

NOTICE
OF MEETING

COMBINED SHAREHOLDERS'
MEETING

18 JULY 2024,
9:30 AM

2024



RÉMY COINTREAU

COMBINED SHAREHOLDERS' MEETING

2024

18 July, 2024, 9:30 AM

Au Club de la Maison Rémy Martin

13 rue Joseph Pataa

16100 Cognac

CONTENTS

1	AGENDA	3
2	PROCEDURES FOR PARTICIPATING IN THE MEETING	5
1.	Attendance at the meeting	5
2.	Requests for inclusion of draft resolutions or items for the agenda	8
3.	Written questions	8
4.	Documents accessible to shareholders	8
3	SUMMARY OF THE ACTIVITY FOR 2023/2024	9
4	FINANCIAL RESULTS OF THE PAST FIVE YEARS	13
5	GOVERNANCE	14
6	COMPENSATION AND BENEFITS	35
7	EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS	59

JOINT INTERVIEW

Marie-Amélie de Leusse – Chairwoman

Éric Vallat – Chief Executive Officer



What will you remember about 2023?

Marie-Amélie de Leusse: It was an eventful year, and sometimes a turbulent one. This wasn't a first in Rémy Cointreau's long history, and we are well equipped for uncertain times like these. Our corporate culture, our strategic vision and the passion of our teams, which I would like to acknowledge here, are our greatest assets to continue and strengthen our growth.

Éric Vallat: After three years of very sustained growth, we encountered some unexpected difficulties in our various markets. In China, we were expecting a post-Covid recovery, which didn't materialise. In the United States, we were impacted by a sharp normalization of consumption, inflation and the boom in Ready-to-Drink beverages. The rise in interest rates, and hence the cost of money, has also led our distributors to continue to reduce inventory. Only Europe

has shown some resilience. In this particularly complex environment, we reacted very quickly, adapting our cost structure and asking our teams around the world to make major efforts. I would like to thank them for their responsiveness and sense of initiative.

Haven't these difficulties affected the Group's strategy?

Éric Vallat: We are convinced that our value strategy remains the right one, even if inflation dented our customers' purchasing power in 2023. It is consistent with the underlying trend to drink less but better, and with our well-balanced portfolio of top-of-the-range and exceptional brands. We thus continued to invest in our brands in 2023, which have become much more visible and well-known in recent years. As we know, today's desirability determines tomorrow's sales.

“Our employees are very proud to perpetuate a magnificent heritage. I have every confidence in their capacity for innovation and constant renewal, to carry our values of excellence ever further.”

— Marie-Amélie de Leusse —

An exceptional brand is based on three essential pillars: quality (the rational); desirability (the emotional); and finally, the customer experience. This is a real challenge in a business with lots of middlemen, where we don't sell directly to the end customer.

“Our corporate culture, our strategic vision and the enthusiasm of our teams are our greatest assets.”

On the other hand, e-commerce offers us a new opportunity to engage in direct dialogue with our customers. In China, it now accounts for 25% of our turnover. In addition, with LOUIS XIII, we have developed unique Retail expertise.

How do you reconcile agility with long-term thinking?

Marie-Amélie de Leusse: By drawing on the strength of our roots! This year we're celebrating the tercentenary of the House of Rémy Martin, a long-prepared event. This is a very important moment for us, embodied in the reopening of the historic House in Cognac and the creation of a new visitors' tour. Throughout 2024, this celebration will be an essential time for sharing, with our teams, our customers and our partner winegrowers.

Has progress been made with the Group's CSR roadmap this year?

Éric Vallat: Environmental concerns are at the heart of our DNA. Taking care of our land, as we have done for 300 years, means ensuring that it is passed on to future generations in good health. We have thus continued with the roll-out of our transformation plan, Sustainable exception, and our efforts have been recognised. Rémy Cointreau was rated "A"

“In this particularly complex environment, we reacted very quickly, adapting our cost structure and asking our teams around the world to make major efforts. I would like to thank them for their responsiveness and sense of initiative.”

— Éric Vallat —

in the Climate and Water categories and “Leader” in the Suppliers category at the 2024 CDP Europe Awards. Westland received B Corp certification this year and it was renewed for PHD Malts. Telmont happily places environmental protection at the heart of everything it does. The expertise of Domaine des Hautes Glaces, a pioneer in sustainability and eco-design, had enabled us to take a fresh look at our practices. Lastly, we are continuing with the conversion of our estates to agroecology. At Rémy Martin, we are also on track with our road map, with almost half of our partner winegrowers certified.

What are your priorities now?

Marie-Amélie de Leusse: I would like to pay particular attention, with the senior management team, to keep our teams motivated around our strategic plan, which takes us into the future. Our employees are very proud to perpetuate a magnificent heritage. I have every confidence in their capacity for innovation and constant renewal, to carry our values of excellence ever further.

Éric Vallat: We've been through a challenging year that has forced us to make some difficult decisions. But these decisions will enable us to maintain our value strategy in a macroeconomic environment that remains unfavourable. We will continue to innovate and implement targeted actions aimed at customers, whose buying patterns we know increasingly well. And when the economic recovery comes, we'll be ready and well positioned. Recent events have also confirmed our belief that we need to win over new regions to prepare for the future: Southern Europe, India, Africa and South America. This geographical expansion will take time, but will contribute to a more balanced and sustainable growth.

1

AGENDA

ORDINARY BUSINESS

- Approval of the company financial statements for the 2023/2024 financial year ;
- Approval of the consolidated financial statements for the 2023/2024 financial year ;
- Appropriation of income and setting of the dividend ;
- Option to pay the dividend in shares ;
- Agreements covered by Article L. 225-38 et seq. of the French Commercial Code ;
- Renewal of Bruno Pavlovsky's term of office as a Board member ;
- Renewal of Marc Verspyck's term of office as a Board member ;
- Renewal of Caroline Bois Hériard Dubreuil's term of office as a Board member ;
- Renewal of Elie Hériard Dubreuil's term of office as a Board member ;
- Appointment of Pierre Bidart as a Board member ;
- Approval of the information regarding the compensation of corporate officers paid during or awarded in respect of the 2023/2024 financial year referred to in Article L. 22-10-9, I of the French Commercial Code ;
- Approval of the components of the total compensation and benefits of any kind paid during, or awarded in respect of, the financial year ended 31 March 2024, to Marie-Amélie de Leusse, Chairwoman of the Board of Directors, in accordance with Article L. 22-10-34 of the French Commercial Code ;
- Approval of the components of total compensation and benefits of any kind paid during or awarded to Éric Vallat, Chief Executive Officer, in respect of the financial year ended 31 March 2024, pursuant to Article L. 22-10-34 of the French Commercial Code ;
- Approval of the compensation policy for the Chairman of the Board of Directors the 2024/2025 financial year ;
- Approval of the compensation policy for the Chief Executive Officer for the 2024/2025 financial year ;
- Approval of the compensation policy for Board members for the 2024/2025 financial year ;
- Reappointment of Price Waterhouse Coopers Audit as Statutory Auditors ;
- Appointment of ACA NEXIA as Statutory Auditors responsible for certifying the sustainability information ;
- Authorisation for the Board of Directors to trade in the Company's shares.

EXTRAORDINARY BUSINESS

- Authorisation enabling the Board of Directors to reduce the share capital via the cancellation of treasury shares held by the Company ;
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or marketable securities giving immediate or future access to equity securities to be issued, with the maintenance of the shareholders' preferential subscription right ;
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or marketable securities giving immediate or future rights to equity securities, with cancellation of shareholders' preferential subscription rights through a public offer other than that referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code ;
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or marketable securities giving immediate or future access to equity securities to be issued, with cancellation of shareholders' preferential subscription rights through private placements referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code ;
- Authorisation for the Board of Directors to increase the number of securities to be issued in the event of excess demand, up to a limit of 15% of the initial issue, with maintenance or cancellation of shareholders' preferential subscription rights ;
- Delegation of authority to the Board of Directors to set the issue price of the securities to be issued, with cancellation of shareholders' preferential subscription rights, by public offering or by private placement, up to the limit of 10% of the share capital per year ;
- Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or marketable securities giving immediate or future access to the equity securities to be issued, with cancellation of shareholders' preferential subscription rights in the event of a public exchange offer initiated by the Company ;
- Delegation of authority to the Board of Directors to issue ordinary shares and marketable securities giving access to the capital in consideration for contributions in kind granted to the Company, up to the limit of 10% of the share capital ;
- Delegation of authority to the Board of Directors to increase the capital by incorporation of reserves, profits or premiums ;
- Delegation of authority to the Board of Directors to carry out a capital increase reserved for employees of the Company or companies related to it, with cancellation of preferential subscription rights ;
- Authorisation to the Board of Directors to allocate new or existing bonus shares in the Company for the benefit of the Company's employees or corporate officers and those of related companies, which automatically entails a waiver of shareholders' preferential subscription rights ;
- Powers to carry out formalities.

2

PROCEDURES FOR PARTICIPATING IN THE MEETING

ATTENDANCE AT THE MEETING

1. GENERAL RULES

Any shareholder, regardless of the number of shares they hold, may attend this shareholders' meeting by producing evidence of their identity and the ownership of their shares.

2. PRELIMINARY FORMALITIES TO ATTEND THE SHAREHOLDERS' MEETING

Pursuant to Article R. 22-10-28 of the French Commercial Code, shareholders must produce evidence of ownership of their shares, at the Record Date, by **Tuesday 16 July 2024 at 00.00 Paris time** (hereinafter **D-2**), or in the registered share register held for the Company by its authorised agent, Société Générale, or in the bearer share register held by an authorised intermediary (in application of paragraph 7 of Article L. 228-1 of the French Commercial Code).

For registered shareholders, this registration by D-2 in the registered share register is enough to allow them to attend the meeting.

For bearer shareholders, this registration of shares must be recorded in a certificate of attendance issued by the intermediary, who will thereby produce evidence of the share owner's status as a shareholder. The certificate of attendance is prepared in the shareholder's name or on behalf of the non-resident shareholder

represented by the registered intermediary. The account keeper must attach the attendance certificate to the postal or proxy voting form and send it to the centraliser, i.e.: Société Générale Securities Services – Service Assemblées – CS 30812 – 44308 Nantes Cedex 3 no later than **Monday 15 July 2024** at 11:59pm.

At any time, the shareholder may assign some or all of their shares; however, if the outcome of the sale (Transfer of ownership) occurs:

- **before D-2 at 00.00 Paris time**, the vote cast by mail or the proxy form, accompanied by a certificate of attendance, will be invalidated or amended accordingly, as applicable;
- **after D-2 at 00.00 Paris time**, regardless of the method used, it will be neither reported by the authorised intermediary nor taken into account by the Company.

3. WAYS TO PARTICIPATE IN THE MEETING

The shareholder has the right to participate in the Shareholders' Meeting:

- either by attending in person;
- or voting by post;
- or by being represented by any natural person or legal entity of their choice;
- or by being represented by the Chairman of the Shareholders' Meeting.

The Company gives its shareholders the option of carrying out the formalities for voting by mail or assigning power to the Chairman or a Third Party online via the secure platform known as "VOTACCESS®", hereinafter referred to as VOTACCESS.

The VOTACCESS platform will be open from **Friday 28 June 2024** at 9.00am to **Wednesday 17 July 2024** at 3.00pm (Paris time).

To keep the VOTACCESS platform from becoming congested, shareholders are urged to enter their instructions as soon as possible and not to wait until the day before the Shareholders' Meeting.

Only holders of bearer shares whose account-keeping institutions have enrolled in the VOTACCESS system and who offer them this service for this meeting will have access to it.

The account keepers of the shareholder's bearer shares who are not enrolled in VOTACCESS or who require terms of use for site access will tell the shareholder how to proceed.

3.1 Shareholders wishing to attend the Shareholders' Meeting in person

Shareholders wishing to attend the Shareholders' Meeting in person must bring an admission card. As this document is strictly personal, it cannot be transferred to another person.

Holders of registered shares registered for at least one month on the date of the meeting notice will receive the meeting notice accompanied by a single form by post.

They may obtain their admission card either by returning the duly completed and signed voting form using the prepaid reply envelope attached to the notice of meeting received by post, or by logging onto the website <https://sharinbox.societegenerale.com> with their usual access codes (set out on the single voting form) or their login email (if they have already activated their Sharinbox by SG Markets account). The password for connecting to the site was sent to shareholders by mail when they first contacted Société Générale Securities Services. It can be resent by clicking "Forgot your password?" on the site's home page.

The admission card will then be sent to the shareholder by post if they are unable to print it.

Holders of bearer shares must either connect using their usual access codes to the Internet portal of their securities account keeper to access the VOTACCESS site and then follow the procedure indicated on the screen to print their admission card, or send a request for the single form to their securities account keeper. In the latter case, if they have not received their admission card by **Tuesday 16 July 2024** (D-2 working days), they must ask their securities account keeper to issue a shareholding certificate providing proof of their status as a shareholder on D-2 to be admitted to the meeting.

All requests received no later than **Monday 15 July 2024** at 11.59pm (D-3 working days) will be granted. Nevertheless, shareholders wishing to attend the meeting should make their request as soon as possible in order to receive the card in good time.

Holders of bearer and registered shares must be able to prove their identity to attend the Shareholders' Meeting.

Shareholders must present themselves before the time set for the start of the Shareholders' Meeting, after which access to the meeting room, with the possibility of voting, cannot be guaranteed.

3.2 To vote BY MAIL or assign proxy to the Chairman of the meeting, by mail (using the SINGLE Form)

Shareholders wishing to vote by mail or assign written proxy to the Chairman of the meeting using the Single Form may do so by mail, as follows:

- **holders of registered shares** (pure or administered) should return the Single Form, which they will receive with the meeting notice and related documents, to the centraliser using the prepaid T envelope attached to the meeting notice;
- **holders of bearer shares** may ask their account-keeping institution for a Single Form. Once filled out by the shareholder, this form should be returned to their account-keeping institution, which will attach a certificate of attendance to it and mail it to the centraliser: Société Générale Securities Services – Service Assemblées – CS 30812 – 44308 Nantes Cedex 3.

In order to be counted, forms must be received by Société Générale Securities Services – Service Assemblées – CS 30812 – 44308 Nantes Cedex 3, no later than **three calendar days** before the

Shareholders' Meeting, i.e. **Monday 15 July 2024** by 11.59pm (Paris time).

This Single Form will be sent to every shareholder who requests one in writing, from Société Générale Securities Services (Service Assemblées, CS 30812, 44308 Nantes Cedex 3, France) or from the financial intermediary keeping the securities account of the shareholder of bearer shares.

Requests for the Single Form should be made in writing and be received by Société Générale **no later than six calendar days before the date of the meeting, i.e. Friday 12 July 2024.**

The Single Form will also be available on the Rémy Cointreau website at www.remy-cointreau.com, no later than twenty-one days before the meeting, i.e. on **Thursday 27 June 2024.**

However, the Single Form should on no account be sent directly to Rémy Cointreau.

3.3 To vote BY MAIL or assign proxy to the chairman of the meeting, online (via VOTACCESS)

Shareholders also have the option of sending their voting instructions online before the Shareholders' Meeting, using the via "VOTACCESS" secure system, under the following conditions:

- **holders of registered shares** (pure or administered) wishing to vote online can access the VOTACCESS site via <https://sharinbox.societegenerale.com>
- Holders of pure registered shares should log in with their usual access codes (shown on the single voting form) or their login email (if they have already activated their Sharinbox by SG Markets account). The password for connecting to the site was sent to shareholders by mail when they first contacted Société Générale Securities Services. It can be resent by clicking "Forgot your password?" on the site's home page.
- Holders of administered registered shares held by an intermediary should log in to Sharinbox using the ID number shown in the upper right-hand corner of their paper voting form.
- An access code letter will be sent to all administered shareholders that are new or that have never logged in, before the opening of the vote, so that they are able to connect to Sharinbox and vote.
- After logging in, holders of registered shares (pure or administered) should follow the instructions on the screen to access the VOTACCESS website and vote;

- **holders of bearer shares** should check with the financial intermediary managing their securities account to find out whether they are enrolled in the VOTACCESS system and, as applicable, whether such access is subject to special terms of use. As stated previously, only holders of bearer shares whose financial intermediary has enrolled in the VOTACCESS system may access it. If this is the case, then the shareholders should identify themselves on their financial intermediary's online portal with their usual access codes. Next they should click on the icon that appears on the line matching their Rémy Cointreau shares and follow the instructions on the screen to access the VOTACCESS site and vote.
- If the shareholder's account-keeping institution has not enrolled in the VOTACCESS system, the shareholder should refer to the instructions in paragraph 3.1 above.

If the shareholder has voted or assigned power to the Chairman of the meeting online, they should not return their Single Form.

You are reminded that the VOTACCESS secure platform will be open from **Friday 28 June 2024 at 9.00am to Wednesday 17 July 2024 at 3.00pm (Paris time)**.

However, to keep this platform from becoming congested, we urge you to enter your instructions as soon as possible, and not to wait until the day before the Shareholders' Meeting.

3.4 Notification of the assignment or repeal of a proxy given to a third party, by post or online (via VOTACCESS)

You are reminded that for any proxy given by a shareholder without indicating a Proxyholder, the Chairman of the Shareholders' Meeting will vote in favour of adopting the draft resolutions presented or approved by the Board of Directors and vote against the adoption of all other draft resolutions.

Pursuant to Article R. 225-79 of the French Commercial Code, notice of the assignment or repeal of a proxy given to a Third Party may first be given by mail:

- **holders of registered shares** (pure or administered) should return the Single Form, which they will receive with the meeting notice, to the centraliser using the prepaid T envelope attached to the meeting notice;
- **holders of bearer shares** may ask their account-keeping institution for a Single Form. Once filled out by the shareholder, this form should be returned to their account-keeping institution, which will attach a certificate of attendance to it and mail it to the centraliser: Société Générale Securities Services – Service Assemblées.

In order to be counted, forms must be received by Société Générale – Service des Assemblées no later than **three calendar days** before the Shareholders' Meeting, i.e. **Monday 15 July 2024 by 11.59pm (Paris time)**.

Notice of the assignment or repeal of a proxy given to a Third Party may also be given more quickly **online** by the following procedures:

- **holders of registered shares** (pure or administered): must make their request via the site <https://sharinbox.societegenerale.com> by logging in as specified above for the vote or giving proxy to the Chairman. After logging in, the shareholder should follow the instructions on the screen to access the "VOTACCESS" website to appoint or revoke a Proxyholder;
- **holders of bearer shares**: must make their request via the Internet portal of their securities account keeper to access the VOTACCESS site, no later than **Wednesday 17 July 2024 (D-1) at 3.00pm**.

Written and signed proxies must indicate the surname, first name and address of the shareholder as well as those of their proxyholder. The proxy is revoked under the same formal conditions as those used for its assignment.

Assignments or repeals of proxies expressed by the VOTACCESS system must reach Société Générale no later than Wednesday 17 July 2024 at 3.00pm (Paris time).

Any shareholder who has already cast a vote remotely, sent a proxy or requested an admission card or a shareholding certificate (under the conditions defined in paragraph II of Article R. 225-85), may no longer choose another method of participation in the meeting. Shareholders who have voted remotely (online or using the paper voting form) will no longer be able to vote directly at the meeting or to be represented by a proxy, but will be able to attend.

REQUESTS FOR INCLUSION OF DRAFT RESOLUTIONS OR ITEMS FOR THE AGENDA

One or more shareholders representing at least the fraction of share capital specified by applicable laws and regulations may request the inclusion of items for the agenda or draft resolutions under the conditions laid down in Articles L. 225-105 and R. 225-71 to R. 225-73 of the French Commercial Code.

Requests for inclusion of items or draft resolutions on the agenda by shareholders satisfying the legal conditions must be received, under the terms set forth by Articles R. 225-73 and R. 22-10-22 of the French Commercial Code, at the Company's registered office (or preferably the Administrative department: 21 rue Balzac, 75008 Paris) by registered letter with acknowledgement of receipt or electronically (preferred method) by logging on to the Company's website: www.remy-cointreau.com, in the "Contact / Financial Information" section, no later than the twenty-fifth calendar day before the date set for the General Meeting, i.e. **Sunday 23 June 2024**.

They must be accompanied by a share registration certificate proving that the authors of the request hold or represent the fraction of the share capital required by the aforementioned Article R. 225-71. Furthermore, the request for inclusion of draft resolutions should be accompanied by the text of the draft resolutions, and the request for inclusion of items on the agenda should be substantiated.

The meeting's review of the items and draft resolutions filed by the shareholders under the legal and regulatory conditions is subject to transmission by the authors of the request for a new certificate showing share registration under the same conditions at D-2 (i.e. **Tuesday 16 July 2024** at 0.00am Paris time).

These items or new draft resolutions will be included on the meeting agenda and brought to the shareholders' attention under the conditions set forth by current regulations (specifically on the Company website: www.remy-cointreau.com).

WRITTEN QUESTIONS

Pursuant to Article R. 225-84 of the French Commercial Code, shareholders wishing to ask written questions should, as from this publication and no later than four business days before the meeting date, i.e. **Thursday 11 July 2024 at 11.59pm (Paris time)**, send their questions to the registered office by registered letter with acknowledgement of receipt to the Chairman of the Board of Directors, or, preferably, by email to the following address: AG2024@remy-cointreau.com

To be taken into account, these questions must be accompanied by an account registration certificate.

The Board of Directors will answer these written questions either during the meeting or via the Company's website. A single answer may be provided for several questions with the same content.

After the meeting, all answers will be posted on the Company's website: www.remy-cointreau.com

DOCUMENTS ACCESSIBLE TO SHAREHOLDERS

Documents that should be made accessible to shareholders for the meeting will be available at the Company's administrative department (21, rue Balzac, 75008 Paris, France), as from the publication of the meeting notice, and will be only viewable on the premises by appointment. They will also be made available to shareholders on the Company's website: www.remy-cointreau.com

The documents and information referred to in Article R. 22-10-23 of the French Commercial Code, which are to be presented at the General Meeting, will be made available from the twenty-first day prior to the General Meeting, i.e. **Thursday 27 June 2024** on the Company's website: www.remy-cointreau.com.

The Board of Directors.

3

SUMMARY OF THE ACTIVITY FOR 2023/2024

CONSOLIDATED FULL YEAR RESULTS 2023/2024 (APRIL 2023 – MARCH 2024)

SHARP DROP IN CURRENT OPERATING PROFIT, ON THE BACK OF SALES EVOLUTION

SOLID EXECUTION OF COST-CUTTING PLAN: €145M ACHIEVED VS €100M TARGET

RÉMY COINTREAU REMAINS AHEAD OF ITS 2029/2030 STRATEGIC PLAN

Rémy Cointreau's **consolidated sales** came to €1,194.1 million in 2023/2024, -19.2% on an organic⁽¹⁾ basis (+16.2% from 2019/2020). Sales as reported were down -22.9%, including -3.7% in currency effect due primarily to trends in the Chinese renminbi and the US dollar. **Current Operating Profit** was €304.4 million, down -27.8% on an organic basis (+34.9% from 2019/2020). Above and beyond a record level of comparison, this figure reflects the significant fall in sales, which was partly offset by meaningful cost-cutting that generated €145 million in savings, of which 45% will be structural. **Current Operating Margin** declined by -3.0 points on an organic basis to total 25.5% (+3.4 points compared to 2019/2020).

This evolution reflects a -1.3 pt decline in **gross margin** on an organic basis to 71.2%, hit by the high basis of comparison (+4.0 points from 2019/2020), rising production costs, and a negative brand-mix effect. In 2023/2024, the Group recorded a stabilization of the **marketing and communication spend ratio** (spending up by 3.5 pts from 2019/2020), while controlling the increase of the **overhead costs ratio** (-1.9 pts on an organic basis). This reflects a 12.0% organic reduction in the cost base (down by 2.9 points from 2019/2020). Lastly, the Group benefitted from a favorable **currency effect** of +0.7 pt. Net profit Group share came to €184.8 million, down -37.1% as reported (+52.7% on an organic basis compared to 2019/2020), for a net margin of 15.5%, down -3.5 pts as reported.

(1) All references to "on an organic basis" in this document refer to sales growth at constant currency and consolidation scope

KEY FIGURES

Key figures – in €m (unless otherwise stated)	2023/2024	2022/2023	Reported change	Organic change	
				vs. 2022/2023	vs. 2019/2020
Sales	1 194.1	1 548.5	-22.9%	-19.2%	+16.2%
Gross margin (%)	71.2%	71.3%	-0.1 pts	-1.3 pts	+4.0 pts
Current Operating Profit	304.4	429.6	-29.1%	-27.8%	+34.9%
Current operating margin (%)	25.5%	27.7%	-2.3 pts	-3.0 pts	+3.4 pts
Net profit - Group share	184.8	293.8	-37.1%	-35.9%	+52.7%
Net margin (%)	15.5%	19.0%	-3.5 pts	-3.9 pts	+3.6 pts
Net profit – Group share excl. non-recurring items	194.8	296.6	-34.3%	-33.0%	+47.1%
Net margin excl. non-recurring items (%)	16.3%	19.2%	-2.8 pts	-3.3 pts	+3.3 pts
EPS Group share (€)	3.64	5.79	-37.1%	-35.9%	+50.0%
EPS Group share excl. non-recurring items (€)	3.84	5.85	-34.3%	-33.0%	+44.4%
Net debt /EBITDA ratio	1.68x	0.84x	+0.84x	+0.84x	-0.18x

(1) ENR : éléments non récurrents

CURRENT OPERATING PROFIT BY DIVISION

In €m (unless otherwise stated)	2023/2024	2022/2023	Reported change	Organic change	
				vs. 2022/2023	vs. 2019/2020
Cognac	265.7	405.2	-34.4%	-33.0%	+26.2%
As % of sales	34.1%	36.8%	-2.7 pts	-3.9 pts	+5.3 pts
Liqueurs & Spirits	56.7	48.1	+18.0%	+18.0%	+55.4%
As % of sales	14.6%	11.5%	+3.2 pts	+2.7 pts	+0.7 pts
SUBTOTAL : GROUP BRANDS	322.4	453.3	-28.9%	-27.6%	+30.4%
As % of sales	27.6%	29.8%	-2.2 pts	-3.0 pts	+2.8 pts
Partner brands	(0.3)	0.1	-	-	-
Holding company costs	(17.7)	(23.7)	-25.5%	-25.3%	-12.3%
TOTAL	304.4	429.6	-29.1%	-27.8%	+34.9%
As % of sales	25.5%	27.7%	-2.3 pts	-3.0 pts	+3.4 pts

Cognac

Sales at the **Cognac** division declined -25.1% on an organic basis (+5.8% compared with 2019/2020), including a -29.7% fall in volumes and a Price-Mix gain of +4.6%. This trend reflects both a significant decline in sales in the Americas—where the Group continued destocking while holding prices steady, despite a sluggish environment and fierce promotional pressure—and resilient sales in the APAC⁽¹⁾ and EMEA⁽²⁾ regions.

Current Operating Profit was down -33.0% on an organic basis to total €265.7 million, representing a -3.9 pt decline in Current Operating Margin to 34.1% (+5.3 pts from 2019/2020). This trend reflects the strong fall-off in sales and includes an erosion of -1.8 pts of the gross margin (from a record high basis of comparison) that followed a rise in production costs which was only partly offset by the April 2023 hike in sales prices. At the same time, heavy investments in marketing and communication continued (unchanged as a percentage of sales), with a more targeted approach on spending. Lastly, the Cognac division managed to mitigate the impact of the sales decline through major cutbacks in its overheads.

(1) Asia-Pacific

(2) Europe, Middle East and Africa

Liqueurs and Spirits

The **Liqueurs & Spirits** division reported **sales** down -4.6% on an organic basis (+47.4% from 2019/2020), including a -6.4% fall in volumes and a Price-Mix effect of +1.8%. Tougher market conditions in the Americas took a toll, while the whiskey category slowed in China. The EMEA region proved resilient.

Current Operating Profit rose +18.0% on an organic basis to total €56.7 million, for a steep +2.7 pt rise in margin on an organic basis to 14.6% (+0.7 pts from 2019/2020). This trend reflects both a strong rise in gross margin (+1.2 pts on an organic basis) in the wake of price

increases rolled out last April, and tight management of overheads. At the same time, the Group continued to invest heavily in marketing and communications to lay the groundwork for future growth.

Partner Brands

Sales of Partner Brands were down -6.1% on an organic basis (+2.3% from 2019/2020), undermined by adverse trends in the Benelux and the United Kingdom.

Current Operating Profit stood at -€0.3 million in 2023/2024, compared with €0.1 million in 2022/2023.

CONSOLIDATED RESULTS

Current Operating Profit (COP) came to €304.4 million, down -29.1% as reported (-27.8% on an organic basis). This includes a -27.6% organic fall in COP for Group Brands, and a -€6.0 million reduction in the holding company's expenses that illustrates cost-cutting in a tough economic environment.

This performance includes a **negative currency effect** (-€5.7 million) linked primarily to adverse trends in the Chinese renminbi and the US dollar. The average euro-renminbi conversion rate worsened from 7.14 in 2022/2023 to 7.79 in 2023/2024, while the average collection rate (linked to the Group's hedging policy) deteriorated from 7.38 in 2022/2023 to 7.59 in 2023/2024. The average euro-dollar conversion rate worsened from 1.04 in 2022/2023 to 1.08 in 2023/2024, and the average collection rate improved from 1.11 in 2022/2023 to 1.10 in 2023/2024.

Current Operating Margin stood at 25.5%, down -3.0 points on an organic basis, and down -2.3 points as reported.

Other operating income and expenses totaled -€12.8 million in 2023/2024 compared with -€3.1 million in 2022/2023, and consisted mainly of the cost of restructuring distribution networks in the United States and Europe.

Net financial expense stood at -€38.5 million in 2023/2024 (vs -€17.6 million in 2022/2023), amid higher interest rates and renewal of long-term credit lines.

Tax charges came to €69.4 million, setting the effective tax rate at 27.4% in 2023/2024 (27.1% excluding non-recurring items). This

compares with 28.4% in 2022/2023 (28.3% excluding non-recurring items) and reflects geographical mix.

Net Profit Group share stood at €184.8 million, down -37.1% as reported (+52.7% on an organic basis when compared with 2019/2020), setting net margin at 15.5%, down -3.5 points as reported.

EPS Group share totaled €3.64, down -37.1% as reported compared to 2022/2023. Excluding non-recurring items, EPS came to €3.84.

Net debt stood at €649.7 million, or €113.1 million more than at 31 March 2023, following the strong drop in EBITDA. Even so, Free Cash Flow improved sharply in the second half to total +€13.8 million full year (of which +€112.8 million in the second half). The **ratio of net debt/EBITDA** was 1.68 on 31 March 2024 compared with 0.84 one year earlier.

Return on Capital Employed (ROCE) came to 15.5% on 31 March 2024, down -8.9 points (-8.6 pts on an organic basis). This followed a fall in profitability of Group brands combined with ongoing strategic purchases of eaux-de-vie and investments that weighed on capital employed.

At the annual general meeting to be held on 18 July 2024, the Board of Directors will propose the payment of an **ordinary dividend of €2.0** per share. Payment will include an **option payable in cash or shares** for the totality of the dividend paid out. Subject to approval by shareholders, the Group's majority shareholder ORPAR has informed Rémy Cointreau that it will ask for the 2023/2024 dividend to be paid entirely in shares, demonstrating its confidence in the Group's future growth.

2024/2025 OBJECTIVES

Despite the sharp fall in its 2023/2024 results, Rémy Cointreau continues to exceed milestones set for its 10-year strategic plan. 2024/2025 will be a year of transition, with highlights including finalization of destocking in the Americas, and 2025/2026 will mark a resumption of the trajectory and targets set for 2029/2030:

- high single-digit annual growth in sales on average and on an organic basis
- a gradual organic improvement in Current Operating Profit margin

In a complex environment with limited visibility in its main markets, Rémy Cointreau anticipates a **gradual recovery in sales over the course of 2024/2025, with the first half affected by:**

- continued inventory adjustments in the Americas, given the still-negative trend in depletions⁽¹⁾
- a high basis of comparison in the **APAC** region (sales up +55% in H1 2023/2024 compared with H1 2019/2020)
- mixed consumption levels in the **EMEA** region.

Against this backdrop, Rémy Cointreau is determined to use tight cost controls and its value-driven strategy **to protect its profitability**, while continuing to make the investments needed for tomorrow's growth.

In 2024/2025, the Group will build on:

- the resilience of its **gross margin** thanks to a measured, selective rise in prices amid moderate inflation
- normalization of its **marketing & communication/sales ratio**, at a level much higher than in 2019/2020
- tight control of **overheads** to offset most of the rise in costs resulting from the reversal of temporary savings achieved in 2023/2024.

Lastly, Group forecasts of the **currency effects** call for:

- a negative impact on sales between **-€5 million and -€10 million**
- a favorable impact on Current Operating Profit of between **+€3 million and +€7 million**

2029/2030 OBJECTIVES CONFIRMED

Rémy Cointreau reiterates both its financial and extra-financial targets for 2029/2030, and its aim to become the global leader in exceptional spirits.

The Group targets a gross margin of 72% and a Current Operating Margin of 33% based on 2019/2020 consolidated scope and exchange rates.

As part of The Sustainable Exception plan, Rémy Cointreau aims to train and engage 100% of its direct partners in agriculture in regenerative agriculture practices, targeting a 50% reduction in carbon emissions per bottle by 2030. This is the first step towards achieving zero net carbon status in 2050—a trajectory compatible with holding global warming to +1.5°C as validated by the Science Based Target Initiative (SBTI). Lastly, the Group is aiming to reduce water withdrawals at its production sites by -20% per liter of alcohol produced by 2030.

(1) *Wholesalers' sales to retailers*

4

FINANCIAL RESULTS OF THE PAST FIVE YEARS

At 31 March (in € millions) (in units for the number of shares)	2024 ⁽¹⁾	2023	2022	2021	2020
1. Share capital at year-end					
Share capital	82.0	81.3	81.8	80.8	80.2
Number of shares in circulation	51,252,969	50,785,696	51,152,502	50,503,106	50,149,787
Maximum number of shares to be created through the conversion of bonds		-	-	-	-
2. Operations and results for the financial year					
Sales (excluding taxes)	18.5	25.1	22.7	20.2	22.7
Profit before tax, amortisation and provisions	175.5	153.4	168.1	129.8	110.5
Income tax	6.1	5.5	6.6	5.1	9.0
Profit after tax, amortisation and provisions	175.8	154.2	155.4	131.7	125.7
Dividends	102.5	152.4	145.8	93.4	50.1
3. Earnings per share (in €)					
Profit after tax, but before amortisation and provisions	3.54	3.12	3.42	2.67	2.38
Profit after tax, amortisation and provisions	3.43	3.04	3.04	2.61	2.51
Net dividend distributed per share	2.00	3.00	2.85	1.85	1.00
4. Employees					
Number of employees		-	-	-	-
Total payroll		-	-	-	-
Amount paid in employee benefits		-	-	-	-
Profit sharing (included in total payroll)		-	-	-	-

(1) Subject to approval of the Ordinary Shareholders' Meeting.

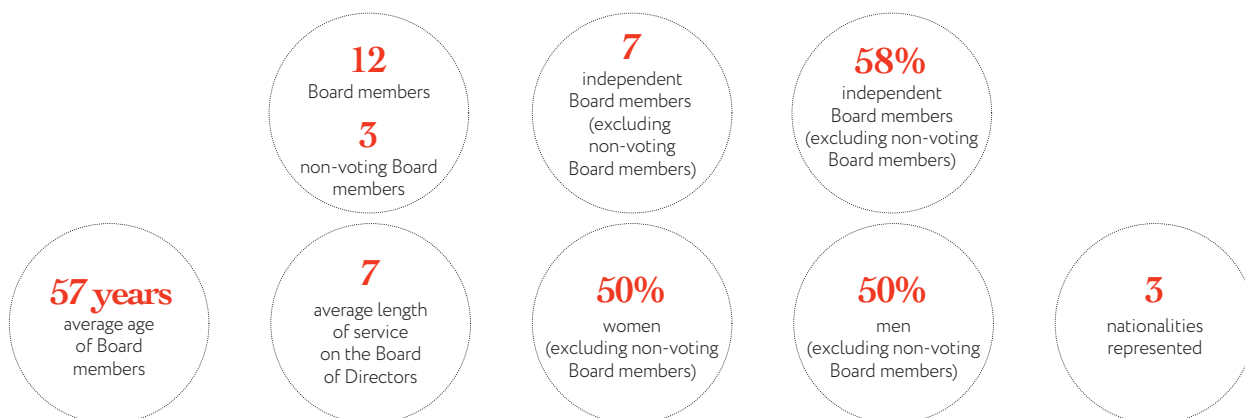
5

GOVERNANCE

COMPOSITION OF THE BOARD OF DIRECTORS

MEMBERS OF THE BOARD OF DIRECTORS
















COMPOSITION OF THE BOARD OF DIRECTORS



The Board of Directors' membership is organised to achieve a balance of experience, skills, independence and ethical behaviour, while respecting in overall terms the balanced representation of women and men on the Board of Directors and recognising the specific features of the shareholding of the Rémy Cointreau Group.

At 31 March 2024, the Board of Directors had 12 Board members and three non-voting Board members:

OVERVIEW OF THE BOARD OF DIRECTORS AT 31 MARCH 2024

	Gender	Age	Nationality	Number of shares	Independent Board member	First appointed	End of current term of office	Length of service on the Board	Member of a Board committee
Marie-Amélie de Leusse	F	46		12,670		24/07/2019	2025 SM	4 years and 8 months	
Elie Hériard Dubreuil	M	46		519		22/07/2021 20/11/2018	2024 SM	2 years and 8 months 2 years and 8 months Non-voting Board member	Chairman of the CSRC ⁽³⁾ NRC ⁽²⁾
Caroline Bois	F	47		4,592		24/11/2020 24/07/2019	2024 SM	3 years and 4 months 1 year and 2 months Non-voting Board member	AFC ⁽¹⁾ NRC ⁽²⁾
Hélène Dubrule	F	58		100	●	24/07/2019	2025 SM	4 years and 8 months	CSRC ⁽³⁾
Laure Hériard Dubreuil	F	47		105		26/07/2011	2026 SM	12 years and 8 months	
Olivier Jolivet	M	51		100	●	24/09/2013	2025 SM	10 years and 6 months	NRC ⁽²⁾ CSRC ⁽³⁾
Bruno Pavlovsky	M	61		100	●	29/07/2015	2024 SM	8 years and 8 months	Chairman of the NRC ⁽²⁾
Guylaine Saucier	F	77		100	●	24/07/2018	2024 SM	5 years and 8 months	Chairwoman of the AFC ⁽¹⁾
Marc Verspyck	M	58		100	●	22/07/2021	2024 SM	2 years and 8 months	AFC ⁽¹⁾
Alain Li	M	63		500	●	21/07/2022	2025 SM	1 year and 8 months	
Sonia Bonnet-Bernard	F	61		100	●	20/07/2023	2026 SM	8 months	AFC ⁽¹⁾
Orpar SA (represented by Marc Hériard Dubreuil)	M	72		21 326 671 110		07/09/2004	2025 SM	19 years and 7 months	
NON-VOTING BOARD MEMBERS									
Dominique Hériard Dubreuil	F	77		2,825		22/07/2021 07/09/2004	2024 Board	2 years and 8 months Non-voting Board member 16 years and 7 months	CSRC ⁽³⁾
François Hériard Dubreuil	M	75		126		24/11/2020 07/09/2004	2024 Board	3 years and 4 months Non-voting Board member 16 years and 3 months	
Jérôme Bosc	M	44		0		21/07/2022	2024 Board	1 year and 8 months	

(1) Audit-Finance Committee.

(2) Nomination and Remuneration Committee.

(3) Corporate Social Responsibility Committee.

OVERVIEW OF THE COMMITTEES AT 31 MARCH 2024

AUDIT-FINANCE COMMITTEE	NOMINATION AND REMUNERATION COMMITTEE	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE
<p>4 members 75% independent</p>	<p>4 members 50% independent</p>	<p>4 members 50% independent</p>
<p>Guylaine Saucier ♦★ Caroline Bois Sonia Bonnet-Bernard ♦ Marc Verspyck ♦</p>	<p>Bruno Pavlovsky ♦★ Caroline Bois Olivier Jolivet ♦ Elie Hériard Dubreuil</p>	<p>Elie Hériard Dubreuil ★ Olivier Jolivet ♦ Hélène Dubrule ♦ Dominique Hériard Dubreuil</p>

♦ Independent Board member ★ Chairman/Chairwoman

All committees have a high number of independent Board members: 75% for the Audit-Finance Committee, 50% for the Nomination and Remuneration Committee and 50% for the Corporate Social Responsibility Committee. The Chairman or Chairwoman of each of these committees is independent. Only the Corporate Social Responsibility Committee, whose organisation is not regulated, is chaired by a non-independent Board member within the meaning of the AFEP/MEDEF Code.

Of these 12 Board members:

- five are from the reference shareholder, including four from the Hériard Dubreuil family (Marie-Amélie de Leusse, Elie Hériard Dubreuil, Caroline Bois, Laure Hériard Dubreuil) and Orpar SA, represented by Marc Hériard Dubreuil;
- seven are independent Board members: Hélène Dubrule, Guylaine Saucier, Sonia Bonnet-Bernard, Olivier Jolivet, Bruno Pavlovsky, Marc Verspyck and Alain Li.

Three non-voting members, François Hériard Dubreuil, Dominique Hériard Dubreuil and Jérôme Bosc, represent the reference shareholder.

With regards to members elected by employees, the Company complies with the provisions of Article L. 225-27-1 of the French Commercial Code in this respect since it has no employees.

Procedure for the appointment of Board members

The Board of Directors is renewed on an annual rolling basis, so that renewal occurs as evenly as possible and the whole Board has been renewed at the end of a three-year period.

If one or more seats become vacant or if the Board wishes to expand or modify its membership, the Nomination and Remuneration Committee will determine the skills and experience required to fill the role based on its diversity policy and the skill requirements identified mainly during the annual assessment of the operation of the board and committees.

The committee selects candidates, with the help of a designated recruitment firm if appropriate, and, following individual interviews with each member of the committee, introduces the selected candidate(s) to the Board of Directors, and asks the Shareholders' Meeting to approve their appointment.

The same procedure applies to the selection of non-voting Board members who are directly appointed by the Board, but without the need for ratification by the Shareholders' Meeting.

Onboarding procedure for Board members

New Board members benefit from an onboarding programme in the period following their appointment. During this process, they meet the Chief Executive Officer, the Chief Financial Officer and the heads of the Group's divisions and business lines and are shown around the Group's sites.

Diversity policy of the Board of Directors

Policy criteria

Experienced and complementary Board members

Competence and experience in the financial arena, the luxury goods sector and the management of large international companies are the selection criteria for Board members. The Board members come from varied backgrounds and have complementary professional experience and skills. The presence of several members who are permanent residents in various other countries lends a welcome international and cultural dimension to the Board of Directors' work, either because they have performed a role outside of France during their career, or because they hold or have held one or more appointments in non-French companies.

The Board of Directors is careful to maintain a balance between Board members with historical knowledge of Rémy Cointreau and members who have joined the Board more recently. Diversification is achieved by ensuring that the proportion of independent Board members remains above the threshold of one-third recommended by the AFEP/MEDEF Code.

These principles guide the Board member selection process.

Balanced representation of women and men on the Board of Directors

At 31 March 2024, out of a total of 12 Board members, six women sat on the Board of Directors of Rémy Cointreau, a proportion of 50%. The Board of Directors is chaired by a woman and her deputy is also a woman. The Board of Directors' committees are set up on an equal basis. The Audit-Finance Committee is chaired by a woman.

Policy implementation

To implement this diversity policy, the Board of Directors refers to the yearly reviews of its work (for more details on the assessment of the Board of Directors, see section 3.2.5 of the 2023/2024 Universal Registration Document).

These gradual, phased reappointments are used to plan which skills to refresh or develop according to trends in the wine & spirits industry and the Company’s markets.

Implementation of the diversity policy during the 2023/2024 financial year:

- the Board of Directors appointed Sonia Bonnet-Bernard as a member of the Audit-Finance Committee, further increasing the number of women on the committee;
- with the reappointment of Laure Hériard Dubreuil, the Board of Directors is encouraging the presence of Board members who work abroad;
- the Board of Directors reappointed Dominique Hériard Dubreuil, a non-voting Board member, as a member of the Corporate Social

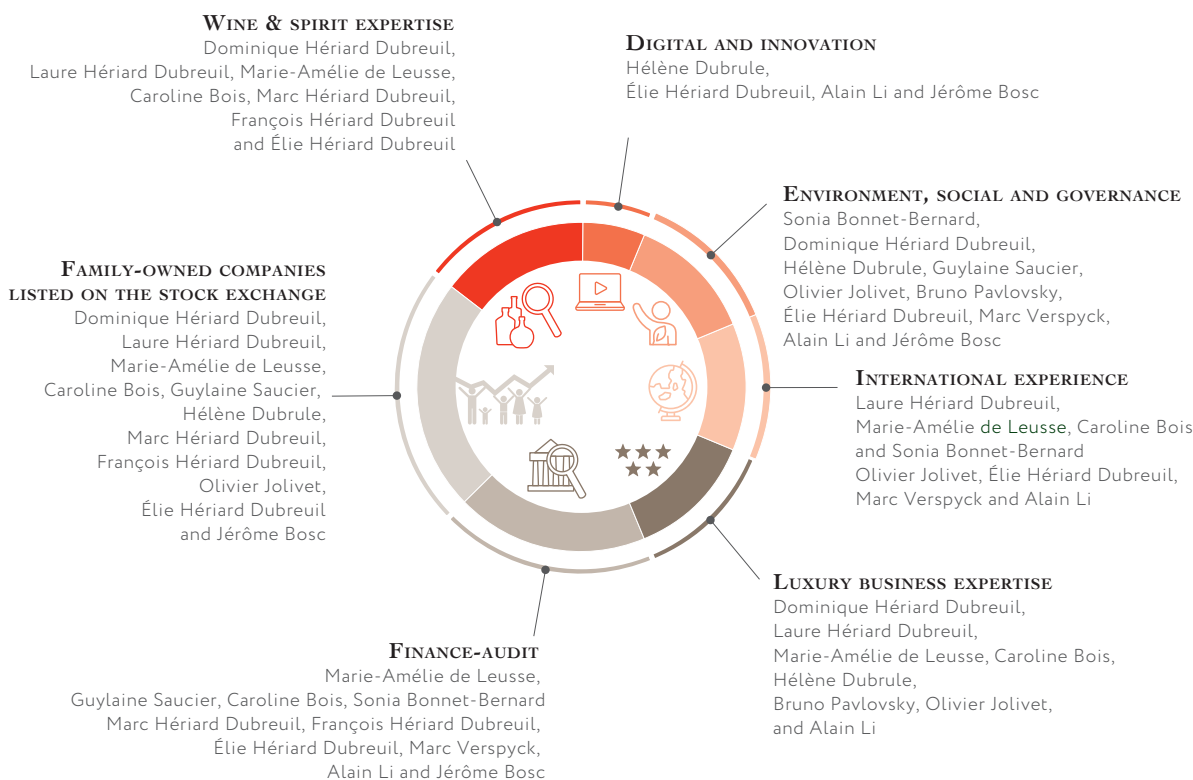
Responsibility Committee, owing to her experience and in-depth knowledge of the Group’s CSR and sustainable development issues;

- the percentage of independent members on the Board of Directors at 31 March 2024 was 58% (excluding non-voting Board members). This percentage remains significant for a Group that has a reference shareholder.

Diversity policy applied to senior management

- The Board of Directors also monitors the implementation of the Group’s diversity policy, specifically as regards the balanced representation of women and men on the Group Executive Committee and in positions of greater responsibility.
- At 31 March 2024, four of the 12 members of the Group Executive Committee were women, i.e. 33.33%. Senior management has set a target of 47% women on the Executive Committee by 2025.
- For more information about the diversity policy applied within the Group’s Executive Committee and, more generally, within the Group as a whole, see section 1.3.1.2 of the Universal Registration Document.

SKILLS MAP OF THE MEMBERS OF THE BOARD OF DIRECTORS AT 31 MARCH 2024



LIST OF APPOINTMENTS HELD BY THE BOARD MEMBERS AT 31 MARCH 2024

Board member profiles



MARIE-AMÉLIE DE LEUSSE

CHAIRWOMAN OF THE BOARD OF DIRECTORS SINCE 21 JULY 2022

French nationality, 46 years old

Date first appointed: 24 July 2019.

Date term of office expires: Shareholders' Meeting called to approve the 2025 financial statements.

Business address: Andromède SAS – 25, rue Balzac – 75008 Paris, France

Holds: 12,670 RC shares

After graduating in international finance from ESCP-EAP, Marie-Amélie de Leusse began her career with Société Générale Investment Banking in London. She then joined NM Rothschild & Sons, where she served in various roles within the Capital Goods team in the Mergers/Acquisitions department. Following this, she held management control positions at Rémy Cointreau(1).

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Deputy Chief Executive Officer of Andromède SAS

OTHER CURRENT APPOINTMENTS

- Chairwoman of the Supervisory Board of E. Rémy Martin & C° SAS
- Chairwoman of the Supervisory Board of Cointreau SAS
- Board member of Oeneo SA⁽¹⁾
- Member of the Appointments and Human Resources Committee (CNRH) of Oeneo SA⁽¹⁾
- Chief Executive Officer of Aletea 2 SAS
- Board member of Mount Gay Distilleries Ltd.
- Board member of Rémy Cointreau Libra SAS
- Representative of Rémy Cointreau Services SAS, Board member of Financière Rémy Cointreau SA/NV
- President of Rémy Cointreau Amérique
- President of Rémy Cointreau USA
- Independent Board member of TERACTION
- Vice-Chairwoman of the Board of Directors and Deputy Chief Executive Officer of Orpar SA
- Vice-President and Deputy Chief Executive Officer of Beauregard Holding

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Member of the Supervisory Board of Andromède SAS
- Member of the Management Board of Andromède SAS
- Non-voting Board member of Rémy Cointreau⁽¹⁾
- Vice-Chairwoman of the Board of Directors of Rémy Cointreau⁽¹⁾
- Vice-Chairwoman of the Board of Directors of Oeneo SA⁽¹⁾
- Non-voting Board member of the Supervisory Board and the Governance Committee of EthiFinance
- President of Cointreau SAS
- President of E. Rémy Martin & C° SAS
- Representative of E. Rémy Martin & C° SAS, President of Domaines Rémy Martin SAS
- President of Rémy Cointreau Services SAS

(1) Listed company.



CAROLINE BOIS HÉRIARD DUBREUIL

VICE-CHAIRWOMAN OF THE BOARD OF DIRECTORS SINCE 21 JULY 2022

French nationality, 47 years old

Date first appointed: 24 November 2020.

Date term of office expires: Shareholders' Meeting called to approve the 2024 financial statements.

Business address: Andromède SAS – 25, rue Balzac – 75008 Paris, France

Holds: 4,592 RC shares

A graduate of HEC and the MAP master's programme at INSEAD, Caroline Bois Hériard Dubreuil held various leadership positions in finance and project management at Freelance.com, Dictis, and International SOS from 1998, before joining the Rémy Cointreau Group(1) in 2014 as Head of Group Management Control and Planning.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Deputy Chief Executive Officer of Andromède SAS

OTHER CURRENT APPOINTMENTS

- Member of the Audit-Finance Committee of Rémy Cointreau SA⁽¹⁾
- Member of the Nomination and Remuneration Committee of Rémy Cointreau SA⁽¹⁾
- Board member of Rémy Cointreau Libra SAS
- Chairwoman of the Board of Directors and Chief Executive Officer of Orpar SA
- Board member of Oeneo SA⁽¹⁾
- Member of the Audit Committee of Oeneo SA⁽¹⁾
- Chairwoman of the Famille Partage Espérance endowment fund
- Member of the Supervisory Board and member of the Audit and Risk Committee of EthiFinance SAS
- Board member of MdGroup (Microdrones)
- Deputy Chief Executive Officer and Board member of Beauregard Holding
- Member of the Strategy Committee of Delair SAS
- Member of the Strategy Committee of Retail VR
- Board member of The Webster
- Member of the Strategy Committee of Alteia

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Head of Group Management Control and Planning at Rémy Cointreau SA⁽¹⁾
- Non-voting Board member of Rémy Cointreau SA⁽¹⁾
- Board member of Alantaya
- Non-voting Board member of Delair SAS

(1) Listed company.



HÉLÈNE DUBRULE

French nationality, 58 years old

Date first appointed: 24 July 2019.

Date term of office expires: Shareholders' Meeting called to approve the 2025 financial statements.

Business address: Hermès Distribution France – 24, rue du Faubourg Saint-Honoré – 75008 Paris, France

Holds: 100 RC shares

Hélène Dubrule graduated from HEC in 1987 and began her career at L'Oréal, where she held marketing and development positions for nearly ten years within the Consumer Goods Division and was later appointed Marketing Director within the L'Oréal Luxury Goods Division. In 2001, she also received a degree from Esmod fashion school in Seoul, where she lived for four years. For 22 years, she held various senior positions in the Hermès Group, where she was, in turn, International Marketing Director of Hermès Parfums, CEO of Hermès Soie et Textiles, CEO of Hermès Maison and President of Puiforcat. She then spent five years at the helm of the French market businesses as CEO of Hermès Distribution France.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Member of the Supervisory Board of the Labruyère Group

OTHER CURRENT APPOINTMENTS

- None.

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Chief Executive Officer of Hermès Distribution France



LAURE HÉRIARD DUBREUIL

French nationality, 47 years old

Date first appointed: 26 July 2011.

Date term of office expires: Shareholders' Meeting called to approve the 2026 financial statements.

Business address: 1220 Collins Avenue, Miami Beach, FL 33139, USA

Holds: 105 RC shares

A graduate of the Institute of Oriental Languages and Civilisations and of the Fashion Institute of Technology, since 2000 Laure Hériard Dubreuil has served in various senior roles at Philipps-Van Heusen in Hong Kong and at Gucci in Paris and New York. In 2006, she founded The Webster in Miami, a high-end multi-brand fashion store concept which has seen steady growth in the United States.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Founder and CEO of The Webster

OTHER CURRENT APPOINTMENTS

- President of Laure HD Investissements SAS
- President of LHD LLC
- President and Chief Executive Officer of 1220 Collins Avenue, Inc.

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- None.



GYLAINE SAUCIER

Canadian nationality, 77 years old

Date first appointed: 24 July 2018.

Date term of office expires: Shareholders' Meeting called to approve the 2024 financial statements.

Business address: 1321 Sherbrooke Ouest, Montreal H3G 1J4, Canada

Holds: 100 RC shares

Guylaine Saucier holds a Bachelor of Arts from Collège Marguerite-Bourgeois and a Bachelor of Commerce from École des Hautes Études Commerciales de Montreal.

Fellow of the Order of Chartered Accountants of Québec, Guylaine Saucier was Chairman and CEO of the Gérard Saucier Ltée Group, a large company specialising in forestry products, from 1975 to 1989. She was also a certified Board member of the Institute of Corporate Directors.

She is an experienced Company Board member and is or was a member of the Board of Directors of a number of major companies, including the Bank of Montréal, AXA Assurances Inc., Danone and Areva.

She has chaired the Joint Committee on Corporate Governance (CICA, CDNX, TSX) (2000-2001), the Board of Directors of CBC/Radio-Canada (1995-2000) and the Board of Directors of the Canadian Institute of Chartered Accountants (1999-2000). She has also served on the Board of Directors of the Bank of Canada (1987-1991), the Commission of Inquiry into the Unemployment Insurance System (1986), and the Advisory Committee to Minister Lloyd Axworthy on Social Programme Reform (1994). Mrs Saucier was the first woman to be appointed as President of the Quebec Chamber of Commerce. She played a very active role in the community as a Board member of various organisations, including the University of Montreal, the Montreal Symphony Orchestra and the Hôtel-Dieu de Montréal.

She was made a member of the Order of Canada in 1989 for having demonstrated exceptional civic spirit and provided a significant contribution to the business world.

On 18 May 2004, she was appointed Fellow of the Canadian Institute of Corporate Directors, and on 4 February 2005, she was presented with the 25th Management Achievement Award from McGill University. On 3 September 2010, she was appointed Director Emeritus by the Collège des Administrateurs de Sociétés.

In 2017, she received an honorary doctorate from Laval University.

OTHER CURRENT APPOINTMENTS

- Chairwoman of the Board of Grand Challenge Canada
- Chairwoman of the Board of the Institute for the Governance of Public and Private Organisations

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Member of the Board of Directors of Cuda Oil & Gas (formerly Junex Inc.) (Quebec)⁽¹⁾
- Member of the Board of Directors and Chairwoman of the Audit Committee of Tarkett⁽¹⁾
- Member of the Supervisory Board and Chairwoman of the Audit Committee of Wendel⁽¹⁾

(1) Listed company.



OLIVIER JOLIVET

French nationality, 51 years old

Date first appointed: 24 September 2013.

Date term of office expires: Shareholders' Meeting called to approve the 2025 financial statements.

Business address: Como Holdings, 50 Cuscaden Road, #08--01 HPL Building, Singapore 249724

Holds: 100 RC shares

Olivier Jolivet is a graduate of the University of Westminster, the University of Munich and Ipag Nice. After a period at McKinsey's German subsidiary, Olivier Jolivet spent nearly 10 years with the Club Méditerranée Group, mainly in Asia-Pacific. A member of the Executive Committee, Olivier Jolivet was most recently Director of International Development & Construction. In 2008, Olivier Jolivet joined the Aman Group, where he served as the Group's Chairman and Chief Executive Officer in Singapore then London until December 2016. Since January 2017, Mr Jolivet has been Chairman and Chief Executive Officer of Como Holdings (a multi-brand family office in the luxury goods sector) based in Singapore.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Chairman and Chief Executive Officer of Como Group

OTHER CURRENT APPOINTMENTS

- Director of Como Holdings Pte Ltd. (Singapore), Leisure Ventures Pte Ltd. (Singapore), Olympia Partners Pte Ltd. (Singapore), HPL Olympia Pte Ltd. (Singapore), The Dempsey Cookhouse Pte Ltd. (Singapore), Venus Assets Sdn Bhd (Malaysia), Orchid Resorts Management Pvt Ltd. (Maldives), IVPL Ltd. (Maldives), Como Hotels & Resorts Pty Ltd. (Australia), PT Begawan Giri Estate (Indonesia), PT Shambala Payangan Indah (Indonesia), PT Villa Bukit Lestari, PC Caicos Ltd., Caicos Holdings Limited, PC Hotel Management Ltd., Caicos Utilities Ltd., ISL Caribbean Projects (Holdings) Ltd., ISL Caribbean Projects Ltd., The Parrot Cay Club Ltd., Dundee Holdings Ltd., Como Traymore LLC, Castello Di Modanella Srl Azienda Agricola, Castello Del Nero S.p.A, Leisure Ventures Europe Limited, Como Holdings (Europe) Limited, Alpina Dolomites SRL.

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Chairman and Chief Executive Officer of Société Nouvelle de L'Hôtel Bora Bora (French Polynesia).
- Director of Amanresorts Limited (Hong Kong), Amanresorts Limited (British Virgin Islands), Amanproducts Limited (British Virgin Islands), Amanresorts Services Limited (British Virgin Islands), Amanresorts International Pte Ltd. (Singapore), Andaman Development Co., Ltd. (Thailand), Andaman Resorts Co. Ltd. (Thailand), Andaman Thai Holding Co., Ltd. (Thailand), ARL Marketing Ltd. (British Virgin Islands), Balina Pansea Company Limited (British Virgin Islands), Bhutan Resorts Private Limited (Bhutan), Bodrum Development Limited (British Virgin Islands), Gulliver Enterprises Limited (British Virgin Islands), Hotel Finance International Limited (British Virgin Islands), Hotel Sales Services (Private) Limited (Sri Lanka), Jalisco Holdings Pte. Ltd. (Singapore), Lao Holdings Limited (British Virgin Islands), LP Hospitality Company Limited (Laos), Maha Holdings Limited (Bermuda), Marrakech Investment Limited (British Virgin Islands), Naman Consultants Limited (British Virgin Islands), NOH Hotel (Private) Limited (Sri Lanka), Palawan Holdings Limited (British Virgin Islands), Phraya Riverside (Bangkok) Co., Ltd. (Thailand), Princiére Resorts Ltd. (Cambodia), International Private Limited (India), Heritage Resorts Private Limited (India)



BRUNO PAVLOVSKY

French nationality, 61 years old

Date first appointed: 29 July 2015.

Date term of office expires: Shareholders' Meeting called to approve the 2024 financial statements.

Business address: 12, rue Duphot – 75001 Paris, France

Holds: 100 RC shares

Bruno Pavlovsky is a graduate of École Supérieure de Commerce de Bordeaux (Bordeaux Management School) and holds an MBA from Harvard University. Mr Pavlovsky began his career in 1987 as an Audit-Organisation consultant for Deloitte. In 1990, he joined the Chanel Group where he was Administrative and Fashion Director until 1998, then CEO in charge of Fashion (Haute-Couture, Ready-to-Wear, Accessories) until 2004. He has been President of Paraffection since January 2003, President of the Fashion business since January 2004, President of Chanel SAS since 2018 and President of Eres since July 2007. Bruno Pavlovsky is also Chairman of the French trade association Chambre Syndicale du Prêt-à-Porter des Couturiers et des Créateurs de Mode and Chairman of the Fondation de l'Institut Français de la Mode.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- President of Global Fashion at Chanel.
- President of Chanel SAS.

OTHER CURRENT APPOINTMENTS

- Board member of Accor⁽¹⁾
- President of Chanel Coordination, A.C.T.3, Ateliers de May, Barrie France, Desrues, Erès, Établissements Bodin Joyeux, Fyma Production, Gant Causse, Goossens Paris, Hugotag Ennoblement, Le Creuset d'Art, Lemarié, Les Ateliers de Verneuil-en-Halatte, Les Moulinaiges de Riotord, Lesage Intérieurs, Lesage Paris, Maison Massaro, Maison Michel, Manufactures de Mode, Mégisserie Richard, Montex, Paloma, Paraffection, Partrois, Tanneries Haas, Settelile, Orlebar Brown France, L'Atelier des Matières, Défiluxe SAS, 19M, Filatures du Parc, Ready To Care, Atelier Dynale, Célofilde, Domcia Production, Établissements Gonthiez Frères, Maroquinerie de Juin, Marque Mod, Pavliaux

- President consejero of Colomer Leather group s.Lu. (Spain)
- General Manager of N&B Société Civile, SCI N&B Terrasse, SCI N&B Saint Georges, SCI N&B Bassussary, SCI N&B Penthièvre, SCI N&B Jardin Public, SCI N&B Duphot, SCI Odace, SCI Onurb, SCI Sarouleagain, SCI Súrdesoie, SCI Manaso, SCI Jolimoy, SCI Peau Luxe, SCI CépaduLUXE, SCI Veauldétour, SCI Ratafia, SCI N&B Anglet
- Manager of Eres Belgique SPRL (Belgium)
- Board member of Chanel Limited (UK), Barrie Knitwear Limited (UK), Erès Fashion UK Limited (UK), Erès Paris S.L. (Spain), Orlebar Brown Limited (UK), International Metal And Jewelry Co., Ltd. (Thailand), Goossens UK Limited, Ultimate Yarns & Fibres Limited (UK), Vastrakala Exports Private Limited (India), Maison Michel UK Limited, Ultimate Yarns & Fibres Mongolia LLC (Mongolia), Metal Jewelry (Cambodia) Co., Ltd (Cambodia)
- Managing Director of Eres GmbH (Germany)
- Chairman of Erès U.S. Inc. (USA)
- Board member of Tsagaan Yamaat Cashmere LLC (Mongolia)
- Member of the Strategy Committee of Ets Denis et Fils, Les Moulinaiges de Riotord, Tanneries Haas
- Supervisor of Manufactures de Mode Management Consultancy (China)
- Representative of Eres (France), Manager of Eres Moda ve Lüks Tüketim Ürünleri Limited Sirketi (Turkey)

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- President of LMG, Idafa and Manufacture de Cuir Gustave Degermann.
- General Manager of Établissements Legeron Clerjeau Tissot, SCI Brunic

(1) Listed company.



MARC VERSPYCK

French nationality, 58 years old

Date first appointed: 22 July 2021.

Date term of office expires: Shareholders' Meeting called to approve the 2024 financial statements.

Business address: 25, rue Marbeuf – 75008 Paris, France

Holds: 100 RC shares

Marc Verspyck is a graduate of ESCP and holds a DESS from the University of Paris-Dauphine. He began his career at Air Inter as a product manager, before heading up the ground handling division in 1994. Three years later, he joined the Group Finance department of Air France in the financing division, and in 2005 he became head of subsidiaries and equity investments. From 2007 to 2013, he was Senior Vice President, Corporate Finance of the airline and later on, from 2013 to 2019, Chief Operating Officer, Economy and Finance.

He has been a Board member of various companies, a representative in professional bodies and is the author of several articles on corporate finance.

In 2022/23, he was Chief Financial Officer of the Redland group (Sipromad/Phenixya Thomson Broadcast/GatesAir). He joined the airline Amelia as Deputy Chief Executive Officer at the end of 2023.

OTHER CURRENT APPOINTMENTS

- Deputy CEO of Amelia
- President of Managabin SAS
- Member of the Supervisory Board of Aéroport de Bordeaux, Chairman of the Audit-Compliance-Risk Committee

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Member of the Board of Directors of Amadeus⁽¹⁾
- Chairman and Chief Executive Officer of Air France Finance
- Board member of Hop!
- Board member of Servair

(1) Listed company.



ELIE HÉRIARD DUBREUIL

French nationality, 46 years old

Date first appointed: 22 July 2021.

Date term of office expires: Shareholders' Meeting called to approve the 2024 financial statements.

Business address: Andromède SAS, 25, rue Balzac, 75008 Paris, France

Holds: 519 RC shares

A graduate of École Nationale de la Statistique et de l'Administration Économique (ENSAE), Hériard Dubreuil began his career in structured finance and credit risk modelling at Fitch Ratings, before honing his expertise in investment banking at CDC IXIS and the Caisses d'Épargne group. For more than 12 years, he held various global positions at S&P Global, where he was responsible for ratings and methodology for sovereigns, supranational bodies and financial institutions. In 2018 and 2019, he co-managed Beyond Ratings, an innovative rating agency integrating sustainable development, before taking over the management of EthiFinance, a European rating, research and consulting agency supporting sustainable finance.

In July 2022, Elie Hériard Dubreuil became President of Andromède SAS.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- President of Andromède SAS.

OTHER CURRENT APPOINTMENTS

- Vice-Chairman of the Board of Directors of Oeneo SA⁽¹⁾
- Chairman of the CSR Committee of Oeneo SA⁽¹⁾
- Chairman of the Supervisory Board of EthiFinance SAS
- Chairman of the Board of EthiFinance Ratings SL
- Chairman of the Rémy Cointreau CSR Committee⁽¹⁾
- Member of the Rémy Cointreau Nomination and Remuneration Committee⁽¹⁾
- Board member of MdGroup (Microdrones)
- Board member of Orpar SA
- Deputy Chief Executive Officer and Board member of Beauregard Holding
- Chairman of the Irini association
- Board member of Koosmik Corp.
- Non-voting member of the Strategy Committee of Delair SAS

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Non-voting Board member of Oeneo SA⁽¹⁾
- Non-voting member of the Supervisory Board of Andromède SAS
- President of Qivalio and EthiFinance SAS
- Deputy Chief Executive Officer of Andromède SAS
- Chief Executive Officer of Beyond Ratings SAS
- Vice-Chairman and Trustee of the charity LP4Y, England
- Lecturer at CIFE

(1) Listed company.



ORPAR SA

Date first appointed: 26 July 2016

Date term of office expires: Shareholders' Meeting called to approve the 2025 financial statements.

Business address: Rue Joseph Pataa, Ancienne Rue de la Champagne – 16100 Cognac, France

Orpar holds: 21,326,671 RC shares

Its representative, Marc Hériard Dubreuil, holds: 110 RC shares

Orpar is the Group's main shareholder. At 31 March 2024, it held more than a third of Rémy Cointreau's share capital and over 45% of the voting rights⁽¹⁾. Orpar's permanent representative is Marc Hériard Dubreuil.

A graduate of ESSEC, Marc Hériard Dubreuil began his career at General Food and Leroy Somer. He was notably Chairman of Rémy Martin and Rémy & Associés, then Chief Executive Officer of Rémy Cointreau⁽¹⁾ from 1990 to 2000. He served as Chairman and Chief Executive Officer of Oeneo SA⁽¹⁾ from 2004 to 2014 and then as Chairman of the Board of Directors of Oeneo SA from November 2014 to October 2016. Marc Hériard Dubreuil was Chairman of the Board of Directors of Rémy Cointreau from 2017 to 2022.

PRINCIPAL APPOINTMENTS OUTSIDE THE GROUP

- Non-voting Board member of Andromède SAS
- Non-voting Board member of Oeneo SA⁽¹⁾
- Chairman of LVL2 SAS
- Chairman of the Board of Directors of Webster USA, Inc.

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Chairman of the Board of Directors of Rémy Cointreau SA
- Chief Executive Officer of Andromède SAS
- Vice-Chairman, Deputy Chief Executive Officer and Board member of Orpar SA
- President of Rémy Cointreau Services SAS
- Non-Executive President of Rémy Cointreau Amérique Inc.
- President of Rémy Cointreau USA Inc.
- Representative of Rémy Cointreau Services SAS, President of Rémy Cointreau Libra SAS
- Representative of Rémy Cointreau Services SAS, President of Rémy Cointreau International Marketing Services SAS
- Representative of Rémy Cointreau Services SAS, Chairman of Storeco SAS
- Representative of Rémy Cointreau Services SAS, Board member of Financière Rémy Cointreau SA/NV
- Representative of Rémy Cointreau Services SAS, President of Joint Marketing Services SAS
- Chief Executive Officer of Andromède SA
- Board member of Oeneo SA⁽¹⁾
- Member of the Management Board of Récopart SA

(1) Listed company.



ALAIN LI

French and Hong Kong nationality, 63 years old

Date first appointed: 21 July 2022.

Date term of office expires: Shareholders' Meeting held to approve the 2025 financial statements.

Business address: 6F, Jardine House, 1 Connaught Place, Hong Kong

Holds: 500 RC shares

A graduate of City, University of London, with a degree in economics and accounting and a Fellow of The Institute of Chartered Accountants in England and Wales, Alain Li began his career at Bristol Myers as a financial analyst, and was later appointed Project Manager in Japan. Three years later, after serving at GE as Financial Controller Europe, he joined the Group Finance department of RISO EMEA before taking over as Chairman. In 2001, he became Chief Financial Officer and Chairman of IDT International before joining Richemont in 2006 as CEO of APAC.

OTHER CURRENT APPOINTMENTS

- Member of the Advisory Board of Phillips Asia
- President of the French Chamber of Commerce in Hong Kong and Macao
- Senior Advisor at SIA Partners
- Member of the Board of Directors of Las Vegas Sands

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Advisor in foreign trade to the French Ministry of Foreign Affairs



SONIA BONNET-BERNARD

French nationality, 61 years old

Date first appointed: 20 July 2023.

Date term of office expires: Shareholders' Meeting held to approve the 2026 financial statements.

Business address: 60 rue de Longchamp, 92200 Neuilly sur Seine, France

Holds: 100 RC shares

A graduate of the University of Paris IX-Dauphine in accounting and finance, Sonia Bonnet-Bernard began her career at Salustro in 1985, followed by Constantin in New York (1989-1990). A specialist in national and international accounting standards, she was successively Director of International Relations of the Order of Chartered Accountants (1990-1996), then General Delegate of the Arnaud Bertrand Committee (now the EIP Department of the CNCC), coordinating the positions of major audit firms in France (1996-1997).

She has been a lecturer at the University of Paris IX-Dauphine (general accounting) and at the IAE de Poitiers (comparative accounting).

Sonia Bonnet-Bernard joined Ricol Lasteyrie Corporate Finance in 1998 as Managing Partner, in charge of independent appraisal, valuation, accounting consultancy and litigation support assignments.

She became a partner in EY following the merger in 2015 between Ricol Lasteyrie Corporate Finance and the EY Group.

In May 2020, she set up A2EF, a company specialising in independent financial appraisal and valuation.

She is a chartered accountant and legal expert with the Paris Court of Appeal.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Chairwoman: A2EF (Associés en Évaluation et Expertise Financière)

OTHER CURRENT APPOINTMENTS

- Board member: Crédit Agricole SA - Chairwoman of the Audit Committee - Member of the Risk Committee
- Board member: Crédit Agricole CIB - Chairwoman of the Audit Committee - Member of the Risk Committee - Member of the Appointments and Governance Committee
- Chairwoman: Ima France
- Honorary Chairwoman and Board member: Société Française des Évaluateurs (SFEV)
- Vice-Chairwoman: Professional Association of Independent Experts (APEI)

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Partner at EY Transaction Advisory Services (TAS) (2015-2020)
- Former member of the French Accounting Standards Board (ANC) and Chairwoman of the Private Accounting Standards Committee (2009-2020)



FRANÇOIS HÉRIARD DUBREUIL

French nationality, 74 years old

Date first appointed: 7 September 2004.

Date term of office expires: July 2024.

Business address: Andromède SAS – 25, rue Balzac – 75008 Paris, France

Holds: 126 RC shares

Holder of a Master of Science degree from the University of Paris and an MBA from INSEAD, François Hériard Dubreuil has been a corporate officer of the Company since December 1991. He was notably Chairman of Rémy Martin from 1984 to 1990 and Chief Executive Officer of Rémy Cointreau⁽¹⁾ from 1990 to 2000, then Chairman of its Supervisory Board from 2000 to 2004 and Chairman of the Board of Directors from November 2012 to September 2017. François Hériard Dubreuil is a member of the INSEAD French Council and Chairman of the INSEAD Foundation.

OTHER CURRENT APPOINTMENTS

- Board member and Vice-Chairman of the Board of Directors of Andromède SAS
- Member of the Investment Committee of Andromède SA
- Non-voting Board member of Oeneo SA⁽¹⁾
- President of Financière de Nonac 2 SAS
- Chairman of the INSEAD Foundation
- Chairman of the Abbaye de Bassac Foundation

APPOINTMENTS WITHIN THE RÉMY COINTREAU GROUP

- Director of Rémy Cointreau Concord Limited
- Director of Rémy Cointreau Pacifique Limited
- Board member of Dynasty Fine Wines Group Limited

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Chairman of the Board of Directors of Andromède SAS (term expired on 30 July 2022)
- Chairman and Chief Executive Officer of Orpar SA (term expired on 28 September 2022)
- Representative of Orpar, President of Récopart SAS (term expired on 28 September 2022)
- Non-Executive President of Rémy Cointreau Amérique, Inc.
- Board member of Oeneo SA⁽¹⁾
- President of Rémy Cointreau Services SAS
- Representative of Rémy Cointreau Services SAS, President of Joint Marketing Services SAS
- Representative of Rémy Cointreau Services SAS, President of Rémy Cointreau Libra SAS
- Representative of Rémy Cointreau Services SAS, President of Rémy Cointreau International Marketing Services SAS
- Representative of Rémy Cointreau Services SAS, Chairman of Storeco SAS
- Representative of Rémy Cointreau Services SAS, Board member of Financière Rémy Cointreau SA/NV
- Director of Rémy Cointreau South Africa PTY Limited
- Legal representative of Rémy Cointreau Shanghai Limited
- Director of E. Rémy Rentouma Trading Limited
- Director of Bruichladdich Distillery Company Limited
- Director of Lochindaal Distillery Limited
- Director of Port Charlotte Limited
- Director of The Botanist Limited
- Director of Rémy Cointreau UK Limited
- President of Mount Gay Distilleries Limited
- Director of Rémy Cointreau International Pte Limited
- Member of the Supervisory Board of Rémy Cointreau Nederland Holding NV
- Non-Executive President of Rémy Cointreau USA Inc.
- Non-Executive President of S&E&A Metaxa ABE
- President of Rémy Cointreau USA
- Chairman of the Management Board of Récopart
- Board member of Shanghai Shenma Winery Co Ltd.
- Representative of Rémy Cointreau Services SAS, Board member of Rémy Cointreau Aries SA
- Vice-Chairman and Deputy Chief Executive Officer of Oeneo SA⁽¹⁾

(1) Listed company.



DOMINIQUE HÉRIARD DUBREUIL

French nationality, 77 years old

Date first appointed: 7 September 2004.

Date term of office expires: July 2024.

Business address: Andromède SAS – 25, rue Balzac – 75008 Paris, France

Holds: 2,825 RC shares

Dominique Hériard Dubreuil is a Public Relations graduate of IRPCS and has been a corporate officer of the Company since December 1991. She was notably Chairwoman of the Board of Directors of Rémy Cointreau⁽¹⁾ from 1998 to 2000 and subsequently Chairwoman of the Management Board from 2000 to 2004 and Chairwoman of the Board of Directors of Rémy Cointreau⁽¹⁾ from 2004 to 2012. Dominique Hériard Dubreuil is a Commander of the Legion of Honour and a Commander of the National Order of Merit.

PRINCIPAL APPOINTMENTS OUTSIDE THE GROUP

- Board member of Andromède SAS
- Member of the Governance Committee of Andromède SAS

APPOINTMENTS WITHIN THE RÉMY COINTREAU GROUP

- President of the Rémy Cointreau Foundation
- Board member and President of Mount Gay Holding
- Non-voting Board member of Rémy Cointreau SA⁽¹⁾
- Member of the CSR Committee of Rémy Cointreau SA⁽¹⁾

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- Chief Executive Officer and member of the Management Board of Andromède SAS
- Member of the Supervisory Board of Andromède SAS
- Member of the Investment Committee of Andromède SAS
- Board member of the French Federation of Wine and Spirits Exporters (Fédération des Exportateurs de Vins et Spiritueux – FEVS)
- Board member of Bolloré SE⁽¹⁾
- Board member of Orpar SA
- Member of the Supervisory Board of Quivalo/EthiFinance
- President of E. Rémy Martin & C° SAS
- President of Cointreau SAS
- Representative of E. Rémy Martin & C° SAS, President of Domaines Rémy Martin SAS
- Chairwoman of the CSR Committee of Rémy Cointreau SA⁽¹⁾
- Board member of Fondation 2^{ème} Chance

(1) Listed company.



JEROME BOSCH

French nationality, 44 years old

Date first appointed as a non-voting Board member: 21 July 2022.

Date term of office expires: July 2024.

Business address: 131, boulevard Maiesherbes, 75017 Paris, France

With an MBA in Hospitality Management obtained as part of a double degree from Cornell University (United States) and ESSEC, Jérôme Bosc began his career in consulting at Accenture where he participated in numerous assignments in France and abroad. In 2008, he joined CBRE, a leading player in commercial real estate, to head the consulting department dedicated to large users. At the same time, Jérôme Bosc obtained a Master's degree in real estate management from ESSEC in 2012 and became a member of the RICS (Royal Institution of Chartered Surveyors). In 2016, he left CBRE to co-found Alboran. This group is developing a portfolio of hotels and offers a complete platform of services to the hotel industry, from investment to the operation of establishments. The group currently owns and operates a portfolio of 20 hotels.

OTHER CURRENT APPOINTMENTS

- Chairman of the Board of Directors of Andromède SAS
- President of the Alboran hotel group and its subsidiaries
- President of Atrim
- President of Jecibo
- General Manager of Jecimo 1, Jecimo 2 and Loumane

PREVIOUS APPOINTMENTS

(held during the past five years and now ended)

- None.

Independence of the Board of Directors

The process of assessing the independence of the Company's Board members is implemented by the Nomination and Remuneration Committee. On the recommendation of this committee, once a year the Board of Directors reviews the situation of each Board member in light of the independence criteria set out in the AFEP/MEDEF Code.

A Board member is classified as independent when he or she has no relationship of any kind with the Company, its Group or its management that may interfere with his or her freedom of judgement.

The table below summarises the results of the process of assessing the independence of Board members (excluding non-voting Board members) in light of the criteria set out in the AFEP/MEDEF Code.

	Employee or Executive Director	Absence of cross-directorships	Business relationships	Family ties	Statutory Auditors	12 years on the Board	Classification
Marie-Amélie de Leusse	Yes	Yes	No	Yes	No	No	Non-independent
Caroline Bois	Yes	Yes	No	Yes	No	No	Non-independent
Sonia Bonnet-Bernard	No	Yes	No	No	No	No	Independent
Elie Hériard Dubreuil	Yes	Yes	No	Yes	No	No	Non-independent
Hélène Dubrule	No	Yes	Yes	No	No	No	Independent
Laure Hériard Dubreuil	No	Yes	No	Yes	No	No	Non-independent
Olivier Jolivet	No	Yes	No	No	No	No	Independent
Bruno Pavlovsky	No	Yes	No	No	No	No	Independent
Guylaine Saucier	No	Yes	No	No	No	No	Independent
Marc Verspyck	No	Yes	No	No	No	No	Independent
Orpar SA (represented by Marc Hériard Dubreuil)	Yes	Yes	No	Yes	No	Yes	Non-independent
Alain Li	No	Yes	No	No	No	No	Independent

The board of directors is regularly informed of the independence situation of each of its members. Ms. Hélène Dubrule thus informed the board of directors that she had ceased to hold the position of manager at Hermès Distribution France during the financial year, being reminded that the business relationship of Hermès Distribution France with Rémy Cointreau remained extremely marginal in the turnover of Hermès Distribution France.

Changes in the composition of the Board of Directors and committees after the Shareholders' Meeting of 18 July 2024

The Board of Directors, at its meeting of 5 June 2024, on the recommendation of the Nomination and Remuneration Committee, decided to submit the following resolutions regarding the

On 5 June 2024, the Board of Directors adopted the following list of Board members classified as independent as at 31 March 2024:

Hélène Dubrule, Guylaine Saucier, Sonia Bonnet-Bernard, Olivier Jolivet, Bruno Pavlovsky, Marc Verspyck and Alain Li.

The Board of Directors is regularly informed of the independent status of each of its members.

composition of the Board to the Shareholders' Meeting of 18 July 2024:

Renewal of the terms of office of four Board members

- Renewal of the terms of office of Bruno Pavlovsky and Marc Verspyck as independent Board members;
- Renewal of the terms of office of Caroline Bois Hériard Dubreuil and Elie Hériard Dubreuil as Board members representing the reference shareholder.

Their terms of office would be renewed for a period of three years, i.e. expiring at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 March 2027.

Bruno Pavlovsky, 61 years old, is President of Chanel SAS and President of Global Fashion at Chanel. He has been a member of the Board of Directors of Rémy Cointreau since 29 July 2015 and has chaired the Nomination and Remuneration Committee since 24 July 2019. Bruno Pavlovsky's knowledgeable involvement in the work of the Board of Directors, especially during the generational transition of the members of the Hériard Dubreuil family in July 2022 in his capacity as Chairman of the Nomination and Remuneration Committee, his solid experience in senior management roles and his deep insight into the luxury industry make him well-equipped to continue in his role as an independent Board member.

If he is reappointed as a Board member, Bruno Pavlovsky will continue to serve as Chairman of the Nomination and Remuneration Committee.

Marc Verspyck, 58 years old, is Deputy Chief Executive Officer of the airline Amélia, and was previously Chief Financial Officer of the Redland group. Marc Verspyck has been a member of the Board of Directors of Rémy Cointreau since 22 July 2021. The Board of Directors believes that his solid experience in corporate management (Air France), within financial departments, and on various boards (he is currently a member of the Supervisory Board of Bordeaux Airport) and his valuable contribution to the work of the Audit-Finance Committee make him well-equipped to continue in his role as an independent Board member.

If he is reappointed as a Board member, Marc Verspyck will continue to serve as a member of the Audit-Finance Committee.

Caroline Bois Hériard Dubreuil, 48 years old, is Deputy Chief Executive Officer of Andromède SAS. Caroline Bois Hériard Dubreuil has been a member of the Board of Directors of Rémy Cointreau since 24 July 2019, first as a non-voting Board member and then as a full Board member since 24 November 2020. She has been a member of the Audit-Finance Committee since that date and a member of the Nomination and Remuneration Committee since 21 July 2022. She has also been Vice-Chairwoman of the Board of Directors since then. The Board of Directors believes that Caroline Bois Hériard Dubreuil's involvement in the work of the Board and the committees, her experience in the wine and spirits industry and her deep insight into the Group's financial issues and knowledge of its teams make her well-equipped to continue in her role as a Board member.

If she is reappointed as a Board member, Caroline Bois Hériard Dubreuil will continue to serve as a member of the Audit-Finance Committee and the Nomination-Remuneration Committee. She will also continue to serve as Vice-Chairwoman of the Board of Directors.

In her capacity as representative of the reference shareholder, Caroline Bois Hériard Dubreuil does not qualify as an independent Board member.

Elie Hériard Dubreuil, 46 years old, is President of Andromède SAS. Elie Hériard Dubreuil has been a member of the Board of Directors of Rémy Cointreau since 20 November 2018. He has been a member of the Corporate Social Responsibility Committee since 22 July 2021, which he has chaired since 20 July 2023. He has also been a member of the Nomination and Remuneration Committee since 21 July 2022. The Board of Directors believes that Elie Hériard Dubreuil's involvement in the work of the Board and the committees, in particular his role as Chairman of the Corporate Social Responsibility Committee, his experience in the wine and spirits industry and in corporate management and his in-depth knowledge of the Group's CSR issues make him well-equipped to continue in his role as a Board member.

If he is reappointed as a Board member, Elie Hériard Dubreuil will continue to serve as Chairman of the CSR Committee and as a member of the Nomination and Remuneration Committee.

In his capacity as representative of the reference shareholder, Elie Hériard Dubreuil does not qualify as an independent Board member.

A biography of these Board members (including details of the appointments held) is provided on pages 19, 23, 24 and 25 of this document.

Appointment of a Board member

- Appointment of **Pierre Bidart** as a Board member, replacing Guylaine Saucier, who has notified the Board of Directors that, for personal reasons, she will not be seeking reappointment as a Board member at the end of this Shareholders' Meeting. Pierre Bidart, 61 years old, a French national, is a graduate of HEC Paris and lives in Switzerland. He began his career in 1985 at Arthur Andersen, before moving to Ernst & Young as an audit partner (2002-2021). He was responsible for statutory audits and consultancy engagements for luxury, fashion and wine and spirits groups, both in France (Louis Vuitton, LVMH, Emanuel Ungaro, Christian Louboutin, etc.) and abroad (Fendi, Ferragamo, etc.). Mr Bidart, representing Ernst & Young, was also a statutory auditor of Rémy Cointreau from July 2012 to July 2018. Since 2021, he has been founder and CEO of a Zurich-based consultancy firm providing management advisory services in the areas of transformation, digitalisation, change management, coaching and support in operational optimisation projects. He is also a senior advisor to the Ernst & Young global network on audit transformation in the insurance, banking and industrial goods sectors in a number of countries.

The Board of Directors wishes to include among the independent Board members a person with a multicultural background, who has solid experience in accounting and auditing, risk monitoring and management, and in-depth understanding of financial mechanisms in international environments. His skills in e-commerce and digitalisation in the luxury industry, his insight into the issues faced by listed, family-owned companies and his in-depth knowledge of the Rémy Cointreau Group from his time as a statutory auditor make him well-qualified to join the Board of Directors.

Composition of the committees of the Board of Directors after the Shareholders' Meeting of 18 July 2024

At the end of the Shareholders' Meeting of 18 July 2024 and subject to the approval of the resolutions put to a vote:

The Board of Directors will be composed of 12 Board members and three non-voting Board members and will have the following characteristics (excluding non-voting Board members):

- the percentage of independent members on the Board of Directors (58%) would remain higher than that recommended by the AFEF/MEDEF Code, particularly for a company with a reference shareholder; and
- the percentage of women (42%) would be in line with the legal requirement of at least 40%.

The composition of the Board of Directors' committees will be modified as follows:

- Audit-Finance Committee: appointment of Pierre Bidart, replacing Guylaine Saucier and appointment of Sonia Bonnet-Bernard as Chairman;
- the composition of the Nomination and Remuneration Committee will remain unchanged.

OVERVIEW OF THE COMMITTEES AT 18 JULY 2024

**AUDIT-FINANCE
COMMITTEE**

4 members

75% independent

Sonia Bonnet-Bernard ◆★
Caroline Bois
Marc Verspyck ◆
Pierre Bidart ◆

**NOMINATION AND
REMUNERATION COMMITTEE**

4 members

50% independent

Bruno Pavlovsky ◆★
Caroline Bois
Olivier Jolivet ◆
Elie Hériard Dubreuil

**CORPORATE SOCIAL
RESPONSIBILITY COMMITTEE**

4 members

50% independent

Elie Hériard Dubreuil ★
Olivier Jolivet ◆
Hélène Dubrule ◆
Dominique Hériard Dubreuil

◆ Independent Board member ★ Chairman/Chairwoman

6

COMPENSATION AND BENEFITS

PRINCIPLES AND RULES GOVERNING THE COMPENSATION AND BENEFITS AWARDED TO EXECUTIVE DIRECTORS AND BOARD MEMBERS

The overall compensation paid to Executive and Non-Executive Directors is set by the Board of Directors, which decides on the basis of recommendations issued by the Nomination and Remuneration Committee. The committee, composed of two independent Board members, ensures that each component of compensation responds to a clear objective that is fully in line with the strategy and interests of the business.

Regardless of income category, the objective of the Nomination and Remuneration Committee is to recommend an overall compensation package that is both competitive and attractive. To that end, it draws on objective studies of the compensation offered by companies comparable to Rémy Cointreau in the appropriate market, carried out by external experts.

The committee issues its recommendations on all the items comprising the overall compensation package, including:

- fixed compensation:

The fixed portion of compensation is determined according to the responsibilities of the Executive Directors concerned.

A survey is regularly carried out with the help of specialist consultancy firms to examine how the Company's executive compensation structure compares with that of other SBF 120 companies;

- annual variable compensation (bonus):

For several years, the Board of Directors has set out a procedure for calculating the variable portion of executive compensation so that it acts as an incentive while remaining fair. This procedure is based on ambitious quantitative, qualitative and Corporate Social Responsibility criteria that ensure that compensation is in line with the Group's performance.

This variable portion is expressed as a percentage of annual fixed compensation. It can range from 0% to 100% if the quantitative and qualitative objectives are achieved (on target), or up to 155% in the case of exceptional financial performance exceeding the targets set.

The criteria are regularly reviewed and amended from time to time. At its meeting of 21 July 2023, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, reviewed the quantitative and individual qualitative criteria for 2023/2024 and selected the following elements:

Quantitative criteria

Four quantitative criteria based on financial performance (equivalent to 50%):

- (consolidated) current operating profit;
- cash flow generation;
- consolidated net profit (loss) (excluding non-recurring items);
- ROCE (return on capital employed).

These same criteria also apply to all members of the Executive Committee.

Individual qualitative criteria

Five qualitative criteria based on managerial and entrepreneurial skills and on Corporate Social Responsibility (equivalent to 50%):

- Against a challenging backdrop, maintain the value strategy and keep a long-term vision whilst taking the necessary measures in terms of cost control,
- Implementation of arrangements conducive to accelerating the development of incubating brands and the EMEA region,
- Anticipate and manage the Operations Department and rethink the Group's digital organisation with the implementation of a Digital Factory Group,
- CSR objectives (nature and climate, carbon impact, responsible consumption, diversity and inclusion and security),
- Ensure there is a good level of interaction with the Board of Directors, particularly on the various strategic considerations this year to prepare for medium-term growth.

COMPENSATION AND BENEFITS

The criteria range from 0% to 20% of annual fixed compensation, with the option of an overall assessment of the target achievement ranging from 100% to 130%. The Board of Directors conducts an annual performance review for each Executive Director on the basis of the Nomination and Remuneration Committee's recommendations. The qualitative criteria are reviewed annually in line with the Group's strategic priorities. Due to the confidential nature of the Group's strategy, details of the qualitative objectives may only be publicly disclosed at the end of each financial year, and after they have been assessed by the Nomination and Remuneration Committee and the Board of Directors.

- Extraordinary compensation:

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors retains the option to grant extraordinary compensation to the Executive Director in the event that a major economic transaction is particularly successful and sustainable over the long term, although only if this was not envisaged when the qualitative criteria for his or her annual variable compensation were set.

- "Deferred" compensation:

The medium- and long-term performance incentive plan for which the Board of Directors has implemented the principles of performance conditions (detailed in Table 6: **Performance shares allocated freely during the financial year to each executive director by the issuer and by any group company**) as part of its performance share allocation policy;

- Supplementary defined-benefit pension scheme:

The supplementary defined-benefit pension scheme referred to in Article L. 137-11-2 of the French Social Security Code is intended to retain the key executives concerned and encourage long-term performance. The supplementary pension scheme, set up and funded by the Company and managed by a third-party insurance company, involves the payment of an annuity calculated as a percentage of compensation on the basis of length of service.

On 31 March 2021, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, decided that the Group should set up a plan for the benefit of certain Group executives, including the Chief Executive Officer. This scheme enables the grant, subject to performance conditions, of supplementary pension rights

which vest each year. The annuity provided for by the scheme provides an entitlement to a supplementary pension: the amount of this is determined without reference to the pensions received by the beneficiary under mandatory pension schemes and other post-employment schemes to which he/she may be entitled. This scheme makes it possible to acquire annuity rights in accordance with the performance conditions that are proposed for approval by the Shareholders' Meeting.

The Chief Executive Officer has benefited from this scheme since it was set up by the Group on 1 January 2020.

- Other benefits attached to the office of Executive Directors:

- executive unemployment insurance in the absence of an employment contract with the Group,
- Group defined-contribution pension scheme,
- life and disability policy,
- healthcare scheme.

The last three schemes are allocated according to the criteria applicable to the employee category that the Company uses to decide on the benefits.

Compensation of the Non-Executive Director

The Board of Directors sets the compensation of the Non-Executive Director according to the terms proposed by the Nomination and Remuneration Committee, in line with the above-mentioned targets.

The Chairman of the Board of Directors does not receive annual or multi-year variable compensation.

The lack of variable compensation reflects the Chairman's independence from senior management.

Members of the Board of Directors receive directors' fees, the total amount of which is set by the Shareholders' Meeting.

In addition, the Chairman of the Board of Directors is eligible for the following mechanisms for exercising his or her office:

- Group defined-contribution pension scheme;
- life and disability policy.

COMPENSATION OF EXECUTIVE DIRECTORS

Executive Directors' compensation is presented hereinafter in accordance with the principles of the AFEP/MEDEF Code.

It consists of gross compensation and benefits in kind paid or contributed by the Company and companies controlled by it, or paid by controlling companies.

TABLE 1 – SUMMARY OF COMPENSATION, OPTIONS AND SHARES GRANTED TO EACH EXECUTIVE DIRECTOR

	2023/2024	2022/2023
Marie-Amélie de Leusse, Chairwoman of the Board of Directors since 21 July 2022		
Compensation due in respect of the financial year (details in Table 2)	€339,740	€338,807
Value of options granted during the financial year	-	-
Value of performance shares granted during the financial year	-	-
Value of multi-year variable compensation granted during the financial year	-	-
TOTAL	€339,740	€338,807

	2023/2024	2022/2023
Éric Vallat, Chief Executive Officer		
Compensation due in respect of the financial year (details in Table 2)	€1,242,117	€1,831,049
Value of options granted during the financial year	-	-
Value of performance shares granted during the financial year (details in Table 6)	€611,450	€1,094,450
Value of multi-year variable compensation granted during the financial year	-	-
TOTAL	€1,853,567	€2,925,499

TABLE 2 – SUMMARY OF COMPENSATION PAID TO EACH EXECUTIVE DIRECTOR

	2023/2024		2022/2023	
	Payable	Paid	Payable	Paid
Marie-Amélie de Leusse, Chairwoman of the Board of Directors since 21 July 2022				
Fixed compensation ⁽¹⁾	€260,271	€260,271	€179,401	€179,401
Fixed compensation – controlling companies	€20,489	€20,489	€86,377	€86,377
Annual variable compensation – controlling companies	€12,980	€26,695	€26,695	€47,993
Multi-year variable compensation	-	-	-	-
Extraordinary compensation	-	-	-	-
Directors' fees – Rémy Cointreau	€46,000	€46,333	€46,333	€44,000
Directors' fees – companies controlled by Rémy Cointreau	-	-	-	-
Directors' fees – controlling companies	-	-	-	-
Benefits in kind (car)	-	-	-	-
TOTAL	€339,740	€353,788	€338,807	€357,772
Éric Vallat, Chief Executive Officer				
Fixed compensation ⁽²⁾	€823,005	€823,005	€809,009	€809,009
Annual variable compensation	€400,000	€1,003,807	€1,003,807	€1,144,219
Multi-year variable compensation	-	-	-	-
Extraordinary compensation	-	-	-	-
Directors' fees	-	-	-	-
Benefits in kind	€19,112	€19,112	€18,233	€18,233
TOTAL	€1,242,117	€1,845,923	€1,831,049	€1,971,461

(1) On an annual basis, the gross annual fixed compensation paid in 2023/2024 includes a gross fixed salary of €250,000, which is unchanged from the prior financial year and which is referred to on a pro-rated basis for the period from 21 July 2022 to 31 March 2023 and the surplus related to the overpayment of employer contributions to the pension plan.

(2) On an annual basis, the gross annual fixed compensation paid in 2023/2024 includes a gross fixed salary of €800,000 which is unchanged from 1 July 2022 pursuant to the decision of the Board of Directors of 1 June 2022, on the recommendation of the Nomination and Remuneration Committee and the surplus due to the overpayment of employer contributions to the supplementary pension plan (Article 83), on the one hand, and employer contributions to the life and disability policy, on the other.

TABLE 3 – COMPENSATION RECEIVED BY NON-EXECUTIVE DIRECTORS

See Table on page 41 "Compensation of Board members".

TABLE 4 – STOCK OPTIONS GRANTED DURING THE FINANCIAL YEAR TO EACH EXECUTIVE DIRECTOR BY THE ISSUER AND BY ALL GROUP COMPANIES

None

TABLE 5 – STOCK OPTIONS EXERCISED DURING THE FINANCIAL YEAR BY EACH EXECUTIVE DIRECTOR

None

TABLE 6 – PERFORMANCE SHARES ALLOCATED FREELY DURING THE FINANCIAL YEAR TO EACH EXECUTIVE DIRECTOR BY THE ISSUER AND BY ANY GROUP COMPANY

Performance incentive plans must serve the aims of retaining key talent with a view to delivering medium- and long-term performance, encouraging outperformance, involving the individuals concerned in the Company’s value creation, retaining talent and optimising cost-effectiveness.

The plans are aimed at a select group of individuals: Group Executives, Executive Committee members, key contributors, pillars of the organisation and high flyers. Key contributors are managers who have a strategic role (mainly brand managers and regional managers) and managers who report to senior management. “Pillars”

are managers who perform an essential role that requires experience and who would be difficult to replace. “High flyers” are managers who have been identified as having the potential to reach senior management level, or who could be promoted two management grades higher.

During the 2023/2024 financial year, on the proposal of the Nomination and Remuneration Committee, the Board of Directors examined a new plan with a four-year vesting period. This plan was once again expanded to some of the Group’s talent, a complete breakdown of which was presented to the Board of Directors.

Rémy Cointreau

Date of authorisation by the Shareholders’ Meeting	22 July 2021
Details of the plan	PAG 12.01.2024 (2024 Plan)
Date of Board of Directors’ meeting	11 January 2024
Number of shares granted	7,000
Valuation of shares	€611,450
Vesting date	11 January 2028
Date of availability	11 January 2028
Conditions	Condition of service with the Company as of the vesting date and performance conditions: <ul style="list-style-type: none"> ■ 50%: current operating profit growth; ■ 50%: achievement of the objective for greenhouse gas emissions in tonnes CO₂ equivalent.

The shares will vest only if both the internal service and performance conditions described below are met. Éric Vallat must still be a Group corporate officer at the end of the vesting period, i.e. on 11 January 2028.

The vesting of performance shares is subject to two performance conditions:

(i) 50% of the shares granted will vest if the target set for growth in current operating profit for the 2026/2027 financial year compared to current operating profit for the 2023/2024 financial year is achieved. All the performance shares subject to these criteria will vest according to the terms described below.

If the increase in Rémy Cointreau’s current operating profit is equal to or greater than 115% of the target, 125% of the shares will vest at the end of the 4 years, if the increase in Rémy Cointreau’s current operating profit is equal to 100% of the target, 100% of the shares will vest at the end of the 4 years; if the increase in Rémy Cointreau’s current operating profit is equal to 95% of the target, 75% of the shares will vest at the end of the 4 years; if Rémy Cointreau’s current operating profit is less than 95% of the target, none of the shares will vest.

If the objective has not been achieved at the end of the vesting period (i.e. the increase in the current operating profit is less than 95% of the target for the 2026/2027 financial year), performance of the two previous financial years (2024/2025 and 2025/2026) will be taken into account on the following conditions:

- if for the second year (2025/2026) of the Plan, the objective in relation to the current operating profit has been achieved compared with the current operating profit from 2023/2024, two-thirds of the amount that was initially allocated will be vested on the vesting terms described above.

- if for the first year (2024/2025) of the Plan, the objective in relation to the current operating profit has been achieved compared with the current operating profit from 2023/2024, only one-third of the amount that was initially allocated will be vested on the vesting terms described above.

Due to the confidential nature of the Group’s strategy, details of the current operating profit growth objective may not be disclosed;

(ii) 50% of the shares allocated will vest if the level of greenhouse gas (GHG) emissions for the 2026/2027 fiscal year is between -5% and +5% of the level of GHG emissions for the 2020/2021 fiscal year, on a like-for-like basis. This objective includes the entire carbon footprint of the Group (scopes 1, 2 and 3) according to the GHG Protocol and is measured by an independent firm. All the performance shares subject to these criteria will vest according to the terms described below.

If the level of GHG emissions is equal to or greater than -5% of the target, 125% of the shares will vest at the end of the 4 years; if the level of GHG emissions is between -5% and +5%, 100% of the shares will vest at the end of the 4 years; if the level of GHG emissions is equal to or greater than +10% but less than +15% of the target, 75% of the shares will vest at the end of the 4 years; if the level of GHG emissions is greater than +15% of the target, none of the shares will vest.

TABLE 7 – PERFORMANCE SHARES ALLOCATED FREELY THAT VESTED DURING THE FINANCIAL YEAR FOR EACH EXECUTIVE DIRECTOR

Éric Vallat, Chief Executive Officer since 1 December 2019 and reappointed by the Board of Directors on 23 November 2022 with effect from 1 December 2022

Company granting shares	Date of plan	Number of shares that became available during the financial year	Vesting conditions
Rémy Cointreau	24 November 2020	8,099 ⁽¹⁾	Service condition with the Company as of the vesting date and performance conditions: <ul style="list-style-type: none"> ▪ 50%: increase in the current operating profit for the 2022/2023 financial year compared to the current operating profit for the 2019/2020 financial year; ▪ 50%: achievement of Rémy Cointreau's CO₂ emissions target, calculated according to scopes 1 and 2 of the GHG (Greenhouse Gas) Protocol and taking into account the 1.5°C scenario.

(1) The initial allocation was 7,000 shares (the internal performance conditions were exceeded, reaching 125% (maximum) and 106.4%, respectively).

TABLE 8 – HISTORY OF STOCK OPTIONS AND OTHER INSTRUMENTS GIVING ACCESS TO THE SHARE CAPITAL (EQUITY WARRANTS – BSA, REDEEMABLE EQUITY WARRANTS – BSAR, WARRANTS FOR SUBSCRIPTION TO BUSINESS CREATOR SHARES – BSPCE, ETC.)

Plans of this type no longer exist.

TABLE 9 – STOCK OPTIONS GRANTED TO THE TOP 10 BENEFICIARIES OTHER THAN CORPORATE OFFICERS

Plans of this type no longer exist.

TABLE 10 – HISTORY OF PERFORMANCE SHARE AWARDS

	2021 Plan ⁽¹⁾	2021/2025 Plan ⁽¹⁾	2021/2030 Plan ⁽¹⁾	2022 Plan ⁽¹⁾	2023 Plan ⁽¹⁾	2024 Plan ⁽¹⁾
Date of authorisation by the Shareholders' Meeting	24 July 2018	24 July 2018	24 July 2018	22 July 2021	22 July 2021	22 July 2021
Date of Board of Directors' meeting	14 January 2021	31 March 2021	31 March 2021	13 January 2022	12 January 2023	11 January 2024
Total number of shares awarded	39,602	72,500	72,500	35,310	40,913	65,840
Éric Vallat, Chief Executive Officer since 1 December 2019 and reappointed on 23 November 2022 with effect from 23 November 2022 ⁽²⁾	7,000	20,000	20,000	8,530	7,000	7,000
Share vesting date	14 January 2025	1 July 2025	1 July 2030	13 January 2026	12 January 2027	11 January 2028
End of holding period	14 January 2025	1 July 2025	1 July 2030	13 January 2026	12 January 2027	11 January 2028
Performance conditions	(1)	(1)	(1)	(1)	(1)	(1)
Number of shares vested as of 31 March 2024	-	-	-	-	-	-
Aggregate number of lapsed performance shares	7,954	16,950	23,831	5,200	2,018	1,220
Number of awarded performance shares outstanding at year-end	31,648	55,550	48,669	30,110	38,895	64,620

(1) The terms and conditions of these plans are set out in note 10.3 to the consolidated financial statements.

(2) In accordance with Article 26.3.3 of the AFEP/MEDEF Corporate Governance Code of Listed Corporations, corporate officers have committed not to carry out risk hedging transactions on performance shares. Furthermore, they are required to retain 33% of shares received as a result of bonus shares in registered form until the termination of his duties. As regards the capital allocated in the form of performance shares, the amount corresponds to 0.14% of the share capital.

COMPENSATION AND BENEFITS

Performance shares granted during the year to the 10 non-corporate officer employees of the Group who received the highest number of shares.

<i>Company granting shares</i>	Date of plan	Total number of shares	Vesting date	Date of availability
Rémy Cointreau	11 January 2024	34,175	11 January 2028	11 January 2028

The Group has not issued any other options giving access to the securities reserved for Executive Directors or for the top 10 beneficiaries of the issuer and any company included in the scope of the option grant.

Performance shares vested during the year to the 10 non-corporate officer employees of the Group who received the highest number of shares.

<i>Company granting shares</i>	Date of plan	Total number of shares	Vesting date	Date of availability
Rémy Cointreau	24 November 2020	19,698	24 November 2023	24 November 2023

TABLE 11 – CONTRACTS RELATING TO EXECUTIVE DIRECTORS

	Employment contract	Supplementary pension scheme	Indemnities or benefits payable or that may become payable due to cessation of, or change in, function	Indemnities relating to a non-compete clause
Marie-Amélie de Leusse	NO	YES ⁽¹⁾	NO	NO
Chairwoman of the Board of Directors				
Term commencement date: 21 July 2022				
Date of end of term as Chairwoman: Shareholders' Meeting to approve the 2024/2025 financial statements				
Éric Vallat	NO	YES ⁽²⁾	YES ⁽³⁾	YES ⁽⁴⁾
Chief Executive Officer				
Term commencement date: 1 December 2019 reappointed by the Board of Director on 23 November 2022				
Date of end of term: 23 November 2025				

- (1) Marie-Amélie de Leusse is eligible for a defined-contribution scheme pursuant to Article L. 242-1 of the French Social Security Code, which equates to 8% of the annual compensation representing between one and eight times the annual ceiling on social security contributions paid by the Company. The Company's liability is limited to paying contributions to the insurance company that manages the plan.
- (2) The supplementary defined-benefit pension scheme referred to in Article L. 137-11-2 of the French Social Security Code is intended to retain the key executives concerned and encourage long-term performance. The supplementary pension scheme, set up and funded by the Company and managed by a third-party insurance company, involves the payment of an annuity calculated as a percentage of compensation on the basis of length of service. This scheme enables the grant, subject to performance conditions, of supplementary pension rights which vest each year. The annuity provided for by the scheme provides an entitlement to a supplementary pension: its amount is determined without reference the pensions received by the beneficiary under mandatory pension schemes and other post-employment schemes to which he/she may be entitled. This scheme allows for vesting at the same level of annuity rights as the previous scheme in force within the Group and in accordance with the performance conditions and characteristics described in the table of components of the compensation paid during or allocated in respect of the 2023/2024 financial year to the Chief Executive Officer.
- (3) Éric Vallat will receive severance pay equivalent to twenty-four months' compensation (including fixed salary and annual bonus) prior to the date of the revocation or non-renewal of the corporate office. The details of the payment of this benefit are described in the table of the components of the compensation paid during or allocated in respect of the 2023/2024 financial year to the Chief Executive Officer.
- (4) Éric Vallat is subject to a non-compete clause which prohibits him from working for a competitor for a period of one year. This clause, which may be waived by the Board of Directors, will be accompanied by a gross monthly flat-rate benefit corresponding to 100% of the average gross monthly basic compensation received over the last twelve (12) months preceding the date on which the term of office is terminated. The severance pay and non-compete compensation will be capped at two years' pay, as explained above.

DIRECTORS' REMUNERATION - 16TH RESOLUTION

Compensation received by non-executive corporate officers

The total amount of proposed compensation put to a shareholder vote in the 16th resolution is subject to a review of the practices adopted by French groups of a similar scale and international dimension to Rémy Cointreau.

The Combined Shareholders' Meeting of 20 July 2023 set the maximum annual amount of Board members' compensation to be distributed among them for the 2023/2024 financial year and subsequent financial years at €700,000, until the Shareholders' Meeting decides otherwise.

For the 2023/2024 financial year, the Board of Directors distributed the compensation on the following terms:

- a fixed annual portion of €46,000, prorated according to the length of the term of office over the year, with a reduction of 30% in the event of absence from more than one meeting out of three;
- an additional fixed share allocated to the Chairmen of the committees, i.e. €10,000 for the Chairman of the Audit Committee and €7,000 for the Chairman of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee;
- an additional fixed share related to participation in a committee of the Board of Directors, i.e. €1,500 for the Audit Committee and €1,000 for the Nomination and Remuneration and Corporate Social Responsibility Committees.

		2023/2024	2022/2023
Board members			
Marie-Amélie de Leusse ⁽¹⁾	Directors' fees – Rémy Cointreau	€46,000	€46,333
	Other compensation – controlling company	€33,469	€113,072
	Other compensation – controlled companies	-	-
Caroline Bois	Directors' fees – Rémy Cointreau	€48,500	€48,167
	Other compensation – controlling company	€284,008	€284,188
	Other compensation – controlled companies	-	-
Elie Hériard Dubreuil	Directors' fees – Rémy Cointreau	€52,000	€47,667
	Other compensation – controlling company	€288,490	€260,623
	Other compensation – controlled companies	-	-
Marc Hériard Dubreuil	Directors' fees – Rémy Cointreau	-	€15,333
	Other compensation – controlling company	-	€23,658
	Other compensation – controlled companies	-	-
Bruno Pavlovsky		€53,000	€53,000
Laure Hériard Dubreuil		€46,000	€46,000
Olivier Jolivet		€48,000	€48,000
Emmanuel de Geuser		€16,333	€33,250
Sonia Bonnet Bernard ⁽²⁾		€31,667	-
Guylaine Saucier		€56,000	€56,000
Hélène Dubrule		€47,000	€47,000
Marc Verspyck		€47,500	€47,500
Alain Li ⁽³⁾		€46,000	€30,667
Orpar		€46,000	€46,333
NON-VOTING BOARD MEMBERS			
Dominique Hériard Dubreuil		€26,000	€30,000
François Hériard Dubreuil		€23,000	€23,000
Jérôme Bosc ⁽⁴⁾		€23,000	€15,333
Jacques Hérail		-	€7,667

(1) Marie-Amélie de Leusse was appointed as Chairwoman to replace Marc Hériard Dubreuil by the Shareholders' Meeting of 21 July 2022.

(2) Sonia Bonnet-Bernard was appointed as a Board member to replace Emmanuel de Geuser by the Shareholders' Meeting of 20 July 2023.

(3) Alain Li was appointed as a Board member to replace Marc Hériard Dubreuil by the Shareholders' Meeting of 21 July 2022.

(4) Jérôme Bosc was appointed non-voting Board member by the Board of Directors on 21 July 2022.

COMPONENTS OF COMPENSATION PAYABLE TO THE EXECUTIVE AND NON-EXECUTIVE DIRECTORS FOR THE 2023/2024 FINANCIAL YEAR, SUBJECT TO SHAREHOLDER APPROVAL (SAY ON PAY - EX-POST - 12TH AND 13TH RESOLUTION)

COMPONENTS OF COMPENSATION PAID DURING OR ALLOCATED IN RESPECT OF THE 2023/2024 FINANCIAL YEAR TO MARIE-AMÉLIE DE LEUSSE, CHAIRWOMAN OF THE BOARD OF DIRECTORS SINCE 21 JULY 2022 - 12TH RESOLUTION

Components of compensation paid during or allocated in respect of the 2023/2024 financial year	Amounts or accounting valuation submitted to the vote	Comments
Fixed compensation	€250,000	The Chairwoman of the Board of Directors received fixed compensation of €250,000, unchanged compared to the previous financial year.
Annual variable compensation	n/a	-
Deferred variable compensation	n/a	-
Multi-year variable compensation	n/a	-
Extraordinary compensation	n/a	-
Long-term compensation: stock options	n/a	-
Long-term compensation: performance shares	n/a	-
Long-term compensation: other components	n/a	-
Directors' fees	€46,333	-
Valuation of benefits of any kind	n/a	-
Severance pay	n/a	-
Non-compete compensation	n/a	-
Supplementary pension scheme	€20,000	Marie-Amélie de Leusse is eligible for a defined-contribution scheme pursuant to Article L. 242-1 of the French Social Security Code, which equates to 8% of the annual compensation representing between one and eight times the annual ceiling on social security contributions paid by the Company. The Company's liability is limited to paying contributions to the insurance company that manages the plan.
Life and disability policies (death, disability and incapacity for work)	€6,767	Marie-Amélie de Leusse is eligible for a collective disability, death and incapacity for work insurance plan. The compensation used to calculate the contributions is capped at eight times the annual ceiling applicable in France for incapacity, disability and death benefits. The employer contribution rate is 2.23% on bracket A and 2.55% on brackets B and C. This is subject to change in accordance with the contractual provisions. The Company's liability is limited to paying contributions to the insurance company that manages the plan.

COMPONENTS OF COMPENSATION PAID DURING OR ALLOCATED IN RESPECT OF THE 2023/2024 FINANCIAL YEAR TO ÉRIC VALLAT, WHO WAS REAPPOINTED AS CHIEF EXECUTIVE OFFICER ON 23 NOVEMBER 2022 - 13TH RESOLUTION

Components of compensation paid during or allocated in respect of the 2023/2024 financial year	Amounts or accounting valuation submitted to the vote	Comments
Fixed compensation	€800,000 (amount paid)	The annual gross fixed compensation comprises a gross fixed salary of €800,000, which is unchanged from the prior financial year. The amount of the gross fixed salary was revalued on 1 July 2022 and increased to €800,000, in accordance with the decision of the Board of Directors of 1 June 2022, on the recommendation of the Nomination and Remuneration Committee.
Annual variable compensation	€400,000 paid in cash representing 50% of fixed compensation	<p>The Executive Director receives annual variable compensation payable in cash. The variable portion of Éric Vallat's compensation corresponds to a percentage of the fixed portion. This could reach 100% if all performance targets are met, and may not exceed 155%.</p> <p>The Board of Directors made sure that the criteria used to calculate the variable portion of the Chief Executive Officer's compensation are such that his interests are aligned with those of the Company and its shareholders.</p> <p>On 5 June 2024, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, considered that the trigger thresholds for the quantitative criteria were not met and that the individual qualitative criteria (which include a criteria relating to the Group's CSR policy, achieved at 84%) had been 100% met. Consequently, the variable compensation payable for the 2023/2024 financial year, to be paid in the 2024/2025 financial year, is 50% of the fixed portion, i.e. €400,000.</p>

QUANTITATIVE OBJECTIVES: TARGET 50% - MAXIMUM 90%

Objective	Weighting	Target	Maximum	Result 2023/2024	Achievement of the variable portion	Board's assessment
Achievement of the current operating profit objective (€M)	40.00%	20.00%	40.00%	304.4	0.00%	Trigger threshold not achieved
Achievement of the cash flow generation objective, excluding non-recurring items (€M)	40.00%	20.00%	34.00%	18.2	0.00%	Trigger threshold not achieved
Achievement of the net profit objective, excluding non-recurring items (€M)	13.50%	6.75%	10.80%	194.8	0.00%	Trigger threshold not achieved
Achievement of the ROCE objective (%)	6.50%	3.25%	5.20%	15.5%	0.00%	Trigger threshold not achieved
TOTAL					0.00%	

COMPENSATION AND BENEFITS

Components of compensation paid during or allocated in respect of the 2023/2024 financial year	Amounts or accounting valuation submitted to the vote	Comments
--	---	----------

INDIVIDUAL QUALITATIVE OBJECTIVES: TARGET 50% - MAXIMUM 65%

Objective	Weighting	Target	Maximum	Achievement of the variable portion	Board's assessment
Against a challenging backdrop, maintain the value strategy and keep a long-term vision whilst taking the necessary measures in terms of cost control	30.00%	15.00%	19.50%	19.50%	Maximum achieved
Implementation of arrangements conducive to accelerating the development of incubating brands and the EMEA region	25.00%	12.50%	16.25%	9.20%	Below target
Anticipate and manage the Operations Department Rethink the Group's digital organisation with the implementation of a Digital Factory Group	20.00%	10.00%	13.00%	10.00%	On target
CSR objectives (nature and climate, carbon impact, responsible consumption, diversity and inclusion and security) <i>Arithmetic average of Executive Committee members' achievements</i>	15.00%	7.50%	9.80%	6.30%	Below target
Work in close relationship with the Board of Directors, particularly on the various strategic considerations to prepare for medium-term growth.	10.00%	5.00%	6.50%	5.00%	On target
TOTAL				50.00%	

Deferred variable compensation	n/a	-			
Multi-year variable compensation	n/a	-			
Extraordinary compensation	n/a	-			
Long-term compensation: stock options	n/a	-			
Long-term compensation: performance shares	€611,450 (accounting valuation)				This amount corresponds to the valuation of the plan awarded during the 2023/2024 financial year, which will vest on 11 January 2028. The details of the plan are described in Table 6: Performance shares allocated freely during the financial year to each Executive Director by the issuer and all Group companies.
Long-term compensation: other components	n/a	-			
Directors' fees	n/a	-			
Valuation of benefits of any kind	€19,112				This benefit in kind corresponds to the provision of a Company car and coverage of maintenance, insurance and running costs, as well as the contribution to a benefits scheme for managers and senior executives.

Elements of compensation paid during or allocated in respect of the 2023/2024 financial year	Amounts or accounting valuation submitted to the vote	Comments
Severance pay	No payment	<p>Éric Vallat will be eligible for severance pay equivalent to 24 months' compensation (including fixed salary and annual bonus) prior to the date of the revocation or non-renewal of his corporate office ⁽¹⁾.</p> <p>The severance pay will only be made in the event of forced departure. It will not be due where there are serious grounds or misconduct or in the event of business failure.</p> <p>In the event of business failure, the Board of Directors may waive all or part of the severance pay. The Company's situation will be assessed on the basis of results measured at the end of the last two financial years. The business is deemed to have failed if the aggregate operating profit for the previous two financial years is less than €300 million.</p> <p>Actual payment of this benefit is subject to the performance criteria set out below:</p> <p><u>Quantitative performance criteria</u></p> <p>If the quantitative results, approved by the Board of Directors and serving as the calculation basis for Executive Committee members' bonuses, are less than 75% of the budgetary targets, no compensation will be payable.</p> <p>If the quantitative results, approved by the Board of Directors and serving as the calculation basis for Executive Committee members' bonuses is equal to 75% or more of the budgetary targets, the compensation paid will be equivalent to two years' gross compensation multiplied by the percentage achieved (maximum 100%). For example, if the percentage used is 87.5%, the compensation will be equal to 21 months.</p> <p>The percentage used to calculate the compensation is the average percentage of the previous two financial years.</p> <p><u>Qualitative performance criteria</u></p> <p>The Board of Directors may adjust the amount of the bonus, expressed as a percentage of gross annual remuneration and calculated on the basis of quantitative criteria, according to the results measured on the basis of qualitative criteria. For this, the Board of Directors takes the Company's corporate social responsibility rating with an agency such as Vigéo into consideration. The final compensation amount is limited to 24 months' compensation as defined above.</p>
Non-compete compensation	No payment	<p>Éric Vallat is subject to a non-compete clause which prohibits him from working for a competitor for a period of one year from the date on which his term of office ends ⁽¹⁾.</p> <p>This clause may be waived by the Board of Directors and will be accompanied by gross monthly non-compete compensation equivalent to 100% of the average gross monthly basic compensation received over the twelve (12) months preceding the date on which the term of office is terminated.</p> <p>The severance pay and non-compete compensation will be capped at two years' pay, as explained above.</p> <p>In the event of a breach of this non-compete clause, the Company will be entitled to claim damages.</p>

(1) At its meeting on 23 November 2022, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, once again authorised, in accordance with Article L. 225-42-1 of the French Commercial Code, the commitments made to the Chief Executive Officer relating to severance pay and non-compete compensation, which was approved by the Shareholders' Meeting of 20 July 2023 for approval under its 4th resolution.

COMPENSATION AND BENEFITS

Components of compensation paid during or allocated in respect of the 2023/2024 financial year	Amounts or accounting valuation submitted to the vote	Comments
Supplementary pension scheme	€739,073	<p>Éric Vallat is eligible for the supplementary Group pension schemes set up for the Group's senior management. The supplementary pension arrangements⁽¹⁾ include (i) a defined-contribution Group scheme and (ii) a defined-benefit Group scheme.</p> <p>(i) Defined-contribution scheme pursuant to Article L. 242-1 of the French Social Security Code: Éric Vallat is eligible for a defined-contribution scheme, which equates to 8% of the annual compensation representing between one and eight times the annual ceiling on social security contributions paid by the Company. The Company's liability is limited to paying contributions to the insurance company that manages the plan.</p> <p>(ii) The supplementary defined-benefit pension scheme, as mentioned in Article L. 137-11-2 of the French Social Security Code, aims to retain the key executives concerned and encourage long-term performance. The supplementary pension scheme, set up and funded by the Company and managed by a third-party insurance company, involves the payment of an annuity calculated as a percentage of compensation on the basis of length of service. This scheme enables the grant, subject to performance conditions, of supplementary pension rights which vest each year. The annuity provided for by the scheme gives right to a supplementary pension: its amount is determined without reference to the pensions received by the Beneficiary under mandatory pension schemes and other post-employment schemes to which he/she may be entitled. This scheme enables the vesting of the same level of annuity rights as the previous scheme in force within the Group and in accordance with the performance conditions described below:</p> <ol style="list-style-type: none"> 1. conditions to be eligible for the scheme and other conditions to benefit from it: <ul style="list-style-type: none"> – hold a senior executive manager position within the Rémy Cointreau Group, in accordance with the classification provided for by the Wines and Spirits collective bargaining agreement, – length of service of at least 3 years within a Rémy Cointreau Group company; 2. reference compensation equal to the sum of the gross annual fixed compensation, the bonus received and benefits in kind subject to social security contributions; 3. rate of vesting of rights: annual rate; 4. overall cap on vested rights, all schemes governed by Article L. 137-11-2 of the French Social Security Code: 15 points; 5. financing outsourced to an insurance company to which a premium is paid each year; 6. performance conditions: the assessment of these conditions is at the sole discretion of Rémy Cointreau, according to the targets set by the Company. It applies to all beneficiaries and depends on the Company's results. The performance criteria are as follows: <ol style="list-style-type: none"> (i) current operating profit, (ii) cash flow generation, (iii) net profit (loss) excluding non-recurring items, (iv) ROCE.

(1) At its meeting on 23 November 2022, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, once again authorised, in accordance with Article L. 225-42-1 of the French Commercial Code, the commitments made to the Chief Executive Officer relating to the supplementary pension scheme.

Components of compensation paid during or allocated in respect of the 2023/2024 financial year	Amounts or accounting valuation submitted to the vote	Comments
		<p>Terms for determining and vesting performance-related pension entitlements: If none, just one or the two best rates of achievement of the criteria were at least 50% completed: 0%; if the two highest achievement rates for the criteria are equal to or greater than 50%: 1%; if the 3 highest achievement rates for the criteria are equal to or greater than 70%: 1.2%; if the 3 highest achievement rates for the criteria are equal to or greater than 100%: 1.5%;</p> <p>7. annual vesting ceiling for pension rights: the annual vesting rate is a maximum of 1.5% for a given year.</p> <p>During its deliberation on 5 June 2024, the Board of Directors noted that at least three of the performance criteria had reached 70% completion or beyond and, as such, awarded an additional 1.2% of rights for the period from 1 April 2023 to 31 March 2024.</p> <p>The Company's commitment to its Chief Executive Officer, based on length of service at 31 March 2024, is €28,535 under the defined-contribution pension scheme, €710,538 (corresponding to an estimated annual annuity of €21,873) under the defined-benefit pension scheme for the period from 1 April 2023 to 31 March 2024. This amount corresponds to the contributions paid by the Company to the insurer in respect of the financial year ended for the defined-contribution pension scheme and to the contributions payable in respect of the financial year ended for the defined-benefit pension scheme. This obligation has been confirmed independently by Deloitte Conseil.</p>
Life and disability policies (death, disability and incapacity for work) and healthcare schemes	€10,966	<p>Éric Vallat is eligible for the Group life and disability policies and healthcare schemes set up within the Group for all employees.</p> <p>These schemes comprise i) a death, disability and incapacity for work plan, and ii) a healthcare scheme.</p> <p>(i) Life and disability policy (death, disability and incapacity for work): Éric Vallat is eligible for a Group disability, death and incapacity for work insurance scheme. The compensation used to calculate the contributions is capped at eight times the annual ceiling applicable in France for incapacity, disability and death benefits. The employer contribution rate is 2.23% on bracket A and 2.55% on brackets B and C. This is subject to change in accordance with the contractual provisions.</p> <p>The Company's liability is limited to paying contributions to the insurance company that manages the plan.</p> <p>(ii) Healthcare plan: Éric Vallat is eligible for a Group health insurance plan. The compensation used to calculate the contributions is capped at the annual social security ceiling. The employer contribution rate is 2.86% on bracket A, subject to change in accordance with the contractual provisions.</p> <p>The Company's liability is limited to paying contributions to the insurance company that manages the plan.</p>

COMPARISON OF EXECUTIVE AND EMPLOYEE COMPENSATION (INCLUDING LONG-TERM COMPENSATION) - 11TH RESOLUTION

In accordance with the provisions of Article L. 22-10-9 of the French Commercial Code, details of the ratios used to measure the gap between executive compensation and that of the Company's employees are provided in the following table, pursuant to the AFEP/MEDEF guidelines on compensation multiples, updated in February 2021.

Pursuant to Article L. 22-10-9, the scope to be considered for the calculation of the indicators is that of the listed company preparing the corporate governance report.

However, as Rémy Cointreau SA has no employees, the indicators were calculated on the basis of the compensation of all employees, based in France, of CLS Rémy Cointreau SA, Cointreau SA, E. Rémy Martin & C°, Rémy Cointreau France Distribution SA and Maison Psyché, which are wholly-owned subsidiaries of Rémy Cointreau SA, i.e. 781 employees at the end of the 2023/2024 financial year (787 employees at the end of the 2022/2023 financial year). This workforce represents 96.4% of the workforce based in France. These items are among the information referred to in Article L. 22-10-9 of the French Commercial Code. They will be put to a general vote pursuant to

Article L. 225-100 of the French Commercial Code at the Shareholders' Meeting of 18 July 2024. The compensation shown in the table includes the following items:

- fixed compensation paid during the financial year;
- variable compensation paid during the financial year;
- directors' fees paid during the financial year, if any;
- the carrying amount of benefits in kind paid during the financial year;
- performance shares granted during the financial year (at IFRS value);
- incentives and profit-sharing paid during the financial year.

For both Rémy Cointreau's employees and Rémy Cointreau's corporate officers, compensation has been annualised. The Executive Directors concerned are the Chairman of the Board of Directors and the Chief Executive Officer.

The compensation disclosed is attached to the role and not the person. Therefore, any change in the person occupying the role does not affect the presentation of the information over the 5-year period.

During the 2020/2021 financial year the Chief Executive Officer was allocated, on the proposal of the Nomination and Remuneration Committee two very long-term performance incentive plans (2021/2025 and 2021/2030 Plans) to achieve the ambitious financial and non-financial targets by 2030. These rights will vest only if the beneficiary is still an employee or corporate officer of the Group or an associated company at the end of the vesting period of 4 years and

3 months, i.e. 1 July 2025 and 9 years and 3 months, i.e. 1 July 2030, and if the targets as described in Table 6 on pages 161 et seq. of the Universal Registration Document for the 2020/2021 financial year: **Performance shares allocated freely during the financial year to each Executive Director by the issuer and by all Group companies are achieved.**

		2023/2024	2022/2023	2021/2022	2020/2021	2019/2020
Chairman of the Board of Directors	Annual compensation ⁽¹⁾	€374,808	€686,044 ⁽²⁾	€488,651	€93,263	€360,583
	(Change/Prior year)	-45%	40%	424%	-74%	-32%
	Ratio/Average employee compensation	4.7	8.7	6.6	1.1	5.4
	(Change/Prior year)	-47%	31%	493%	-79%	-30%
	Ratio/Median employee compensation	6.2	11.8	9.1	1.9	7.2
(Change/Prior year)	-47%	29%	387%	-74%	-33%	
Chief Executive Officer	Annual compensation	€2,457,373	€3,065,911	€3,507,164	€9,033,120 ⁽³⁾	€1,623,608
	▪ of which fixed compensation ⁽⁴⁾	€823,005	€809,009	€769,912	€769,506	€756,857
	▪ of which variable portion paid	€1,003,807	€1,144,219	€1,087,374	€392,560	€718,483
	▪ including the valuation of benefits in kind	€19,112	€18,233	€18,004	€18,004	€148,248
	▪ of which bonus shares granted during the financial year:	€611,450	€1,094,450	€1,631,874	€7,853,050 ⁽⁵⁾	-
	(Change/Prior year)	-20%	-13%	-61%	456%	-29%
	Ratio/Average employee compensation	30.5	39.0	47.7	108.6	24.4
	(Change/Prior year)	-22%	-18%	-56%	345%	-27%
	Ratio/Median employee compensation	40.9	52.8	65.5	181.4	32.2
(Change/Prior year)	-23%	-19%	-64%	463%	-31%	
Employees	Average annual compensation	€80,548	€78,661	€73,495	€83,197	€66,592
	(Change/Prior year)	2.4%	7%	-12%	25%	-2%
	Median compensation	€60,107	€58,045	€53,533	€49,795	€50,376
	(Change/Prior year)	3.6%	8.4%	7.5%	-1.2%	2.4%

(1) The amount of annual compensation includes compensation paid by the controlling company.

(2) For the year 2022/2023, the compensation of the Chairman was annualised on the basis of the compensation paid to Marc Hériard Dubreuil for the period from 1 April 2022 to 20 July 2022 and the compensation paid to Marie-Amélie de Leusse for the period from 21 July 2022 to 31 March 2023.

(3) For 2020/2021, the compensation of the Chief Executive Officer was annualised on the basis of the compensation paid to Éric Vallat for the period from 1 April 2020 to 31 March 2021 and also includes the variable portion due to Valérie Chapoulaud-Floquet for the period from 1 April 2019 to 30 November 2019 and paid in 2020, to take into account the change of Chief Executive Officer.

(4) This amount of €823,005 comprises a fixed gross salary of €800,000 and the surplus connected to the overpayment of employer contributions to the supplementary pension scheme (Article 83), on the one hand and of the employer contributions to the life and disability policy on the other hand. The amount of the gross fixed salary was revalued on 1 July 2022 and increased to €800,000, in accordance with the decision of the Board of Directors of 1 June 2022, on the recommendation of the Nomination and Remuneration Committee. The amount carried forward for 2022/2023 takes account of this pro-rating.

(5) The details of the Performance share plans subject to performance conditions are described in Table 6 on pages 161 and followings of the Universal Registration Document for the 2020/2021 financial year: Performance shares allocated freely during the financial year to each Executive Director by the issuer and by all Group companies.

Explanation of changes in the ratios for the 2023/2024 financial year

The change in the average and median compensation of employees in 2023 is mainly due to the payment of higher profit-sharing and incentive amounts compared to 2022/2023.

The reduction in the Chief Executive Officer's compensation is connected, on the one hand, to a reduction in the value of the variable portion paid and, on the other hand, to an allocation of bonus shares allocated in 2023 that is comparatively lower than the prior year. The Chief Executive Officer's fixed compensation of €800,000 is unchanged from the previous financial year.

COMPANY SECURITIES TRADING BY EXECUTIVE DIRECTORS

Executives' declarations

Persons concerned	Type of transaction	Date of transaction	AMF Decision No.	Number of shares (unit price)
Orpar SA	Acquisition	7 June 2023	2023DD913985	20,000 (€141.42)
Legal entity Board member of Rémy Cointreau.		8 June 2023	2023DD914246	12,000 (€141.72)
		9 June 2023	2023DD914438	10,000 (€142.25)
Represented by Marc Hériard Dubreuil		12 June 2023	2023DD914690	10,000 (€144.62)
		13 June 2023	2023DD914904	8,500 (€144.21)
		14 June 2023	2023DD915176	7,299 (€144.84)
		15 June 2023	2023DD915318	2,207 (€144.68)
		7 September 2023	2023DD927007	1,500 (€135.00)
		8 September 2023	2023DD927146	1,130 (€135.00)
		12 September 2023	2023DD927566	7,000 (€133.45)
		13 September 2023	2023DD927823	6,000 (€132.73)
		14 September 2023	2023DD927956	10,000 (€129.58)
		15 September 2023	2023DD928098	10,000 (€131.19)
		18 September 2023	2023DD928359	9,000 (€129.61)
		19 September 2023	2023DD928555	10,000 (€128.21)
		20 September 2023	2023DD928791	8,000 (€129.25)
		21 September 2023	2023DD929008	8,000 (€125.39)
		22 September 2023	2023DD929212	6,711 (€122.31)
		9 February 2024	2024DD950261	5,024 (€98.00)
		12 February 2024	2024DD950478	15,976 (€99.19)
		13 February 2024	2024DD950660	24,000 (€98.43)
		14 February 2024	2024DD950879	25,000 (€97.57)
		15 February 2024	2024DD951082	34,086 (€99.28)
		16 February 2024	2024DD951258	26,040 (€98.34)
		19 February 2024	2024DD951523	20,986 (€99.20)
		20 February 2024	2024DD951666	1,473 (€97.90)
		26 February 2024	2024DD952320	23,000 (€97.60)
		27 February 2024	2024DD952510	8,373 (€97.02)
		29 February 2024	2024DD952998	8,217 (€98.00)
		1 March 2024:	2024DD953235	6,527 (€97.85)
		4 March 2024	2024DD953518	4,618 (€97.28)
		6 March 2024	2024DD954022	25,000 (€95.96)
		7 March 2024	2024DD954361	30,000 (€94.54)
		8 March 2024	2024DD954516	23,000 (€94.04)
		11 March 2024	2024DD954834	30,900 (€93.64)
		13 March 2024	2024DD955345	6,545 (€92.96)
		15 March 2024	2024DD955649	60,872 (€92.62)
		18 March 2024	2024DD955917	37,691 (€91.86)
Éric Vallat Chief Executive Officer	Donation	6 September 2023	2023DD926820	2,127 (€142.70)
Éric Vallat Chief Executive Officer	Final award of performance shares by delivery of the issuer's treasury shares	11 December 2023	2023DD943278	8,099 (n/a)

SHARES AND VOTING RIGHTS OF MEMBERS OF THE BOARD OF DIRECTORS AT 31 MARCH 2024

Board members (natural persons)	Shares	%	Shares with double voting rights	Voting rights	%
Marie-Amélie de Leusse	12,670	0.02	12,532	25,202	0.03
Caroline Bois	4,592	0.01	4,002	8,594	0.01
Marc Hériard Dubreuil (Orpar representative)	110	0.00	108	218	0.00
Laure Hériard Dubreuil	105	0.00	105	210	0.00
Elie Hériard Dubreuil	519	0.00	519	1,038	0.00
Hélène Dubrule	100	0.00	100	200	0.00
Olivier Jolivet	100	0.00	0	100	0.00
Guylaine Saucier	100	0.00	100	200	0.00
Sonia Bonnet-Bernard	100	0.00	0	200	0.00
Bruno Pavlovsky	100	0.00	100	200	0.00
Alain Li	500	0.00	0	500	0.00
Marc Verspyck	100	0.00	0	100	0.00
TOTAL	19,096	0.03	17,566	36,762	0.04

REPORT ON THE COMPENSATION POLICY FOR EXECUTIVE DIRECTORS UNDER ARTICLE L. 225-37-2 OF THE FRENCH COMMERCIAL CODE (SAY ON PAY - EX-ANTE - 14TH AND 15TH RESOLUTION)

This report, approved by the Board of Directors on 5 June 2024 on the recommendation of its Nomination and Remuneration Committee, sets out the principles and criteria for the determination, distribution and allocation of fixed, variable and extraordinary components of total compensation and benefits of any kind that may be awarded to Executive Directors in respect of their term of office.

In accordance with Article L. 225-37-2 of the French Commercial Code, the principles and criteria set out in this report will be submitted for the approval of the Combined Shareholders' Meeting of 18 July 2024.

The definition of Executive and Non-executive Directors used in this report is taken from the AFEP/MEDEF Corporate Governance Code of Listed Corporations.

Guiding principles and implementation of the compensation policy

Rémy Cointreau's compensation policy for its Executive Directors is designed to support its long-term growth strategy by focusing on investment decisions and competitiveness in its various markets. This policy thus establishes a close link between the performance of executives and their compensation in the short, medium and long term, with the aim of aligning their interests with those of the Company's shareholders.

Rémy Cointreau's compensation policy seeks to attract and motivate highly qualified men and women, to enable them to significantly enhance on their performance and to link their compensation to the Company's performance. The policy comprises short-term compensation consisting of a fixed and variable part, long-term incentives with performance shares and ancillary items such as defined-contribution and defined-benefit pension schemes, life and disability plans and severance pay.

When setting its compensation policy, the Board of Directors takes into account the principles of comprehensiveness, balance,

comparability, consistency, understandability and proportionality advocated by the AFEP/MEDEF Corporate Governance Code of Listed Corporations.

The overall compensation paid to Executive and Non-Executive Directors is set by the Board of Directors, which decides on the basis of recommendations issued by the Nomination and Remuneration Committee. The committee ensures that each component of compensation responds to a clear objective that is fully in line with the strategy and interests of the business.

Regardless of the components of compensation concerned, the committee's objective is to recommend a general compensation policy to the Board of Directors that is both competitive and attractive. To that end, it draws on objective studies of the executive compensation offered by companies comparable to Rémy Cointreau in the appropriate market, carried out by external experts.

This report sets out the components of compensation and benefits of any kind referred to in Article R. 225-29-1 of the French Commercial Code, as provided for in decree No. 2017-340 of 16 March 2017.

Compensation structure and calculation criteria

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, seeks to maintain a proportionate balance between fixed, variable and long-term compensation. It follows a strict framework for attaining ambitious, clearly defined commercial and financial targets, delivering long-term sustainable performance and securing proven expertise in international team leadership. The Chief Executive Officer's performance-related pay is thus a substantial part of his compensation package.

The compensation components described below concern both the Chief Executive Officer of the Company, an Executive Director, and the Chairwoman of the Board of Directors, a Non-Executive Director, as defined by the AFEP/MEDEF Code.

Non-Executive Directors - 14th Resolution

The Non-Executive Director	Ex-ante say on pay (compensation for 2024/2025)
Directors' fees	<p>The total amount of directors' fees put to a vote by the shareholders is subject to a regular review of the practices adopted by French groups of a similar scale and international dimension to Rémy Cointreau.</p> <p>The Board of Directors ensures that the amount of directors' fees is commensurate with Board members' responsibilities and the amount of time they spend discharging their duties.</p> <p>The Board of Directors distributes the annual amount of €700,000 in directors' fees set by the Shareholders' Meeting among its members as follows:</p> <ul style="list-style-type: none"> ▪ a fixed portion of €46,000, defined on an annual basis; ▪ a variable portion commensurate with each Board member's actual attendance at Board of Directors and Committee meetings; the amount of directors' fees is reduced by 30% if members miss more than one in three meetings; ▪ an additional fixed portion related to chairing a committee of the Board of Directors, i.e. €10,000 for the Audit Committee and €7,000 for the Nomination and Remuneration and Corporate Social Responsibility Committees; ▪ an additional fixed portion related to participation in a committee of the Board of Directors, i.e. €1,500 for the Audit Committee and €1,000 for the Nomination and Remuneration and Corporate Social Responsibility Committees. <p>In addition, the Board of Directors may grant extraordinary compensation for specific assignments entrusted to members of the Board. This type of compensation is subject to the legal provisions on related-party agreements. Members of the Board of Directors are also reimbursed all expenses incurred in the course of their duties, subject to supporting documentation being produced.</p> <p>The Chairman of the Board of Directors, as a Non-Executive Director, is therefore subject to the aforementioned rules regarding the allocation of directors' fees.</p>
Annual fixed compensation	<p>The fixed portion of compensation is determined according to the responsibilities of the Chairman of the Board of Directors, as Non-Executive Director.</p> <p>A survey is regularly carried out with the help of specialist consultancy firms to examine how the Company's compensation structure for this executive compares with that of other SBF 120 companies for similar positions.</p> <p>For the 2024/2025 financial year, the fixed gross annual compensation put to the vote at the Shareholders' Meeting is €250,000, which is unchanged from the prior year.</p>
Variable annual compensation (bonus)	<p>The Non-Executive Director does not receive annual variable compensation, given their independence from the Chief Executive Officer's role. The Board of Directors follows the recommendations of the AFEP/MEDEF Corporate Governance Code in this regard.</p>
Multi-year variable compensation	<p>The Non-Executive Director does not receive multi-year variable compensation.</p>
Stock option grants	<p>The Chairman of the Board of Directors is not eligible for any plan of this type, in accordance with the recommendations of the AFEP/MEDEF Corporate Governance Code.</p>
Award of bonus shares	<p>Non-Executive Directors are not eligible for performance share plans, in accordance with the recommendations of the AFEP/MEDEF Corporate Governance Code.</p>
Extraordinary compensation	<p>The Non-Executive Director is not eligible for performance share plans, in accordance with the recommendations of the AFEP/MEDEF Corporate Governance Code.</p>
Compensation, indemnities or benefits payable or likely to become payable upon taking up office	<p>Non-Executive Directors do not receive any compensation of this type.</p>

COMPENSATION AND BENEFITS

The Non-Executive Director	<i>Ex-ante say on pay (compensation for 2024/2025)</i>
Components of compensation, indemnities or benefits due or that may fall due as a result of the termination or change of office, or subsequent thereto, or defined-benefit pension commitments meeting the characteristics of the schemes referred to in Article L. 137-11-2 of the French Social Security Code	<p>Non-Executive Directors are eligible for a supplementary and vested Group defined-benefit pension scheme governed by Article L. 137-11-2 of the French Social Security Code, which is financed by the controlling company. The Company's liability is limited to paying contributions to the insurance company that manages the plan.</p> <p>In addition, Non-Executive Directors are eligible for a defined-contribution plan governed by Article L. 242-1 of the French Social Security Code. This defined-contribution plan equates to 8% of the annual compensation representing between one and eight times the annual ceiling on social security contributions paid by the controlling company.</p> <p>Non-Executive Directors do not benefit from other components of compensation, indemnities or benefits due or that may fall due as a result of his termination or change of office or at any time thereafter.</p>
Components of compensation and benefits of any kind due or that may fall due to any of the persons referred to in the 1st paragraph of Article L. 225-37-2, under agreements entered into, directly or through an intermediary, by virtue of his or her office, with the Company in which the office is held, any company controlled by it, as defined by Article L. 233-16, any company which controls it, as defined by the same article, or any other company placed under the same control, as also defined in that article.	<p>It is noted as necessary that, due to its purpose, the service subscription contract entered into on 31 March 2011 between Rémy Cointreau SA and Andromède SA, where Marie-Amélie de Leusse holds the position of Executive Director, does not provide for any compensation or benefits of any kind.</p>
Any other component of compensation that may be granted in view of the office held	<p>The Non-Executive Director does not benefit from compensation components other than those mentioned above.</p>
Other benefits of any kind	<p>The Board of Directors, on the proposal of the Nomination and Remuneration Committee, may decide to provide the Non-Executive Director with the use of a vehicle, covering the associated maintenance, insurance and running costs. The Chairman of the Board of Directors may benefit from such benefits in kind.</p> <p>The Chairman of the Board of Directors is eligible for the Group disability, death and incapacity for work scheme. The Company's liability is limited to paying contributions to the insurance company that manages the plan.</p>

Executive Director - 15th Resolution

Executive Director	<i>Ex-ante say on pay (compensation for 2024/2025)</i>
Annual fixed compensation	<p>The fixed portion of compensation is determined according to the Executive Director’s experience and responsibilities.</p> <p>A survey is regularly carried out with the help of specialist consultancy firms to examine how the Company’s executive compensation structure compares with that of other SBF 120 companies.</p> <p>On 1 June 2022, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, voted for a gross annual fixed compensation amount of €800,000 effective from 1 July 2022. This compensation will remain unchanged for the 2024/2025 financial year.</p> <p>If the legal conditions are met, the Nomination and Remuneration Committee may propose to the Board of Directors that the fixed compensation should include a proportion benefiting from the provisions of Article L. 155B of the French General Tax Code (known as an “impatriation bonus”). To benefit from this provision, the person must not have been resident in France for tax purposes over the five calendar years prior to their appointment. The provision has a limited duration.</p>
Annual variable compensation (bonus)	<p>As in previous years, the Board of Directors has set out a procedure for calculating the variable portion of Executive Directors’ compensation so that it acts as an incentive while remaining fair. This procedure is based on ambitious quantitative, qualitative and Corporate Social Responsibility criteria that ensure that compensation is in line with the Group’s performance.</p> <p>The short-term variable portion of the Executive Director’s compensation is set annually by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, when closing the previous financial year. This method is based on economic and management parameters linked to the Group’s performance. It sets a ceiling for each component expressed as a percentage of the target value.</p> <p>The method consists of assessing the Executive Director’s performance according, on the one hand, to quantitative criteria of a financial nature also applied to all members of the Executive Committee and, on the other hand, to qualitative criteria that are personal to the individual concerned.</p> <p>On 5 June 2024, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, reviewed the quantitative, qualitative and Corporate Social Responsibility criteria and selected the following elements:</p>

QUANTITATIVE OBJECTIVES: TARGET 50% - MAXIMUM 90%

Objective	Weighting	Target	Maximum
Achievement of the current operating profit objective (€M)	40.00%	20.00%	40.00%
Achievement of the cash flow Generation objective, excluding non-recurring items (€M)	40.00%	20.00%	34.00%
Achievement of the net profit objective, excluding non-recurring items (€M)	13.50%	6.75%	10.80%
Achievement of the ROCE objective (%)	6.50%	3.25%	5.20%

INDIVIDUAL QUALITATIVE OBJECTIVES: TARGET 50% - MAXIMUM 65%

Objective	Weighting	Target	Maximum
Objective linked to the current situation	25.00%	12.50%	16.25%
Objective linked to medium-term growth	25.00%	12.50%	16.25%
Objective linked CSR <i>Arithmetic average of Executive Committee members’ achievements</i>	25.00%	12.50%	16.25%
Objective linked to management and organisation	25.00%	12.50%	16.25%

COMPENSATION AND BENEFITS

Executive Director	<i>Ex-ante say on pay (compensation for 2024/2025)</i>
	Each criterion has a specific weight determined each year by the board of directors on the recommendation of the nomination-remuneration committee. The level of achievement of these criteria is established in a precise and detailed manner after their evaluation by the nomination-remuneration committee and the board of directors. For confidentiality reasons regarding the group's strategy and in the same way as in previous years, the details of the individual qualitative objectives can only be made public at the end of the fiscal year.
Multi-year variable compensation	Executive Directors do not receive multi-year variable compensation.
Directors' fees	Only Executive Directors who are Board members are eligible for directors' fees, which is not the case for the Company's Chief Executive Officer.
Stock option grants	The 21 st resolution voted on 22 July 2021 at the Shareholders' Meeting relating to plan allocation will expire at this Shareholders' Meeting and will not be re-submitted.
Bonus shares awards	<p>Performance incentive plans must serve the aims of retaining key talent with a view to delivering medium- and long-term performance, encouraging outperformance, involving the individuals concerned in the Company's value creation, retaining talent and optimising cost effectiveness.</p> <p>The plans are aimed at a select group of individuals: the Company's Chief Executive Officer, Executive Committee members, key contributors, pillars of the organisation and high flyers. Key contributors are managers who have a strategic role (mainly brand managers and regional managers) and managers who report to senior management. "Pillars" are managers who perform an essential role that requires experience and who would be difficult to replace. "High flyers" are managers who have been identified as having the potential to reach senior management level, or who could be promoted two management grades higher.</p> <p>Once identified, the beneficiaries are divided into groups. Each group is assigned a target increase, expressed as a percentage of the average annual salary of each group at the time of the award.</p> <p>In the case of the Company's Chief Executive Officer, the Board of Directors applies the criteria set out in the Corporate Governance Code of Listed Corporations for performance shares, i.e. a percentage of his total compensation and a proportional award in view of the total budget approved by the shareholders at the Shareholders' Meeting, in line with the Company's previous valuation practices. In accordance with the 30th resolution put to the vote at the Shareholders' Meeting, the maximum number of shares allocated to the Chief Executive Officer may not exceed 0.2% of the share capital at the date on which the award is made by the Board of Directors, over a 38-month period.</p>
Extraordinary compensation	Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors retains the option to grant extraordinary compensation to the Executive Director in the event that a major economic transaction is particularly successful and sustainable over the long term, although only if this was not envisaged when the qualitative criteria for his or her annual variable compensation were set.
Compensation, indemnities or benefits payable or that may become payable upon taking up office	The Board of Directors, on the recommendations of the Nomination and Remuneration Committee, may grant a signing bonus to a new Executive Director from a company outside the Group. This bonus is mainly intended to compensate the individuals concerned for the loss of benefits from which they would have otherwise benefited. It also enables the Group to attract what it considers to be the best international managerial talent in its field.

Executive Director	<i>Ex-ante say on pay (compensation for 2024/2025)</i>
Components of compensation, indemnities or benefits due or that may fall due as a result of the termination or change of office, or subsequent thereto, or defined-benefit pension commitments meeting the characteristics of the schemes referred to in Article L. 137-11-2 of the French Social Security Code	<p><u>Severance pay</u></p> <p>The Executive Director is eligible for severance pay equal to 24 months' compensation (including fixed salary and annual bonus) prior to the date of the revocation or non-renewal of the corporate office. The severance pay will only be made in the event of forced departure. It will not be due where there are serious grounds or misconduct or in the event of business failure.</p> <p>Actual payment of this benefit is subject to the performance criteria set out below:</p> <p><u>Performance criterion relating to the business situation</u></p> <p>In the event of business failure, the Board of Directors may waive all or part of the severance pay. The Company's situation will be assessed on the basis of results measured at the end of the last two financial years. The business is deemed to have failed if the aggregate operating profit for the previous two financial years is less than €250 million.</p> <p><u>Quantitative performance criteria</u></p> <p>If the quantitative results, approved by the Board of Directors and serving as the calculation basis for Executive Committee members' bonuses, are less than 75% of the budgetary targets, no compensation will be payable.</p> <p>If the quantitative results, approved by the Board of Directors and serving as the calculation basis for Executive Committee members' bonuses, are equal to 75% or more of the budgetary targets, the compensation paid will be equivalent to 24 months' gross compensation multiplied by the percentage achieved (maximum 100%). For example, if the percentage used is 87.5%, the compensation will be equal to 21 months.</p> <p>The percentage used to calculate the compensation is the average percentage of the previous two financial years.</p> <p><u>Qualitative performance criteria</u></p> <p>The Board of Directors may adjust the amount of the bonus, expressed as a percentage of gross annual remuneration and calculated on the basis of quantitative criteria, according to the results measured on the basis of qualitative criteria. For this, the Board of Directors takes the Company's corporate social responsibility rating from Vigéo, or any environmental rating agency, into consideration. The final compensation amount is limited to 24 months' compensation as defined above.</p>
	<p><u>Non-compete compensation</u></p> <p>Executive Directors are subject to a non-compete clause which prohibits them from working for a competitor. In respect of this non-compete clause, the activity taken into consideration as of the date of this document is the production, sale and distribution of liqueurs and spirits.</p> <p>This non-compete undertaking applies to a defined geographic region for a fixed period of time from the effective termination of their contract of appointment.</p> <p>During this period, the Executive Director will receive a gross monthly lump-sum non-compete payment equating to 100% of the average gross monthly basic compensation received during the twelve (12) months prior to the end of the term of office. The Board of Directors may waive this clause.</p> <p>In the event of a breach of this non-compete clause, the Company will be entitled to claim damages.</p>
	<p><u>Supplementary pension scheme</u></p> <p>The Executive Director is eligible for the supplementary Group pension plan set up for the Group's senior managers. The supplementary pension arrangements include (i) a defined-contribution Group scheme and (ii) an add-on defined-benefit Group scheme.</p> <p>(i) Defined-contribution scheme pursuant to Article L. 242-1 of the French Social Security Code The Executive Director is eligible for a defined-contribution plan, which equates to 8% of the annual compensation representing between one and eight times the annual ceiling on social security contributions paid by the Company. The Company's liability is limited to paying contributions to the insurance company that manages the plan.</p> <p>(ii) Supplementary and vested Group defined-benefit pension scheme ("Article 39") pursuant to Article L. 137-11-2 of the French Social Security Code.</p> <p>The supplementary defined-benefit pension scheme, as mentioned in Article L. 137-11-2 of the French Social Security Code, aims to retain the key executives concerned and encourage long-term performance. The supplementary pension scheme, set up and funded by the Company and managed by a third-party insurance company, involves the payment of an annuity calculated as a percentage of compensation on the basis of length of service. This scheme enables the grant, subject to performance conditions, of supplementary pension rights which vest each year. The annuity provided for by the scheme gives right to a supplementary pension: its amount is determined without reference to the pensions received by the Beneficiary under mandatory pension schemes and other post-employment schemes to which he/she may be entitled. This scheme makes it possible to vest the same level of annuity rights as the previous scheme in force within the Group and in accordance with the performance conditions described below.</p>

COMPENSATION AND BENEFITS

Executive Director	<i>Ex-ante say on pay (compensation for 2024/2025)</i>
	<p>The characteristics of the scheme are as follows:</p> <ol style="list-style-type: none"> 1. conditions to be eligible for the scheme and other conditions to benefit from it: <ul style="list-style-type: none"> - hold a senior executive manager position within the Rémy Cointreau Group, in accordance with the classification provided for by the Wines and Spirits collective bargaining agreement, - length of service of at least 3 years within a Rémy Cointreau Group company; 2. reference compensation equal to the sum of the gross annual fixed compensation, the bonus received and benefits in kind subject to social security contributions; 3. rate of vesting of rights: annual rate; 4. total ceiling on vested rights, all schemes governed by Article L. 137-11-2 of the French Social Security Code: 15 points; 5. financing outsourced to an insurance company to which a premium is paid each year; 6. performance conditions: the assessment of these conditions is at the sole discretion of Rémy Cointreau, according to the targets set by the Company. It applies to all beneficiaries and depends on the Company's results. The performance criteria are as follows: <ol style="list-style-type: none"> (i) current operating profit, (ii) cash flow generation, (iii) net profit(loss) excluding non-recurring items, (iv) ROCE. <p>Terms used to determine the vesting of pension rights subject to performance: if none, only one, or the two highest achievement rates for the criteria are less than 50% met: 0%; if the two highest achievement rates for the criteria are equal to or greater than 50%: 1%; if the 3 highest achievement rates for the criteria are equal to or greater than 70%: 1.2%; if the 3 highest achievement rates for the criteria are equal to or greater than 100%:</p> 7. annual ceiling for the vesting of pension rights: the annual vesting rate is a maximum of 1.5% for a given year.
<p>Components of compensation and benefits of any kind due or likely to fall due to any of the persons referred to in the 1st paragraph of Article L. 225-82-2, under agreements concluded, directly or through an intermediary, by virtue of his or her office, with the Company in which the office is held, any company controlled by it, as defined by Article L. 233-16, any company which controls it, as defined by the same article, or any other company placed under the same control, also as defined in that article</p>	<p>The Company's Chief Executive Officer does not benefit from any such agreements.</p>
<p>Any other component of compensation that may be granted in view of the office held</p>	<p>The Chief Executive Officer does not benefit from any other components of compensation in respect of his office other than those mentioned above.</p>
<p>Other benefits of any kind</p>	<p>The Chief Executive Officer is eligible for the use of a Company car. The maintenance, insurance and running costs are covered by the Company.</p> <p>He is also eligible for the fact that the Company also pays into a benefits scheme for managers and senior executives.</p> <p>The Company's Chief Executive Officer is eligible for the Group life and disability and healthcare schemes set up within the Group for all employees. The Company's liability is limited to the payment of contributions to the insurance company that manages the scheme.</p> <p>These schemes comprise a death, disability and incapacity for work plan and a healthcare plan, as described in this document.</p>

7

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS

ORDINARY BUSINESS

1st, 2nd and 3rd resolutions

APPROVAL OF THE COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS AND APPROPRIATION OF EARNINGS

EXPLANATORY STATEMENT

The **first two resolutions** concern the approval of the company and consolidated financial statements for the financial year ended 31 March 2024.

The company financial statements show a profit for the period of €175,803,443.10.

The consolidated financial statements show a net profit attributable to the owners of the parent company of €184.814 million.

It is stated, in accordance with Article 223 *quater* of the French General Tax Code, that no expenditures or expenses referred to in Article 39 paragraph 4 of the French General Tax Code were incurred during the financial year ended 31 March 2024.

The **third resolution** concerns the appropriation of Company earnings for the financial year ended 31 March 2024 and the payment of the dividend.

The Board of Directors asks that you approve the appropriation of distributable earnings for the financial year ended 31 March 2024 as follows:

▪ profit for the financial year ended 31 March 2024	€175,803,443.10
▪ retained earnings:	€185,860,164.37
▪ allocation to the legal reserve:	€(16,074.72)
▪ total distributable amount:	€361,647,532.75
▪ ordinary dividend of €2 per share:	€102,505,938
▪ retained earnings:	€259,141,594.75

The Board of Directors proposes to set the amount of dividend to be distributed to each of the Company's shares with dividend rights in respect of the financial year ended 31 March 2024 at €2 i.e. a total amount of €102,505,938 based on 51,252,969 shares comprising the share capital at 31 March 2024.

The dividend will be paid as follows:

- an ordinary dividend of €2 in cash or new ordinary shares, at the shareholder's choice.

The ex-dividend date would be 24 July 2024 and the dividend would be paid as of 1 October 2024.

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS

FIRST RESOLUTION

(Approval of the company financial statements for the 2023/2024 financial year)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' reports and the Statutory Auditors' report on the company financial statements, approves the company financial statements for the financial year ended 31 March 2024, which comprise the statement of financial position, the income statement and the notes, as presented, showing a profit for the period of €175,803,443.10, together with all the transactions reflected in the aforementioned financial statements or summarised in these reports.

In accordance with the provisions of Article 223 *quater* of the French General Tax Code, the Shareholders' Meeting notes that no expenditure or expenses referred to in Article 39-4 of the said Code were incurred during the financial year ended 31 March 2024.

THIRD RESOLUTION

(Appropriation of income and setting of the dividend)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Ordinary Shareholders' Meetings, on the proposal of the Board of Directors, hereby approves the appropriation of the distributable income for the financial year ended 31 March 2024 as follows:

▪ profit for the financial year as at 31 March 2024	€175,803,443.10
▪ retained earnings:	€185,860,164.37
▪ allocation to the legal reserve:	€(16,074.72)
▪ total distributable amount:	€361,647,532.75
▪ ordinary dividend of €2 per share:	€102,505,938
▪ retained earnings:	€259,141,594.75

A dividend of €2 per share will be distributed to each of the Company shares entitled to dividends.

The total dividend of €102,505,938 was determined on the basis of the 51,252,969 shares making up the share capital at 31 March 2024. The ex-dividend date will be 31 March 2024 and the dividend will be paid as of 1 October 2024.

In the event that the Company holds any of its own shares when the dividend becomes payable, the amount corresponding to the dividend not distributed as a result of that holding shall be allocated to "Retained earnings".

It is specified that, as the law currently stands, for natural persons who have their tax residence in France, the dividend is subject to a single flat-rate withholding tax ("PFU") of 12.8% or, if the beneficiary has expressly and irrevocably so opted, to the income tax applicable

SECOND RESOLUTION

(Approval of the consolidated financial statements for the 2023/2024 financial year)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' reports and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the financial year ended 31 March 2024, which comprise the statement of financial position, the income statement and the notes, as presented, showing a net profit (loss) attributable to the owners of the parent of €184.814 million, together with all the transactions reflected in the aforementioned financial statements or summarised in these reports.

to his/her entire income, net gains, profits and receivables falling under the field of application of the single flat-rate withholding taxation in accordance with the progressive income tax system. The dividend is eligible for the 40% rebate benefiting individuals domiciled in France for tax purposes as provided for in paragraph 2 of Article 158-3 of the French General Tax Code. However this now applies only to taxpayers who opt for taxation in accordance with the progressive income tax system.

In accordance with the provisions of Article 243 *bis* of the French General Tax Code, the amount of the net dividends paid in respect of the previous three financial years and the amount of the dividend payment for the same financial years eligible for the aforementioned tax allowance for individual shareholders who are tax residents of France, were as follows:

Financial years	2020/2021	2021/2022	2022/2023
Net dividend per share	€1.85	€2.85 ⁽¹⁾	€3 ⁽¹⁾
Dividend paid eligible for the 40% rebate	€1.85	€2.85 ⁽¹⁾	€3 ⁽¹⁾

(1) Including an extraordinary dividend of €1.

4th resolution

OPTION TO PAY THE DIVIDEND IN SHARES

EXPLANATORY STATEMENT

Applying the provisions of Articles L. 232-18 to L. 232-20 of the French Commercial Code, the **fourth resolution** proposes to grant each shareholder an option between payment of the dividend in cash or payment in new shares for the dividend of €2 distributed. The issue price of the new shares, subject to this option, will be equal to 90% of the average of the last listed prices for the twenty trading sessions preceding the date of the Shareholders' Meeting of 18 July 2024, less the net amount of the dividend, in accordance with Article L. 232-19 of the French Commercial Code. The Board of Directors will have the option of rounding the price thus determined to the nearest hundredth. Each shareholder may choose between, on the one hand, the payment of the entire extraordinary dividend in shares and, on the other hand, the payment of the entire extraordinary dividend in cash. Shareholders who wish to choose payment of the extraordinary dividend in shares must request this from their financial intermediary from 26 July 2024 and no later than 17:00 on 16 September 2024. At the end of this period, the entirety of the dividend may only be paid in cash. If the amount of dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder may subscribe either to the number immediately below along with the remainder in cash, or the number immediately above, with an additional payment in cash.

FOURTH RESOLUTION

(Option to pay the dividend in shares)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and applying the provisions of Articles L. 232-18 to L. 232-20 of the French Commercial Code and Article 27 of the Articles of Association, resolves to grant each shareholder an option between payment of the dividend in cash or payment in shares.

Each shareholder may opt for either payment method, but this option will apply in the same way to all the shares they hold.

The issue price of the new shares, subject to this option, will be equal to 90% of the average of the last listed prices for the twenty trading sessions preceding the date of this meeting, less the net amount of the dividend, in accordance with Article L. 232-19 of the French Commercial Code. The Board of Directors will have the option of rounding the price thus determined to the nearest hundredth.

Shareholders who wish to choose payment of the dividend in shares must request this from their financial intermediary from 26 July 2024 and no later than 17:00 on 16 September 2024. As a result, any shareholder who has not exercised their option at the end of this period will receive their entire dividend in cash.

If they do not select payment in shares, the dividend will be paid in cash from 1 October 2024.

If the amount of dividends for which the option is exercised does not correspond to a whole number of shares, the shareholder may subscribe either to the number immediately below along with the remainder in cash, or the number immediately above, with an additional payment in cash.

The new shares will be subject to all legal and statutory provisions and will carry dividend rights from 1 April 2024, the start of the current financial year.

The Shareholders' Meeting grants full powers to the Board of Directors to take, in accordance with Article L. 232-20 of the French Commercial Code, the provisions necessary for the implementation of this distribution of the dividend in shares, and in particular to set the issue price of the shares issued under the conditions provided for above, to record the number of shares issued and the capital increase carried out, to amend the Company's Articles of Association accordingly, to take all measures to ensure the successful completion of the transaction and, more generally, to do whatever is useful and necessary.

5th resolution

AGREEMENTS COVERED BY ARTICLES L. 225-38 ET SEQ. OF THE FRENCH COMMERCIAL CODE

EXPLANATORY STATEMENT

The **fifth resolution** concerns the agreements authorised and entered into during previous financial years, the performance of which continued in the 2023/2024 financial year. These agreements were once again examined by the Board of Directors at its meeting of 30 March 2024 in accordance with Article L. 225-40-1 of the French Commercial Code, and are included in the Statutory Auditors' special report, reproduced in section 8.2 of the 2023/2024 Universal Registration Document. The agreements mentioned in this special report and already approved by previous Shareholders' Meetings are not resubmitted to the vote of the Shareholders' Meeting.

Ruling on the Statutory Auditors' special report, the Shareholders' Meeting is asked to note:

- information relating to the agreements referred to in the Statutory Auditors' special report;
- the absence of any new agreement to be approved.

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS

FIFTH RESOLUTION

(Agreements covered by Article L. 225-38 et seq. of the French Commercial Code)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report on the related-party agreements covered by Articles L. 225-38

et seq. of the French Commercial Code, takes note of the information relating to the agreements entered into and authorised in previous financial years and that remained in force in the past financial year that are mentioned therein and were reviewed by the Board of Directors at its meeting on 28 March 2024 in accordance with Article L. 225-40-1 of the French Commercial Code, and notes that there are no new agreements to be approved.

COMPOSITION OF THE BOARD OF DIRECTORS

EXPLANATORY STATEMENT

Before proposing the reappointment of Board members whose term of office will expire at the end of this Shareholders' Meeting or the appointment of new Board members, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, verified that the nominees in question would have the time required to perform their respective roles. It also ensured that the composition of the Board of Directors is well balanced in terms of gender equality and international experience.

The Board of Directors also assessed the contribution made by the Board members whose appointments are up for renewal to its work and that of its sub-committees.

At its meeting on 5 June 2024, the Board of Directors examined in particular the independence of its members in light of the criteria set out in the AFEP/MEDEF Corporate Governance Code for Listed Corporations, updated in December 2022.

Should the **sixth, seventh, eighth, ninth and tenth** resolutions put to the vote be approved, the Board of Directors would have 12 members, as well as 3 non-voting Board members. It would comprise 5 women appointed by the Shareholders' Meeting, i.e. 42% of its members appointed by the shareholders (excluding non-voting Board members). Its composition would be well balanced in terms of skills. The percentage of independent Board members would be 58% (7/12) based on the AFEP/MEDEF Code calculation method (excluding non-voting Board members).

6th, 7th, 8th and 9th resolutions

RENEWAL OF THE TERMS OF OFFICE OF FOUR BOARD MEMBERS

EXPLANATORY STATEMENT

The **sixth, seventh, eighth and ninth** resolutions propose that the Shareholders' Meeting renew the terms of office of:

- Bruno Pavlovsky and Marc Verspyck as independent Board members;
- Caroline Bois Hériard Dubreuil and Elie Hériard Dubreuil, as directors representing the reference shareholder.

Their terms of office would be renewed for a period of 3 years, i.e. expiring at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 March 2027.

Bruno Pavlovsky, 61 years old, is President of Chanel SAS and President of Global Fashion at Chanel. He has been a member of the Board of Directors of Rémy Cointreau since 29 July 2015 and has chaired the Nomination and Remuneration Committee since 24 July 2019. Bruno Pavlovsky's knowledgeable involvement in the work of the Board of Directors, especially during the generational transition of the members of the Hériard Dubreuil family in July 2022 in his capacity of Chairman of the Nomination and Remuneration Committee, his solid experience in senior management roles and his deep insight into the luxury industry make him well-equipped to continue in his role as an independent Board member.

If he is reappointed as a Board member, Bruno Pavlovsky will continue to serve as Chairman of the Nomination and Remuneration Committee.

Marc Verspyck, 58 years old, is Deputy Chief Executive Officer of the airline Amélia, and was previously Chief Financial Officer of the Redland group. Marc Verspyck has been a member of the Board of Directors of Rémy Cointreau since 22 July 2021. The Board of Directors believes that his solid experience in corporate management (Air France), within financial departments and on various boards (he is currently a member of the Supervisory Board of Bordeaux Airport), and his valuable contribution to the work of the Audit-Finance Committee make him well-equipped to continue in his role as an independent Board member.

If he is reappointed as a Board member, Marc Verspyck will continue to serve as a member of the Audit-Finance Committee.

Caroline Bois Hériard Dubreuil, 48 years old is Deputy Chief Executive Officer of Andromède SAS. Caroline Bois Hériard Dubreuil has sat on the Rémy Cointreau Board of Directors since 24 July 2019, first as a non-voting Board member, then as a full Board member since 24 November 2020. She has been a member of the Audit-Finance Committee since that date and a member of the Nomination and Remuneration Committee since 21 July 2022. She has also been Vice-Chairwoman of the Board of Directors since then. The Board of Directors believes that Caroline Bois Hériard Dubreuil's involvement in the work of the Board and the committees, her experience in the wine and spirits industry and her deep insight into the Group's financial issues and knowledge of its teams make her well-equipped to continue in her role as a Board member.

If she is reappointed as a Board member, Caroline Bois Hériard Dubreuil will continue to serve as a member of the Audit-Finance Committee and the Nomination-Remuneration Committee. She will also continue to serve as Vice-Chairwoman of the Board of Directors.

In her capacity as representative of the reference shareholder, Caroline Bois Hériard Dubreuil does not qualify as an independent Board member.

Elie Hériard Dubreuil, 46 is President of Andromède SAS. Elie Hériard Dubreuil has been a member of the Board of Directors of Rémy Cointreau since 20 November 2018. He has been a member of the Corporate Social Responsibility Committee since 22 July 2021, which he has chaired since 20 July 2023. He has also been a member of the Nomination and Remuneration Committee since 21 July 2022. The Board of Directors believes that Elie Hériard Dubreuil's involvement in the work of the Board and the committees, in particular his role as Chairman of the Corporate Social Responsibility Committee, his experience in the wine and spirits industry and in corporate management and his in-depth knowledge of the Group's CSR issues make him well-equipped to continue in his role as a Board member.

If he is reappointed as a Board member, Elie Hériard Dubreuil will continue to serve as Chairman of the CSR Committee and as a member of the Nomination and Remuneration Committee.

In his capacity as representative of the reference shareholder, Elie Hériard Dubreuil does not qualify as an independent Board member.

A biography of these Board members (including details of the appointments held) is provided on page 19, 23, 24 and 25 of this document.

SIXTH RESOLUTION

(Renewal of Bruno Pavlovsky's term of office as a Board member)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to reappoint Bruno Pavlovsky as a Board member for a 3-year term, i.e. until the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 March 2027.

SEVENTH RESOLUTION

(Renewal of Marc Verspyck's term of office as a Board member)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to reappoint Marc Verspyck as a Board member for a 3-year term, i.e. until the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 March 2027.

EIGHTH RESOLUTION

(Renewal of Caroline Bois Hériard Dubreuil's term of office as a Board member)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to reappoint Caroline Bois Hériard Dubreuil as a Board member for a 3-year term, i.e. until the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 March 2027.

NINTH RESOLUTION

(Renewal of Elie Hériard Dubreuil's term of office as a Board member)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to reappoint Elie Hériard Dubreuil as a Board member for a 3-year term, i.e. until the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending on 31 March 2027.

10th resolution

APPOINTMENT OF A BOARD MEMBER

EXPLANATORY STATEMENT

The **tenth resolution** asks the Shareholders' Meeting, on the recommendation of the Nomination and Remuneration Committee, to appoint Pierre Bidart as a Board member for a 3-year term, i.e. until the end of the Shareholders' Meeting called to approve the financial statements for the financial year ending 31 March 2027.

Pierre Bidart will be appointed to replace Guylaine Saucier, who has notified the Board of Directors that, for personal reasons, she will not be seeking reappointment as a Board Member at the end of this Shareholders' Meeting.

The Board of Directors wishes to include among the independent Board members a person with a multicultural background, who has solid experience in accounting and auditing, risk monitoring and management, and in-depth understanding of financial mechanisms in international environments. His skills in e-commerce and digitalisation in the luxury industry, his insight into the issues faced by listed, family-owned companies and his in-depth knowledge of the Rémy Cointreau Group from his time as a statutory auditor make him well-qualified to join the Board of Directors.

After having reviewed the independence criteria mentioned in section 10.5 of the AFEP/MEDEF Code, revised in December 2022, based on the work carried out by the Nomination and Remuneration Committee, the Board of Directors concluded that Pierre Bidart could be considered as independent since he has not been Rémy Cointreau's statutory auditor in the last five years.

If he is appointed as a Board member, Pierre Bidart will be proposed as a member of the Audit-Finance Committee.



PIERRE BIDART

French nationality, 61 years old

Pierre Bidart, 61 years old, a French national, is a graduate of HEC Paris and lives in Switzerland. He began his career in 1985 at Arthur Andersen, before moving to Ernst & Young as an audit partner (2002-2021). He was responsible for statutory audits and consultancy engagements for luxury, fashion and wine and spirits groups, both in France (Louis Vuitton, LVMH, Emanuel Ungaro, Christian Louboutin, etc.) and abroad (Fendi, Ferragamo, etc.). Mr Bidart, representing Ernst & Young, was also a statutory auditor of Rémy Cointreau from July 2012 to July 2018.

As part of the Ernst & Young international network, he led audit digitalisation for the EMEIA region, before taking responsibility for 97 countries from 2014 to 2018, subsequently leading the transformation of the audit operational model as part of the Global Executive Layer from 2018 to 2021.

Since 2021, he has been founder and CEO of a Zurich-based consultancy firm providing management advisory services in the areas of transformation, digitalisation, change management, coaching and support in operational optimisation projects. He is also a senior advisor to the Ernst & Young global network on audit transformation in the insurance, banking and industrial goods sectors in a number of countries.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- None

OTHER ROLES AND CURRENT APPOINTMENTS

- None

PREVIOUS ROLES AND APPOINTMENTS

(during the past five years, now terminated)

- None

To the Company’s knowledge, there is no potential conflict of interests between the duties towards the issuer and the private interests and/ or other duties of Pierre Bidart.

TENTH RESOLUTION

(Appointment of Pierre Bidart as a Board member)

The Shareholders’ Meeting, voting in accordance with the *quorum* and majority requirements for Ordinary Shareholders’ Meetings, having reviewed the Board of Directors’ report, appoints Pierre Bidart as a

Board member, replacing Guylaine Saucier, whose term of office expires at the end of this Shareholders’ Meeting, for a period of 3 years, i.e. expiring at the end of the Ordinary Shareholders’ Meeting called to approve the financial statements for the financial year ending on 31 March 2027.

11th resolution

APPROVAL OF THE INFORMATION REGARDING THE COMPENSATION PAID DURING, OR AWARDED IN RESPECT OF, THE FINANCIAL YEAR ENDED 31 MARCH 2024 TO ALL CORPORATE OFFICERS

EXPLANATORY STATEMENT

Under the **eleventh** resolution, the Shareholders’ Meeting is asked to approve, in accordance with Article L. 22-10-34 of the French Commercial Code, the information regarding the compensation of the corporate officers paid during or awarded in respect of the financial year ended 31 March 2024, referred to in Article L. 22-10-9, I of the French Commercial Code.

This information is presented in the Board of Directors’ report on the Company’s corporate governance in section 3.5 of the 2023/2024 Universal Registration Document.

Please note that if these resolutions are rejected by the Shareholders’ Meeting, the Board of Directors will submit a revised version of the compensation policy for shareholder approval at the next Shareholders’ Meeting, which takes account of the votes expressed by shareholders, and will suspend the compensation until the revised compensation policy is approved.

ELEVENTH RESOLUTION

(Approval of the information regarding the compensation of corporate officers paid during or awarded in respect of the 2023/2024 financial year referred to in Article L. 22-10-9, I of the French Commercial Code)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Ordinary Shareholders' Meetings, approves,

pursuant to Article L. 22-10-34 of the French Commercial Code, the information referred to in Article L. 22-10-9, I of the French Commercial Code, as described in the corporate governance report from the Board of Directors required under Article L. 225-37 of the French Commercial Code and included in section 3.5 of the 2023/2024 Universal Registration Document.

12th and 13th resolutions

APPROVAL OF THE COMPONENTS OF TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID DURING OR AWARDED FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 TO EACH EXECUTIVE DIRECTOR OF THE COMPANY

EXPLANATORY STATEMENT

By voting on the **twelfth and thirteenth resolutions**, the Shareholders' Meeting is asked to approve, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the fixed, variable and extraordinary components of the total compensation and benefits of any kind paid during, or awarded in respect of, the financial year ended 31 March 2024, to each person who has held the post of Executive Director of the Company, in accordance with the compensation policy approved during the Shareholders' Meeting of 20 July 2023. This affects:

- Marie-Amélie de Leusse as Chairwoman of the Board of Directors;
- Éric Vallat, as Chief Executive Officer.

These components are presented in the corporate governance report covered by Article L. 225-37 of the French Commercial Code, included in section 3.5 of the 2023/2024 Universal Registration Document.

Payment of the variable components of the compensation of Éric Vallat in respect of the financial year ended 31 March 2024 is subject to the approval of the thirteenth resolution.

TWELFTH RESOLUTION

(Approval of the components of the total compensation and benefits of any kind paid during, or awarded in respect of, the financial year ended 31 March 2024, to Marie-Amélie de Leusse, Chairwoman of the Board of Directors, in accordance with Article L. 22-10-34 of the French Commercial Code)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, approves, in accordance with the provisions of Article L. 22-10-34, II of the French Commercial Code, the fixed components comprising the total compensation and benefits of any kind paid during or awarded in respect of the financial year ended 31 March 2024, to Marie-Amélie de Leusse, Chairwoman of the Board of Directors as presented in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code and included in section 3.5 of the 2023/2024 Universal Registration Document.

THIRTEENTH RESOLUTION

(Approval of the components of total compensation and benefits of any kind paid during or awarded to Éric Vallat, Chief Executive Officer, in respect of the financial year ended 31 March 2024, pursuant to Article L. 22-10-34 of the French Commercial Code)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, approves, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the fixed and variable components comprising the total compensation and benefits of any kind paid during or awarded to Éric Vallat in respect of the financial year ended 31 March 2024, by virtue of his office as Chief Executive Officer, as presented in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code and included in section 3.5 of the 2023/2024 Universal Registration Document.

14th and 15th resolutions

APPROVAL OF THE COMPENSATION POLICY FOR CORPORATE OFFICERS AND EXECUTIVE DIRECTORS FOR THE 2024/2025 FINANCIAL YEAR

EXPLANATORY STATEMENT

The purpose of the **fourteenth and fifteenth resolutions** is to submit for your approval, in accordance with Article L. 22-10-8, II and R.22-10-14 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors and the Chief Executive Officer for the 2024/2025 financial year.

These principles and criteria, approved by the Board of Directors on 5 June 2024, on the recommendation of the Nomination and Remuneration Committee, are presented in the Board of Directors' report on Executive Director compensation attached to the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and included in section 3.5 of the 2023/2024 Universal Registration Document.

It is specified:

- that if these resolutions are rejected by the Shareholders' Meeting, the compensation of the Chairman of the Board of Directors and the Chief Executive Officer will be set in accordance with the compensation policy approved in respect of the financial year ended 31 March 2023;
- that the payment of the variable and extraordinary components of the compensation of the Chief Executive Officer depends on the subsequent approval, by a Company Shareholders' Meeting, of the components of the total compensation and benefits of any kind paid during or awarded to the Chief Executive Officer in respect of the 2024/2025 financial year.

FOURTEENTH RESOLUTION

(Approval of the compensation policy for the Chairman of the Board of Directors the 2024/2025 financial year)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, having reviewed the report on the executive compensation policy defined in accordance with Article L. 22-10-8, II of the French Commercial Code, approves the principles and criteria used to determine, distribute and allocate the fixed components of the total compensation and benefits of any kind that may be awarded to the Chairman of the Board of Directors in respect of her office, set by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, described in the corporate governance report as required under Article L. 225-37 of the French Commercial Code, and included in section 3.5 of the 2023/2024 Universal Registration Document.

FIFTEENTH RESOLUTION

(Approval of the compensation policy for the Chief Executive Officer for the 2024/2025 financial year)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, having reviewed the report on the executive compensation policy defined in accordance with Article L. 22-10-8, II of the French Commercial Code, approves the principles and criteria used to determine, distribute and allocate the fixed, variable and extraordinary components of the total compensation and benefits of any kind that may be awarded to the Chief Executive Officer in respect of his office, set by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, described in the corporate governance report as required under Article L. 225-37 of the French Commercial Code, and included in section 3.5 of the 2023/2024 Universal Registration Document.

16th resolution

APPROVAL OF THE COMPENSATION POLICY FOR BOARD MEMBERS FOR THE 2024/2025 FINANCIAL YEAR

EXPLANATORY STATEMENT

In accordance with the provisions of Articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code, the **sixteenth resolution** asks the Shareholders' Meeting to approve the compensation policy for Board members for the 2024/2025 financial year.

The Annual Shareholders' Meeting of 20 July 2023 set the annual compensation budget for members of the Board of Directors at €700,000 for the 2023/2024 financial year and for subsequent financial years until otherwise decided by the Shareholders' Meeting.

The rules for allocating compensation for Board members were decided upon by the Board of Directors on 5 June 2024 on the proposal of the Nomination and Remuneration Committee and are presented in section 3.5 of the Company's 2023/2024 Universal Registration Document.

Please note that if this resolution is rejected by the Shareholders' Meeting, the previous compensation policy for Board members approved during the Shareholders' Meeting of 20 July 2023 will continue to apply in accordance with the provisions of Article L. 22-10-8-II of the French Commercial Code.

SIXTEENTH RESOLUTION

(Approval of the compensation policy for Board members for the 2024/2025 financial year)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, approves, in

accordance with Article L. 22-10-8 of the French Commercial Code, the compensation policy for Board members described in the Board of Directors' report on corporate governance and included in section 3.5 of the 2023/2024 Universal Registration Document.

17th resolution

RE-APPOINTMENT OF THE STATUTORY AUDITORS

EXPLANATORY STATEMENT

The term of office of Price Waterhouse Coopers Audit expires at the end of this Shareholder's Meeting. Under the **seventeenth** resolution, the Board of Directors, on the recommendation of the Audit-Finance Committee, considers that Price Waterhouse Coopers Audit has been able, over the last six years, to offer a high level of service to the Rémy Cointreau Group, due to its size, its expertise, its availability and its good relationships with the Rémy Cointreau finance and accounting teams. On these terms, the Board of Directors proposes to the Shareholders' Meeting to reappoint (without the need for a tender process) Price Waterhouse Coopers Audit, represented by Amélie Wattel, as Statutory Auditors for a period of six financial years, which will expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ended on 31 March 2030.

SEVENTEENTH RESOLUTION

(Reappointment of Price Waterhouse Coopers Audit as Statutory Auditors)

The Shareholders' Meeting ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, resolves to reappoint Price Waterhouse Coopers Audit, headquartered at 63 rue

de Villiers - 92 208 Neuilly-sur-Seine - France, registered with the Nanterre Trade and Companies Register under number 672 006 483 represented by Amélie Wattel as Statutory Auditors for a period of six financial years, which will expire at the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ended on 31 March 2030.

18th resolution

APPOINTMENT OF A STATUTORY AUDITOR RESPONSIBLE FOR CERTIFYING THE SUSTAINABILITY INFORMATION

EXPLANATORY STATEMENT

The entry into force on 1 January 2024 of the European Directive as regards corporate sustainability reporting ("Corporate Sustainability Reporting Directive" or "CSRD") means that, in 2025, the Company will be required to publish a sustainability report based on information from the 2024 financial year.

As a result and in accordance with Article L.233-28-4 of the French Commercial Code, the **eighteenth** resolution proposes that the Shareholders' Meeting appoint ACA NEXIA as Statutory Auditor responsible for certifying the sustainability information. The Statutory Auditors responsible for certifying the sustainability information would be appointed for a period of three financial years, i.e. until the end of the Shareholders' Meeting called to approve the financial statements for the financial year ended 31 March 2027. It is noted that ACA NEXIA will be represented by a natural person who satisfies the necessary conditions to be able to certify the sustainability information in accordance with the conditions set out under Article L. 821-18 of the French Commercial Code.

EIGHTEENTH RESOLUTION

(Appointment of ACA NEXIA as Statutory Auditors responsible for certifying the sustainability information)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, on the proposal of the Board of Directors and in accordance with the provisions of Article L. 233-28-4 of the French Commercial Code, resolves to appoint as statutory auditor responsible for certifying the sustainability information, for a period of three financial years, corresponding to the period remaining of its appointment as the Company's statutory auditor, i.e. to the end of the Ordinary

Shareholders' Meeting called to approve the financial statements for the financial year ended 31 March 2027:

ACA NEXIA, a société par actions simplifiée (simplified joint-stock company) headquartered at 31 rue Henri Rochefort - 75017 Paris - France, registered with the Paris Trade and Companies Register under number 331 057 406.

ACA NEXIA gave notice that it accepted these roles and that there was no incompatibility or prohibition that could prevent it from being appointed.

19th resolution

SALE AND PURCHASE BY THE COMPANY OF ITS OWN SHARES

EXPLANATORY STATEMENT

You are asked, under the **nineteenth resolution** to renew the annual authorisation granted to the Company for the purpose of purchasing treasury shares under a share buyback programme.

Reminder of the use for the 2023/2024 financial year

The Board of Directors has not used this delegation in 2023/2024.

Between 1 April 2023 and 31 March 2024, the Company transferred 48,762 shares to be used for bonus share awards under long-term performance incentive plans.

Breakdown of equity securities held, by purpose

At 31 March 2024, the Company held 309,913 treasury shares with a par value of €1.60, i.e. 0.68% of the share capital, for a net carrying amount of €47,018,522.28, broken down as follows:

- 309,913 shares used for the allocation of bonus shares and resulting from the various buyback programmes that the Company was able to implement by various investment services providers and authorised by the Shareholders' Meetings of 24 July 2018 and 23 July 2020.

A detailed report on the share buyback transactions carried out in 2023/2024 can be found in the 2023/2024 Universal Registration Document. An online version of the description of the buyback programme will be available on the Company's website before the Shareholders' Meeting. The buyback programme has the same purpose as that of the programme you approved in previous years, in order of decreasing priority.

The authorisation would be granted within the following limits:

- maximum percentage of the share capital authorised for purchase: 10% of the share capital, i.e. a maximum number of 4,815,383 shares, less the 309,913 treasury shares held at 31 March 2024;
- maximum unit purchase price: €350;
- total maximum amount of the programme: €1,685,385,365;
- duration: 18 months.

Share buyback transactions may be carried out at any time, except during a public takeover offer.

Treasury shares have no voting rights and dividends accruing to them are carried forward as retained earnings.

The Board of Directors will inform the shareholders in its annual management report of the transactions carried out pursuant to this resolution.

NINETEENTH RESOLUTION

(Authorisation for the Board of Directors to trade in the Company's shares)

The Shareholders' Meeting ruling under the *quorum* and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the items provided in the 2023/2024 Universal Registration Document including all the information required in the description of the programme, authorises the Board of Directors, with the option to subdelegate, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 et seq. of the AMF General Regulation and the European regulations applicable to market abuse, in particular regulation (EU) No. 596/2014 of 16 April 2014, to perform transactions on the Company's shares, under the conditions and within the limits provided for by these texts, in decreasing order of priority:

- A. to cancel shares purchased as part of a capital reduction, subject to the adoption of the twentieth resolution submitted to this Shareholders' Meeting;
- B. to deliver all or part of the shares acquired upon the exercise of the rights attached to marketable securities giving the right, by conversion, exercise, redemption or exchange or by any other

manner, to the allocation of Company shares pursuant to applicable regulations;

- C. to allocate all or part of the shares acquired for employees and/or corporate officers of the Company and/or companies related to it in accordance with the terms and conditions provided by law, as part of (i) sharing in the business's profits, (ii) any bonus share allocation plan under Articles L.225-197-1 et seq. of the French Commercial Code; (iii) any savings plan in accordance with Articles L.3332-1 et seq. of the French Labour Code, and carry out any hedging transactions in connection with these transactions under the terms and conditions stipulated by law;
- D. to hold all or part of the shares acquired with a view to their subsequent exchange or use as payment in relation to acquisitions, contributions, mergers and share splits, in accordance with recognised market practices and pursuant to applicable regulations;
- E. to ensure liquidity or promote trading in the secondary market in Rémy Cointreau shares via an independent investment services provider, under the terms of a liquidity agreement that complies with the market practices authorised by the AMF; and
- F. more generally, to carry out any other transaction currently permitted or which may be permitted at a later time, by law or the AMF.

The purchase, sale, transfer or exchange of these shares may be carried out at any time under the legal and regulatory conditions, except during a public takeover offer, and by any means, in particular on the market or over the counter, including in the form of block purchase or sale transactions, including with individual shareholders, through the use of derivatives, warrants or securities giving access to the Company's shares, as well as the use of hedging strategies, in accordance with applicable regulations.

The Shareholders' Meeting sets:

- at €350 per share, excluding acquisition costs, the maximum purchase price (or a value equating to this amount on the same date in any other currency), and at €1,685,385,365, excluding acquisition costs, the maximum total amount to cover this share buyback programme, subject to adjustments in connection with any transactions on the Company's share capital, and/or the par value of the shares, it being specified that in the event of a capital transaction, in particular a stock split or reverse stock split or a bonus share grant to shareholders, the price and the maximum amount indicated above shall be adjusted by applying a multiplier equal to the ratio between the number of shares making up the share capital before the transaction and the number after the transaction;
- the number of shares that may be purchased, at 10% of the shares making up the share capital, i.e. 4,815,383 shares, given the number of treasury shares held by the Company as of 31 March 2024, it being specified that (a) this limit is applicable to an amount of the Company's share capital, which may, if necessary, be adjusted to take account of transactions subsequent to this Shareholders' Meeting that affect the share capital and (b) that in the event the shares are purchased to promote the liquidity of Rémy Cointreau

under the terms and conditions laid down by the AMF General Regulation, the number of shares used to calculate this 10% limit equates to the number of shares purchased less the number of shares sold during the period of this authorisation.

In accordance with the provisions of Article L. 225-210 of the French Commercial Code, the Company may not own, either directly or via a person acting in their own name but on the Company's behalf, more than 10% of its own shares, nor more than 10% of a particular category.

The Shareholders' Meeting gives all powers to the Board of Directors, with the option to subdelegate, in accordance with legal and regulatory requirements, to (i) place any order on a stock market or off-market, allocate or re-allocate the shares to the various intended purposes, sign all sale or transfer agreements, enter into all agreements and option contracts, make all declarations and complete all formalities with all bodies, and, generally, do whatever is necessary for the execution of the decisions it takes under this authorisation and, (ii) adjust the unit price and the maximum number of shares to be purchased, in accordance with the change in the number of shares or in the par value resulting from any financial transactions performed by the Company.

The Board of Directors will inform the Shareholders' Meeting each year of the transactions performed under this resolution.

The authorisation granted to the Board of Directors is valid for a period of eighteen (18) months as from this Shareholders' Meeting and cancels, for the unused portion, the delegations granted by the Combined Shareholders' Meeting of 20 July 2023 under the fourteenth resolution.

EXTRAORDINARY BUSINESS

20th resolution

AUTHORISATION TO REDUCE THE SHARE CAPITAL VIA THE CANCELLATION OF TREASURY SHARES HELD BY THE COMPANY

Explanatory statement

The **twentieth resolution** provides the Board of Directors with the option of cancelling, in accordance with Article L. 22-10-62 of the French Commercial Code, by way of a capital reduction, the shares purchased by the Company pursuant to the authorisation granted by your meeting in the 14th resolution or purchased under the previous authorisations for the Company to buy and sell its own shares, within the legal limit of 10% of the share capital per 24-month period.

This authorisation would be valid for a maximum period of 18 months from the date of this Shareholders' Meeting, and would render ineffective all prior authorisations.

During the 2023/2024 financial year, the Board of Directors has not made use of this authorisation.

TWENTIETH RESOLUTION

(Authorisation enabling the Board of Directors to reduce the share capital via the cancellation of treasury shares held by the Company)

The Shareholders' Meeting, ruling under the *quorum* and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, authorises the Board of Directors, with the option to subdelegate under legal and regulatory requirements, in accordance with Article L. 22-10-62 of the French Commercial Code:

- to cancel, on one or more occasions, in the proportions and at the times it deems fit, all or part of the shares under the

implementation of any authorisation granted by the Ordinary Shareholders' Meeting pursuant to Article L. 22-10-62 of the French Commercial Code, within the limit of 10% of the total number of shares making up the share capital per twenty-four (24)-month period, on the understanding that the limit of 10% applies to an amount of the Company's share capital that will be adjusted, where applicable, in order to take into account the transactions subsequent to this Shareholders' Meeting that affect the share capital, and accordingly reduce the share capital by charging the difference between the purchase price of the shares and their par value to any reserve and paid-in capital items available, including over the legal reserve up to 10% of the planned capital reduction;

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS

- to determine the final amount of this or these capital reductions, set their terms and conditions and record their execution;
- to make the corresponding amendments to the Articles of Association and, more generally, do whatever is necessary for the implementation of this authorisation.

This authorisation is granted for a period of eighteen (18) months from the date of this Shareholders' Meeting and supersedes, for the unused amounts, the delegation granted by the Combined Shareholders' Meeting of 20 July 2023 under its fifteenth resolution.

FINANCIAL AUTHORISATIONS

EXPLANATORY STATEMENT

Over the years, the Shareholders' Meeting has regularly granted your Board of Directors the delegations and authorisations necessary for the purpose of carrying out capital increases, allowing it, within the limit of the ceilings set by the Shareholders' Meeting, to carry out financing transactions best suited to the market context enabling the Company's development and to carry out the financial transactions useful to its strategy, in addition to the debt that may be issued, having regard to the shareholders' expectations and concerns.

The new authorisations, which are standard and in line with market practice, are a continuation of those authorised by the previous meetings in terms of their amount, cap and duration (26 months).

The delegations provided for by these resolutions relate to the issue of shares and marketable securities giving access, immediately or in the future, to the share capital with maintenance or cancellation of preferential subscription rights.

These issues could have the effect of increasing the Company's share capital, leading, where applicable, to a dilution of existing shareholders.

The policy of Rémy Cointreau's Board of Directors is, in principle, to favour the increase with maintenance of the shareholders' preferential subscription rights. However, it may be necessary to cancel shareholders' preferential subscription rights; in this case, the Shareholders' Meeting will grant shareholders a priority subscription period for the entire issue of three trading days, it being specified that this priority right will not give rise to the creation of negotiable rights, but may, if the Board of Directors deems it appropriate, be exercised on an irreducible or reducible basis.

The maximum nominal amount for immediate or future share capital increases that may be carried out under the authorisations to be granted may not exceed:

- (i) twenty (20) million euros (i.e. 24.38% of the share capital – "Overall Cap") with maintenance of preferential subscription rights;
- (ii) fifteen (15) million euros (i.e. 18.29% of the share capital – "Sub-Cap") without preferential subscription rights.

The Sub-Cap would be common to all issues performed with cancellation of the preferential subscription right.

The par value of the debt securities that may be issued under these authorisations (including through issues of convertible, exchangeable or repayable bonds) may not exceed five hundred million euros (€500 million).

As part of the:

- **twenty-first resolution** (capital increase with maintenance of the preferential subscription right);
- **twenty-second resolution** (capital increase, with cancellation of the preferential subscription right, through a public offer); **and**
- **twenty-third resolution** (capital increase, with cancellation of the preferential subscription right, by private placement to qualified investors or a restricted circle of investors in order to facilitate the Company's access to capital due to more favourable issue conditions or when the speed of transactions is an essential condition for their success),

you are asked to delegate your authority to the Board of Directors to issue complex securities to intra-Group issues, in order to decide on the issue of shares and securities representing a portion of Rémy Cointreau's share capital to be issued which would provide an entitlement to marketable securities issued by companies in which Rémy Cointreau directly or indirectly holds more than half of the share capital (a "controlled company") or by any company holding, directly or indirectly, more than half of the share capital of Rémy Cointreau (a "controlling company").

In the **twenty-fourth resolution** (over-allotment clause), the Board of Directors may increase the number of shares to be issued in the event of over-subscription for any capital increase with or without preferential subscription rights, within 30 days of the closing of the subscription, at the same price and up to a limit of 15% of the initial issue.

However, you are asked in the **twenty-fifth resolution**, to authorise your Board of Directors to derogate, within the limit of 10% of the share capital per 12-month period, from the conditions for setting the price provided for in the 22nd and 23rd resolutions by using an issue price (i) equal to the average price recorded over a maximum period of six months preceding the issue or (ii) equal to the weighted average market price on the day preceding the issue (1-day VWAP) with a maximum discount of 10%.

Your Board of Directors must prepare an additional report, certified by the Statutory Auditors, describing the conditions of the transaction and providing information on the actual impact on the shareholder's position.

The same cap on the nominal amount of capital increases of €15,000,000 would apply for these issues.

Issues in consideration for contributions of securities contributed to a public exchange offer initiated by Rémy Cointreau (**twenty-sixth resolution**) would allow the Company to propose to the shareholders of a listed company to exchange their shares for Rémy Cointreau shares issued for this purpose and thus give the Company the possibility of acquiring shares of the company concerned without resorting to bank loans. The Board of Directors would have full powers to set the exchange ratio and, where applicable, the amount of the cash balance to be paid.

Issues in consideration for contributions in kind consisting of securities of another company, other than a public exchange offer (**twenty-seventh resolution**) would facilitate the completion by Rémy Cointreau of acquisitions or mergers with other companies without having to pay a cash price. The Board of Directors would have the necessary powers to rule on the report of the contribution auditor(s), the valuation of the contributions and the specific benefits and their values.

In the **twenty-eighth resolution**, you are asked to authorise your Board of Directors to increase the share capital by incorporating reserves, profits, premiums or other amounts that may be capitalised up to a nominal amount of €20 million, which is identical to the overall cap for capital increases authorised by the other resolutions. The incorporation of reserves, profits or premiums may involve either the allocation of bonus shares to shareholders or the increase of the par value of the existing shares, without dilution for shareholders and without any change in the volume of the Company's equity.

Description of the authorisation	Resolution N°.	Nominal amount of the authorisation	Validity period of the authorisation
Issue of shares and/or marketable securities giving access to share capital and/or marketable securities granting entitlement to the allocation of debt securities, with preferential subscription rights	N° 21	<ul style="list-style-type: none"> ▪ €20,000,000 capital increase ▪ €500,000,000 in debt securities 	26 months
Issue of shares and/or marketable securities giving access to the share capital without preferential subscription rights and/or the issue of marketable securities granting entitlement to the allocation of debt securities without preferential subscription rights:	N° 22 N° 23	<ul style="list-style-type: none"> ▪ €15,000,000 capital increase ▪ €500,000,000 in debt securities 	26 months
▪ by way of a public offering; ▪ through private placements.			
Increase in the number of shares to be issued in the event of over-subscription	N° 24	<ul style="list-style-type: none"> ▪ limited to 15% of the initial issue 	26 months
Issue of shares, securities or marketable securities freely setting the issue price	N° 25	<ul style="list-style-type: none"> ▪ limited to 10% of the share capital 	26 months
Capital increase in consideration for contributions of securities in the event of public exchange offer	N° 26	<ul style="list-style-type: none"> ▪ €15,000,000 	26 months
Capital increase in consideration for contributions in kind	N° 27	<ul style="list-style-type: none"> ▪ limited to 10% of the share capital 	26 months
Capital increase by incorporation of reserves, profits or premiums	N° 28	<ul style="list-style-type: none"> ▪ €20,000,000 	26 months

As a reminder, the financial delegations granted under resolutions 20 to 27 of the General Shareholders' Meeting of 21 July 2022 have not been used.

21st resolution

ISSUANCE OF EQUITY SECURITIES AND MARKETABLE SECURITIES GIVING ACCESS TO THE SHARE CAPITAL WITH PREFERENTIAL SUBSCRIPTION RIGHTS

TWENTY-FIRST RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or marketable securities giving immediate or future access to equity securities to be issued, with the maintenance of the shareholders' preferential subscription right)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, of Article L. 22-10-49 and Articles L. 228-91 et seq. of the French Commercial Code:

- delegates to the Board of Directors, with the option of subdelegation in accordance with the law and the Company's Articles of Association, the authority to decide and carry out, on one or more occasions, in the proportions and at the times it deems appropriate, the issue, both in France and abroad, in euros or any other currency (including in any other unit of account established by reference to a set of currencies), with maintenance of shareholders' preferential subscription rights of:
 - (i) ordinary Company shares,
 - (ii) marketable securities of any kind whatsoever, issued free of charge or against payment, giving access by any means, immediately or in the future, to existing or future shares of the Company; or
 - (iii) marketable securities of any kind, issued for consideration or free of charge, giving access by any means, immediately or in the future, to existing or future shares of a company in which it directly or indirectly holds more than half of the share capital (a "Subsidiary");
- resolves that the marketable securities giving access to the Company's share capital thus issued may consist of debt securities or be associated with the issue of such securities, or allow the issue thereof as intermediate securities, and that the debt securities issued under this delegation may in particular take the form of subordinated or unsubordinated notes, with or without a fixed term, and be issued either in euros or in any other currency;
- resolves that subscriptions may be made in cash, in particular by offsetting against liquid and payable receivables, or partly in cash and partly by capitalisation of reserves, profits or issue premiums;
- resolves that the maximum nominal amount of the share capital increases that may be carried out, immediately or in the future, under this delegation may not exceed twenty (20) million euros, or the equivalent value of this amount on the date of the issue decision, in the event of an issue in another currency or in a unit of account set by reference to several currencies, it being specified that:
 - (i) from this ceiling shall also be deducted the nominal amount of any capital increase resulting, or likely to result in the future, from the twenty-second, twenty-third, twenty-sixth and twenty-seventh resolutions of this Shareholders' Meeting, and
 - (ii) where applicable, the nominal amount of any capital increases resulting from ordinary shares to be issued in order to maintain the rights of holders of marketable securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions, shall be added to this amount,
- resolves that the maximum nominal amount of debt securities that may be issued under this delegation may not exceed five hundred (500) million euros, or the equivalent value of this amount on the date of the issue decision, in the event of an issue in another currency or in a unit of account set by reference to several currencies, not taking into account any adjustments that may be made in accordance with the law. This ceiling is common to all debt securities that may be issued as a result of this resolution as well as the twenty-second, twenty-third, twenty-sixth and twenty-seventh resolutions submitted to this Shareholders' Meeting. This ceiling will be increased, where applicable, by any redemption premium above par;
- resolves that shareholders may exercise their preferential subscription rights on an irreducible basis, under the conditions provided for by law. In addition, the Board of Directors shall have the option to grant shareholders the right to subscribe on a reducible basis for a greater number of ordinary shares or marketable securities than they could subscribe on an irreducible basis, in proportion to their subscription rights, and in any event, within the limit of their request;
- resolves that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue of shares or marketable securities carried out pursuant to this resolution, the Board of Directors may use, in the order it deems appropriate, one or more of the options offered by Article L. 225-134 of the French Commercial Code;
- notes that this delegation automatically entails, in favour of the holders of marketable securities issued under this resolution and giving access to the Company's share capital, the waiver by the shareholders of their preferential subscription rights to the ordinary shares to which these securities give entitlement;
- resolves that the amount paid or due to the Company for each of the shares issued under the aforementioned delegation shall be at least equal to the par value of the shares;
- resolves that the Company's share subscription warrants may be issued either (i) by subscription offer or (ii) by free allocation to owners of existing shares, it being specified that fractional allocation rights and the corresponding shares will be sold under the conditions set by Article L. 228-6-1 of the French Commercial Code;
- resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares, until the end of the offer;
- grants full powers to the Board of Directors, with the option of subdelegation under the conditions set by law, to implement this delegation, in particular, to: set the terms, conditions and procedures, including the dates of the issues; determine the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their ranking, their interest rate and the terms of interest payment, their currency of issue, term and terms of repayment and amortisation; set the dividend date, even retroactive, of the securities that may be issued under this resolution; set the terms and conditions under which the Company will have the option to buy back or exchange the securities that may be issued under this resolution; suspend, where applicable, the exercise of the Company's share allocation rights attached to the securities, in accordance with the regulations in force; set the terms and conditions under which the rights of holders of marketable securities will be preserved, in accordance with the regulations in force and the terms and conditions of the said securities; if necessary, modify the terms and conditions of

the securities that would be issued under this resolution, during the life of the securities concerned and in compliance with the applicable formalities; make all allocations and deductions from the premium(s), including in respect of expenses incurred for the issues; and, more generally, take all necessary measures, enter into all agreements, request all authorisations, carry out all formalities and do whatever is necessary to successfully complete the planned issues or postpone them, and in particular to record the resulting capital increase(s) immediately or in the future for any issue carried

out pursuant to this delegation, amend the Articles of Association accordingly and request the admission to trading of the securities issued pursuant to this resolution wherever it so decides;

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and supersedes the unused portion of any previous delegation having the same purpose.

22nd resolution

ISSUANCE OF EQUITY SECURITIES AND MARKETABLE SECURITIES GIVING ACCESS TO THE SHARE CAPITAL WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, BY PUBLIC OFFERING

TWENTY-SECOND RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or marketable securities giving immediate or future rights to equity securities, with cancellation of shareholders' preferential subscription rights through a public offer other than that referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and acting in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, notably Articles L. 225-129-2 to L. 225-129-6, L. 225-131, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51 and L. 22-10-52, as well as Articles L. 228-91 et seq. of the French Commercial Code,

- delegates to the Board of Directors, with the option of subdelegation under the conditions set by the law and the Company's Articles of Association, the authority to decide and carry out, on one or more occasions, in the proportions and at the times it deems appropriate, the issue, both in France and abroad, in euros, or in any other currency (including in any other unit of account established by reference to a set of currencies), by way of a public offering, other than the one referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code of:

(i) ordinary Company shares,

(ii) marketable securities of any kind whatsoever, issued free of charge or against payment, giving access by any means, immediately or in the future, to existing or future shares of the Company, or

(iii) or marketable securities of any kind, issued for consideration or free of charge, giving access by any means, immediately or in the future, to existing or future shares of a company in which it directly or indirectly holds more than half of the share capital (a "Subsidiary");

- resolves that the marketable securities giving access to the Company's share capital or that of a Subsidiary thus issued may consist of debt securities or be associated with the issue of such securities, or allow the issue thereof as intermediate securities, and that the debt securities issued under this delegation may in particular take the form of subordinated or unsubordinated notes, with or without a fixed term, and be issued either in euros or in any other currency;
- resolves that subscriptions may be made in cash, in particular by offsetting against certain, liquid and payable receivables due from the Company;
- resolves that the maximum nominal amount of the share capital increases that may be carried out, immediately and/or in the future, under this delegation may not exceed fifteen (15) million euros, or the equivalent value of this amount on the date of the issue decision, in the event of an issue in another currency or in a unit of

account set by reference to several currencies, it being specified that:

- where applicable, the nominal amount of any capital increases resulting from ordinary shares to be issued in order to maintain the rights of holders of marketable securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions, shall be added to this amount,

- the maximum cumulative nominal amount of capital increases that may be carried out pursuant to this resolution, the twenty-first, twenty-third, twenty-sixth and twenty-seventh resolutions submitted to this Shareholders' Meeting may not exceed the ceiling of twenty (20) million euros set in the twenty-first resolution;

- resolves that the maximum nominal amount of the debt securities that may be issued under this resolution may not exceed five hundred (500) million euros or the equivalent value of this amount on the date of the issue decision, in the event of an issue in another currency or in a unit of account set by reference to several currencies, it being specified that this ceiling is deducted from the overall cap of five hundred (500) million euros set in the twenty-first resolution of this Meeting. This ceiling will be increased, where applicable, by any redemption premium above par;

- resolves that:

- the issue price of the new shares will be at least equal to the minimum price provided for by the laws and regulations in force at the time of the issue (i.e. to date, the weighted average of the prices of the last three trading days on the regulated market of Euronext Paris prior to the setting of the subscription price of the increase, possibly reduced by a maximum discount of 10%), after, where applicable, correction of this amount, to take into account the difference in dividend date,

- the issue price of the marketable securities giving access to the Company's share capital will be such that the sum received immediately by the Company, plus, if applicable, that received subsequently by it, is for each share issued as a result of the issue of these securities, at least equal to the issue price defined in the previous paragraph;

- resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities giving access to the share capital to be issued on the basis of this resolution, up to the amount defined above, and to grant shareholders a priority subscription period over the entire issue. The priority subscription period may be no less than 3 (three) trading days. This priority right will not give rise to the creation of negotiable rights, but may, if the Board of Directors deems it appropriate, be exercised on an irreducible or reducible basis

- resolves that if the subscriptions have not absorbed the entire issue of shares or marketable securities, the Board of Directors may limit the issue to the amount of subscriptions received, provided that this amount is at least three-quarters of the issue decided;

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS

- notes, as necessary, that this aforementioned delegation automatically entails, in favour of the holders of marketable securities issued under this resolution, the waiver by the shareholders of their preferential subscription rights to the ordinary shares to which these securities give entitlement;
 - authorises the issue by (i) any company in which Rémy Cointreau directly or indirectly holds more than half of the share capital (“the controlled company”) of marketable securities giving entitlement to be allocated by any means, immediately or in the future to shares to be issued in Rémy Cointreau and/or (ii) by any company directly or indirectly holding more than half of the share capital of Rémy Cointreau (“the controlling company”), of marketable securities giving rights to the allocation by any means, immediately or in the future, to shares to be issued in Rémy Cointreau;
 - delegates to the Board of Directors the authority to issue shares and marketable securities giving access to the share capital of Rémy Cointreau to which these securities would give entitlement, which may be issued by a controlled company and/or a controlling company, subject to the approval of Rémy Cointreau’s Board of Directors;
 - resolves to waive the preferential subscription rights of Rémy Cointreau’s shareholders to the shares and securities to be issued pursuant to this delegation and notes that this decision entails the express waiver by Rémy Cointreau shareholders of their preferential subscription right to subscribe to Rémy Cointreau shares or marketable securities giving access to Rémy Cointreau’s share capital to which these securities give rights, for the benefit of holders of securities issued under this delegation and giving access to Rémy Cointreau’s share capital;
 - resolves that the ceiling of the nominal amount of the capital increase resulting from the issues carried out or securities representing a portion of the share capital allocated as a result of the issue of marketable securities by a controlled company or a controlling company is set at fifteen (15) million euros, it being specified that this cap is deducted from the overall maximum cap set by this resolution and that it is set without taking into account the Company’s shares to be issued as adjustments that may be implemented in accordance with the law and, where applicable, the contractual provisions;
 - resolves that the Board of Directors may not, without the prior authorisation of the Shareholders’ Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company’s shares, until the end of the offer period;
 - grants full powers to the Board of Directors, with the option of subdelegation under the conditions set by law, to implement this delegation, in particular, to: set the terms, conditions and procedures, including the dates of the issues; determine the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their ranking, their interest rate and the terms of interest payment, their currency of issue, term and terms of repayment and amortisation; set the dividend date, even retroactive, of the securities that may be issued under this resolution; set the terms and conditions under which the Company will have the option to buy back or exchange the securities that may be issued under this resolution; suspend, where applicable, the exercise of the Company’s share allocation rights attached to the securities, in accordance with the regulations in force; set the terms and conditions under which the rights of holders of marketable securities will be preserved, in accordance with the regulations in force and the terms and conditions of the said securities; if necessary, modify the terms and conditions of the securities that would be issued under this resolution, during the life of the securities concerned and in compliance with the applicable formalities; make all allocations and deductions from the premium(s), including in respect of expenses incurred for the issues; and, more generally, take all necessary measures, enter into all agreements, request all authorisations, carry out all formalities and do whatever is necessary to successfully complete the planned issues or postpone them, and in particular to record the resulting capital increase(s) immediately or in the future for any issue carried out pursuant to this delegation, amend the Articles of Association accordingly and request the admission to trading of the securities issued pursuant to this resolution wherever it so decides; in agreement with the Board of Directors or the Chairman of the Company or companies wishing to carry out an issue, set the amounts to be issued, determine the form of the marketable securities to be created and all the terms of issue and in general, enter into all agreements, take all measures and carry out all necessary formalities for the completion of the planned issues, it being understood that the Board of Directors will have to set the exchange parities, as well as, where applicable, the amount in cash to be paid.
- The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and supersedes the unused portion of any previous delegation having the same purpose.

23rd resolution

ISSUANCE OF EQUITY SECURITIES AND MARKETABLE SECURITIES GIVING ACCESS TO THE SHARE CAPITAL WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS, BY PRIVATE PLACEMENT

TWENTY-THIRD RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or marketable securities giving immediate or future access to equity securities to be issued, with cancellation of shareholders' preferential subscription rights through private placements referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-131, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51 and L. 22-10-52, together with Articles L. 228-91 et seq. of the French Commercial Code and Article L. 411-2 paragraph 1 of the French Monetary and Financial Code:

- delegates to the Board of Directors, with the option of subdelegation in accordance with the law and the Company's Articles of Association, the authority to decide and carry out, on one or more occasions, in the proportions and at the times it deems appropriate, the issue, both in France and abroad, in euros or any other currency (including in any other unit of account established by reference to a set of currencies), by way of an offer made as part of a private placement within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code:
 - (i) ordinary Company shares,
 - (ii) marketable securities of any kind whatsoever, issued free of charge or against payment, giving access by any means, immediately or in the future, to existing or future shares of the Company,
 - (iii) marketable securities of any kind, issued for consideration or free of charge, giving access by any means, immediately or in the future, to existing or future shares of a company in which it directly or indirectly holds more than half of the share capital (a "Subsidiary");
- resolves that the marketable securities giving access to the Company's share capital thus issued may consist of debt securities or be associated with the issue of such securities, or allow the issue thereof as intermediate securities, and that the debt securities issued under this delegation may in particular take the form of subordinated or unsubordinated notes, with or without a fixed term, and be issued either in euros or in any other currency;
- resolves that subscriptions may be made in cash, in particular by offsetting against certain, liquid and payable receivables due by the Company;
- resolves that the maximum nominal amount of capital increases that may be carried out, immediately or in the future, under this delegation, may not exceed either 20% of the share capital over a period of 12 months, or fifteen (15) million euros or the equivalent value of this amount on the date of the issue decision, in the event of an issue in another currency or in a unit of account set by reference to several currencies, it being specified that:
 - where applicable, the nominal amount of any capital increases resulting from ordinary shares to be issued in order to maintain the rights of holders of marketable securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions, shall be added to this amount,

- the nominal amount of any capital increase carried out pursuant to this delegation will be deducted from the ceiling of fifteen million euros (€15,000,000) set in the twenty-second resolution.
- the maximum cumulative nominal amount of capital increases that may be carried out pursuant to this resolution, the twenty-first, twenty-second and twenty-third, twenty-sixth and twenty-seventh resolutions submitted to this Shareholders' Meeting may not exceed the ceiling of twenty (20) million euros set in the twenty-first resolution;
- resolves that the maximum nominal amount of the debt securities that may be issued under this resolution may not exceed five hundred (500) million euros or its equivalent value on the date of the issue decision, in the event of an issue in another currency or in a unit of account set by reference to several currencies, it being specified that this amount is deducted from the overall cap of five hundred (500) million euros set in the twenty-first resolution
- resolves that:
 - the issue price of the new shares will be at least equal to the minimum price provided for by the laws and regulations in force at the time of the issue (i.e. to date, the weighted average of the prices of the last three trading days on the regulated market of Euronext Paris prior to the setting of the subscription price of the increase, possibly reduced by a maximum discount of 10%), after, where applicable, correction of this amount, to take into account the difference in dividend date,
 - the issue price of the marketable securities giving access to the Company's share capital will be such that the sum received immediately by the Company, plus, if applicable, that received subsequently by it, is for each share issued as a result of the issue of these securities, at least equal to the issue price defined in the previous paragraph;
- resolves to cancel shareholders' preferential subscription rights to ordinary shares and marketable securities giving access to the share capital to be issued on the basis of this resolution;
- resolves that if the subscriptions have not absorbed the entire issue of shares or marketable securities, the Board of Directors may limit the issue to the amount of subscriptions received, provided that this amount is at least three-quarters of the issue decided;
- notes, as necessary, that this delegation automatically entails, in favour of the holders of marketable securities giving access to the Company's share capital issued under this resolution, the waiver by the shareholders of their preferential subscription rights to the shares to which these marketable securities may give entitlement;

The Shareholders' Meeting

- authorises the issue by (i) any company in which Rémy Cointreau directly or indirectly holds more than half of the share capital ("the controlled company") of marketable securities giving entitlement to be allocated by any means, immediately or in the future to shares to be issued in Rémy Cointreau and/or (ii) by any company directly or indirectly holding more than half of the share capital of Rémy Cointreau ("the controlling company"), of marketable securities giving rights to the allocation by any means, immediately or in the future, to shares to be issued in Rémy Cointreau;
- delegates to the Board of Directors the authority to issue shares and marketable securities giving access to the share capital of Rémy Cointreau to which these securities would give entitlement, which may be issued by a controlled company and/or a controlling company, subject to the approval of Rémy Cointreau's Board of Directors;

- resolves to waive the preferential subscription rights of Rémy Cointreau's shareholders to the shares and securities to be issued pursuant to this delegation and notes that this decision entails the express waiver by Rémy Cointreau shareholders of their preferential subscription right to subscribe to Rémy Cointreau shares or marketable securities giving access to Rémy Cointreau's share capital to which these securities give rights, for the benefit of holders of securities issued under this delegation and giving access to Rémy Cointreau's share capital;
- resolves that the ceiling of the nominal amount of the capital increase resulting from the issues carried out or securities representing a portion of the share capital allocated as a result of the issue of marketable securities by a controlled company or a controlling company is set at fifteen (15) million euros, it being specified that this cap is deducted from the overall maximum cap set by the twenty-second resolution of this meeting and that it is set without taking into account the Company's shares to be issued as adjustments that may be implemented in accordance with the law and, where applicable, the contractual provisions;
- resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares, until the end of the offer period;
- grants full powers to the Board of Directors, with the option of subdelegation under the conditions set by law, to implement this delegation, in particular, to: set the terms, conditions and procedures, including the dates of the issues; determine the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their ranking, their interest rate and the terms of interest payment, their currency of issue, term and terms of repayment and amortisation; set the dividend date, even retroactive, of the securities that may be issued under this

resolution; set the terms and conditions under which the Company will have the option to buy back or exchange the securities that may be issued under this resolution; suspend, where applicable, the exercise of the Company's share allocation rights attached to the securities, in accordance with the regulations in force; set the terms and conditions under which the rights of holders of marketable securities will be preserved, in accordance with the regulations in force and the terms and conditions of the said securities; if necessary, modify the terms and conditions of the securities that would be issued under this resolution, during the life of the securities concerned and in compliance with the applicable formalities; make all allocations and deductions from the premium(s), including in respect of expenses incurred for the issues; and, more generally, take all necessary measures, enter into all agreements, request all authorisations, carry out all formalities and do whatever is necessary to successfully complete the planned issues or postpone them, and in particular to record the resulting capital increase(s) immediately or in the future for any issue carried out pursuant to this delegation, amend the Articles of Association accordingly and request the admission to trading of the securities issued pursuant to this resolution wherever it so decides; in agreement with the Board of Directors or the Chairman of the Company or companies wishing to carry out an issue, set the amounts to be issued, determine the form of the marketable securities to be created and all the terms of issue and in general, enter into all agreements, take all measures and carry out all necessary formalities for the completion of the planned issues.

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and supersedes the unused portion of any previous delegation having the same purpose.

24th resolution

INCREASE IN THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT OF AN ISSUE WITH MAINTENANCE OR CANCELLATION OF SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS

TWENTY-FOURTH RESOLUTION

(Authorisation for the Board of Directors to increase the number of securities to be issued in the event of excess demand, up to a limit of 15% of the initial issue, with maintenance or cancellation of shareholders' preferential subscription rights)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with Article L. 225-135-1 of the French Commercial Code:

- authorises the Board of Directors, with the option of subdelegation under the legal and regulatory conditions, to decide, in the event

of a capital increase with or without preferential subscription rights, to increase the number of securities to be issued, within thirty days of the closing of the subscription and within the limit of 15% of the initial issue and at the same price as that used for the initial issue, subject to compliance with the ceiling provided for in the resolution pursuant to which the issue is decided.

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and supersedes the unused portion of any previous delegation having the same purpose.

25th resolution

DEROGATION FROM THE PRICE SETTING CONDITIONS

TWENTY-FIFTH RESOLUTION

(Delegation of authority to the Board of Directors to set the issue price of the securities to be issued, with cancellation of shareholders' preferential subscription rights, by public offering or by private placement, up to the limit of 10% of the share capital per year)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with Article L. 225-136-1 of the French Commercial Code:

- authorises, as part of the twenty-second and twenty-third resolutions of this Meeting and within the limit of 10% of the share capital per year and subject to the ceiling provided for, as the case may be, in the twenty-second and twenty-third resolutions of this Shareholders' Meeting pursuant to which the issue is decided upon, the Board of Directors, with the option of subdelegation under the legal and regulatory conditions, to derogate from the pricing conditions provided for in the aforementioned resolutions and to determine the issue price, at the choice of the Board of Directors, in accordance with the following conditions:
 - (i) the issue price of the new shares will be at least equal to (a) the volume-weighted average price of the share over the 20 trading sessions preceding the setting of the issue price or (b)

the volume-weighted average share price from the last trading session preceding the setting of the issue price, in both cases, possibly less a maximum discount of 10% and below the limit so that the sums to be received for each share are at least equal to the nominal value,

- (ii) the issue price of the marketable securities giving access to the share capital of the Company and the number of shares to which the conversion, reimbursement or, generally, the transformation of each marketable security giving access to the Company's share capital may provide an entitlement, will be such that the amount received immediately by the Company, increased where applicable by that subsequently received by it, namely by each share issued as a result of the issue of these marketable securities, at least equal to the issue price set out in the previous paragraph.

In this case, the Board of Directors must prepare an additional report, certified by the Statutory Auditors, describing the final terms of the transaction and providing information on the actual impact on the shareholder's position.

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and supersedes the unused portion of any previous delegation having the same purpose.

26th resolution

PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY

TWENTY-SIXTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or marketable securities giving immediate or future access to the equity securities to be issued, with cancellation of shareholders' preferential subscription rights in the event of a public exchange offer initiated by the Company)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and ruling in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2 to and L. 225-129-6, L. 225-148 and Articles L. 22-10-49 and L. 22-10-54 and Articles L. 228-91 and L. 228-92 of the French Commercial Code:

- delegates to the Board of Directors, with the option of subdelegation under the conditions set by the law and the Company's Articles of Association, the authority to decide and carry out, on one or more occasions, in the proportions and at the times it deems appropriate, the issuance, both in France and abroad of:
 - a. ordinary Company shares,
 - b. marketable securities of any kind whatsoever, issued free of charge or against payment, giving access by any means, immediately or in the future, to existing or future shares of the Company;
- in consideration for the securities contributed to an offer including an exchange component (on a principal or subsidiary basis) initiated by the Company in France or abroad, according to local rules (including any transaction having the same effect as a public exchange offer or equivalent), on the securities of a company

whose shares are admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the aforementioned French Commercial Code, and resolves, as necessary, to cancel, in favour of the holders of these securities, the shareholders' preferential subscription rights to these shares and marketable securities;

- resolves that the marketable securities giving access to the Company's share capital thus issued may consist of debt securities or be associated with the issue of such securities, or allow the issue thereof as intermediate securities, and that the debt securities issued under this delegation may in particular take the form of subordinated or unsubordinated notes, with or without a fixed term, and be issued either in euros or in any other currency;
- resolves that the maximum nominal amount of the capital increases which could be carried out, immediately or in future, under this authorisation may not exceed fifteen million euros (€15,000,000), it being specified that:
 - where applicable, the nominal amount of any capital increases resulting from ordinary shares to be issued in order to maintain the rights of holders of marketable securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions, shall be added to this amount,
 - the nominal amount of any capital increase carried out pursuant to this delegation will be deducted from the ceiling of fifteen million euros (€15,000,000) set in the twenty-second resolution.
 - the maximum cumulative nominal amount of capital increases that may be carried out pursuant to this resolution, the twenty-first, twenty-second and twenty-third and twenty-seventh resolutions submitted to this Shareholders' Meeting may not exceed the ceiling of twenty (20) million euros set in the twenty-first resolution;

- resolves that the maximum nominal amount of the debt securities that may be issued under this resolution may not exceed five hundred (500) million euros or its equivalent value on the date of the issue decision, in the event of an issue in another currency or in a unit of account set by reference to several currencies, it being specified that this amount is deducted from the overall cap of five hundred (500) million euros set in the twenty-first resolution;
- notes, as necessary, that this delegation automatically entails, in favour of the holders of marketable securities giving access to the Company's share capital issued under this resolution, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities may give entitlement;
- resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares, until the end of the offer period;
- grants full powers to the Board of Directors, with the option of subdelegation under the conditions provided for by law, to implement this resolution, in particular, but not limited to: set the terms and conditions and implement the public offer(s) covered by this resolution; record the number of shares tendered to the exchange; determine the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their ranking, their interest rate and the terms of interest payment, their currency of issue, term and terms of repayment and amortisation; set the terms and conditions, including the dates of the issues; set the dividend date, even

retroactive, of the securities that may be issued under this resolution; set the terms and conditions under which the Company will have the option to buy back or exchange the securities that may be issued under this resolution; suspend, where applicable, the exercise of the Company's share allocation rights attached to the securities, in accordance with the regulations in force; set the procedures for ensuring, where applicable, the preservation of the rights of holders of marketable securities, in accordance with the regulations in force and the terms and conditions of these marketable securities; where applicable, change the terms and conditions of the securities issued under this resolution, during the life of the securities concerned and in compliance with the applicable formalities; make all allocations and deductions from the premium(s); and, more generally, take all necessary measures, enter into all agreements, request all authorisations, carry out all formalities and do whatever is necessary to successfully complete the planned transactions or postpone them, and in particular to record the resulting capital increase(s) immediately or in the future for any issue carried out pursuant to this delegation, amend the Articles of Association accordingly and request the admission to trading of the securities issued pursuant to this resolution wherever it so decides.

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting and supersedes the unused portion of any previous delegation having the same purpose.

27th resolution

ISSUES IN CONSIDERATION FOR CONTRIBUTIONS IN KIND OF SECURITIES OF ANOTHER COMPANY EXCLUDING A PUBLIC EXCHANGE OFFER

TWENTY-SEVENTH RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares and marketable securities giving access to the capital in consideration for contributions in kind granted to the Company, up to the limit of 10% of the share capital)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 22-10-53 and Articles L. 228-91 to L. 228-97 of the French Commercial Code.

- delegates to the Board of Directors, with the option of subdelegation under the conditions set by law and the Company's Articles of Association, the authority to carry out the issue, on one or more occasions, both in France and abroad, in the proportions and at the times it deems appropriate of:
 - ordinary Company shares, or
 - marketable securities of any kind whatsoever, issued free of charge or against payment, giving access by any means, immediately or in the future, to existing or future shares of the Company;
 in consideration for contributions in kind granted to the Company and consisting of equity securities or marketable securities giving access to the share capital of another company, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
- resolves that the marketable securities giving access to the Company's share capital thus issued may consist of debt securities or be associated with the issue of such securities, or allow the issue

thereof as intermediate securities, and that the debt securities issued under this delegation may in particular take the form of subordinated or unsubordinated notes, with or without a fixed term, and be issued either in euros or in any other currency;

- resolves that the total nominal amount of capital increases that may be carried out, immediately and/or in the future, by virtue of this delegation, may not exceed, in addition to the legal limit of 10% of the share capital assessed at the date of the issue decision, an amount of fifteen (15) million euros, it being specified that:
 - where applicable, the nominal amount of any capital increases resulting from ordinary shares to be issued in order to maintain the rights of holders of marketable securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions, shall be added to this amount,
 - the nominal amount of any capital increase carried out pursuant to this delegation will be deducted from the ceiling of fifteen million euros (€15,000,000) set in the twenty-second resolution.
 - the maximum cumulative nominal amount of capital increases that may be carried out pursuant to this resolution, and the twenty-second, twenty-third and twenty-sixth resolutions submitted to this Shareholders' Meeting may not exceed the ceiling of twenty million euros (€20,000,000) set in the twenty-first resolution;
- resolves that the total nominal amount of debt securities issues likely to be carried out may not exceed five hundred (500) million euros, or its equivalent value on the date of the issue decision, in the event of an issue in another currency or in a unit of account set by reference to several currencies;

- resolves, as necessary, to waive the preferential subscription rights of shareholders to the shares or marketable securities thus issued in favour of the holders of equity securities or marketable securities subject to contributions in kind;
- notes, as necessary, that this delegation automatically entails, in favour of the holders of marketable securities giving access to the Company's share capital issued under this resolution, the waiver by the shareholders of their preferential subscription rights to the shares to which these securities may give entitlement;
- resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares, until the end of the offer;
- grants full powers to the Board of Directors, with the option of subdelegation under the conditions set by law, to implement this delegation, in particular, to: set the terms, conditions and procedures, including the dates of the issues; determine the number and characteristics of the securities that would be issued under this resolution, including, in the case of debt securities, their ranking, their interest rate and the terms of interest payment, their currency; issue, term and terms of repayment and amortisation; set the dividend date, even retroactive, of the securities that may be issued under this resolution; set the terms and conditions under which the Company will have the option to buy back or exchange

the securities that may be issued under this resolution; suspend, where applicable, the exercise of the Company's share allocation rights attached to the securities, in accordance with the regulations in force; set the terms and conditions under which the rights of holders of marketable securities will be preserved, in accordance with the regulations in force and the terms and conditions of the said securities; if necessary, modify the terms and conditions of the securities that would be issued under this resolution, during the life of the securities concerned and in compliance with the applicable formalities; make all allocations and deductions from the premium(s), including in respect of expenses incurred for the issues; and, more generally, take all necessary measures, enter into all agreements, request all authorisations, carry out all formalities and do whatever is necessary to successfully complete the planned issues or postpone them, and in particular to record the resulting capital increase(s) immediately or in the future for any issue carried out pursuant to this delegation, amend the Articles of Association accordingly and request the admission to trading of the securities issued pursuant to this resolution wherever it so decides;

The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and supersedes the unused portion of any previous delegation having the same purpose.

28th resolution

CAPITAL INCREASE BY INCORPORATION OF RESERVES, PROFITS OR PREMIUMS

TWENTY-EIGHTH RESOLUTION

(Delegation of authority to the Board of Directors to increase the capital by incorporation of reserves, profits or premiums)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code:

- delegates to the Board of Directors, with the option of subdelegation, under the conditions set by law and the Articles of Association, the authority to increase the share capital up to a maximum nominal amount of twenty (20) millions of euros, in one or more instalments, in the proportion and at the times that it deems appropriate, by the successive or simultaneous incorporation into the share capital of all or part of the reserves, profits or premiums or any other sum that may be capitalised legally or under the Articles of Association, to be carried out by creating and allocating bonus shares or by increasing the par value of the equity securities or by the combined use of these two processes. The nominal value of the ordinary shares to be issued will be added to these ceilings, where applicable, to preserve, in accordance with the law and the applicable contractual provisions providing for other cases of adjustment, the rights of the holders of securities or other rights giving access to the share capital;
- resolves that the rights forming fractional shares shall not be negotiable or transferable, and that the corresponding equity securities will be sold, the sums resulting from the sale being allocated to the holders of the rights under the applicable legal and regulatory conditions;
- resolves that the Board of Directors may not, without the prior authorisation of the Shareholders' Meeting, make use of this delegation as from the filing by a third party of a proposed takeover bid for the Company's shares, until the end of the offer period.

The Shareholders' Meeting grants to the Board of Directors, in particular, but not limited to, all powers, with the option of subdelegation under the conditions provided for by law, in the event this delegation is used, and in particular to:

- determine the terms and conditions of the authorised transactions and in particular set the amount and nature of the sums to be incorporated into the share capital, set the number of new shares to be issued or the amount by which the par value of the existing shares comprising the share capital will be increased, and the date, even retroactive, from which the new shares will bear dividend rights or the date on which the increase in the par value will take effect;
- decide, in the event of a distribution of bonus shares, that the fractional rights will not be negotiable, that the corresponding shares will be sold in accordance with the terms and conditions provided for by the applicable regulations and that the sums from the sale will be allocated to the holders of the rights no later than 30 days after the date of registration in their account of the whole number of shares allocated;
- make any adjustments in accordance with applicable laws and regulations, and, where applicable, with contractual provisions providing for other adjustments, to preserve the rights of holders of marketable securities or other rights giving access to the share capital;
- record the completion of each capital increase and amend the Articles of Association accordingly;
- take all necessary measures and enter into all agreements to ensure the successful completion of the proposed transaction(s) and, generally, do whatever is necessary, carry out all acts and formalities for the purpose of finalising the capital increase(s) that may be carried out under this delegation.
- The delegation thus granted to the Board of Directors is valid for a period of twenty-six (26) months from the date of this meeting and supersedes the unused portion of any previous delegation having the same purpose.

29th resolution

AUTHORISATION TO INCREASE THE SHARE CAPITAL FOR EMPLOYEES

EXPLANATORY STATEMENT

In the **twenty-ninth resolution** which is submitted for your approval, we ask you to renew the authorisation granted to the Board of Directors, for a period of 18 months and up to €1,500,000, i.e. 3% of the share capital, to carry out one or more capital increases reserved for employees of the Rémy Cointreau Group who are members of the Group company savings plan (PEE/PEG), or the Company’s Group and French or foreign companies related to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, the employees and corporate officers of companies related to Rémy Cointreau having their registered office abroad.

This authorisation is part of the employee shareholding development policy implemented within the Company, which is aimed at promoting employee shareholding in the Company’s share capital and strengthening the sense of belonging within the Group. Senior management has thus set up the “My Rémy Cointreau” employee shareholding plan in France and abroad.

The subscription price may be set by applying the maximum legal discount on the market price, subject to a holding period for the shares. The Company believes that it is important to allow employees to participate in the success of the Group, in which they are the key players. Employee savings plans and capital increases reserved for employees would enable them to build savings and be directly associated with the Group’s performance, which helps to increase their engagement and motivation.

In accordance with Article L. 3332-19 of the French Labour Code, the subscription price may not be lower than the average share price quoted on the Euronext Paris Eurolist market during the 20 trading days preceding the day on which the opening date of the subscription period is set, less a maximum discount of 20% (30% if the lock-up period stipulated in the plan is greater than or equal to 10 years).

In accordance with Article L. 3332-21 of the French Labour Code, this delegation would authorise the grant of Rémy Cointreau bonus shares, either existing or to be issued, to the beneficiaries referred to above, in the following cases:

- in respect of the contribution that may be paid pursuant to the Company or Group savings plan(s), within the limits provided for in Articles L. 3332-11 et seq. of the French Labour Code;
- in substitution for all or part of the discount, it being understood that the benefit resulting from this grant may not exceed the legal or regulatory limits in accordance with Article L. 3332-21 of the French Labour Code.

SUMMARY OF THE DELEGATION

Capital increase reserved for employees of French and foreign companies	Maximum nominal amount and duration	Shareholders preferential subscription rights
	3% of share capital ⁽¹⁾ 18 months	Cancelled

(1) Determined on the date on which the Board of Directors decides on the capital increase.

TWENTY-NINTH RESOLUTION

(Delegation of authority to the Board of Directors to carry out a capital increase reserved for employees of the Company or companies related to it, with cancellation of preferential subscription rights).

The Shareholders’ Meeting, ruling under the *quorum* and majority requirements for Extraordinary Shareholders’ Meetings, having reviewed the Board of Directors’ report and the Statutory Auditors’ special report, and ruling in accordance with the legal provisions applicable to trading companies, in particular Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code on the one hand, and Articles L. 3332-18 et seq. and L. 3332-1 et seq. of the French Labour Code, on the other hand:

- authorises the Board of Directors, with the option to subdelegate under the conditions laid down by law and the Company’s Articles of Association, to decide on and carry out, based solely on its own decisions, in the proportions and at the times it shall deem appropriate, one or several capital increases, through the issue against payment or free of charge, of ordinary shares and marketable securities conferring immediate or future access to the Company’s share capital;

- resolves that the beneficiaries of the capital increases, eligible pursuant to this resolution, will be members of a Group or Company savings plan of the Company or associated French and international companies, within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, employees and corporate officers associated with Rémy Cointreau and whose registered office is located abroad, UCITS or any other entities under French or Foreign law, whether they are legal entities or not, used for investing Rémy Cointreau shares, who also meet any conditions set by the Board of Directors;
- resolves that the maximum nominal amount of the capital increases which could be carried out, immediately or at a later time, under this authorisation may not exceed one million five hundred thousand euros (€1,500,000), it being specified that:
 - where applicable, the nominal amount of any capital increases resulting from ordinary shares to be issued in order to maintain the rights of holders of marketable securities conferring access to the share capital of the Company, in accordance with the law and with any applicable contractual provisions, shall be added to this amount,

- the nominal amount of any capital increase carried out pursuant to this delegation will be deducted from the ceiling of fifteen million euros (€15,000,000) set in the twenty-second resolution of this Shareholders' Meeting,
- the maximum cumulative nominal amount of capital increases that may be carried out pursuant to this resolution, and the twenty-first, twenty-second, twenty-third, twenty-sixth and twenty-seventh resolutions submitted to this Shareholders' Meeting may not exceed the ceiling of twenty million euros (€20,000,000) set in the twenty-first resolution of this Shareholders' Meeting ;
- resolves that subscriptions may be paid in cash, in particular they may be offset against certain liquid, payable debt, or through the capitalisation of reserves, profits or share premiums in the case of grant of bonus shares or other securities conferring access to the share capital in respect of the discount and/or additional contribution;
- resolves to cancel, for the benefit of the aforementioned beneficiaries, shareholders' preferential subscription rights to ordinary shares issued pursuant to this resolution and to waive any entitlement to ordinary shares or other securities that may be issued pursuant to this resolution, shareholders furthermore waiving, in the case of a grant of bonus shares which may be issued pursuant to the next paragraph, all rights to said shares, including the part of the reserves, profits or premiums so capitalised;
- resolves that the Board of Directors may, in accordance with the provisions of Article L. 3332-21 of the French Labour Code, carry out grants for the aforementioned beneficiaries, of bonus shares or other securities giving immediate or future access to the Company's share capital, in respect of the additional contribution that may be paid out pursuant to the regulations of the savings plan(s), or in respect of the discount, provided that, after taking into account their equivalent monetary value, assessed on the basis of the subscription price, this does not result in exceeding the legal or regulatory limits;
- resolves that:
 - the subscription price of the ordinary shares may not exceed the average share price quoted over the 20 trading days preceding the day on which the opening date of the subscription period was set by the Board of Directors, nor may it be more than 20% lower than this average, or 30% lower in the event that the lock-up period stipulated in the plan, in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labour Code, is greater than or equal to ten years; the discount may be reduced or eliminated in order to take into account the specific legal, social, tax and accounting requirements applicable according to the beneficiary's country of origin,
 - the characteristics of the issues of other marketable securities giving access to the capital of the Company shall be determined by the Board of Directors under the conditions provided by the regulations;
- resolves that the Board of Directors will have full powers, with the option to subdelegate under the terms and conditions provided by law and the Company's Articles of Association, to implement this delegation, the purpose of which is in particular (but not limited to) to: decide and set the terms and conditions for the issue and grant of bonus shares or other securities giving access to the share capital, in application of the authorisation granted above, as well as, where applicable, postponement thereof; set the terms, conditions and procedures, including the dates of the issues; determine the number and characteristics of the securities that may be issued under this resolution; set the dividend entitlement date, which may be retroactive, for shares that may be issued under this resolution; set the conditions under which the Company will, where appropriate, be able to purchase or exchange the securities that may be issued under this resolution; suspend, where applicable, the exercise of rights to the allocation of Company shares attached to the securities, in accordance with the regulations in force; set the procedures for ensuring, where applicable, the preservation of the rights of holders of marketable securities, in accordance with the regulations in force and the terms and conditions of said securities; where applicable, change, throughout the life of the securities in question, the terms and conditions of the securities that may be issued under this authorisation, in accordance with the applicable procedures; carry out withdrawals from or offset any amounts against the share premium(s), including issuance costs; and, more generally, take all necessary measures, enter into any agreements, obtain any authorisations, perform any formalities and do whatever is necessary for the completion of the contemplated issues or postpone them and, in particular, record the capital increase(s) resulting immediately, or in the future, from any issue carried out under this delegation, make the corresponding amendments to the articles of association and request the admission to trading of the securities issued under this resolution wherever it deems it appropriate.

The delegation thus granted to the Board of Directors is valid for a period of eighteen (18) months from the date of this meeting and supersedes the unused portion of any previous delegation having the same purpose.

30th resolution

LONG-TERM REMUNERATION SYSTEM

EXPLANATORY STATEMENT

In accordance with the group's corporate policy in relation to motivating and retaining employees who the Board of Directors and senior management consider have a key role within the Group, the Company wishes to use long-term remuneration tools to meet its goals of encouraging key talent, both in France and abroad, to deliver medium- and long-term performance, by encouraging outperformance, involving the individuals concerned in the Company's value creation, retaining talent and optimising economic efficiency.

The plans are aimed at a select group of individuals: Group Executives, Executive Committee members, key contributors, pillars of the organisation and high flyers. Key contributors are managers who have a strategic role (mainly brand managers and regional managers) and managers who report to senior management. "Pillars" are managers who perform an essential role that requires experience and who would be difficult to replace. "High flyers" are managers who have been identified as potentially able to reach senior management level, or who could be promoted through two levels of management.

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS

On the recommendation of the Nomination and Remuneration Committee, it is proposed on the terms of this **thirtieth resolution** to authorise the Company's Board of Directors to put in place one or more Performance share plans in accordance with Articles L.225-197-1 et seq. and Articles L.22-10-59 and L.22-10-60 of the French Commercial Code on the terms described below.

This resolution would end the previous authorisation granted by the Extraordinary General Meeting of 22 July 2021 for a thirty-eight month period (twentieth resolution).

The Board of Directors used this authorisation to implement the Performance share plans for 2022, 2023 and 2024.

HISTORY OF PERFORMANCE SHARE ALLOCATIONS UNDER THE AUTHORISATION OF 22 JULY 2021

	2022 Plan ⁽¹⁾	2023 Plan ⁽¹⁾	2024 Plan ⁽¹⁾
Date of authorisation by the Shareholders' Meeting	22 July 2021	22 July 2021	22 July 2021
Date of Board of Directors' meeting	13 January 2022	12 January 2023	11 January 2024
Total number of shares awarded	35,310	40,913	65,840
Corporate officer			
Éric Vallat ⁽²⁾ Chief Executive Officer since 1 December 2019	8,530	7,000	7,000
Share vesting date	13 January 2026	12 January 2027	11 January 2028
End of holding period	13 January 2026	12 January 2027	11 January 2028
Performance conditions	⁽¹⁾	⁽¹⁾	⁽¹⁾
Number of shares vested as of 31 March 2024	-	-	-
Aggregate number of lapsed performance shares	5,200	2,018	1,220
Number of awarded performance shares outstanding at year-end	30,110	38,895	64,620

(1) The terms and conditions of these plans are set out in note **10.3** to the consolidated financial statements.

(2) In accordance with Art. 24.3.3 of the AFEP/MEDEF Corporate Governance Code for listed companies, the corporate officer has committed not to carry out risk hedging transactions on bonus performance shares. As regards the capital allocated in the form of performance shares, the amount corresponds to 0.14% of the share capital.

The number of shares that may be allocated may not exceed 2% of the Company's share capital, assessed at the date of the Board of Directors' decision to make the award. The sub-cap for awards that are applicable to the Chief Executive Officer may not exceed 0.2% of the Company's share capital. This planned overall cap and the sub-cap are identical to those approved by the Combined Shareholders' Meeting of 22 July 2021.

The Rémy Cointreau shares allocated may be existing shares acquired by the Company or new shares issued by way of a capital increase, which may be performed by capitalising part of the profits, reserves or issue premiums. Such a capital increase would automatically entail the waiver of the shareholders' preferential subscription right in favour of the beneficiaries of the bonus shares allotted. The Company's policy is to limit the dilutive effect of the Performance share plans by attributing to beneficiaries, on the vesting date of the treasury shares previously purchased as part of the share buyback programme.

Performance criteria:

On the terms of the rules of the aforementioned plan, the allocation of the shares becomes final at the end of a minimum three- or four-year period from the allocation date, subject to the applicable service and performance conditions being met. These allocations are not subject to a holding requirement for the beneficiaries. Only Executive Directors must retain 1/3rd of the shares that are ultimately awarded to them.

These criteria are demanding, stable, verifiable and quantifiable.

In relation to selective plans, awards of treasury shares will be subject to service requirements and performance conditions set by the Board of Directors. The Board will decide the performance conditions relating to the shares that may be allotted under this authorisation to ensure that they are demanding and relevant in line with changes in the strategic, corporate and environmental issues affecting the Group and assessed over a minimum period of three consecutive financial years.

The following performance criteria applied to the 2022, 2023 and 2024 Plans.

Service condition with the Company as of the vesting date and performance conditions:

- 50%: current operating profit growth;
- 50%: achievement of the objective for greenhouse gas emissions in CO₂ tonne equivalent.

In the future, the Board of Directors intends to continue to apply the same performance criteria unless they become irrelevant. In this case, the Board would choose and impose criteria that set comparable requirements in order to continue to put in place remuneration tools that are consistent in the long term.

Subject to compliance with the allocation conditions which will be set by the Board of Directors, the allocation of performance shares as part of selective plans will be final at the end of a vesting period that lasts at least three years from the date of the decision by the Board of Directors to allocate the shares. The minimum holding period for the beneficiaries is one year. However, the Shareholders' Meeting authorises the Board of Directors, insofar as the minimum vesting period is two years, to dispense with any holding period for the shares in question.

SUMMARY OF THE DELEGATION REQUESTED

Allocation of shares	Maximum nominal amount and duration	In number of shares	Service and performance conditions	Vesting period	Holding period
Excluding Executive Directors	2% of share capital ⁽¹⁾ 38 months		Yes	Yes At least 3 years	No
Executive Directors	0.2% of share capital ⁽¹⁾ 38 months		Yes	Yes At least 3 years	Yes ⁽²⁾

(1) Determined on the date on which the Board of Directors decides to allocate the shares.

(2) The Chief Executive Officer will be required to keep 33% of the shares that are finally attributed to them registered until they leave their role.

The Shareholders' Meeting will be informed each year in a special report prepared by the Board of the awards decided upon.

THIRTIETH RESOLUTION

(Authorisation to the Board of Directors to allocate new or existing bonus shares in the Company for the benefit of the Company's employees or corporate officers and those of related companies, which automatically entails a waiver of shareholders' preferential subscription rights)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report:

- authorises the Board of Directors, in accordance with Articles L. 225-197-1 et seq., L.22-10-59 and L.22-10-60 of the French Commercial Code, to allocate, on one or more occasions and in the proportions and at the times it deems appropriate, existing or new bonus shares, subject to the legal trading restriction period, in favour of beneficiaries that it will determine from among the members of salaried staff and the Executive Directors of the Company or companies or groupings that are related to it within the meaning of Article L. 225-197-2 of the French Commercial Code and on the conditions set out below:
- resolves that the Board of Directors will determine the identity of the beneficiaries of the awards, the number of shares awarded to each of them and the terms and the criteria for awarding the shares;
- resolves that the total number of bonus shares awarded may not represent more than 2% of the number of shares making up the Company's share capital at the date on which the Board of

Directors decides to make the award. This amount does not take account of any adjustments that may be made in accordance with applicable laws and regulations, and, where applicable, with contractual provisions providing for other adjustments, to preserve the rights of holders of marketable securities or other rights giving access to the share capital; The Shareholders' Meeting authorises the Board of Directors to increase the share capital by incorporating the reserves in due proportion, as necessary;

- resolves that the maximum number of shares that may be awarded to Executive Directors of the Company may not represent more than 0.2% of the number of shares making up the share capital as at the date of the Board of Directors' decision to award bonus shares;
- resolves that the award of shares to their beneficiaries will become final at the end of a minimum three-year vesting period and that the minimum holding commitment for beneficiaries is set at one year. However, the Shareholders' Meeting authorises the Board of Directors, insofar as the minimum vesting period would be two years, to dispense with any holding period for the shares in question. However, in the event of the beneficiary's death or invalidity and in accordance with the conditions set by law, the final allocation of shares may take place before the end of the remaining vesting period. The shares will be freely transferable from the date of their delivery;
- As regards Executive Directors, the Board of Directors may, in accordance with the law, impose clauses prohibiting the transfer of bonus shares before they leave their roles or specifying how many of these shares they need to keep registered until they leave their roles;

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS

- resolves that the final award of all or part of the shares will be subject to a service requirement with the group and the satisfaction of performance conditions;
- resolves that, as regards the Company's Executive Directors, the final allocation of bonus shares must be subject, in addition to requirement for a certain amount of service within the Group, to the satisfaction of performance conditions that the Board of Directors will set, that will be assessed over a minimum period of three consecutive financial years;
- authorises the Board of Directors, where applicable, during the vesting period, to adjust the number of shares connected to any transactions in the Company's share capital to maintain beneficiaries' rights;
- notes that, as regards shares to be issued, (i) this authorisation will entail, at the end of the vesting period, a capital increase and the corresponding waiver from shareholders in favour of the beneficiaries of the allocations of the share of the reserves, profits and premiums which, where applicable, will be capitalised, (ii) this authorisation will automatically entail, in favour of the beneficiaries of these shares, a waiver by the shareholders of their preferential subscription rights;
- resolves that, as regards shares to be issued, the amount of capital increases will be deducted from the capital increase ceiling envisaged under the twenty-second resolution of this Shareholders' Meeting (or, where applicable, the amount of the ceiling under a resolution of the same nature that may eventually replace that resolution during the validity period of this authorisation);
- delegates all powers to the Board of Directors, with the power to delegate on the conditions set out in law, to implement this authorisation and, in particular, to:
 - determine the identity of the beneficiaries, set the dates and the terms for allocating the shares, including the period after which these awards will become final, together with, where applicable, the holding period required for each beneficiary, determine the performance-related conditions, determine the criteria for allocating shares together with the performance conditions to which awards to the Company's Executive Directors will be subject; determine if the bonus shares allocated are shares to be issued or existing shares, proceed where applicable, in order to protect beneficiaries' rights, to adjust the number of shares allocated depending on any transactions in the Company's capital (noting that the shares allocated in application of these adjustments will be deemed to be allotted on the same day as the shares that were initially allocated), set in the event new shares are allocated, the amount and nature of the reserves, profits and premiums to be capitalised, set the dates of entry into possession of new shares, record the final allocation dates and the dates from which the shares may be freely transferred, perform all acts, formalities and declarations, record, where applicable, the completion of capital increases, make the corresponding amendments to the Articles of Association and generally do whatever is useful and necessary under the laws and regulations in force.

Each year, the Board of Directors will inform the Ordinary Shareholders' Meeting of the transactions performed under this resolution, in accordance with Article L. 225-197 of the French Commercial Code.

This authorisation, which replaces that conferred by the thirtieth resolution of the Combined Shareholders' Meeting of 22 July 2021, is valid for thirty-eight (38) months from the date of this meeting.

31st resolution

POWERS TO ACCOMPLISH FORMALITIES

EXPLANATORY STATEMENT

The **thirty-first resolution** is a standard resolution granting the necessary powers to proceed with publication and other legal formalities.

THIRTY-FIRST RESOLUTION

(Powers to carry out formalities)

The Shareholders' Meeting confers all powers to carry out all legal filing and public notice formalities to the bearer of a copy or a certified excerpt of these minutes.

We ask you to vote in favour of the resolutions put to you.

The Board of Directors



RÉMY COINTREAU

REQUEST FORM FOR ADDITIONAL DOCUMENTS

COMBINED SHAREHOLDERS' MEETING

2024

18 July 2024, 9:30 AM

Au Club de la Maison Rémy Martin
13 rue Joseph Pataa
16100 Cognac

PLEASE RETURN TO:

Société Générale
Service des assemblées générales
CS 30812
44308 Nantes Cedex 3

I, the undersigned:

Mrs Mr Company

Name _____

N° _____ Street _____

Postal code _____ City _____ Country _____

E-mail address _____ @ _____

- Acknowledge receipt of or that I was able to consult the documents relating to the Combined Shareholders' Meeting of 18 July 2024 and referred to in Article R. 225-73 of the French Commercial Code..
- Request Rémy Cointreau to send me, prior to the Combined Shareholders' Meeting, the documents and information referred to in Article R. 225-83 of the French Commercial Code, compiled in the 2023/2024 Universal Registration Document.

Send the documents in print format

Send the documents electronically

Signed at _____ on the _____ 2024

Signature

The documents and information referred to in Article R. 225-83 of the French Commercial Code, included in the 2023/2024 Universal Registration Document, may be consulted and/or ordered on <https://www.remy-cointreau.com>



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

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission. / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card. date and sign at the bottom of the form



RÉMY COINTREAU

RUE JOSEPH PATAA
16100 COGNAC

au capital de € 82 004 750,40
 302 178 892 R.C.S. ANGOULEME

ASSEMBLÉE GÉNÉRALE MIXTE

Du jeudi 18 juillet 2024 à 9h30
 Au Club de la Maison Rémy Martin
 13 rue Joseph Pataa
 16100 COGNAC

COMBINED SHAREHOLDERS' MEETING

Of Thursday, July 18, 2024 at 9:30 am
 At Club de la Maison Rémy Martin
 13 rue Joseph Pataa
 16100 COGNAC

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

Identifiant - Account: []
 Nominatif Registered: []
 Porteur Bearer: []
 Vote simple Single vote: []
 Vote double Double vote: []
 Nombre d'actions Number of shares: []
 Nombre de voix - Number of voting rights: []

JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

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

ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will 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)

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST Cf. au verso (2) - See reverse (2)		Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix / On the draft resolutions not approved, I cast my vote by shading the box of my choice.									
		A	B	C	D	E	F	G	H	J	K
		Oui / Yes	Oui / Yes	Oui / Yes	Oui / Yes	Oui / Yes	Oui / Yes	Oui / Yes	Oui / Yes	Oui / Yes	Oui / Yes
1	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"/>
2	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"/>
3	<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"/>	<input type="checkbox"/>
4	<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"/>	<input type="checkbox"/>
5	<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"/>	<input type="checkbox"/>
6	<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"/>	<input type="checkbox"/>
7	<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"/>	<input type="checkbox"/>
8	<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"/>	<input type="checkbox"/>
9	<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"/>	<input type="checkbox"/>
10	<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"/>	<input type="checkbox"/>
11	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"/>
12	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"/>
13	<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"/>	<input type="checkbox"/>
14	<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"/>	<input type="checkbox"/>
15	<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"/>	<input type="checkbox"/>
16	<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"/>	<input type="checkbox"/>
17	<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"/>	<input type="checkbox"/>
18	<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"/>	<input type="checkbox"/>
19	<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"/>	<input type="checkbox"/>
20	<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"/>	<input type="checkbox"/>
21	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"/>
22	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"/>
23	<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"/>	<input type="checkbox"/>
24	<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"/>	<input type="checkbox"/>
25	<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"/>	<input type="checkbox"/>
26	<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"/>	<input type="checkbox"/>
27	<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"/>	<input type="checkbox"/>
28	<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"/>	<input type="checkbox"/>
29	<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"/>	<input type="checkbox"/>
30	<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"/>	<input type="checkbox"/>
31	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"/>
32	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"/>
33	<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"/>	<input type="checkbox"/>
34	<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"/>	<input type="checkbox"/>
35	<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"/>	<input type="checkbox"/>
36	<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"/>	<input type="checkbox"/>
37	<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"/>	<input type="checkbox"/>
38	<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"/>	<input type="checkbox"/>
39	<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"/>	<input type="checkbox"/>
40	<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"/>	<input type="checkbox"/>
41	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"/>
42	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"/>
43	<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"/>	<input type="checkbox"/>
44	<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"/>	<input type="checkbox"/>
45	<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"/>	<input type="checkbox"/>
46	<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"/>	<input type="checkbox"/>
47	<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"/>	<input type="checkbox"/>
48	<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"/>	<input type="checkbox"/>
49	<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"/>	<input type="checkbox"/>
50	<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"/>	<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. Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) Mr, Mrs or Miss, 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^{ère} convocation / on 1st notification: 15 juillet 2024
 sur 2^{ème} convocation / on 2nd notification:

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pour le Président de l'assemblée générale »
 « If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting »

<p>(1) GENERALITES : Il s'agit d'un formulaire unique prévu par l'article R. 225-76 du Code de Commerce. QUELLE QUE SONT L'OPTION CHOISIE : Le signataire est prié d'inscrire très exactement dans la zone réservée à cet effet, ses nom (en majuscules), prénom, usuel et adresse (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Pour les personnes morales, le signataire doit renseigner ses nom, prénom et la qualité de la personne qu'il est. Si le signataire n'est pas l'actionnaire, le signataire doit renseigner (exemple : Administrateur (légal), Tuteur, etc.) Il doit mentionner ses nom, prénom et la qualité de la personne qu'il est. Le formulaire est de vote.</p> <p>Le formulaire adressé pour les assemblées successives convoquées avec le même ordre du jour (Article R. 225-77 alinéa 3 du Code de Commerce).</p> <p>Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (Article R. 225-81 du Code de Commerce). Ne pas utiliser la flèche « Vote par correspondance » et « Vedonne pouvoir » (Article R. 225-81, paragraphe 8 du Code de Commerce). Un guide méthodologique de traitement des assemblées générales, incluant une grille de lecture de ce formulaire de vote par correspondance est disponible sur le site de l'AFII : www.afii.asso.fr.</p> <p>La version française de ce document fait foi.</p>	<p>Cette information porte notamment sur le fait que le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit :</p> <p>1° Contrôle, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;</p> <p>2° Est membre de l'organe de gestion, d'administration ou de surveillance de cette société ou d'une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>4° Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par une personne qui contrôle la société, au sens de l'article L. 233-3.</p> <p>Cette information est également délivrée lorsqu'il existe un lien familial entre le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit, et une personne physique placée dans l'une des situations énumérées aux 1° à 4°.</p> <p>Lorsqu'un cours de mandat, survient l'un des faits mentionnés aux alinéas précédents, le mandataire en informe sans délai son mandant. A défaut par ce dernier de confirmation expresse du mandat, celui-ci est caduc.</p> <p>La caducité du mandat est notifiée sans délai par le mandataire à la société.</p> <p>Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p> <p>Article L. 22-10-41 du Code de Commerce.</p> <p>"Toute personne qui procède à une sollicitation active de mandats, en proposant directement ou indirectement à un ou plusieurs actionnaires, sous quelque forme et par quelque moyen que ce soit, de réserver procuration pour les représenter à l'assemblée d'une société mentionnée au premier alinéa de l'article L. 22-10-39, ne publie pas publiquement sa politique de vote. Elle peut également rendre publiques ses intentions de vote sur les projets de résolution présentés à l'assemblée. Elle exerce alors, pour toute procuration reçue sans instructions de vote, un vote conforme aux intentions de vote ainsi rendues publiques. Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p> <p>Article L. 22-10-42 du Code de Commerce.</p> <p>"Le tribunal de commerce dans le ressort duquel la société a son siège social peut, à la demande du mandant et pour une durée qui ne saurait excéder trois ans, priver le mandataire du droit de participer en cette qualité à toute assemblée de la société concernée en cas de non-respect de l'obligation d'information prévue aux troisième à septième alinéas de l'article L. 22-10-40 ou des dispositions de l'article L. 22-10-41. Le tribunal peut décider la publication de cette décision aux frais du mandataire. Le tribunal de commerce peut également prononcer des sanctions à l'égard du mandataire sur demande de la société en cas de non-respect des dispositions de l'article L. 22-10-41."</p>
<p>(3) POUVOIR A UNE PERSONNE DÉNOMMÉE (PERSONNE PHYSIQUE OU MORALE)</p> <p>Article L. 225-106 du Code de Commerce (extraits) :</p> <p>"Pour toute procuration d'un actionnaire sans indication de mandataire, le président de l'assemblée générale émet un vote favorable à l'adoption de projets de résolutions présentés ou agréés par le conseil d'administration ou le directeur, selon le cas, et un vote défavorable à l'adoption de tous les autres projets de résolutions. Pour émettre tout autre vote, l'actionnaire doit faire choix d'un mandataire qui accepte de voter dans le sens indiqué par le mandant."</p> <p>(4) POUVOIR À UNE PERSONNE DÉNOMMÉE (PERSONNE PHYSIQUE OU MORALE)</p> <p>Article L. 225-106 du Code de Commerce (extraits) :</p> <p>"1. - Un actionnaire peut se faire représenter par un autre actionnaire, par son conjoint ou par le partenaire avec lequel il a conclu un pacte civil de solidarité.</p> <p>II. - Le mandat ainsi que, le cas échéant, sa révocation sont écrits et communiqués à la société. Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat.</p> <p>III. - Avant chaque réunion de l'assemblée générale des actionnaires, le président du conseil d'administration ou le directeur, s'il en est le cas, peut organiser la consultation des actionnaires mentionnés à l'article L. 225-102 afin de leur permettre de désigner un ou plusieurs mandataires pour les représenter à l'assemblée générale conformément aux dispositions du présent article.</p> <p>Cette consultation est obligatoire lorsque, les statuts ayant été modifiés en application de l'article L. 225-23 ou de l'article L. 225-71, l'assemblée générale ordinaire doit nommer au conseil d'administration ou au conseil de surveillance, selon le cas, un ou des salariés actionnaires ou membres des conseils de surveillance des administrations ou de placement d'entreprise détenant des actions de la société. Cette consultation est également obligatoire lorsque l'assemblée générale extraordinaire doit se prononcer sur une modification des statuts en application de l'article L. 225-23 ou de l'article L. 225-71.</p> <p>Les clauses contraires aux dispositions des alinéas précédents sont réputées non écrites."</p> <p>Article L. 22-10-39 du Code de Commerce.</p> <p>"Outre les personnes mentionnées à l'article L. 225-106, un actionnaire peut se faire représenter par toute autre personne physique ou morale de son choix lorsque les actions de la société sont admises aux négociations sur un marché réglementé ou sur un système multilatéral de négociation soumis aux dispositions du II de l'article L. 433-3 du code monétaire et financier dans les conditions prévues par le règlement général de l'Autorité des marchés financiers, figurant sur une liste arrêtée par l'autorité dans des conditions fixées par son règlement général, à condition dans cette seconde hypothèse, que les statuts le prévoient.</p> <p>Les clauses contraires aux dispositions du présent alinéa sont réputées non écrites."</p> <p>Article L. 22-10-40 du Code de Commerce.</p> <p>"Lorsque, dans les cas prévus au premier alinéa du I de l'article L. 22-10-39, l'actionnaire se fait représenter par une personne autre que son conjoint ou le partenaire avec lequel il a conclu un pacte civil de solidarité, il est informé par son mandataire de tout fait lui permettant de mesurer le risque que ce dernier poursuive un intérêt autre que le sien.</p> <p>Les informations à caractère personnel recueillies dans le cadre du présent document sont nécessaires à l'exécution de vos instructions de vote. Vous disposez d'un certain nombre de droits concernant vos données (accès, rectification, etc.). Ces droits peuvent être exercés à auprès de votre teneur de compte aux coordonnées indiquées par ce dernier.</p>	<p>Cette information porte notamment sur le fait que le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit :</p> <p>1° Contrôle, au sens de l'article L. 233-3, la société dont l'assemblée est appelée à se réunir ;</p> <p>2° Est membre de l'organe de gestion, d'administration ou de surveillance de cette société ou d'une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>3° Est employé par cette société ou par une personne qui la contrôle au sens de l'article L. 233-3 ;</p> <p>4° Est contrôlé ou exerce l'une des fonctions mentionnées au 2° ou au 3° dans une personne ou une entité contrôlée par une personne qui contrôle la société, au sens de l'article L. 233-3.</p> <p>Cette information est également délivrée lorsqu'il existe un lien familial entre le mandataire ou, le cas échéant, la personne pour le compte de laquelle il agit, et une personne physique placée dans l'une des situations énumérées aux 1° à 4°.</p> <p>Lorsqu'un cours de mandat, survient l'un des faits mentionnés aux alinéas précédents, le mandataire en informe sans délai son mandant. A défaut par ce dernier de confirmation expresse du mandat, celui-ci est caduc.</p> <p>La caducité du mandat est notifiée sans délai par le mandataire à la société.</p> <p>Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p> <p>Article L. 22-10-41 du Code de Commerce.</p> <p>"Toute personne qui procède à une sollicitation active de mandats, en proposant directement ou indirectement à un ou plusieurs actionnaires, sous quelque forme et par quelque moyen que ce soit, de réserver procuration pour les représenter à l'assemblée d'une société mentionnée au premier alinéa de l'article L. 22-10-39, ne publie pas publiquement sa politique de vote. Elle peut également rendre publiques ses intentions de vote sur les projets de résolution présentés à l'assemblée. Elle exerce alors, pour toute procuration reçue sans instructions de vote, un vote conforme aux intentions de vote ainsi rendues publiques. Les conditions d'application du présent article sont précisées par décret en Conseil d'Etat."</p> <p>Article L. 22-10-42 du Code de Commerce.</p> <p>"Le tribunal de commerce dans le ressort duquel la société a son siège social peut, à la demande du mandant et pour une durée qui ne saurait excéder trois ans, priver le mandataire du droit de participer en cette qualité à toute assemblée de la société concernée en cas de non-respect de l'obligation d'information prévue aux troisième à septième alinéas de l'article L. 22-10-40 ou des dispositions de l'article L. 22-10-41. Le tribunal peut décider la publication de cette décision aux frais du mandataire. Le tribunal de commerce peut également prononcer des sanctions à l'égard du mandataire sur demande de la société en cas de non-respect des dispositions de l'article L. 22-10-41."</p>

<p>(1) GENERAL INFORMATION: THIS IS THE ONLY FORM PURSUANT TO ARTICLE R. 225-76 DU CODE DE COMMERCE WHICH MAY BE USED:</p> <p>The signatory should write his/her exact name and address in capital letters in the space provided e.g. a legal guardian: (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form.)</p> <p>If the signatory is a legal entity, the signatory should indicate his/her full name and the capacity in which he is entitled to sign on the legal entity's behalf.</p> <p>If the signatory is not the shareholder (e.g., a legal guardian), please specify your full name and the capacity in which you are signing the proxy.</p> <p>The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (art. R. 225-77 alinéa 3 du Code de Commerce).</p> <p>The text of the resolutions is in the notification of the meeting which is sent with this proxy (Article R. 225-81 du Code de Commerce). Please do not use both "Vote by post" and "Thereby appoint" (Article R. 225-81 du Code de Commerce).</p> <p>A guide relating to the general meetings, processing, including an interpretation grid of this proxy form, is available on the AFII website at www.afii.asso.fr.</p> <p>The French version of this document governs; The English translation is for convenience only.</p>	<p>(3) PROXY TO THE CHAIRMAN OF THE GENERAL MEETING</p> <p>Article L. 225-106 du Code de Commerce (extraits) :</p> <p>"In case of any power of representation given by a shareholder without naming a proxy, the chairman of the general meeting shall issue a vote in favor of adopting a draft resolution submitted or approved by the board of directors or the management board, as the case may be, and a vote against adopting any other draft resolutions. No issue of proxies other than the shareholder must appoint a proxy who agrees to vote in the manner indicated by his principal."</p> <p>(4) PROXY TO A MENTIONED PERSON (INDIVIDUAL OR LEGAL ENTITY)</p> <p>Article L. 225-106 du Code de Commerce (extraits) :</p> <p>"1. - A shareholder may be represented by another shareholder, by his or her spouse, or by his or her partner who he or she has entered into a civil union with.</p> <p>II. - The proxy as well as its dismissal, as the case may be, must be written and made known to the company. A Conseil d'Etat decree specifies the implementation of the present paragraph.</p> <p>III. - Before every general meeting, the chairman of the board of directors or the management board, as the case may be, may organise a consultation with the shareholders mentioned in article L. 225-102 to enable them to appoint one or more proxies to represent them at the meeting in accordance with the provisions of this article.</p> <p>Such a consultation shall be obligatory where, following the amendment of the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71, the ordinary general meeting is required to appoint to the board of directors or the supervisory board, as the case may be, one or more shareholders or members of the board of directors or the management board, as the case may be, and a vote against adopting any other draft resolutions. Such a consultation shall also be obligatory where a special shareholders' meeting is required to take a decision on an amendment to the memorandum and articles of association pursuant to article L. 225-23 or article L. 225-71.</p> <p>Any clauses that conflict with the provisions of the preceding sub-paragraphs shall be deemed non-existent."</p> <p>Article L. 22-10-39 du Code de Commerce.</p> <p>"In addition to the persons mentioned in I of article L. 225-106, a shareholder may be represented by any other natural or legal person of his choice where the shares of the company are admitted to trading on a regulated market or on a multilateral trading facility subject to the provisions of Article L. 433-3 of the French Monetary and Financial Code under the conditions set out in that article. The proxy must be written and made known to the company. A Conseil d'Etat decree specifies the implementation of the present paragraph.</p> <p>Up by the latter under conditions laid down in its General Regulations, provided that in this second case, as provided for in the articles of association.</p> <p>Clauses contrary to the provisions of the preceding paragraph shall be deemed unwritten."</p> <p>Article L. 22-10-40 du Code de Commerce.</p> <p>"When, in the events envisaged by the first paragraph of the article L. 22-10-39, the shareholder is represented by a person other than his or her spouse or his or her partner who he or she has entered into a civil union with, the proxy is informed by the proxy or any event enabling him or her to measure the risk that the latter pursue an interest other than his or hers.</p> <p>Personal data included in this form are necessary for the execution of your voting instructions... These rights may be exercised using the contact details provided by your custodian.</p>
<p>(2) POSTAL VOTING FORM</p> <p>Article L. 225-107 du Code de Commerce (extraits) :</p> <p>"Any shareholder may vote by post, using a form the wording of which shall be fixed by a decree approved by the Conseil d'Etat. Any provisions to the contrary contained in the memorandum and articles of association shall be deemed non-existent.</p> <p>When calculating the quorum, only forms received by the company before the meeting shall be taken into account, indicating abstention shall not be considered as votes cast."</p> <p>The majority required for the adoption of the general meeting's decisions shall be determined on the basis of the votes cast by the shareholders present or taken part in the vote or has obtained or has returned a blank or spoilt ballot paper (Articles L. 225-96 and L. 225-98 du Code de Commerce and, for the companies which have adopted the Statute of a European company, articles 57 and 58 of the Council Regulation (EC) No 2157/2001 on the statute for a European company).</p> <p>If you wish to use the postal voting form, you have to shade the box on the front of the document: "Vote by post".</p> <p>1- In such event, please comply for each resolution the following instructions by shading boxes of your choice:</p> <ul style="list-style-type: none"> - either vote "Yes" (in absence of choice, vote expressed by default for the approved draft resolutions), - or vote "No", - or vote "Abstention" by shading boxes of your choice. <p>2- In case of amendments or new resolutions during the general meeting, you are requested to choose between vote "No" (vote expressed by default in absence of choice), proxy to the chairman of the general meeting, "Abstention" or proxy to a mentioned person individual or legal entity by shading the appropriate box.</p>	<p>This information relates in particular to the event that the proxy or, as the case may be, the person on behalf of whom it acts:</p> <p>1° Controls, within the meaning of article L. 233-3, the company whose general meeting has to meet;</p> <p>2° Is member of the management board, administration or supervisory board of the company or a person which controls it within the meaning of article L. 233-3;</p> <p>3° Is employed by the company or a person which controls it within the meaning of article L. 233-3;</p> <p>4° Is controlled or carries out one of the functions mentioned with the 2° or the 3° in a person or an entity controlled by a person who controls the company, within the meaning of the article L. 233-3.</p> <p>This information is also delivered when a family tie exists between the proxy or, as the case may be, the person on behalf of whom it acts, and a natural person placed in one of the situations enumerated from 1° to 4° above.</p> <p>When during the proxy, one of the events mentioned in the preceding subparagraphs occurs, the proxy informs without delay his constituent. Failing by the latter to confirm explicitly the proxy, this one is null and void.</p> <p>The termination of the proxy is notified without delay by the proxy to the company.</p> <p>The conditions of application of this article are determined by a Conseil d'Etat decree."</p> <p>Article L. 22-10-41 du Code de Commerce.</p> <p>"Any person who proceeds to an active request of proxy, while proposing directly or indirectly to one or more shareholders, under any form and by any means, to receive proxy to represent them at the general meeting of a company mentioned in the first paragraph of the article L. 22-10-39, shall release its voting policy.</p> <p>It can also release its voting intentions on the draft resolutions submitted to the general meeting. It exercises them, for any proxy received without voting instructions, a vote in conformity with the released voting intentions. The conditions of application of this article are determined by a Conseil d'Etat decree."</p> <p>Article L. 22-10-42 du Code de Commerce.</p> <p>"The commercial court of which the company's head office falls under can, at the request of the constituent and for a duration which cannot exceed three years, deprive the proxy of the right to take part in this capacity to any general meeting of the relevant company in the event of non-compliance with mandatory information envisaged from the third to seventh paragraphs of article L. 22-10-40 or with the provisions of article L. 22-10-41. The court can decide the publication of this decision at the expenses of the proxy.</p> <p>The court can impose the same sanctions towards the proxy on request of the company in the event of non-compliance of the provisions of the article L. 22-10-41."</p>



RÉMY COINTREAU

Head Office: rue Joseph Pataa - Ancienne rue de la Champagne - 16 100 Cognac - France
Limited company with a capital of €82,004,750.40
302 178 892 R.C.S Angoulême

WWW.REMY-COINTREAU.COM