy
	12	Approval of the 2023 remuneration Policy for the Chairman of the Board of Directors
	13	Approval of the 2023 remuneration Policy for the Chief Executive Officer
	14	Approval of the 2023 remuneration Policy for the Directors

Say on Pay: Ex Post 2022

Resolutions 10 and 11: approval of the 2022 remuneration for executive officers

2022 remuneration of Thierry de La Tour d'Artaise Resolution 10

- Approval of the remuneration as **Chairman and Chief Executive Officer** from January 1 to June 30, 2022
- Approval of the remuneration as **Chairman of the Board of Directors** as of July 1, 2022

July 1, 2022

Separation
of the roles
of **Chairman** and
**Chief Executive
Officer**

2022 remuneration of Stanislas de Gramont Resolution 11

- Approval of the remuneration as **Chief Operating Officer** from January 1 to June 30, 2022
- Approval of the remuneration as **Chief Executive Officer** as of July 1, 2022

Components of remuneration paid or allocated for the 2022 financial year to Thierry de La Tour d'Artaise

Resolution 10: Chairman and Chief Executive Officer from 1 January to 30 June 2022 And Chairman from 1 July 2022

ANNUAL REMUNERATION

€k	2020	2021	2022
Fixed portion allocated	1,000	1,000	975
Variable portion allocated for the financial year	1,194	1,500	250
Benefits in kind	24	24	24
Total allocated	2,218	2,524	1,249

MEDIUM/LONG-TERM REMUNERATION

Number	2020	2021	2022
Performance shares	18,000	18,000	9,000*

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

***Number of shares granted to Thierry de La Tour d'Artaise as of CEO. No new performance shares will be awarded for his term of office as of Chairman.**

Components of remuneration paid or allocated for the 2022 financial year to Stanislas de Gramont

Resolution 11: Chief Operating Officer from 1 January to 30 June 2022 Chief Executive Officer from 1 July 2022

ANNUAL REMUNERATION

€k	2020	2021	2022
Fixed portion	750	750	787
Variable portion allocated for the financial year paid in the following year	716	900	357
Benefits in kind	20	49	49
Total allocated	1,486	1,699	1,193

MEDIUM/LONG-TERM REMUNERATION

Number	2020	2021	2022
Performance shares	11,000	9,000	10,500

- Vesting subject to meeting quantitative targets (revenue and Operating Result from Activity) measured over the three-year vesting period
- Shares must be held for a period corresponding to the equivalent of one year of remuneration (fixed and target bonus)
- Undertaking not to engage in any hedging transactions

Ex Ante: Remuneration policy for executive officers

PRINCIPLES

→ **The remuneration policy adheres to the following principles:**

- Completeness and simplicity
- Balance and consistency
- Motivation and performance
- Transparency regarding the criteria for and components of remuneration

→ **Senior manager remuneration is:**

- Set by the Board on a proposal from the Governance and Remuneration Committee
- Consistent with the remuneration policy of Groupe SEB and market practices
- Determined on the basis of all the components and in comparison with remuneration benchmarks

Ex Ante: Remuneration policy for executive officers (Resolutions 12 to 14)

Remuneration policy 2023

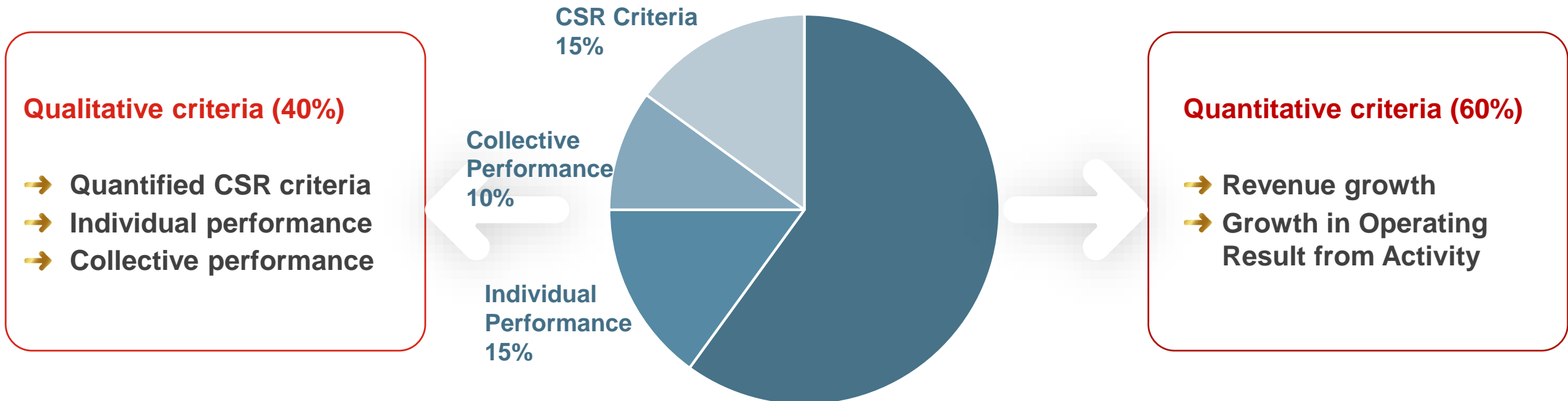
Chairman of the Board of Directors (Resolution 12)

Fixed remuneration	€950k *
Annual variable remuneration	None
Performance shares	None
Remuneration for the office of director	€55k
Benefits in kind	€8k

*The Board considered that the mission to support the Chief Executive Officer in the exercise of his new functions should be completed by the 2024 General Assembly. Therefore the Board projected that the Chairman’s compensation could then decrease to €750 000 after the 2024 General Assembly in view of the other missions that he will continue to perform.

Ex Ante: Remuneration policy for executive officers

Annual variable remuneration of the CEO



Ex Ante: Remuneration policy for executive officers (Resolutions 12 to 14)

Remuneration policy 2023

Chairman and Chief Executive Officer (Resolution 13)

Remuneration	
Fixed remuneration	€825k
Variable remuneration <i>(calculated based on annual performance)</i>	Target of 100% Capped at 150% of fixed remuneration
Performance shares	12,000 shares
Benefits in kind	€50k

Long-term commitments
Pension commitment
Incapacity, disability and death and health insurance Individual life insurance
Severance payment
Non-compete clause

Ex Ante: Remuneration policy for directors (Resolution 14)

PRINCIPLES

- The terms of directors' remuneration are set by the Board of Directors on a proposal from the Governance and Remuneration Committee.
- The overall amount authorized by the shareholders meeting is €820,000.

STRUCTURE

Position	Fixed portion (40%)	Variable portion (60%)
Director	€14,000	€21,000
Committee member (additional remuneration)	€6,000	€9,000
Committee chairman (additional remuneration)	€8,000	€12,000

Authorization to be granted to the Board of Directors for the company to buy back its own shares (Resolution 15)

**Since the existing authorization is due to expire,
Resolution 15 invites the shareholders to vote to again authorize
the Board of Directors to trade in the company's shares**

**Authorization
period:**

**18
months**

**Maximum purchase
price per share:**

€240
(excluding trading fees)

Ceiling:

10%
**of the share
capital**

INFORMATION PRIOR TO THE
VOTE ON THE RESOLUTIONS

Extraordinary Resolutions

Grant of performance shares (Resolution 16)

Ceiling:

220,000
shares

or 0.398% of the share capital

Authorization period:

14
months

Number of shares that can be granted to CEO

12,000 shares
or 0.022% of the share capital



05

STATUTORY AUDITORS' REPORTS

Summary

- **Report on the financial statements**
- **Report on the consolidated financial statements**
- **Special report on regulated agreements**
- **Reports on transactions relating to capital**

Statutory Auditors' report on the annual financial statements for the year ended December 31, 2022

Universal Registration Document: pages 354 to 358

Resolution 1

- **Unqualified certification of the financial statements with no matters to report**
 - “The financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2022 and of the results of its operations for the year then ended in accordance with French accounting principles”
- **Key audit matters**
 - Valuation of investments in subsidiaries
- **We have no comments to make on the management report, the other documents relative to the financial situation and the information relative to corporate governance**
- **Format of the presentation of the financial statements**
 - “Based on the work we have performed, we conclude that the presentation of the financial statements included in the annual financial report complies, in all material respects, with the European single electronic format”

Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2022

Universal Registration Document: pages 326 to 330

Resolution 2

- **Unqualified certification of the financial statements with no matters to report**
 - “The consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union”
- **Key audit matters**
 - Measurement of the recoverable amount of goodwill and trademarks with indefinite useful lives
 - Measurement and recognition of provisions for deferred rebates
- **No matters to report on the Group's management report**
- **Format of presentation of the consolidated financial statements (including the tagging of these financial statements)**
 - “Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format”.
 - Owing to the technical limits inherent in the macro-tagging of the consolidated financial statements using the single European electronic format, it is possible that the content of certain tags in the notes accompanying the financial statements may not be reproduced in an identical way to how they are presented in the current report.

Statutory Auditors' report on regulated agreements for the year ended December 31, 2022

- Universal Registration Document: pages 386 to 389
- **Agreements subject to the approval of the Shareholders' Meeting**
 - No agreements authorized and entered into in the past year
- **Agreements already approved by the Shareholders' Meeting**
 - Agreements approved during previous years
 - Which continued to apply during the financial year
 - Agreement on joint research and development projects with Zhejiang Supor Co Ltd
 - With Mr Thierry de La Tour D'Artaise: defined-benefit supplementary pension plan with certain rights (and expired as of June 30, 2022)
 - Not executed during the past year (and expired as of June 30, 2022):

With Thierry de La Tour d'Artaise	With Stanislas de Gramont
<ul style="list-style-type: none">• Termination benefits and maintenance of stock options• Performance criteria governing the payment of termination benefits	<ul style="list-style-type: none">• Termination compensation in the event of revocation of his corporate appointment• Determination of the performance criteria governing the payment of termination benefits in the event of revocation• Non-compete compensation in the event of revocation or dismissal• Individual life insurance• Supplementary defined-benefit pension plan with certain rights

Statutory Auditors' Report on capital transactions

Authorizations to be given to the Board of Directors

- **Resolution 16**
 - Object of the report
 - Authorization for a period of 14 months to award existing bonus shares to employees and/or senior managers
 - Specific verifications
 - No matters to report on the information provided in the Board of Directors' report

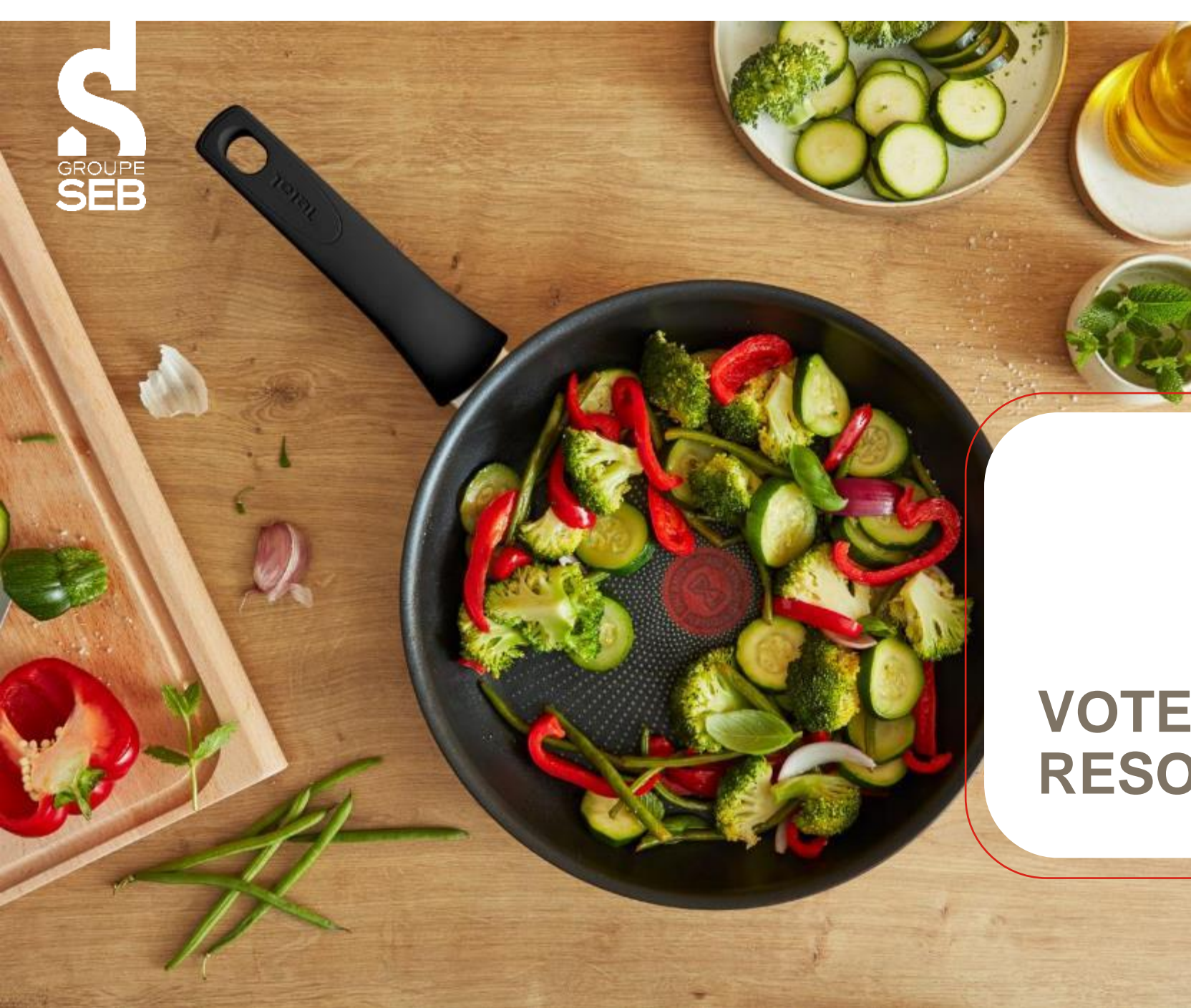


06

**QUESTIONS /
ANSWERS**



QUESTIONS



07

**VOTE ON
RESOLUTIONS**

ORDINARY RESOLUTIONS

1ST RESOLUTION

ORDINARY RESOLUTIONS

**APPROVAL OF THE SEPARATE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2022 WHICH SHOW A NET PROFIT OF €181,969,480**

2ND RESOLUTION

ORDINARY RESOLUTIONS

**APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31
DECEMBER 2022 WHICH SHOW A NET PROFIT ATTRIBUTABLE TO OWNERS OF THE
PARENT OF €316,215,448**

3RD RESOLUTION

ORDINARY RESOLUTIONS

**ALLOCATION OF THE RESULT FOR THE YEAR ENDED 31 DECEMBER 2022 AND SETTING
OF THE DIVIDEND OF 2.45 EUROS PER SHARE**

4TH RESOLUTION

ORDINARY RESOLUTIONS

**REAPPOINTMENT OF JEAN-PIERRE DUPRIEU
AS A DIRECTOR FOR 4 YEARS**

5TH RESOLUTION

ORDINARY RESOLUTIONS

**REAPPOINTMENT OF WILLIAM GAIRARD
AS A DIRECTOR FOR 4 YEARS**

6TH RESOLUTION

ORDINARY RESOLUTIONS

**REAPPOINTMENT OF GENERACTION, REPRESENTED BY CAROLINE CHEVALLEY
AS A DIRECTOR FOR 4 YEARS**

7TH RESOLUTION

ORDINARY RESOLUTIONS

**REAPPOINTMENT OF THIERRY LESCURE
AS A DIRECTOR FOR 4 YEARS**

8TH RESOLUTION

ORDINARY RESOLUTIONS

**REAPPOINTMENT OF AUDE DE VASSART
AS A DIRECTOR FOR 4 YEARS**

9TH RESOLUTION

ORDINARY RESOLUTIONS

**APPROVAL OF INFORMATION ABOUT THE
REMUNERATION OF ALL EXECUTIVE OFFICERS REFERRED TO IN
ARTICLE L. 22-10-9 I OF THE FRENCH COMMERCIAL CODE**

10TH RESOLUTION

ORDINARY RESOLUTIONS

**APPROVAL OF FIXED, VARIABLE AND
EXCEPTIONAL COMPONENTS OF THE TOTAL REMUNERATION
AND BENEFITS OF ALL KINDS, PAID OR ALLOCATED FOR THE
2022 FINANCIAL YEAR TO THIERRY DE LA TOUR D'ARTAISE**

11TH RESOLUTION

ORDINARY RESOLUTIONS

**APPROVAL OF FIXED, VARIABLE AND
EXCEPTIONAL COMPONENTS OF THE TOTAL REMUNERATION
AND BENEFITS OF ALL KINDS PAID OR ALLOCATED FOR THE
2022 FINANCIAL YEAR TO STANISLAS DE GRAMONT**

12TH RESOLUTION

ORDINARY RESOLUTIONS

**APPROVAL OF THE REMUNERATION POLICY
FOR THE CHAIRMAN FOR 2023**

13TH RESOLUTION

ORDINARY RESOLUTIONS

**APPROVAL OF THE REMUNERATION POLICY
FOR THE CHIEF EXECUTIVE OFFICER FOR 2023**

14TH RESOLUTION

ORDINARY RESOLUTIONS

APPROVAL OF THE REMUNERATION POLICY FOR DIRECTORS

15TH RESOLUTION

ORDINARY RESOLUTIONS

**AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS
FOR THE COMPANY TO BUY BACK ITS OWN SHARES**

EXTRAORDINARY RESOLUTIONS

16TH RESOLUTION

EXTRAORDINARY RESOLUTIONS

**AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS
FOR THE GRANTING OF PERFORMANCE SHARES**

17TH RESOLUTION

EXTRAORDINARY RESOLUTIONS

POWERS TO CARRY OUT FORMALITIES



**THANK YOU FOR
YOUR ATTENTION**

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CONTACTS

Upcoming events – 2023

July 26 | after market

H1 2023 sales and results

October 26 | after market

Nine-month 2023 sales and financial data



AGENDA