

May 27, 2019



1

GRUPE SEB LAUNCHES ITS NEW EMPLOYEE SHARE OWNERSHIP PLAN

Groupe SEB announces the launch of a new employee share ownership plan which will allow collaborators to subscribe to a capital increase reserved on preferential terms. This employee share ownership plan will cover more than 30 countries where the Group is present and involve 20,000 collaborators.

At the end of a very successful 2018, the Group wishes to acknowledge the commitment and major contribution of its teams to accelerate its transformation (integration of new brands, international growth, digitalization of activities) and give its employees the opportunity to support it in its strategic projects, in an equity-based way.

The plan, entitled "Horizon 2019", will consist of a single subscription formula known as "classic" for the Company's shares, through a *Fonds Commun de Placement d'Entreprise (FCPE* – Company mutual fund) or in the form of a direct subscription and holding of SEB SA shares, depending on the regulatory and tax constraints in the countries where the offer will be implemented. The terms and conditions of the employee share ownership plan are detailed in the appendix to this press release.

" As a pioneer in the implementation of profit-sharing, Groupe SEB wishes to continue to involve its collaborators to its performance and development, with a long-term perspective. This new employee share ownership plan will enable them to strengthen their place in the capital alongside the historical shareholders," said Thierry de La Tour d'Artaise, Chairman and Chief Executive Officer of Groupe SEB.

TERMS AND CONDITIONS

ISSUING COMPANY

2

SEB S.A. (hereinafter the "Company")
 Head office: 112 Chemin du Moulin Carron, Campus SEB, 69130 Ecully
 Share capital: 50,169,049 euros divided into 50,169,049 shares as at May 22, 2019
 RCS Lyon 300 349 636
 Euronext Paris (France)
 Ordinary share ISIN code: FR 000012171709

FRAMEWORK OF THE PLAN - SECURITIES OFFERED

The Company's shareholders, meeting on May 22, 2019 in a combined general meeting, delegated to the Board of Directors the authority to decide to increase the Company's share capital on one or more occasions, up to a maximum nominal amount of 501,690 euros, by issuing a maximum of 501,690 new shares with a par value of one euro each, or other securities giving access to the Company's share capital, reserved for employees of the Company and French and foreign companies affiliated to it under the conditions of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code, members of a Group company savings plan in accordance with the 23rd resolution.

In accordance with this delegation, on May 22, 2019, the Board of Directors decided in principle to issue ordinary shares to employees participating in a Group company savings plan at a subscription price determined in accordance with the provisions of Articles L. 3332-18 et seq. of the French Labour Code, subject to a discount, determined the main characteristics and delegated to the Chairman and Chief Executive Officer of the Company the powers necessary for the implementation of the Plan.

The Board of Directors or the Chairman and Chief Executive Officer, upon delegation by the Board, will adopt the final terms and conditions of the transaction on June 4, 2019; in particular, it will set the subscription price of the new shares on that date, which will be equal to the Reference Price less a 20% discount.

In accordance with the provisions of Article L. 3332-19 of the French Labor Code, the Reference Price will be equal to the average of the SEB share prices on the Euronext Paris market during the twenty (20) trading days preceding the date of the decision setting the subscription price.

The maximum number of SEB SA shares that may be issued under this offer is 501,690 with a par value of 1€ each (corresponding to a maximum capital increase of €501,690).

SUBSCRIPTION CONDITIONS

- **Beneficiaries of the share offer reserved for employees:** the beneficiaries of the offer are (i) employees, and corporate officers under the conditions provided for in Article L. 3332-2 of the French Labour Code, companies in the scope of consolidation that have joined the French or international group savings plan, as the case may be, regardless of the nature of their employment contract (fixed-term or permanent, full-time or part-time) and justifying three months' seniority at the end of the subscription period and (ii) early retirees and retirees of the Group's French companies that have retained assets within the French group savings plan since they left the Group.
- **Companies within the scope of the offer:**
 - The Company, and
 - Groupe SEB companies, whose registered office is located in France or abroad, that have joined Groupe SEB's French or international group savings plan.
- **Subscription terms:** the shares will be subscribed either directly or through a company mutual fund, depending on the regulations and/or taxation applicable in the various countries of residence of the beneficiaries of the capital increase.
- **Subscription formula:** employees will be able to subscribe for SEB shares as part of a single "classic" subscription formula; employees will be able to receive an employer contribution in accordance with the terms and conditions described in the documentation relating to the transaction that will be provided to them. The contribution will consist of additional SEB shares taken from the Company's treasury shares.
- **Subscription cap:** the annual payments of the beneficiaries of the offer into the French or international group savings plan may not exceed, pursuant to Article L. 3332-10 of the French Labour Code, one quarter of their gross annual remuneration for 2018, subject to other constraints resulting from local regulations.
- **Holding period of SEB shares or corresponding FCPE units:** the subscribers to the offer must keep the subscribed shares or the corresponding FCPE units for a period of five (5) years from the date of completion of the capital increase, unless an early exit event occurs.
- **Exercise of voting rights attached to shares:** when the shares are subscribed for and then held through a FCPE, the voting rights attached to these shares will be exercised by the Supervisory Board of the FCPE concerned; when the shares are subscribed for directly by the employees, the voting rights will be exercised individually by the employees concerned.

INDICATIVE TIMETABLE FOR THE PLAN

- Setting of the subscription price: June 4, 2019
- Subscription period: from June 7 (inclusive) to June 21, 2019 (inclusive)
- Settlement/Payment and delivery of the offer scheduled for July 23, 2019

QUOTATION

The admission of the new SEB shares to trading on Euronext Paris (ISIN Code: FR 0000121709) on the same line as the existing shares will be requested as soon as possible after the completion of the capital increase scheduled for July 23, 2019.

LEGAL NOTICE

This press release does not constitute an offer to sell or a solicitation to subscribe for SEB shares. The offer of SEB shares reserved for employees will be made only in countries where such an offer has been registered or notified to the competent local authorities and/or following the approval of a prospectus by the competent local authorities, or in consideration of an exemption from the obligation to prepare a prospectus or to register or notify the offer.

More generally, the offer will only be made in countries where all required registration procedures and/or notifications have been completed and the necessary authorizations have been obtained.

The Shares have not been and will not be registered under the US Securities Act of 1933.

CONTACT

For any question relating to this offer, beneficiaries may contact their Human Resource Manager and/or any other person as specified in the documents provided to beneficiaries.

This press release is the information document required by Article 212-4 5° of the AMF General Regulation and Article 14 of AMF Instruction 2016-04 of January 15, 2018.

Change of date

Please note that, following a change in the agenda of the Board of Directors, the publication date of the 9-month sales and financial information has been modified. Initially scheduled on 24 October, it has been postponed to 29 October 2019.

Below is our updated financial communication calendar.

Next key dates

July 24 before market opening	Sales and Results H1 2019
October 29 after market closing	Sales and financial information 9 months 2019

Investors / Analysts

Groupe SEB
Financial Communication & IR
Department

Isabelle Posth & Raphaël Hoffstetter
Campus SEB – 112 chemin du Moulin Carron
69130 Ecully

comfin@groupeseb.com

Tél. +33 (0) 4 72 18 16 04

Press

Groupe SEB
Corporate Communication Department

Cathy Pianon & Anissa Djaadi

com@groupeseb.com

Tél. + 33 (0) 6 33 13 02 00
+33 (0) 6 88 20 90 88

Image Sept
Caroline Simon
Claire Doligez
Isabelle Dunoyer de Segonzac

caroline.simon@image7.fr

cdoligez@image7.fr

isegonzac@image7.fr

Tél. : +33 (0) 1 53 70 74 70

Find us on... www.groupeseb.com



World reference in small domestic equipment, Groupe SEB operates with a unique portfolio of 30 top brands including Tefal, Seb, Rowenta, Moulinex, Krups, Lagostina, All-Clad, WMF, Emsa, Supor, marketed through multi-format retailing. Selling more than 350 million products a year, it deploys a long-term strategy focused on innovation, international development, competitiveness and service to clients. With products being present in over 150 countries, Groupe SEB generated sales of approximately €6,8 billion in 2018 and had more than 33,000 employees worldwide.

SEB SA ■

SEB SA - N° RCS 300 349 636 RCS LYON – with a share capital of €50,169,049 – Intracommunity VAT: FR 12300349636