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RÉMY COINTREAU

NOTICE OF MEETING
COMBINED SHAREHOLDERS' MEETING
21 JULY 2022, 9:30 AM

COMBINED SHAREHOLDERS' MEETING 2022

21 July 2022, 9:30 AM (Paris time)

Hôtel du Collectionneur
51-57, rue de Courcelles – 75008 Paris

NOTICE

Dear Shareholders,

Given the context of the health crisis linked to the Covid-19 pandemic, the procedures for holding and participating in the Shareholders' Meeting may be modified depending on changes in the health and/or regulatory situation.

Shareholders are invited to regularly consult the section dedicated to the 2022 Shareholders' Meeting on the Rémy Cointreau website (www.remy-cointreau.com) in order to have the latest up-to-date information concerning this Shareholders' Meeting.

CONTENTS

Message from the Chairman	1
1 Agenda	2
2 Procedures for participating in the meeting	4
3 Summary of the activity for 2021/2022	8
4 Financial results for the past five years	12
5 Governance	13
6 Remuneration and benefits	33
7 Explanatory statement and draft resolutions	54
8 Request form for sending additional documents	81
9 Single form (to vote or assign a proxy)	83

M E S S A G E F R O M T H E C H A I R M A N

M A R C H É R I A R D D U B R E U I L



Rémy Cointreau put in an excellent performance in 2021/2022. In another pandemic year, we have the work and dedication of our teams, their passion and outstanding expertise to thank for delivering these new record-breaking results.

As in previous crises, Rémy Cointreau showed that it has the tenacity to stay the course and stick to its targets: its sights are set firmly on the long term to address short-term uncertainties. We are reaping the fruits of this strategy.

2021/2022 will be remembered as an historic year for the Group: all of its key financial and non-financial indicators have risen to unprecedented highs.

With organic sales growth up 27.3%, we have comfortably outperformed the exceptional spirits segment and gained market share across all regions and for the bulk of our brands.

Yes, these results are spectacular. But we have also continued to plan for the future. True to our long-term commitments, the Group is investing in its strategic assets: its *eaux de vie*, production facilities and brands. The increased spend on marketing and communications is a major development, an investment that has consolidated the foundations of our two growth pillars: Cognac and Liqueurs & Spirits.

We can also be proud of how far we have come on our sustainability journey, reflecting our ambition of achieving sustainable growth and sharing the value created with all the Group's stakeholders, in line with our commitments to the Global Compact. First of all, with our people, who share in these outstanding results through our employee share purchase plan. Next, with all shareholders through the share buyback programme launched in June 2021, an attractive

dividend policy and, of course, the robust Rémy Cointreau stock performance.

I would like to thank our shareholders for their trust and confidence in Rémy Cointreau, in some cases over many years.

As I come to the end of my term of office as Chairman of the Board of Directors at the end of this Shareholders' Meeting, I'm confidently looking forward to passing on the baton to the next generation – a confidence shared by my sister Dominique and my brother François. The Group has long prepared for this changing of the guard, and the new generation is primed and ready to take over at the helm. Their attachment to the earth is deep and sincere, their passion for our craft is palpable and backed by sound professional training.

Over the past five years, Rémy Cointreau has made considerable progress with its transformation plan, shedding its old skin to be ready to face the challenges ahead. Now more than ever, our Group is geared up and ideally positioned to continue its forward march.

Revamped portfolio – The Group has beefed up and diversified its brand portfolio. The acquisition of three distilleries (Bruichladdich in 2012, Westland in 2016 and Domaine des Hautes Glaces in 2017) gives us a true Whisky Division and positions Rémy Cointreau to draw maximum benefit from the booming interest in the golden elixir.

Transition to more sustainable practices – Rémy Cointreau's roots run deep. Its *terroirs* are exceptional and it has lost no time in protecting them for future generations. Its "Sustainable Exception" plan will greatly accelerate and strengthen its roadmap. A bold €80 million investment plan over the next 10 years will see major advances in all three pillars: *Terroir*, People and Time.

Digital transition – E-commerce is a resounding success. With online sales now accounting for almost 10% of revenue, the Group has doubled its penetration compared to 2019/2020. And the platform developed by the Group allows its brands to set up new e-commerce sites quickly and efficiently. The Group has also formed a team to build up its databases, expand its analysis capability and strengthen customer relations.

Strengthened team – Last and most importantly, the new generation at the helm will have a team of around 2,000 dedicated and driven men and women around the world and a strengthened Executive Committee all pulling together with them. The aim? To be more efficient and agile in a world of fast-changing consumer trends.

With our strategic plan ahead of schedule and an efficient business model, our 2030 targets are confirmed as we look with confidence to the future. It only remains for me to wish the new generation the very best: may the wind be always at your back!

1

AGENDA

— ORDINARY BUSINESS

- Approval of the Company financial statements for the 2021/2022 financial year;
- Approval of the consolidated financial statements for the 2021/2022 financial year;
- Appropriation of income and setting of the dividend;
- Option for the payment of the exceptional dividend in shares;
- Agreements covered by Articles L. 225-38 *et seq.* of the French Commercial Code authorised in previous financial years and which continued to be performed during the 2021/2022 financial year;
- Reappointment of Mrs H el ene Dubrule as a Board member;
- Reappointment of Mr Olivier Jolivet as a Board member;
- Reappointment of Mrs Marie-Am elie de Leusse as a Board member;
- Reappointment of ORPAR SA as a Board member;
- Appointment of Mr Alain Li as a Board member;
- Approval of the information regarding the compensation of corporate officers for the 2021/2022 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 2022, to Mr Marc H eriard Dubreuil, Chairman of the Board of Directors, in accordance with Article L. 22-10-34 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 2022, to Mr  eric Vallat, Chief Executive Officer, in accordance with Article L. 22-10-34 of the French Commercial Code;
- Approval of the principles and criteria used to determine, distribute and allocate the components of the total compensation and benefits of any kind that may be awarded to the Chairman of the Board of Directors, in accordance with Article L. 22-10-8, II of the French Commercial Code;
- Approval of the principles and criteria used to determine, distribute and allocate the components of the total compensation and benefits of any kind that may be awarded to the Chief Executive Officer, in accordance with Article L. 22-10-8, II of the French Commercial Code;
- Approval of the compensation policy for Board members for the 2022/2023 financial year;
- Compensation of Board members;
- 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 issue ordinary shares and/or marketable securities giving access to the Company's share capital and/or marketable securities giving rights to the allocation of debt securities, with maintenance of shareholders' preferential subscription rights;
- Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the Company's share capital and/or marketable securities giving rights to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights, by public offering;
- Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the share capital and/or marketable securities giving rights to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights, through private placements referred to in 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 issue ordinary shares and/or marketable securities giving access to the share capital and/or marketable securities giving rights to the allocation of debt securities, 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 considerations 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 share 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 shareholders' preferential subscription rights;
- Powers to accomplish formalities.

2

PROCEDURES FOR PARTICIPATING IN THE MEETING

NOTICE

Dear Shareholders,

Given the context of the health crisis linked to the Covid-19 pandemic, the procedures for holding and participating in the Shareholders' Meeting may be modified depending on changes in the health and/or regulatory situation.

Shareholders are invited to regularly consult the section dedicated to the 2022 Shareholders' Meeting on the Rémy Cointreau website (www.remy-cointreau.com) in order to have the latest up-to-date information concerning this Shareholders' 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, on **Tuesday 19 July 2022 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 at 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 certificate of attendance 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.

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:

- by attending in person;
- by voting by post;
- by being represented by any natural person or legal entity of its choice;
- 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 through the secure platform known as "VOTACCESS[®]", hereinafter referred to as VOTACCESS.

The VOTACCESS platform will be open from **Friday 1 July 2022 at 9.00am to Wednesday 20 July 2022 at 3.00pm (Paris time)**.

To keep the VOTACCESS platform from being 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 securities 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 transmitted 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 single form, duly completed and signed, using the prepaid reply envelope attached to the meeting notice received by post, or by connecting to the Internet site www.sharinbox.societegenerale.com with their usual identifiers, to access the voting site.

The admission card will then be sent to the shareholder, according to their choice, by email or by post.

Holders of bearer shares, either must connect with 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

cccdsend a request for a single form to its securities account keeper. In the latter case, if they have not received their admission card by **19 July 2022** (second working day at D-2), 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 **18 July 2022** (third working day at D-3) will be granted. To facilitate their reception, it would nevertheless be desirable for shareholders wishing to attend the meeting to 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 OR ASSIGN PROXY TO THE CHAIRMAN OF THE MEETING, BY POST (USING THE SINGLE FORM)

Shareholders wishing to vote by mail or assign proxy to the Chairman of the meeting on paper 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: Société Générale Securities Services – Service Assemblées, 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, not later than **three calendar days** before the Shareholders' Meeting, *i.e.* **Monday 18 July 2022 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 15 July 2022**.

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 30 June 2022**.

However, the Single Form should not be sent directly to Rémy Cointreau regardless of the shareholder's circumstances.

3.3 TO VOTE 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 "VOTACCESS" secure system, under the following conditions:

- holders of registered shares (pure or administered) wishing to vote online can access the VOTACCESS site via: www.sharinbox.societegenerale.com.

Holders of pure registered shares should log in with their usual access codes.

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 and a password letter (separate items) 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 have access 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, he/she should not return their Single Form.

You are reminded that the VOTACCESS secure platform will be open from Friday 1 July 2022 at 9.00am to Wednesday 20 July 2022 at 3.00pm (Paris time).

However, to keep this platform from being 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 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 and related documents, to the centraliser: Société Générale – Service Assemblées, 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 not later than **three calendar days** before the Shareholders' Meeting, *i.e.* **Monday 18 July 2022 by 11.59pm (Paris time)**.

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

- holders of registered shares (pure or administered): must make their request *via* the site www.sharinbox.societegenerale.com by logging in as specified above for the vote or 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, in accordance with the terms and conditions described in section iii) below, no later than **20 July 2022 (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 his/her proxyholder. The proxy is revoked under the same formal conditions as those used for its assignment.

Assignments or repeals of proxys expressed by the VOTACCESS system must reach Société Générale at the latest on Wednesday 20 July 2022 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 meeting the legal conditions must be received, under terms set forth by Article R. 225-73 to R. 10-22 of the French Commercial Code, at the Company's registered office (or preferably the Administrative department: 21, rue Balzac, 75008 Paris, France) by registered mail with return receipt or by electronic communication (preferred method) on the Company's website: www.remy-cointreau.com, under "Contact/Financial information", no later than twenty-five calendar days before the date set for the Shareholders' Meeting, *i.e.* **Sunday 26 June 2022**.

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 19 July 2022 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 two business days before the meeting date, *i.e.* **Friday 15 July 2022 at 11.59pm (Paris time)**, send their questions to the registered office by registered mail with return receipt requested to the Chairman of the Board of Directors, or, preferably, by email to the following address: AG2022@remy-cointreau.com.

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

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 Division (21, rue Balzac, 75008 Paris, France), as from the publication of the meeting notice, and will be only viewable on the premises by appointment, due to the current health context. 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 intended to be presented to the meeting will be made available from the twenty-first day preceding the holding of the Shareholders' Meeting, *i.e.* **Thursday 30 June 2022** on the Company's website: www.remy-cointreau.com.

The Board of Directors.

3

SUMMARY OF THE ACTIVITY FOR 2021/2022

CONSOLIDATED FULL-YEAR RESULTS, 2021/2022 (APRIL 2021 – MARCH 2022)

RÉMY COINTREAU DELIVERS A RECORD YEAR
COP: +39.9% ON AN ORGANIC BASIS (+56.9% VS 2019/2020)
THE GROUP APPROACHES 2022/2023 WITH CONFIDENCE

At the end of March 2022, Rémy Cointreau posted sales of €1,312.9 million, up +27.3% in organic⁽¹⁾ terms and up +30.0% as reported. With a unique positioning in the exceptional spirits segment and a strengthened investment capacity, the Group has fully benefited from the rise of new consumer trends and seized all these new growth opportunities (in particular the move upmarket and the development of mixology). Current Operating Profit (COP) was €334.4 million, up +41.6% as reported and +39.9% in organic terms. Consequently, the current operating margin amounted to 25.5% (up +2.1 percentage points (pp) as reported), reaching its all-time high. This strong organic growth reflects a +1.5 pp (+2.1 pp

vs. 2019/2020) increase in the gross margin to 68.6% (its all-time high), driven by a very favourable price-mix effect, and strong growth in volumes, as well as excellent absorption of overheads (ratio down by 2.3 pp). At the same time, the Group increased its investments in marketing and communication (ratio up by 1.5 pp on an organic basis) in order to increase the medium-term growth potential of the brands. Moreover, the Group recorded a neutral currency effect and an unfavourable scope of consolidation effect (-0.2 pp). Excluding non-recurring items, net profit attributable to the Group came to €228.1 million, up by +53.9% as reported.

KEY FIGURES

(in € millions unless otherwise stated)	at 31 March 2022	at 31 March 2021	Change	
	Reported	Reported	Reported	Organic
Sales	1,312.9	1,010.2	+30.0%	+27.3%
Gross margin	901.1	680.1	+32.5%	+30.2%
GM/Sales	68.6%	67.3%	+1.3 pp	+1.5 pp
Current Operating Profit	334.4	236.1	+41.6%	+39.9%
Current Operating Margin	25.5%	23.4%	+2.1 pp	+2.3 pp
Net profit - Group share	212.5	144.5	+47.0%	+45.7%
Net profit - Group share excluding non-recurring items	228.1	148.2	+53.9%	+52.6%
Net margin excluding non-recurring items	17.4%	14.7%	+2.7 pp	+2.9 pp
EPS - Group share (in €)	4.21	2.89	+45.9%	-
EPS - Group share excluding non-recurring items (in €)	4.52	2.96	+52.8%	-
Ratio of net debt/EBITDA	0.79	1.33	-0.54	-

(1) All references to "organic growth" in this document are calculated at constant scope and exchange rates.

CURRENT OPERATING PROFIT BY DIVISION

<i>(in € millions unless otherwise stated)</i>	at 31 March 2022	at 31 March 2021	Reported change	Organic change	
				vs. 2020/2021	vs. 2019/2020
Cognac	323.0	221.0	+46.2%	+43.8%	+58.9%
Margin %	34.1%	30.1%	+4.0 pp	+4.2 pp	+6.1 pp
Liqueurs & Spirits	35.5	33.0	+7.4%	+10.6%	+16.5%
Margin %	10.6%	13.3%	-2.7 pp	-2.1 pp	-1.2 pp
Sub-Total – Group Brands	358.4	254.0	+41.1%	+39.5%	+52.7%
Margin %	28.0%	25.8%	+2.1 pp	+2.4 pp	+4.3 pp
Partner Brands	-	(0.8)	-	-	-
Margin %	-	-	-	-	-
Holding costs	(24.0)	(17.1)	+40.4%	+39.9%	+19.2%
TOTAL	334.4	236.1	+41.6%	+39.9%	+56.9%
Margin %	25.5%	23.4%	+2.1 pp	+2.3 pp	+4.6 pp

COGNAC

The Cognac division's sales recorded remarkable organic growth of +26.3% in 2021/2022 (+30.7% compared to 2019/2020), including a +12.5% increase in volumes and a price-mix effect of +13.8%. The latter benefited from the increasing contribution of high-end and intermediate qualities (Rémy Martin Club in China and Accord Royal 1738 in the United States) and price increases. All regions contributed to this excellent performance.

Current Operating Profit of the Cognac division grew by +43.8% on an organic basis to €323.0 million (+58.9% compared to 2019/2020), representing an organic in the margin of +4.2 pp to 34.1% (+6.1 pp compared to 2019/2020). The very good increase in the gross margin (balanced between volume and price-mix effects) and the division's strong operating leverage largely absorbed the significant increase in marketing and communication investments.

LIQUEURS & SPIRITS

The Liqueurs & Spirits division's sales grew by +31.7% on an organic basis in 2021/2022 (+27.5% compared to 2019/2020), including a +24.6% increase in volumes and a price-mix effect of +7.1%. The division benefited, in particular, from the excellent performance of Cointreau, Bruichladdich whiskies and the ramping up of The Botanist.

The Liqueurs & Spirits division generated Current Operating Profit of €35.5 million, up +10.6% organically (+16.5% compared to 2019/2020). The current operating margin was 10.6% (-2.1 pp in organic terms). On the strength of its progress against its strategic priorities, the Group decided to reinvest a large part of its gross margin gains (+1.5 pp versus 2020/2021 and +3.5 pp versus 2019/2020) in marketing and communication to boost the awareness and desirability of its brands (in particular Cointreau, The Botanist and Bruichladdich Whiskies) and pave the way for future growth. At the same time, the Group maintained strict control of its overhead costs.

PARTNER BRANDS

Sales from Partner Brands recorded organic growth of +15.2% in 2021/2022 (+13.5% compared to 2019/2020), driven in particular by favourable trends in Europe, their largest market.

Current Operating Profit broke even in 2021/2022, compared to a loss of -€0.8 million in 2020/2021.

CONSOLIDATED RESULTS

Current Operating Profit (COP) amounted to €334.4 million, up +39.9% on an organic basis (+41.6% on a reported basis). It mainly benefited from the exceptional growth of the Group brands' Current Operating Profit (+39.5% on an organic basis) and includes an increase of €6.9 million in holding company fees, of which €2.0 million for donations to the Rémy Cointreau Foundation and €4.9 million related to medium- and long-term retention measures, employee savings plans and the employee share ownership plan.

This performance also includes a **favourable currency effects** (+€6.4 million), mainly due to the favourable change in the euro-yuan parity. Moreover, the average euro-dollar conversion rate improved from 1.17 in 2020/2021 to 1.16 in 2021/2022, while the average collection rate (linked to the Group's hedging policy) amounted to 1.17 in 2021/2022, stable compared to 2020/2021.

Finally, it includes an **unfavourable consolidation scope effect** of -€2.4 million, related to the acquisitions of Brillet and Telmont.

The Current Operating Margin recorded a strong increase of +2.1 pp as reported to 25.5% (+2.3 pp on an organic basis), reaching its all-time high.

Operating profit amounted to €320.3 million, up +35.8% as reported, after taking into account -€14.1 million of non-recurring items.

The financial result improved from -€14.6 million in 2020/2021 to -€13.2 million in 2021/2022.

The income tax expense amounted to €95.6 million, *i.e.* an effective rate of 31.1% (29.3% excluding non-recurring items), a clear improvement compared to 2020/2021 (35.1% as reported and 33.5% excluding non-recurring items). This change is mainly due to the decrease in the tax rate in France and a favourable geographic mix effect.

After taking into account the Group's share of net income from associates, **net profit attributable to the Group** amounted to €212.5 million, up +47.0% on a reported basis (+45.7% on an organic basis).

Excluding non-recurring items, net profit attributable to the Group stood at €228.1 million, up +53.9% on a reported basis (+52.6% on an organic basis), *i.e.* a net margin of 17.4%, up +2.7 pp on a reported basis (+2.9 pp on an organic basis).

Excluding non-recurring items, earnings per share attributable to the Group amounted to €4.52, up +52.8% as reported.

Net debt was €353.3 million, up €39.0 million compared to 31 March 2021. In addition to the generation of Free Cash Flow, this change mainly reflects the non-cash impact of the early conversion of part of the OCEANE bonds for an amount of €154.6 million offset by the share buyback programme for an amount of €169.5 million and the cash payment of the dividend for €93.7 million. Thus, the **"net debt/EBITDA"** ratio stood at 0.79 on 31 March 2022 compared to 1.33 on 31 March 2021.

Return on capital employed (ROCE) amounted to 22.2% at 31 March 2022, an increase of 5.1 pp (+4.9 pp in organic terms). The significant improvement in the Group Brands' profitability offset the continued strategic purchasing of *eau-de-vie* weighing on capital employed.

Rémy Cointreau's Board of Directors will propose to the Shareholders' Meeting, to be held on 21 July 2022, the distribution of an ordinary dividend of €1.85 per share in cash and an exceptional dividend of €1.0 per share for which it will propose payment in cash or in shares. This dividend reflects the strong confidence of the Board and the management team in the Group's growth outlook.

OUTLOOK FOR 2022/2023

Ideally positioned to take advantage of new consumption trends and on the strength of progress against its strategic plan, **Rémy Cointreau is starting financial year 2022-23 with confidence.**

The Group intends to continue implementing its strategy focused on medium-term brand development and underpinned by a **policy of sustained investment in marketing and communications.** The Group reaffirms its desire to continue to win market share in the exceptional spirits sector and anticipates **another year of strong growth.** In particular, Rémy Cointreau is forecasting strong first-quarter sales despite a very high base effect and the impact of the Covid-19 pandemic in China.

Helped by excellent pricing power, the improvement in the Current Operating Margin will be driven by the solid **resilience of the Group's gross margin** despite the inflationary environment and by strict control over overhead costs.

For the full year, the Group expects currency effects to be positive for Current Operating Profit, which it forecasts should be in the range €30-40 million.

2030 GUIDANCE CONFIRMED

Over the last year, Rémy Cointreau has benefited from very strong consumption, reflecting the structural acceleration in consumption trends observed since 2020 in an environment marked by the pandemic: the outperformance of high-end segments, at-home consumption, the rise of mixology, growth in online sales and growing interest in corporate social and environmental responsibility.

On financials, the Group is targeting a **gross margin of 72% and a Current Operating Margin of 33%** (based on 2019-20 consolidation scope and exchange rates).

As part of its “Sustainable Exception” plan, the Group aims for sustainable agriculture for all the *terroirs* used to produce its spirits as well as a **50% reduction in carbon emissions per bottle by 2030.** A first step towards the “Net Zero Carbon” ambition for 2050.

Rémy Cointreau reaffirms its ambition of **becoming the global leader in exceptional spirits.**

4

FINANCIAL RESULTS FOR THE PAST FIVE YEARS

<i>At 31 March (in € millions) (in units for the number of shares)</i>	2022⁽¹⁾	2021	2020	2019	2018
1. Share capital at year-end					
Share capital	81.8	80.8	80.2	80.2	80.4
Number of shares in circulation	51,152,502	50,503,106	50,149,787	50,149,787	50,223,800
Maximum number of shares to be created through the conversion of bonds	-	-	-	-	-
2. Operations and results for the financial year					
Sales excluding taxes	22.7	20.2	22.7	24.4	21.8
Profit/(loss) before tax, depreciation, amortisation and provisions	168.1	129.8	110.5	90.4	18.9
Income tax	6.6	5.1	9.0	13.8	6.2
Profit/(loss) after tax, depreciation, amortisation and provisions	155.4	131.7	125.7	104.0	14.9
Dividends	145.8	93.4	50.1	132.9	82.9
3. Earnings per share (in €)					
Profit/(loss) after tax, but before depreciation, amortisation and provisions	3.42	2.67	2.38	2.04	0.56
Profit/(loss) after tax, depreciation, amortisation and provisions	3.04	2.61	2.51	2.07	0.30
Net dividend distributed per share	2.85	1.85	1.00	2.65	1.65
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.

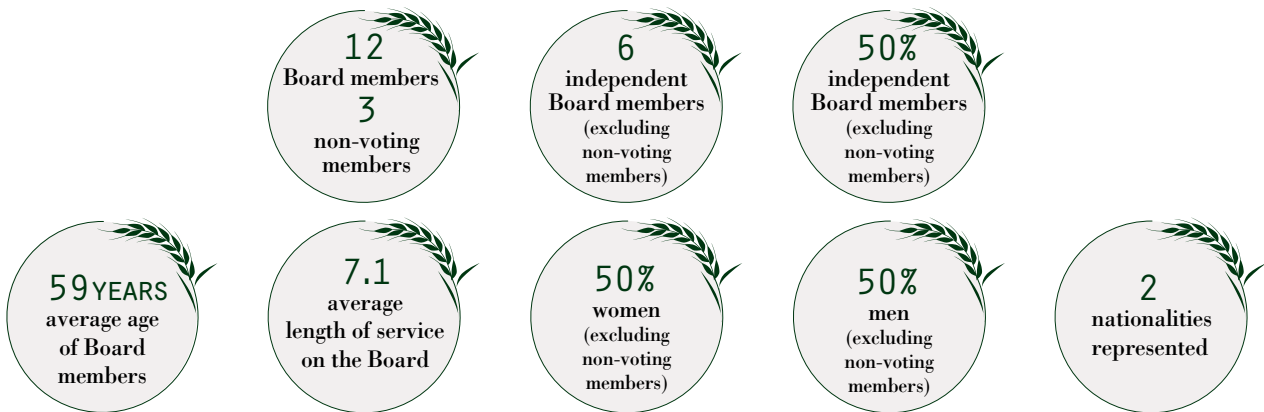
5

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 2022, the Board of Directors had 12 members plus 3 non-voting Board members:

OVERVIEW OF THE BOARD OF DIRECTORS AT 31 MARCH 2022

	Gender	Age	Nationality	Number of shares	Independent Board member	First appointed	End of current appointment	Length of service on the Board of Directors	Member of Board of Directors committee
Marc Hériard Dubreuil	M	70	French	108		07/09/2004	2022 SM	17 years and 7 months	
Marie-Amélie de Leusse	F	44	French	12,613		24/07/2019	2022 SM	2 years and 8 months	NRC ⁽¹⁾
Élie Hériard Dubreuil	M	44	French	519		20/11/2018	2024 SM	1 year 2 years and 4 months non-voting Board member	CSRC ⁽³⁾
Caroline Bois	F	45	French	4,592		24/07/2019	2024 SM	1 year and 4 months 1 year and 4 months non-voting Board member	AFC
Hélène Dubrulle	F	56	French	100	●	24/07/2019	2022 SM	2 years and 8 months	CSRC ⁽³⁾
Emmanuel de Geuser	M	58	French	100	●	24/07/2014	2023 SM	7 years and 8 months	AFC ⁽¹⁾
Laure Hériard Dubreuil	F	44	French	105		26/07/2011	2023 SM	10 years and 8 months	
Olivier Jolivet	M	49	French	100	●	24/09/2013	2022 SM	8 years and 6 months	NRC ⁽²⁾ CSRC ⁽³⁾
Bruno Pavlovsky	M	59	French	100	●	29/07/2015	2024 SM	6 years and 8 months	Chairman of the NRC ⁽²⁾
Guyline Saucier	F	75	Canadian	100	●	24/07/2018	2024 SM	2 years and 8 months	Chairwoman of the AFC ⁽¹⁾
Marc Verspyck	M	56	French	100	●	22/07/2021	2024 SM	8 months	AFC ⁽¹⁾
Orpar SA (represented by Gisèle Durand)	F	69	French	19,713,950 1,740		26/07/2016	2022 SM	5 years and 8 months	NRC ⁽²⁾
NON-VOTING BOARD MEMBERS									
Dominique Hériard Dubreuil	F	75	French	2,813		07/09/2004	21/07/2022	16 years and 7 months 8 months non-voting Board member	Chairwoman of the CSRC ⁽³⁾
François Hériard Dubreuil	M	73	French	125		07/09/2004	24/11/2020 24/11/2020 24/11/2022	16 years and 3 months 1 year and 4 months non-voting Board member	
Jacques Hérail	M	69	French	0		24/11/2020	24/11/2022	1 year and 4 months	

(1) *Audit-Finance Committee.*

(2) *Nomination and Remuneration Committee.*

(3) *Corporate Social Responsibility Committee.*

SUMMARY PRESENTATION OF THE COMMITTEES AT 31 MARCH 2022

Audit-Finance Committee

4 members
75% independent
Guylaine Saucier**•
Caroline Bois
Emmanuel de Geuser**
Marc Verspyck**

Nomination and Remuneration Committee

4 members
50% independent
Bruno Pavlovsky**•
Marie-Amélie de Leusse
Olivier Jolivet**
Gisèle Durand (Orpar)

Corporate Social Responsibility Committee

4 members
50% independent
Dominique Hériard Dubreuil•
Hélène Dubrule**
Olivier Jolivet**
Élie Hériard Dubreuil

• Chairman of committee

** Independence

(in line with AFEP/MEDEF recommendations).

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 Chair 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:

- six represent the majority shareholder, including five from the Hériard Dubreuil family (Mr Marc Hériard Dubreuil, Mrs Marie-Amélie de Leusse, Mr Élie Hériard Dubreuil, Mrs Caroline Bois, Mrs Laure Hériard Dubreuil), and Orpar SA, represented by Mrs Gisèle Durand;
- six are independent members: Mrs Hélène Dubrule, Mrs Guylaine Saucier, Mr Emmanuel de Geuser, Mr Olivier Jolivet, Mr Bruno Pavlovsky, Mr Marc Verspyck.

Two non-voting Board members, Mr François Hériard Dubreuil and Mrs Dominique Hériard Dubreuil, represent the majority 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.

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.

Any member of the Board of Directors who is over 85 years of age at the beginning of a financial year is deemed to have resigned from office effective at the end of the Annual Shareholders' Meeting called to approve the financial statements for that financial year. However, his/her term of office may be renewed annually, as long as the number of Board members aged 85 or over does not exceed one-third of the number of serving members.

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 are complementary because of their different professional experience and their 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 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 2022, out of a total of 12 Board members, six women sat on the Board of Directors of Rémy Cointreau, a proportion of 50%. Mrs Marie-Amélie de Leusse is Vice-Chairwoman of the Board of Directors. The Board of Directors' committees are set up on an equal basis. In addition, the Corporate Social Responsibility Committee and the Audit-Finance Committee are chaired by women.

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 chapter 3.2.5 of the 2021/2022 Universal Registration Document).

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

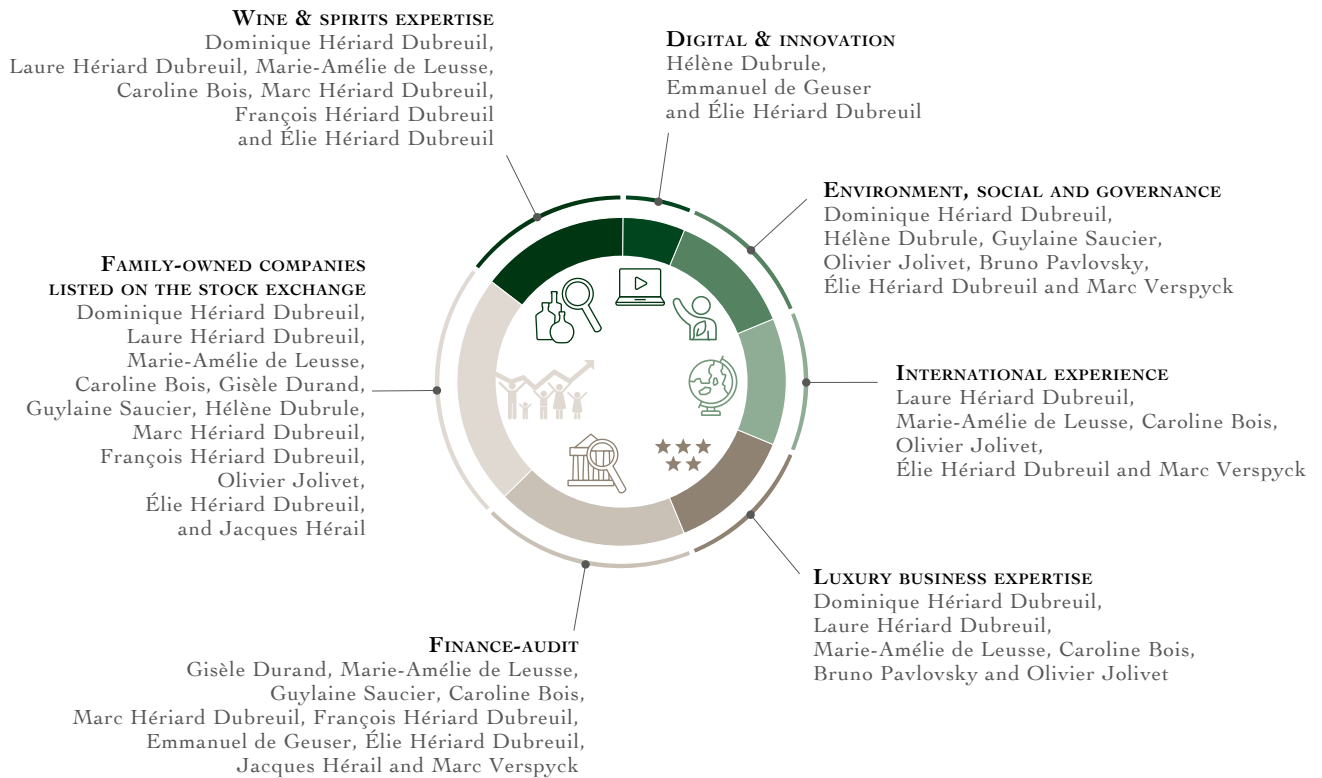
Implementation of the diversity policy during the 2021/2022 financial year:

- on the basis of her experience and in-depth knowledge of the Group's CSR and sustainable development issues, the Board of Directors reappointed Mrs Dominique Hériard Dubreuil, a non-voting board member, as Chairwoman of the Corporate Social Responsibility Committee;
- independence of the Board of Directors at 31 March 2022 was 50% (excluding non-voting Board members). This percentage remains significant for a Group that has a majority shareholder.

Diversity policy applied to senior management

- The Board of Directors also ensures deployment 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.
- Since 29 March 2022, the Group Executive Committee has included four women out of twelve members, i.e. 33.33%. Senior management has set a target for the number of women in the Executive Committee at 47% in 2025.
- For more information about the diversity policy applied by the Group's Executive Committee and within the Group as a whole, see chapter 1.3.1.2 of the Universal Registration Document.

SKILLS MAP OF THE MEMBERS OF THE BOARD OF DIRECTORS AT 31 MARCH 2022



LIST OF THE OFFICES AND POSITIONS HELD BY THE BOARD MEMBERS AT 31 MARCH 2022

BOARD MEMBERS PROFILES



MARC HÉRIARD DUBREUIL

CHAIRMAN OF THE BOARD OF DIRECTORS SINCE 1 OCTOBER 2017, REAPPOINTED ON 24 JULY 2019

Date first appointed:

7 September 2004.

Date term of office expires:

Shareholders' Meeting held to approve the 2022 financial statements.

Business address:

Andromède SAS – 25, rue Balzac – 75008 Paris – France

French
nationality

70 years old

Holds:
108 RC shares

Marc Hériard Dubreuil is a graduate of ESSEC and has been a corporate officer of the Company since December 1991, after starting his professional career with General Foods 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 has been Chairman of the Board of Directors since 1 October 2017.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Chief Executive Officer of Andromède SAS.

OTHER APPOINTMENTS OUTSTANDING

- Vice-Chairman, Deputy Chief Executive Officer and Board member of Orpar SA.
- Member of the Management Committee of Récopart SAS.
- Non-voting Board member of Oeneo SA⁽¹⁾.
- Chairman of LVL 2 SAS.
- Chairman of the Board of Directors of Webster USA, Inc.

APPOINTMENTS WITHIN THE RÉMY COINTREAU GROUP

- Non-Executive Chairman of Rémy Cointreau Amérique Inc.

- Chairman of Rémy Cointreau USA Inc.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- Chairman of Rémy Cointreau Services SAS.
- Representative of Rémy Cointreau Services SAS, Chairman of Rémy Cointreau Libra SAS.
- Representative of Rémy Cointreau Services SAS, Chairman 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.
- Board member of Oeneo SA⁽¹⁾.
- Representative of Rémy Cointreau Services SAS, Chairman of Joint Marketing Services SAS.
- Chief Executive Officer of Andromède SA.
- Member of the Management Board of Récopart SA.
- Chairman of LVL 2 SAS.
- Chairman of the Board of Directors of Oeneo SA⁽¹⁾.
- Member of the Management Board of Andromède SAS.

(1) Listed company.



MARIE-AMÉLIE DE LEUSSE

VICE-CHAIRWOMAN OF THE BOARD OF DIRECTORS SINCE 24 JULY 2019

Date first appointed:

24 July 2019.

Date term of office expires:

Shareholders' Meeting held to approve the 2022 financial statements.

Business address:

Andromède SAS – 25, rue Balzac – 75008 Paris – France

French
nationality

44 years old

Holds:
12,613 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 APPOINTMENTS OUTSTANDING

- Vice-Chairwoman and member of the Board of Directors of Oeneo SA⁽¹⁾.
- Chief Executive Officer of Aleteia 2 SAS.
- Board member of Mount Gay Distilleries Ltd.
- Chairwoman of Rémy Cointreau Services SAS.
- Board member of Rémy Cointreau Libra SAS.
- Representative of Rémy Cointreau Services SAS, Chairwoman of Rémy Cointreau International Marketing Services SAS.
- Representative of Rémy Cointreau Services SAS, Chairwoman of Storeco SAS.
- Representative of Rémy Cointreau Services SAS, Board member of Financière Rémy Cointreau SA/NV.
- Representative of Rémy Cointreau Services SAS, Chairwoman of Maison Psyché.
- Representative of Rémy Cointreau Services SAS, Chairwoman of RC France Distribution.
- Non-voting Board member of the Supervisory Board and the Governance Committee of EthiFinance.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- Member of the Supervisory Board of Andromède SAS.
- Member of the Management Board of Andromède SAS.
- Non-voting Board member of the Board of Directors of Rémy Cointreau⁽¹⁾.

(1) Listed company.



ÉLIE HÉRIARD DUBREUIL

Date first appointed:

22 July 2021.

Date term of office expires:

Shareholders' Meeting held to approve the 2024 financial statements.

Business address:

Andromède – 25, rue Balzac – 75008 Paris – France

French
nationality

44 years old

Holds:
519 RC shares

A graduate of the French National School of Statistics and Economic Administration (ENSAE), Élie 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 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, public finances and financial institutions. In 2018 and 2019, he was Co-Director of Beyond Ratings, an innovative rating agency integrating sustainable development. In 2019, he joined the Senior Management of Andromède and in 2020, he became Chairman of Qivalio, a rating agency and consulting firm devoted to sustainable finance, which acquired Axesor Rating in February 2022. The group renamed itself Ethifinance.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Chairman of Qivalio and Ethifinance SAS.

OTHER APPOINTMENTS OUTSTANDING

- Deputy Chief Executive Officer of Andromède SAS.
- Board member of Oeneo SA⁽¹⁾.
- Chairman of the Board of Ethifinance Ratings SL.
- Board member of Rémy Cointreau Libra SAS.
- Board member of MdGroup (Microdrones).
- Chairman of the Irini association.
- Chairman of the Board of Estimeo SAS.
- Board member of Koosmik Corp.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- Non-voting Board member of Oeneo SA⁽¹⁾.
- Non-voting Board member of the Supervisory Board of Andromède SAS.
- Chief Executive Officer of Beyond Ratings SAS.
- Senior Director at the S&P Global ratings agency.
- Governor and Treasurer of All Saints Blackheath Primary School.
- Vice-Chairman and Trustee of the charity Life Project For Youth (LP4Y), England.
- Lecturer at Sciences Po Executive Education.
- Lecturer at CIFE.

(1) Listed company.



HÉLÈNE DUBRULE

Date first appointed:
24 July 2019.

Date term of office expires:
Shareholders' Meeting held to approve the 2022 financial statements.

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

French
nationality

56 years old

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 10 years within the Consumer Goods Division and was later appointed Marketing Director within the L'Oréal Luxury Goods Division. She also received a degree from Esmod in 2001, a school where she studied in Seoul, while living there for four years. For the past 20 years, she has held responsibilities in the Hermès Group, where she has been in turn, International Marketing Director of Hermès Parfums, CEO of Hermès Soie et Textiles, CEO of Hermès Maison and Chairwoman of Puiforcat. She has headed the French market businesses as CEO of Hermès Distribution France since July 2018.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Member of the Supervisory Board of the Labruyère Group.

OTHER APPOINTMENTS OUTSTANDING

- None.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

Five executive positions at Group Hermès subsidiaries, between October 2009 and June 2018:

- CEO of Hermès Maison, Hermès Sellier division.
- Chairwoman of Faubourg Italia.
- Chairwoman of Puiforcat.
- Chairwoman of Compagnie des Arts de la Table et de l'Émail (CATE).
- Chairwoman of Beyrand.



LAURE HÉRIARD DUBREUIL

Date first appointed:
26 July 2011.

Date term of office expires:
Shareholders' Meeting held to approve the 2023 financial statements.

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

French
nationality

43 years old

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 APPOINTMENTS OUTSTANDING

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

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- None.



GUYLAINE SAUCIER

Date first appointed:

24 July 2018.

Date term of office expires:

Shareholders' Meeting held to approve the 2024 financial statements.

Business address:

1321 Sherbrooke Ouest, Montreal H3G 1J4, Canada

Canadian
nationality

75 years old

Holds:

100 RC shares

Guylaine Saucier is a graduate with an Arts baccalaureate from the Collège Marguerite-Bourgeois and has a bachelor's degree in business from the École des Hautes Études Commerciales in Montreal.

Fellow of the Order of Chartered Accountants of Québec, Guylaine Saucier was Chairwoman 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 Company 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). Guylaine 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 APPOINTMENTS OUTSTANDING

- Member of the Board of Directors of Cuda Oil & Gaz (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⁾.
- Chairwoman of the Board of Grand Challenge Canada.
- Chairwoman of the Institute for the Governance of Public and Private Organisations.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- None.

(1) Listed company.



EMMANUEL DE GEUSER

Date first appointed:

24 July 2014.

Date term of office expires:

Shareholders' Meeting held to approve the 2023 financial statements.

Business address:

Vivalto Santé – 37/39, rue Boissière – 75016 Paris – France

French
nationality

58 years old

Holds:
100 RC shares

Emmanuel de Geuser graduated from the Institut d'études politiques de Paris and has a master's degree in monetary economics from Université Paris IX-Dauphine, as well as being a qualified Chartered Accountant. After eight years as a manager with Arthur Andersen, from 1996 to 2002 Emmanuel de Geuser held the posts of Audit Director, Coordinator of the "Performance 2001" Plan and Finance Director of the cigarettes division of the Altadis Group (formerly Seita). From 2002 to 2011, Emmanuel de Geuser was Administrative and Financial Director and member of the Executive Committee of Générale de Santé. He then moved on to the Roquette Frères Group where he was Chief Financial Officer and member of the Management Committee.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

Within the group:

- Chief Executive Officer of the Vivalto Santé Group.
- Vivalto Santé 3 – General Manager.
- Vivalto Santé Financement – legal representative of Vivalto Santé 3, Chairman.
- Vivalto Santé Investissement – Chairman and Chief Executive Officer and Board member.
- SA Lessard – Board member (representative of Foncière Vivalto Santé).
- Société d'Exploitation de Maisons de Santé – Board member (representative of Vivalto Santé Investissement).
- Société Immobilière de la Polyclinique Chirurgicale de l'Artois – General Manager
- Vivalto Santé SA – Chairman, Chief Executive Officer and Board member.
- Vivalto Santé Holding – legal representative of Vivalto Santé 3, Chairman.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- Chief Financial Officer and member of the Group Management Committee, Roquette Frères.
- Board member of Roquette Management and Roquette CH.
- Representative of Roquette Frères, General Manager of Roquette BV.



OLIVIER JOLIVET

Date first appointed:

24 September 2013.

Date term of office expires:

Shareholders' Meeting held to approve the 2024 financial statements.

Business address:

COMO HOLDINGS, 50 Cuscaden Road, #08-01 HPL Building, Singapore 249724

French
nationality

49 years old

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 ten years with the Club Méditerranée Group, mainly in Asia-Pacific. A member of the Executive Committee, he was most recently International Business Development and Construction Director. In 2008, Olivier Jolivet joined the Aman Group, where he served as Group Chairman and Chief Executive Officer in Singapore then London until December 2016. Since January 2017, Jolivet has been 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 APPOINTMENTS OUTSTANDING

- Board member 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 (Australia) Pty Ltd., 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.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- Chairman and Chief Executive Officer of Société Nouvelle de L'Hôtel Bora Bora (French Polynesia).
- Board member 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

Date first appointed:

29 July 2015.

Date term of office expires:

Shareholders' Meeting held to approve the 2024 financial statements.

Business address:

12, rue Duphot – 75001 Paris – France

French
nationality

59 years old

Holds:
100 RC shares

Bruno Pavlovsky is a graduate of the École Supérieure de Commerce de Bordeaux (Bordeaux Management School) and holds an MBA from Harvard University. Bruno 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 Chairman of Paraffection since January 2003, Chairman of the Fashion business since January 2004, Chairman of Chanel SAS since 2018 and Chairman 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

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

OTHER APPOINTMENTS OUTSTANDING

- Board member of Accor⁽¹⁾.
- Chairman of Chanel Coordination, A.C.T.3, Atelier de May, Barrie France, Desrues, Erès, Établissements Bodin Joyeux, Fyma Production, Gant Causse, Goossens Paris, Hugotag Ennoblement, Le Creuset d'Art, Lemarie, les Ateliers de Verneuil-en-Halatte, Les Moulinages de Riotord, Lesages Intérieurs, Lesage Paris, Maison Massaro, Maison Michel, Manufacture de Mode, Megisserie Richard, Montex, Paloma, Paraffection, Partriois, Tanneries Haas, Sattelile, Orlebar Brown France, L'Atelier des MatieR, Defiluxe, 19M, Campelli S.r.l. (Italy).
- Presidente Consiglio Amministrazione de Vimar 1991 S.r.l. (formerly Biella Filatura S.r.l.), Conceria Gaiera Giovanni S.p.A. (Italy), Cellini 04 R.E. S.r.l. (Italy), Nillab Manifatture Italiane S.p.A., Manufactures De Mode Italia S.r.l., Conceria Samanta S.p.A. (Italy), Calzaturificio Gensi Group S.r.l. (Italy), FCL S.r.l. (Italy), Paima S.r.l. (Italy).
- Presidente consejero of Colomer Leather Group sl (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 Brunic, SCI Odace, SCI Onurb, SCI Sarouleagain, SCI Surdesoie SCI Manaso.
- Consigliere delegato de Chanel Coordination S.r.l. (Italy), Roveda S.r.l. (Italy), Immobili Rosmini S.r.l. (Italy).
- 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 & Fibers Limited (UK), Vastrakala Exports Private Limited (India), Maison Michel UK Limited, Ultimate Yarns & Fibers Mongolia LLC (Mongolia).
- Managing Director of Eres GmbH (Germany).
- Chairman of Erès U.S. Inc. (USA).

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

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

(1) Listed company.



MARC VERSPYCK

Date first appointed:

22 July 2021.

Date term of office expires:

Shareholders' Meeting held to approve the 2024 financial statements.

Business address:

65, rue Michel-Ange, 75016 Paris – France

French
nationality

56 years old

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 and became Head of the ground handling division in 1994.

Three years later, he joined the 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, Deputy Chief Executive 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.

OTHER APPOINTMENTS OUTSTANDING

- President of Managabin SAS.
- Member of the Supervisory Board of Bordeaux Airport.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- 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.



CAROLINE BOIS HÉRIARD DUBREUIL

Date first appointed:

24 November 2020.

Date term of office expires:

Shareholders' Meeting held to approve the 2024 financial statements.

Business address:

Andromède SAS – 25, rue Balzac – 75008 Paris – France

French
nationality

45 years old

Holds:
4,592 RC shares

A graduate of HEC and the MAP program at INSEAD, Caroline Bois Hériard Dubreuil has held various leadership positions in finance and project management at Freelance.com, Dictis, and International SOS since 1998, before joining the Rémy Cointreau Group⁽¹⁾ in 2014 as Head of Group Management Control and Planning. Caroline Bois Hériard Dubreuil is currently Deputy Chief Executive Officer of Andromède.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

– Deputy Chief Executive Officer of Andromède SAS.

OTHER APPOINTMENTS OUTSTANDING

- Board member and 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 Qivalio/EthiFinance SAS.
- Board member of MdGroup (Microdrones).
- Board member of Alantaya.
- Board member of Beauregard Holding.
- Board member of Rémy Cointreau Libra SAS.
- Member of the Retail VR Strategy Committee.
- Member of the Audit-Finance Committee of Rémy Cointreau SA.
- Board member of The Webster.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- Head of Group Management Control and Planning at Rémy Cointreau SA⁽¹⁾.
- Non-voting Board member of the Board of Directors of Rémy Cointreau SA⁽¹⁾.

(1) Listed company.



ORPAR SA

Date first appointed:

26 July 2016.

Date term of office expires:

Shareholders' Meeting held to approve the 2022 financial statements.

Business address:

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

Orpar holds:
19,713,950 RC shares

**Its representative,
Gisèle Durand, holds:**
1,740 RC shares

Orpar is the Group's main shareholder. At 31 March 2022, 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 Gisèle Durand.

Between 1974 and 1980, Gisèle Durand, holder of a postgraduate degree in Economics and Management from CNAM in Paris and a graduate of the École Supérieure de Gestion et Comptabilité (PARIS II), was Administrative Director for a service run by the French Ministry of Agriculture. She then joined the Cointreau Group where she held accounting and financial responsibilities, then the Rémy Cointreau Group⁽¹⁾ until 2000, when she joined the holding company ORPAR. Appointed General Secretary of Oeneo⁽¹⁾ in 2005, in charge of the development of Human Resources "Managers", she has held the position of Deputy Chief Executive Officer of Andromède SAS since 2007.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

— Deputy Chief Executive Officer of Andromède SAS.

OTHER APPOINTMENTS OUTSTANDING

— Permanent Representative of Orpar, Board member of Rémy Cointreau SA⁽¹⁾.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

— Board member of Oeneo SA⁽¹⁾.

(1) Listed company.

NON-VOTING BOARD MEMBERS

**FRANÇOIS HÉRIARD DUBREUIL****Date first appointed:**

7 September 2004.

Date term of office expires:

November 2022.

Business address:

Andromède SAS – 25, rue Balzac – 75008 Paris – France

French
nationality

73 years old

Holds:
125 RC shares

François Hériard Dubreuil holds a master's degree in science from the University of Paris and an MBA from INSEAD. He has been a corporate officer of the Company since December 1991. In particular, he was 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.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

- Chairman of the Board of Directors of Andromède SAS.

OTHER APPOINTMENTS OUTSTANDING

- Chairman and Chief Executive Officer of Orpar SA.
- Representative of Orpar, Chairman of Récopart SAS.
- Non-voting Board member of Oeneo SA⁽¹⁾.
- Chairman 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 Concord Limited.
- Director of Rémy Pacifique Limited.
- Board member of Dynasty Fine Wines Group Limited.

PREVIOUS APPOINTMENTS*(during the past five years, now terminated)*

- Non-Executive Chairman of Rémy Cointreau Amérique, Inc.
- Board member of Oeneo SA⁽¹⁾.
- Chairman of Rémy Cointreau Services SAS.
- Representative of Rémy Cointreau Services SAS, Chairman of Joint Marketing Services SAS.
- Representative of Rémy Cointreau Services SAS, Chairman of Rémy Cointreau Libra SAS.
- Representative of Rémy Cointreau Services SAS, Chairman 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.
- Chairman of Mount Gay Distilleries Limited.
- Director of Rémy Cointreau International Pte Limited.
- Member of the Supervisory Board Rémy Cointreau Nederland Holding NV.
- Non-Executive Chairman of Rémy Cointreau USA Inc.
- Non-Executive Chairman of S&E&A Metaxa ABE.
- Chairman of Rémy Cointreau USA.
- Chairman of the Board of Directors of Rémy Cointreau SA⁽¹⁾.
- Chairman of the Management Board of Récopart.
- Board member of Shanghai Shenma Winery Co Ltd.
- Permanent representative of Grande Champagne Patrimoine, Chairman of MMI.
- Chairman of Grande Champagne Patrimoine SAS.
- Chairman of Financière de Nonac SAS.
- Representative of Rémy Cointreau Services SAS, Board member of Rémy Cointreau Aries SA.
- Vice-Chairman and Deputy Chief Executive Officer of Oeneo SA⁽¹⁾.
- Chairman of the Management Board of Andromède SAS.
- Chairman of Vivelys SAS.

⁽¹⁾ Listed company.



DOMINIQUE HÉRIARD DUBREUIL

Date first appointed:

7 September 2004.

Date term of office expires:

July 2022.

Business address:

Andromède SAS – 25, rue Balzac – 75008 Paris – France

French
nationality

75 years old

Holds:
2,813 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. Dominique Hériard Dubreuil was 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 APPOINTMENT OUTSIDE THE GROUP

- Member of the Board of Directors of Andromède SAS.

OTHER APPOINTMENTS OUTSTANDING

- Board member of Orpar SA.
- Board member of Fondation 2^e Chance.
- Member of the Supervisory Board of Ethifinance.

APPOINTMENTS WITHIN THE RÉMY COINTREAU GROUP

- Chairwoman of E. Rémy Martin & C^o SAS.
- Chairwoman of Cointreau SAS.
- Representative of E. Rémy Martin & C^o SAS, Chairwoman of Domaines Rémy Martin SAS.
- Chairwoman of the Rémy Cointreau Foundation.
- Board member and Chairwoman of Mount Gay Holding.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- Supervisory Director of Rémy Cointreau Nederland Holding NV.
- Chief Executive Officer and member of the Management Board of Andromède SAS.
- Member of the Supervisory Board of Andromède SAS.
- Board member of comité Colbert.
- Vice-Chairwoman of the Supervisory Board of Wendel SA⁽¹⁾.
- Board member of Fondation de France.
- Board member of the French Federation of Wine and Spirit Exporters (Fédération des Exportateurs de Vins et Spiritueux – FEVS).
- Board member of Bolloré SE⁽¹⁾.

(1) Listed company.



JACQUES HÉRAIL

Date first appointed:

24 November 2020.

Date term of office expires:

November 2022.

Business address:

76, avenue Jean Jaurès – 11110 Coursan – France

French
nationality

69 years old

Jacques Hérail graduated from the Institut d'études politiques de Toulouse, he also holds a degree in Economics from ESSEC. He began his career at Arthur Andersen as an audit assistant before moving on to a more senior position and then manager.

He qualified as Chartered Accountant in 1982.

After that, he joined the Havas Group in 1984. First as Chief Financial Officer of the HDM Paris agency and the HDM Europe Network, then as Chief Executive Officer in charge of Euro RSCG Worldwide, he became Deputy Chief Executive Officer of Havas in charge of Group finance in 1996.

He joined the LSF Network Group in 2006, as EVP/COO International Operations and Chief Financial Officer of LSF Network Inc. Based in Paris, he chairs the LSF Interactive division, specialising in digital marketing and communication.

From 2016 to 2019, he chaired the European network Crèches de France, a subsidiary of the SIS Group, in which he assisted the Chairman and Founder, Philippe Austruy.

Since 2020, he has also conducted consulting and project development assignments.

PRINCIPAL APPOINTMENT OUTSIDE THE GROUP

— None.

OTHER APPOINTMENTS OUTSTANDING

— Board member of Andromède SAS.

— Board member of Oeneo⁽¹⁾.

— President of HÉRAIL et Associés SAS.

PREVIOUS APPOINTMENTS

(during the past five years, now terminated)

- President of the Child Present Association.
- Adviser to the President of the SIS Group.
- President of the European network Crèches de France.

(1) Listed company.

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 defined by 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.

In considering this independence, the Board of Directors relies on the criteria specified by the AFEP/MEDEF Code.

On 1 June 2022, the Board of Directors accordingly adopted the list of Board members qualified as independent at 31 March 2022:

Mrs Hélène Dubrulle, Mrs Guylaine Saucier, Mr Emmanuel de Geuser, Mr Olivier Jolivet, Mr Bruno Pavlovsky, Mr Marc Verspyck.

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

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 specified 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
Marc Hériard Dubreuil	Yes	Yes	No	Yes	No	Yes	Non-independent
Marie-Amélie de Leusse	Yes	Yes	No	Yes	No	No	Non-independent
Élie Hériard Dubreuil	Yes	Yes	No	Yes	No	No	Non-independent
Emmanuel de Geuser	No	Yes	No	No	No	No	Independent
Caroline Bois	Yes	Yes	No	Yes	No	No	Non-independent
Hélène Dubrulle	No	Yes	No	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 Gisèle Durand)	Yes	Yes	No	No	No	No	Non-independent

At its meeting of 1 June 2022, the Board of Directors examined with particular attention the situation of Mrs Hélène Dubrulle with regard to the AFEP/MEDEF Code concerning the business relations between Rémy Cointreau and Hermès Distribution France, of which Mrs Hélène Dubrulle is a senior executive. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors considers that they are not material in view of the Rémy Cointreau Group's total purchases. Hermès Distribution France, through Saint-Louis, is an important supplier for Rémy Cointreau, but is not exclusive. In addition, Hermès Distribution France's business relationship with Rémy Cointreau remains extremely limited in Hermès Distribution France's net sales. In addition, in view of her duties, Mrs Hélène Dubrulle does not have decision-making authority over the contracts constituting a business relationship with Rémy Cointreau. Lastly, Mrs Hélène Dubrulle has undertaken not to take part in any discussion or decision that may affect business relationships between one or another of the companies. The business relationships with Hermès Distribution France are therefore not likely to call into question the independence of Mrs Hélène Dubrulle.

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND COMMITTEES AFTER THE SHAREHOLDERS' MEETING OF 21 JULY 2022

The Board of Directors, at its meeting of 1 June 2022, on the recommendation of the Nomination and Remuneration Committee, decided to submit the following resolutions regarding the composition of the Board to the Shareholders' Meeting of 21 July 2022:

Reappointment of Board members

- Reappointment of Mrs Hélène Dubrulle as independent Board member. The Board of Directors took into account her very good understanding of the Group's challenges and strategy, and her contribution to the work of the Board of Directors and the CSR Committee of which she is a member. Her broadened knowledge of the luxury goods, the international vision that confers the global brands she has supported her understanding of the challenges of listed family businesses and her interest in CSR and sustainable development topics recommend her to continue her term of office as an independent Board member.

- Reappointment of Mr Olivier Jolivet as independent Board member. Mr Olivier Jolivet's involvement in the work of the Board of Directors and the Nomination and Remuneration Committee and the CSR Committee of which he is a member, his personality, his managerial experience and his in-depth knowledge of the luxury goods industry particularly Asia, and his understanding of the challenges of listed family businesses recommend him to continue his term of office as an independent Board member.
- Reappointment of Mrs Marie-Amélie de Leusse, currently Vice-Chairwoman of the Board of Directors. The Board of Directors considers that the involvement of Mrs Marie-Amélie de Leusse in the work of the Board of Directors in her capacity as Vice-Chairwoman, as well as of the Nomination and Remuneration Committee, her experience in the wine and spirits industry, her in-depth knowledge of the luxury goods industry and the Group's teams recommend her to continue her term of office as board member.
- Reappointment of Orpar SA, the holding company held by Andromède SAS, the Company's reference shareholder, which holds more than one-third of the share capital and more than 45% of the voting rights of Rémy Cointreau. Orpar SA, a legal entity, will be represented by Mr Marc Hériard Dubreuil, replacing Mrs Gisèle Durand.

Appointment of Board members

- Appointment of Mr Alain Li as a board member, to replace Mr Marc Hériard Dubreuil. Mr Alain Li, 61, of French and Hong Kong nationality, is Chairman and Chief Executive Officer of the Asia-Pacific region at Richemont. His appointment would make it possible to internationalise the profile of the Board of Directors and appoint a person with solid experience in Asia and luxury goods, as Chairman and at the head of financial departments.

Chairman of the Board of Directors

- In the event of her reappointment as a board member, Mrs Marie-Amélie de Leusse will be appointed as Chairwoman of the Board of Directors, to replace Mr Marc Hériard Dubreuil. Following the chairmanships of Mrs Dominique Hériard Dubreuil, Mr François Hériard Dubreuil and Mr Marc Hériard Dubreuil, this

appointment would be part of the generational transition process for the members of the Hériard Dubreuil family on the Board of Directors, which has been under way for several years.

- Mrs Caroline Bois will be appointed Vice-Chairwoman of the Board of Directors.

It is specified that Mr Jérôme Bosc will be appointed non-voting board member by the Board of Directors, which will follow the Shareholders' Meeting, replacing Mr Jacques Hérail. Mr Jérôme Bosc is currently Chairman of Alboran, which develops a portfolio of hotels and offers a complete platform of services to the hotel industry, from investment to the operations of the establishments. He will represent the reference shareholder in his capacity as Mr Marc Hériard Dubreuil's son-in-law.

Composition of the committees of the Board of Directors after the Shareholders' Meeting of 21 July 2022

At the end of the Shareholders' Meeting of 21 July 2022 and subject to the approval of the resolutions put to a vote, the Board of Directors will be composed of 12 Board members and 3 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 (*i.e.* 50%) would remain higher than that recommended by the AFEP/MEDEF Code, particularly for a company with a majority shareholder; and
- the percentage of women would be higher (*i.e.* 42%) than the percentage required by law (which requires a rate of at least 40%).

At its meeting of 1 June 2022, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decided to change the composition of the committees of the Board of Directors as follows:

- Nomination and Remuneration Committee: appointment of Mrs Caroline Bois and Élie Hériard Dubreuil, as Mrs Marie-Amélie de Leusse can no longer serve there in her capacity as future Chairwoman of the Board of Directors.
- the composition of the Audit-Finance and CSR Committees will remain unchanged.

OVERVIEW OF THE COMMITTEES AT 21 JULY 2022

<p>Audit-Finance Committee</p> <hr/> <p>4 members 75% independent Guylaine Saucier*• Caroline Bois Emmanuel de Geuser* Marc Verspyck*</p>	<p>Nomination and Remuneration Committee</p> <hr/> <p>4 members 50% independent Bruno Pavlovsky*• Caroline Bois Olivier Jolivet* Élie Hériard Dubreuil</p>	<p>Corporate Social Responsibility Committee</p> <hr/> <p>4 members 50% independent Dominique Hériard Dubreuil• Hélène Dubrule* Olivier Jolivet* Élie Hériard Dubreuil</p>
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• *Chairman of committee*
* *Independent Board member*

6

REMUNERATION AND BENEFITS

PRINCIPLES AND RULES GOVERNING THE COMPENSATION AND BENEFITS PAID 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 element of compensation responds to a clear objective that is fully in line with the strategy and interests of the business.

Regardless of category or income, 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, 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 defined 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 and qualitative 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 targets are reached (target level), or up to 155% in the case of exceptional financial performance exceeding the targets set. The criteria are regularly reviewed and modified from time to time. At its meeting of 31 March 2021, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, reviewed the quantitative and qualitative criteria 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 (excluding non-recurring items);
- ROCE (return on capital employed).

QUALITATIVE CRITERIA

Four qualitative criteria based on managerial and entrepreneurial skills (equivalent to 50%):

- implementation of the operational priorities (portfolio strategy, profitability, direct customer approach, responsible growth);
- implementation of the merger of structuring financial processes;
- reinforcing team cohesion after the Covid-19 crisis;
- achieving quantitative targets in the area of CSR.

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 confidentiality of the Group's strategy, details of the qualitative objectives may only be disclosed at the end of each financial year.

– Exceptional compensation:

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

— “Deferred” compensation:

- medium and long-term performance incentive plan;
- the Board of Directors has introduced the principle of performance criteria (detailed in Table 5) as part of its policy for awarding Performance shares;
- 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 to set up a plan by the Group 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 gives right to a supplementary pension: its amount is determined regardless of the pensions received by the beneficiary under mandatory pension schemes and other post-employment schemes he/she may be entitled to. 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 NON-EXECUTIVE DIRECTORS

The Board of Directors sets the compensation of the non-executive Directors 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 benefits from the following mechanisms for exercising his/her office:

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

COMPENSATION OF EXECUTIVE DIRECTORS

Executive Directors' compensation is presented hereinafter in accordance with the principles of the AFEF/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

(in €)	2021/2022	2020/2021
Marc Hériard Dubreuil, Chairman of the Board of Directors		
Compensation due in respect of the period (details in Table 2)	€482,441	€87,019
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	€482,441	€87,019
Éric Vallat, Chief Executive Officer		
Compensation due in respect of the period (details in Table 2)	€1,932,135	€1,874,884
Value of options granted during the financial year	-	-
Value of Performance shares granted during the year (details in Table 6)	€1,631,874	€7,853,050
Value of multi-year variable compensation granted during the financial year	-	-
TOTAL	€3,564,009	€9,727,934

TABLE 2 – SUMMARY OF COMPENSATION PAID TO EACH EXECUTIVE DIRECTOR

	2021/2022		2020/2021	
	Payable	Paid	Payable	Paid
Marc Hériard Dubreuil, Chairman of the Board of Directors				
Fixed compensation ⁽¹⁾	€251,310	€251,310	€0	€0
Fixed compensation – controlling companies	€41,473	€41,473	€45,019	€45,019
Annual variable compensation	€145,598	€145,598	-	-
Multi-year variable compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Directors' fees – Rémy Cointreau	€44,000	€42,000	€42,000	€37,800
Directors' fees – companies controlled by Rémy Cointreau	-	-	-	-
Directors' fees – controlling companies	-	-	-	-
Benefits in kind (car)	-	-	-	-
TOTAL	€482,441	€482,441	€87,019	€82,819
Éric Vallat, Chief Executive Officer				
Fixed compensation ⁽²⁾	€769,912	€769,912	€769,506	€769,506
Annual variable compensation	€1,144,219	€1,087,374	€1,087,374	€100,000
Multi-year variable compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Directors' fees	-	-	-	-
Benefits in kind	€18,004	€18,004	€18,004	€18,004
TOTAL	€1,932,135	€1,875,290	€1,874,884	€887,510

(1) As part of the solidarity effort in the context of the Covid-19 health crisis, the Chairman of the Board of Directors waived his fixed compensation for the 2020/2021 financial year. On an annual basis, the gross annual fixed compensation paid in 2021/2022 includes a gross fixed salary of €250,000 and the social surplus related to the excess of employer contributions on the pension plan.

(2) On an annual basis, the gross annual fixed compensation paid in 2021/2022 includes a gross fixed salary of €750,000 and related contributions linked to surplus employer contributions towards the supplementary pension scheme (Article 83) and employer contributions towards the life and disability policy.

TABLE 3 – COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

See table on page 39 “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 GRANTED FREE OF CHARGE DURING THE FINANCIAL YEAR TO EACH EXECUTIVE DIRECTOR BY THE ISSUER AND BY ALL 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 and involving the individuals concerned in the Company’s value creation. The plans must also be cost-effective.

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 Director level, or who could be promoted through two levels of management.

During the 2021/2022 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 talents, a complete mapping of which was presented to the Board of Directors.

Company Rémy Cointreau

Date of authorisation by the Shareholders’ Meeting	22 July 2021
Details of the plan	PAG 13.01.2022 (2022 plan)
Date of Board of Directors’ meeting	13 January 2022
Number of shares granted	8,530
Valuation of shares	€1,631,874
Vesting date	13 January 2026
Date of availability	13 January 2026
Conditions	Condition of continued employment within 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 CO₂ emissions target.

The shares will vest only if both the continued employment and the internal and performance conditions described below are met.

Mr Éric Vallat must still be a Group corporate officer at the end of the Vesting Period, *i.e.* on 13 January 2026.

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 2024/2025 financial year compared to current operating profit for the 2021/2022 financial year is achieved. All the Performance shares subject to this criteria will vest according the terms described below.

If 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 four 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 four 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 four years; if Rémy Cointreau’s current operating profit is less than 95% of the target, none of the shares will vest.

If the target is not achieved at the end of the period, the performance of the two previous financial years (2022/2023 and 2023/2024) will nevertheless be taken into account.

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

- (ii) 50% of the shares granted will vest if the target set for CO₂ emissions in the 2024/2025 financial year (expressed in Teq), as measured by an independent firm, taking into account the 1.5 °C warming scenario for Scope 1 and 2 is achieved. All the Performance shares subject to this criteria will vest according the terms described below.

If the level of CO₂ emissions is greater than or equal to 105.3% of the target, 125% of the shares will vest at the end of the four years; if the level of CO₂ emissions is equal to 100% of the target, 100% of the shares will vest at the end of the four years; if the level of emissions of is equal to 95.2% of the target, 85% of the shares will vest at the end of the four years; if the level of

CO₂ emissions is equal to 90.8% of the target, 75% of the shares will vest at the end of the four years; if the level of CO₂ emissions is less than 90.8% of the target, no shares will be vested.

Due to the confidentiality of the Group's strategy, details of the target for CO₂ emissions (expressed in Teq) may not be disclosed.

TABLE 7 – PERFORMANCE SHARES GRANTED FREE OF CHARGE THAT VESTED DURING THE FINANCIAL YEAR FOR EACH EXECUTIVE DIRECTOR
None.

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 TEN BENEFICIARIES OTHER THAN CORPORATE OFFICERS

Plans of this type no longer exist.

TABLE 10 – HISTORY OF PERFORMANCE SHARE AWARDS

	2019 Plan ⁽¹⁾	2020 Plan ⁽¹⁾	2021 Plan ⁽¹⁾	2021/2025 Plan ⁽¹⁾	2021/2030 Plan ⁽¹⁾	2022 Plan
Date of authorisation by the Shareholders' Meeting	24 July 2018	24 July 2018	24 July 2018	24 July 2018	24 July 2018	22 July 2021
Date of Board of Directors' meeting	17 January 2019	24 November 2020	14 January 2021	31 March 2021	31 March 2021	13 January 2022
Total number of shares awarded	57,450	42,479	39,602	72,500	72,500	35,310
o/w corporate officers Valérie Chapoulaud-Floquet, Chief Executive Officer from 1 April 2019 to 30 November 2019 ⁽²⁾	9,000					
Éric Vallat, Chief Executive Officer since 1 December 2019 ⁽³⁾		7,000	7,000	20,000	20,000	8,530
Share vesting date	17 January 2023	24 November 2023	14 January 2025	1 July 2025	1 July 2030	13 January 2026
End of holding period	17 January 2023	24 November 2023	14 January 2025	1 July 2025	1 July 2030	13 January 2026
Performance conditions	(1)	(1)	(1)	(1)	(1)	(1)
Number of shares vested as of 31 March 2022	-	-	-	-	-	-
Aggregate number of lapsed Performance shares	14,875	9,368	5,390	16,000	16,000	2,125
Number of awarded Performance shares outstanding at year-end	42,575	33,111	34,212	56,500	56,500	33,185

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

(2) In respect of conditions associated with his departure, on the proposal of the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting of 23 July 2019, the continued employment condition was lifted.

(3) In accordance with Article 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 0.12% of the share capital.

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

Company granting shares	Date of the plans	Total number of shares	Final vesting date	Date of availability
Rémy Cointreau	13/01/2022	17,095	13/01/2026	13/01/2026

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

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

None.

TABLE 11 – CONTRACTS RELATING TO EXECUTIVE DIRECTORS

	Employment contract	Supplementary pension schemes	Indemnities or benefits payable or likely to become payable due to cessation of or change in function	Compensation for a non-compete clause
Marc Hériard Dubreuil	NO	NO⁽¹⁾	NO	NO
Chairman of the Board of Directors				
Date of start of term: 1 October 2017 reappointed by the Board of Directors on 24 July 2019				
Date of end of term of Chairman: Shareholders' Meeting to approve the 2021/2022 financial statements				
Éric Vallat	NO	YES⁽²⁾	YES⁽³⁾	YES⁽⁴⁾
Chief Executive Officer				
Date of start of term: 1 December 2019				
Date of end of term: 30 November 2022				

(1) Mr Marc Hériard Dubreuil exercised his pension rights under the general scheme on 30 September 2018. Since that date, he has no longer been eligible for a collective defined-contribution pension scheme under Article L. 242-1 of the French Social Security Code. The Company's liability was limited to the payment of contributions to the insurance company that manages the scheme. For the same reason, he has not been eligible for a defined-contribution pension scheme under Article L. 137-11 of the French Social Security Code, which was funded by Andromède. This scheme stipulated payment of an annuity based on the average yearly compensation for 12 months' gross salary in the preceding 24 months.

(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 gives right to a supplementary pension: its amount is determined regardless of the pensions received by the Beneficiary under mandatory pension schemes and other post-employment schemes he/she may be entitled to. 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 elements of the compensation paid during or allocated in respect of the 2021/2022 financial year to the Chief Executive Officer.

(3) Mr Éric Vallat will receive a termination payment 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 indemnity are described in the table of the elements of the compensation paid during or allocated in respect of the 2021/2022 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 indemnity 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 termination payment and non-compete compensation will be capped at two years' pay, as explained above.

COMPENSATION OF BOARD MEMBERS

DIRECTORS' FEES AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

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.

The Combined Shareholders' Meeting of 22 July 2021 set the maximum annual amount of board members' compensation to be distributed among them for the 2021/2022 financial year and subsequent financial years at €650,000, until the Shareholders' Meeting decides otherwise.

For the 2021/2022 financial year, the Board of Directors distributed the compensation according to the following methods:

- a fixed annual portion of €44,000, 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 portion allocated to the Chairs 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.

		2021/2022	2020/2021
BOARD MEMBERS			
Marc Hériard Dubreuil	Directors' fees – Rémy Cointreau	€44,000	€42,000
	Other compensation – controlling company	€187,071	€45,019
	Other compensation – controlled companies	-	-
Marie-Amélie de Leusse	Directors' fees – Rémy Cointreau	€44,000	€42,000
	Other compensation – controlling company	€261,002	€244,975
	Other compensation – controlled companies	-	-
Caroline Bois	Directors' fees – Rémy Cointreau	€44,000	€28,000
	Other compensation – controlling company	€278,465	€245,019
	Other compensation – controlled companies	-	-
Élie Hériard Dubreuil ⁽¹⁾	Directors' fees – Rémy Cointreau	€36,680	€21,000
	Other compensation – controlling company	€7,692	€78,485
	Other compensation – controlled companies	-	-
Jacques-Étienne de T'Serclaes		€14,650	€42,000
Bruno Pavlovsky		€51,000	€49,000
Laure Hériard Dubreuil		€44,000	€42,000
Olivier Jolivet		€44,000	€42,000
Emmanuel de Geuser		€44,000	€42,000
Guyllaine Saucier		€54,000	€52,000
Hélène Dubrule		€44,000	€42,000
Marc Verspyck ⁽²⁾		€29,350	
ORPAR		€44,000	€42,000
NON-VOTING BOARD MEMBERS			
Dominique Hériard Dubreuil ⁽³⁾		€36,320	€45,000
François Hériard Dubreuil		€22,000	€28,000
Jacques Hérail		€22,000	€7,000

(1) Mr Élie Hériard Dubreuil was appointed as a Board member to replace Mrs Dominique Hériard Dubreuil by the Shareholders' Meeting of 22 July 2021.

(2) Mr Marc Verspyck was appointed as a Board member to replace Mr Jacques-Étienne de T'Serclaes by the Shareholders' Meeting of 22 July 2021.

(3) Mrs Dominique Hériard Dubreuil was appointed non-voting Board member by the Board of Directors on 22 July 2021.

ELEMENTS OF COMPENSATION PAYABLE TO EXECUTIVE AND NON-EXECUTIVE DIRECTORS FOR FINANCIAL YEAR 2021/2022, SUBJECT TO SHAREHOLDER APPROVAL (SAY ON PAY)

ELEMENTS OF COMPENSATION PAID DURING OR ALLOCATED IN RESPECT OF THE 2021/2022 FINANCIAL YEAR TO MR MARC HÉRIARD DUBREUIL, CHAIRMAN OF THE BOARD OF DIRECTORS

Elements of compensation paid during or allocated in respect of the 2021/2022 financial year	Amounts or accounting valuation submitted to the vote	Comments
Fixed compensation	€250,000	The Chairman of the Board of Directors receives fixed compensation of €250,000 unchanged compared to the previous financial year, which he had however waived for the solidarity effort in the context of the Covid-19 health crisis.
Annual variable compensation	n/a	-
Deferred variable compensation	n/a	-
Multi-year variable compensation	n/a	-
Exceptional 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	€44,000	-
Valuation of benefits in kind	n/a	-
Termination payment	n/a	-
Non-compete compensation	n/a	-
Supplementary pension schemes	n/a	-
Life and disability policies, (death, disability and incapacity for work)	€5,801	Life and disability policy (death, disability and incapacity for work): Mr Marc Hériard Dubreuil is eligible for the Group disability, death and incapacity for work 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 1.97% on bracket A and 2.25% on brackets B and C. This is subject to change in accordance with the contractual provisions. The Company's liability is limited to the payment of contributions to the insurance company that manages the plan.

**ELEMENTS OF COMPENSATION PAID DURING OR ALLOCATED IN RESPECT OF THE 2021/2022 FINANCIAL YEAR
TO MR ÉRIC VALLAT, CHIEF EXECUTIVE OFFICER**

Elements of compensation paid during or allocated in respect of the 2021/2022 financial year	Amounts or accounting valuation submitted to the vote	Comments
Fixed compensation	€750,000 (amount paid) (see ⁽²⁾ of Table 2 "Summary of compensation paid to each Executive Director")	On an annual basis, the annual gross fixed compensation comprises a gross fixed salary of €750,000.
Annual variable compensation	€1,144,219 paid in cash representing 152,56% of fixed compensation	<p>The Executive Director receives annual variable compensation payable in cash. The variable portion of Mr 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 her interests are aligned with those of the Company and shareholders.</p> <p>At its meeting on 1 June 2022, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, estimated that the level of achievement of the quantitative criteria was 90% and the level of achievement of the qualitative criterion was 62.56%, including a criterion related to the Group's corporate social responsibility policy, representing 10%.</p> <p>Consequently, the variable compensation for the 2021/2022 financial year, paid in the 2022/2023 financial year, is 152.56% of the fixed portion, <i>i.e.</i> €1,144,219.</p>
Deferred variable compensation	n/a	-
Multi-year variable compensation	n/a	-
Exceptional compensation	n/a	-
Long-term compensation: stock options	n/a	-
Long-term compensation: Performance shares	€1,631,874 (accounting valuation)	This amount corresponds to the valuation of the plan awarded during the 2021/2022 financial year, which will be definitively vested on 13 January 2026. The details of the plans are described in Table 6 page 36: "Performance shares granted 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 in kind	€18,004	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 2021/2022 financial year	Amounts or accounting valuation submitted to the vote	Comments
Termination payment	No payment	<p>At its meeting on 26 November 2019, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, authorised, in accordance with Article L. 225-42-1 of the French Commercial Code, the commitments made to the Chief Executive Officer relating to termination payments, which were approved by the Shareholders' Meeting of 23 July 2020 under its sixth resolution.</p> <p>Mr Éric Vallat will receive a termination payment equivalent to 24 months' compensation (including fixed salary and last annual bonus) prior to the date of the revocation or non-renewal of his corporate office.</p> <p>The termination payment 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 be fully or partially exempt from paying the termination benefit. The business situation will be assessed based on the results measured at the end of the previous 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. Actual payment of this benefit is subject to the performance criteria defined below:</p> <p><u>Quantitative performance criteria</u></p> <p>If the quantitative results, validated by the Board of Directors and serving as a basis for the calculation of the bonus of Executive Committee members, are less than 75% of the budgetary targets, no compensation will be payable.</p> <p>If the quantitative results, validated by the Board of Directors and serving as a basis for the calculation of the bonus of Executive Committee members, equal 75% or more of the budgetary targets, the compensation paid will be equivalent to two years' gross compensation multiplied by the percentage used (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 criterion</u></p> <p>The Board of Directors may adjust the amount of the bonus, expressed as a percentage of gross annual compensation and calculated according to the quantitative criteria, based on the results measured against a qualitative criterion. For this, the Board of Directors takes the Company's corporate social responsibility rating with the Vigéo ratings agency into consideration. The final compensation amount is limited to 24 months' compensation as defined above.</p>
Non-compete compensation	No payment	<p>At its meeting on 26 November 2019, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, authorised, in accordance with Article L. 225-42-1 of the French Commercial Code, the commitments made to the Chief Executive Officer relating to non-compete payments, which were approved by the Shareholders' Meeting of 23 July 2020 under its sixth resolution.</p> <p>Mr 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 termination of his office.</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 termination payment 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>

Elements of compensation paid during or allocated in respect of the 2021/2022 financial year	Amounts or accounting valuation submitted to the vote	Comments
Supplementary pension schemes	€930,409	<p>At its meeting on 26 November 2019, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, 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. Mr Éric Vallat is eligible for the supplementary Group pension schemes set up for the Group's senior management. The supplementary pension scheme includes (i) a defined-contribution Group scheme and (ii) a defined-benefit Group scheme, approved by the Shareholders' Meeting of 23 July 2020.</p> <p>(i) Defined-contribution scheme pursuant to Article L. 242-1 of the French Social Security Code</p> <p>Mr 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.</p> <p>The Company's liability is limited to the payment of 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 regardless of the pensions received by the Beneficiary under mandatory pension schemes and other post-employment schemes he/she may be entitled to. This scheme enables 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> <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 three 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 the sole responsibility of Rémy Cointreau, according to the targets it will have set. 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.

Elements of compensation paid during or allocated in respect of the 2021/2022 financial year	Amounts or accounting valuation submitted to the vote	Comments
Life and disability policies (death, disability and incapacity for work) and healthcare schemes	€8,805	<p>Terms used for determining 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 three highest achievement rates for the criteria are equal to or greater than 70%: 1.2%; if the three highest achievement rates for the criteria are equal to or greater than 100%: 1.5%;</p> <p>7. annual vesting ceiling for pension rights: annual vesting rate may be no greater than 1.5% for a given year.</p> <p>During its deliberation on 1 June 2022, the Board of Directors noted that at least three of the performance criteria had been met beyond 100% and, as such, awarded an additional 1.5% of rights for the period from 1 April 2021 to 31 March 2022.</p> <p>The Company's commitment to its Chief Executive Officer, based on the length of service at 31 March 2022, is €26,327 under the defined-contribution pension scheme, €904,082 under the defined-benefit pension scheme for the period from 1 April 2021 to 31 March 2022. 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 validated independently by Deloitte Conseil.</p> <p>Mr Éric Vallat is eligible for the Group life and disability policies and healthcare schemes set up within the Group for all employees. 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): Mr Éric Vallat is eligible for the 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 1.97% on bracket A and 2.25% on brackets B and C. This is subject to change in accordance with the contractual provisions. The Company's liability is limited to the payment of contributions to the insurance company that manages the plan.</p> <p>(ii) Health care plan: Mr Éric Vallat is eligible for the Group health insurance plan. The compensation used to calculate the contributions is capped at the annual social security ceiling. The employer contribution rate is 2.67% on bracket A, subject to change in accordance with the contractual provisions. The Company's liability is limited to the payment of contributions to the insurance company that manages the plan.</p>

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

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 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, since 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^o and Rémy Cointreau France Distribution SA, wholly owned subsidiaries of Rémy Cointreau SA, *i.e.* 763 employees at the end of the 2021/2022 financial year (718 employees at the end of the 2020/2021 financial year). 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 21 July 2022. 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 five-year period. For 2020/2021, the Chief Executive Officer's compensation was annualised on the basis of the compensation paid to Mr Éric Vallat for the period from 1 April 2020 to 31 March 2021 and also the variable share payable to Mrs Valérie Chapoulard-Floquet for the period from 1 April 2019 to 30 November 2019 and paid in 2020, so as to take account of the change of Chief Executive Officer.

During the 2020/2021 financial year the Chief Executive Officer was allocated, on the recommendation 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 four years and three months, *i.e.* 1 July 2025 and nine years and three months *i.e.* 1 July 2030, and if the targets as described in Table 6 on page 161 *et seq.* of the Universal Registration Document for the 2020/2021 financial year: **Performance shares granted during the financial year to each Executive Director by the issuer and by all Group companies are achieved.**

		2021/2022	2020/2021	2019/2020	2018/2019	2017/2018
Chairman of the Board of Directors	Annual compensation ⁽¹⁾	€488,651	€93,263	€360,583	€529,740	€532,864
	Ratio/Mean employee compensation	6.6	1.1	5.4	7.8	8.0
	Ratio/Median employee compensation	9.1	1.9	7.2	10.8	11.1
Chief Executive Officer	Annual compensation	€3,507,164	€9,033,120	€1,623,608	€2,283,115	€1,782,855
	• of which fixed compensation	€769,912	€769,506	€756,857	€739,973	€696,469
	• of which variable portion paid	€1,087,374	€392,560	€718,483	€721,620	€512,765
	• of which valuation of benefits in kind	€18,004	€18,004	€148,248	€78,302	€18,536
	• of which value of Performance shares granted during the financial year:	€1,631,874	€7,853,050	-	€743,220	€554,905
	- of which 2020 Plan ⁽²⁾ (vesting in 2023)		€1,033,760			
	- of which 2021 Plan ⁽²⁾ (vesting in 2025)		€1,007,090			
	- of which 2021/2025 Plan ⁽²⁾ (vesting in 2025)		€3,032,600			
	- of which 2021/2030 Plan ⁽²⁾ (vesting in 2030)		€2,779,600			
	Ratio/Mean employee compensation	47.7	108.6	24.4	33.6	26.9
Ratio/Median employee compensation	65.5	181.4	32.2	46.4	37.0	
Employees	Mean annual compensation	€73,495	€83,197	€66,592	€68,003	€66,232
	Median compensation	€53,533	€49,795	€50,376	€49,217	€48,162

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

(2) The details of the Performance share plans subject to performance conditions are described in Table 6 on page 161 *et seq.* of the Universal Registration Document for the 2020/2021 financial year: "Performance shares granted during the financial year to each Executive Director by the issuer and by all Group companies".

COMPANY SECURITIES TRADING BY EXECUTIVE DIRECTORS

EXECUTIVES' DECLARATIONS

Persons concerned	Type of transaction	Date of transaction	AMF Decision no.	Number of shares
ÉLIE HÉRIARD DUBREUIL, Deputy Chief Executive Officer of ANDROMÈDE. Board member of Rémy Cointreau.	Acquisition of mutual funds invested in Rémy Cointreau shares	5 July 2021	2021DD762669	161.9236 (at the unit price of €134.20)
ORPAR SA Legal entity associated with Mr Marc Hériard Dubreuil, Chairman of the Board of Directors. ORPAR is also represented on the Board of Directors of Rémy Cointreau (decision of the Shareholders' Meeting of 26 July 2016).	Off-market acquisition of a block of shares from Fine Champagne Investissements	24 February 2022	2022DD823602	80,500 (at the unit price of €172.00)

SHARES AND VOTING RIGHTS OF MEMBERS OF THE BOARD OF DIRECTORS AT 31 MARCH 2022

Board members (natural persons)	Shares	%	Shares with double voting rights	Voting rights	%
Marc Hériard Dubreuil	108	0.00	106	214	0.00
Caroline Bois	4,592	0.01	1,602	6,194	0.01
Laure Hériard Dubreuil	105	0.00	102	207	0.00
Marie-Amélie de Leusse	12,613	0.02	12,357	24,970	0.03
Élie Hériard Dubreuil	519	0.00	0	519	0.00
Hélène Dubrule	100	0.00	0	100	0.00
Olivier Jolivet	100	0.00	0	100	0.00
Guyllaine Saucier	100	0.00	0	100	0.00
Emmanuel de Geuser	100	0.00	100	200	0.00
Bruno Pavlovsky	100	0.00	100	200	0.00
Gisèle Durand (Representative of ORPAR)	1,740	0.00	225	1,965	0.00
Marc Verspyck	100	0.00	0	100	0.00
TOTAL	20,277	0.03	14,592	34,869	0.04

REPORT ON THE COMPENSATION POLICY FOR EXECUTIVE DIRECTORS UNDER ARTICLE L. 225-37-2 OF THE FRENCH COMMERCIAL CODE

This report, approved by the Board of Directors on 26 May 2022 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 exceptional elements of total compensation and benefits in 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 21 July 2022.

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 accompany 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 its shareholders.

Rémy Cointreau's compensation policy seeks to attract and motivate highly qualified men and women, to enable them to improve significantly 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 termination benefits.

When defining 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 element of compensation responds to a clear objective that is fully in line with the strategy and interests of the business.

Regardless of the elements 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 elements of compensation and benefits in 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 elements described below concern both the Chief Executive Officer of the Company, an Executive Director, and the Chairman of the Board of Directors, a non-executive Director, as defined by the AFEP/MEDEF Code.

Executive Director

Executive Director	<i>Ex-ante</i> say on pay (compensation for 2022/2023)
Annual fixed compensation	<p>The fixed portion of compensation is determined according to the experience and responsibilities of the Executive Director.</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 Nominations and Remuneration Committee, voted a gross annual fixed compensation of €800,000 effective from 1 July 2022. The Executive Director's compensation had not been revised since his appointment on 1 December 2019.</p> <p>If the legal conditions are met, the Nomination and Remuneration Committee may propose to the Board of Directors that the fixed compensation 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 defined 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 and qualitative 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 element expressed as a percentage of the target value.</p> <p>The method consists of assessing the Executive Director's performance according to quantitative criteria of a financial nature and qualitative criteria that are personal to the individual concerned.</p> <p>During the 2021/2022 financial year, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, reviewed the quantitative and qualitative criteria and selected the following elements:</p> <p>Quantitative criteria</p> <p>Four quantitative performance criteria based on financial performance representing 50 points of the target bonus, as for the 2021/2022 financial year:</p> <ul style="list-style-type: none"> • consolidated current operating profit; • cash flow generation; • consolidated net profit (excluding non-recurring items); • ROCE (return on capital employed). <p>Each criterion has a specific weighting set each year by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. The level of achievement of these criteria was accurately determined but may not be disclosed due to its confidentiality.</p> <p>Qualitative criteria</p> <p>Four qualitative criteria based on managerial and entrepreneurial skills representing 50 points of the target bonus, as for the 2021/2022 financial year:</p> <ul style="list-style-type: none"> • implementation of the operational priorities (portfolio strategy, profitability, direct customer approach, responsible growth); • implementation of the merger of structuring financial processes; • reinforcing team cohesion after the Covid-19 crisis; • achieving quantitative targets in the area of CSR. <p>Each criterion has a specific weighting set each year by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. The level of achievement of these criteria was accurately determined but may not be disclosed due to its confidentiality.</p> <p>The Chief Executive Officer's performance is assessed annually by the Board of Directors on the recommendation of the Nomination and Remuneration Committee. The qualitative criteria are reviewed annually in line with the Group's strategic priorities. Due to the confidentiality of the Group's strategy, details of the qualitative objectives may only be disclosed at the end of each financial year. Therefore, this document only mentions those relating to the 2021/2022 financial year.</p>
Multi-year variable compensation	Executive Directors do not receive multi-year variable compensation.

Executive Director	<i>Ex-ante say on pay (compensation for 2022/2023)</i>
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	<p>Performance incentive plans must serve the aims of retaining key talent with a view to delivering medium- and long-term performance, encouraging outperformance and involving the individuals concerned in the Company's value creation. The plans must also be cost-effective.</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 potentially able to reach director level, or who could be promoted through two levels of management.</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>i.e.</i> 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.</p>
Free 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 and involving the individuals concerned in the Company's value creation. The plans must also be cost-effective.</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 potentially able to reach director level, or who could be promoted through two levels of management.</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>i.e.</i> 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.</p>
Exceptional compensation	Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors retains the option of granting exceptional compensation to the Executive Director in the event that a major economic operation is particularly successful and sustainable over the long term, although only if this was not envisaged when the qualitative criteria for his annual variable compensation were set.
Compensation, indemnities or benefits payable or likely to become payable upon taking up office	The Board of Directors, on the recommendation 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 they would have been eligible for. It also enables the Group to attract the talents it regards as being the best in the global industry.

Executive Director

Ex-ante say on pay (compensation for 2022/2023)

Elements of compensation, indemnities or benefits due or likely to be 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

Termination payment

The Executive Director receives a termination payment 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 termination payment 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.

Actual payment of this benefit is subject to the performance criteria defined below:

Performance criterion relating to the business situation

In the event of business failure, the Board of Directors may be fully or partially exempt from paying the termination benefit. The business situation will be assessed based on the results measured at the end of the previous 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.

Quantitative performance criteria

If the quantitative results, validated by the Board of Directors and serving as a basis for the calculation of the bonus of Executive Committee members, are less than 75% of the budgetary targets, no compensation will be payable.

If the quantitative results, validated by the Board of Directors and serving as a basis for the calculation of the bonus of Executive Committee members, equal 75% or more of the budgetary targets, the compensation paid will be equivalent to 24 months' gross compensation multiplied by the percentage used (maximum 100%). For example, if the percentage used is 87.5%, the compensation will be equal to 21 months.

The percentage used to calculate the compensation is the average percentage of the previous two financial years.

Qualitative performance criterion

The Board of Directors may adjust the amount of the bonus, expressed as a percentage of gross annual compensation and calculated according to the quantitative criteria, based on the results measured against a qualitative criterion. 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.

Non-compete compensation

The Executive Director is subject to a non-compete clause which prohibits him/her 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.

This non-compete commitment applies to a defined geographic region for a fixed period of time from the effective termination of the corporate office contract.

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.

In the event of a breach of this non-compete clause, the Company will be entitled to claim damages.

Supplementary pension schemes

The Executive Director is eligible for the supplementary Group pension plan set up for the Group's senior managers. The supplementary pension schemes include (i) a defined-contribution Group scheme and (ii) an add-on defined-benefit Group scheme.

(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 the payment of contributions to the insurance company that manages the plan.

(ii) Group additive, collective and acquired defined-benefit scheme ("Article 39") pursuant to Article L. 137-11-2 of the French Social Security Code

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 regardless of the pensions received by the Beneficiary under mandatory pension schemes and other post-employment schemes he/she may be entitled to. This scheme enables 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.

Executive Director

Ex-ante say on pay (compensation for 2022/2023)

The characteristics of the scheme are as follows:

1. conditions to be eligible for the scheme and other conditions to benefit from it:
 - 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 three 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 the sole responsibility of Rémy Cointreau, according to the targets it will have set. It applies to all Beneficiaries and depends on the Company's results. The performance criteria are as follows:
 - i. current operating profit,
 - ii. cash flow generation,
 - iii. net profit/loss excluding non-recurring items,
 - iv. ROCE.

Terms used for determining 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 three highest achievement rates for the criteria are equal to or greater than 70%: 1.2%; if the three highest achievement rates for the criteria are equal to or greater than 100%: 1.5%;
7. annual vesting ceiling for pension rights: annual vesting rate may be no greater than 1.5% for a given year.

Elements of compensation and benefits of any kind due or likely to be due to any of the persons referred to in the first 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, as also defined in that article

The Company's Chief Executive Officer does not benefit from any such agreements.

Any other element of compensation that may be granted in view of the office held

The Chief Executive Officer does not receive any other elements of compensation in respect of his office other than those mentioned above.

Other benefits in kind

The Chief Executive Officer benefits from the use of a Company car. The maintenance, insurance and running costs are covered by the Company.
 The Company also pays into a benefits scheme for managers and senior executives.
 The 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.
 These schemes comprise a death, disability and incapacity for work plan and a healthcare plan, as described in this document.

Non-executive Directors

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. Accordingly, for the 2022/2023 financial year, the Board of Directors will ask that the Shareholders' Meeting set the amount of directors' fees to Board members at €680,000. This amount is in line with the practices of several French international groups whose size is similar to Rémy Cointreau's. This slightly higher amount is in line with the practices of several French international groups whose size is similar to Rémy Cointreau's. The compensation was previously set at €650,000.</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 directors' fees set by the Shareholders' Meeting among its members as follows:</p> <ul style="list-style-type: none"> • a fixed portion defined on an annual basis that will be set at €46,000 if the budget of €680,000 is approved; • 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 the chairmanship of a Board of Directors committee will be allocated, 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 Board of Directors committee will be allocated, 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 exceptional compensation for specific assignments entrusted to members of the Board. This type of compensation is subject to the legal provisions on regulated 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, who is a 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>
Variable annual compensation (bonus)	<p>The non-executive Director does not receive annual variable compensation, given his independence from the Chief Executive Officer's role. The Board of Directors follows the recommendations of the AFEP/MEDEF Corporate Governance Code on this.</p>
Multi-year variable compensation	<p>The non-executive Director does not receive multi-year variable compensation.</p>
Stock option grants	<p>As previously stated, the Group no longer uses stock option plans. 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>
Free shares awards	<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>
Exceptional 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>The non-executive Director does not receive any compensation of this type.</p>

<p><i>Elements of compensation, indemnities or benefits due or likely to be 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</i></p>	<p>The non-executive Director has an additive, collective and acquired defined-benefit pension scheme governed by Article L. 137-11-2 of the French Social Security Code, the financing of which is provided by the controlling company.</p> <p>The Company's liability is limited to the payment of contributions to the insurance company that manages the plan.</p> <p>In addition, the non-executive Director is 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>The non-executive Director does not receive other elements of compensation, indemnities or benefits due or likely to be due as a result of his termination or change of office or at any time thereafter.</p>
<p><i>Elements of compensation and benefits of any kind due or likely to be due to any of the persons referred to in the first paragraph of Article L. 225-37-2, 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, as also defined in that article</i></p>	<p>The non-executive Director is eligible for elements of compensation under agreements entered into in view of his office as described in Table 2 "Summary of compensation paid to each Executive Director".</p> <p>Since section 16.2 of regulation (EC) No. 809/2004 of 29 April 2004 requires information to be provided about service contracts between members of the administrative bodies and the issuer or any of its subsidiaries, it is noted that a service provision agreement exists as mentioned in the Statutory Auditors' special report.</p>
<p><i>Any other element of compensation that may be granted in view of the office held</i></p>	<p>The non-executive Director does not benefit from elements of compensation other than those mentioned above.</p>
<p><i>Other benefits in kind</i></p>	<p>The Board of Directors, on the recommendation 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 be eligible for 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 the payment of contributions to the insurance company that manages the plan.</p>

7

EXPLANATORY STATEMENT AND DRAFT RESOLUTIONS

— ORDINARY BUSINESS

FIRST, SECOND AND THIRD 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 2022.

The Company financial statements show a profit for the period of €155,414,236.45.

The consolidated financial statements show a net profit attributable to the owners of the parent of €212,468,694.

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 2022.

The **third resolution** concerns the appropriation of Company earnings for the financial year ended 31 March 2022 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 2022 as follows:

— profit for the financial year as at 31 March 2022	€155,414,236.45
— retained earnings:	€174,703,796.13
— allocation to the legal reserve:	€(103,903.36)
— total distributable amount:	€330,014,129.22
— ordinary dividend of €1.85 per share:	€94,632,128.70
— exceptional dividend of €1 per share:	€51,152,502
— retained earnings:	€184,229,498.52

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 2022 at €2.85, including an exceptional dividend of €1, *i.e.* a total amount of €145,784,630.70 based on the number of 51,152,502 shares comprising the share capital at 31 March 2022.

The dividend will be paid as follows:

- an ordinary dividend in cash, *i.e.* €1.85;
- an exceptional dividend in cash or new ordinary shares, at the shareholder's choice, *i.e.* €1.

The ex-dividend date would be 27 July 2022 and the dividend would be paid as of 3 October 2022.

FIRST RESOLUTION

(Approval of the Company financial statements for the 2021/2022 financial year)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report for the financial year ended 31 March 2022 and the Statutory Auditors' report on the Company financial statements, approves the Company financial statements for the financial year ended 31 March 2022, which comprise the statement of financial position, the income statement and the notes, as presented, showing a profit for the period of €155,414,236.45, 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 expenditures or expenses referred to in Article 39-4 of said Code were incurred during the financial year ended 31 March 2022.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the 2021/2022 financial year)

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' report on the consolidated financial statements, approves the consolidated financial statements for the financial year ended 31 March 2022, which comprise the statement of financial position, the income statement and the notes, as presented, showing a net profit attributable to the owners of the parent of €212,468,694, together with all the transactions reflected in the aforementioned financial statements or summarised in these reports.

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 2022 as follows:

– profit for the financial year as at 31 March 2022:	€155,414,236.45
– retained earnings:	€174,703,796.13
– allocation to the legal reserve:	€(103,903.36)
– total distributable amount:	€330,014,129.22
– ordinary dividend of €1.85 per share:	€94,632,128.70
– exceptional dividend of €1 per share:	€51,152,502
– retained earnings:	€184,229,498.52

A dividend of €2.85 per share, including an exceptional dividend of €1, will be distributed to each of the Company shares entitled to dividends.

The total dividend of €145,784,630.70 was determined on the basis of the 51,152,502 shares making up the share capital at 31 March 2022. The ex-dividend date will be 27 July 2022 and the dividend would be paid as of 3 October 2022.

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 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	2018/2019	2019/2020	2020/2021
Net dividend per share	€2.65 ⁽¹⁾	€1	€1.85
Dividend paid eligible for the 40% rebate	€2.65 ⁽¹⁾	€1	€1.85

(1) Of which an extraordinary dividend of €1.

FOURTH RESOLUTION

OPTION FOR PAYMENT OF THE EXCEPTIONAL 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 shares exclusively for the exceptional dividend of €1. 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 21 July 2022, 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 will be able to choose between, on the one hand, the payment of the entire exceptional dividend in shares and, on the other hand, the payment of the entire exceptional dividend in cash. Shareholders wishing to opt for the payment of the exceptional dividend in shares must make a request to their financial intermediary from 29 July 2022 until 19 September 2022 at 5:00pm at the latest. At the end of this period, the entire dividend may only be paid in cash. If the amount of the 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 for the payment of the exceptional 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 exceptional dividend in cash or payment in shares.

Each shareholder may opt for one or the other payment method, but this option will apply in the same way to all the shares held.

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 the 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 wishing to opt for the payment of the dividend in shares must make a request to their financial intermediary from 29 July 2022 until 19 September 2022 at 5:00pm at the latest. As a result, any shareholder who has not exercised their option by the expiry of this period will receive their entire dividend in cash.

If the option to receive payment in shares is not exercised, the exceptional dividend will be paid in cash from 3 October 2022.

If the amount of the 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 2022, 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 exceptional 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 operation and, more generally, to do whatever is useful and necessary.

FIFTH RESOLUTION

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

EXPLANATORY STATEMENT

The **fifth resolution** concerns the regulated agreements and commitments authorised and entered into during previous financial years and whose performance continued in the 2021/2022 financial year. These agreements and commitments were once again examined by the Board of Directors at its meeting of 31 March 2022 in accordance with Article L. 225-40-1 of the French Commercial Code, and are included in the Statutory Auditors' special report.

This special report is reproduced in section 3.9 of this 2021/2022 Universal Registration Document.

Please note that, in accordance with current legislation, regulated agreements already approved by the Shareholders' Meeting in previous financial years and which remain in force are not put to the vote at subsequent Shareholders' Meetings.

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

- the information relating to the agreements and commitments mentioned in the Statutory Auditors' special report;
- the absence of any new agreements or commitments to be approved.

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 regulated agreements and commitments covered by Articles L. 225-38 *et seq.* of the French Commercial Code, takes note of the information relating to the agreements and

commitments 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 31 March 2022 in accordance with Article L. 225-40-1 of the French Commercial Code, and takes note 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 terms 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 for reappointment or appointment are available and have the time required to perform their duties. 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 of each Board member proposed for reappointment to its work and that of its committees. Accordingly, it concluded that their reappointment was beneficial for the Company.

At its meeting on 1 June 2022, 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 companies, updated in June 2020.

Should these resolutions be approved, the Board of Directors would have 12 members, three of whom would be non-voting Board members. It would comprise six women appointed by the Shareholders' Meeting, *i.e.* 50% 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 members would be 50% (6/12) based on the AFEP/MEDEF Code calculation method (excluding non-voting Board members).

SIXTH, SEVENTH, EIGHTH AND NINTH RESOLUTIONS

REAPPOINTMENT OF FOUR BOARD MEMBERS

EXPLANATORY STATEMENT

The **sixth, seventh, eighth and ninth resolutions** ask the Shareholders' Meeting to reappoint four Board members, respectively:

- Mrs H  l  ne Dubrule and Mr Olivier Jolivet as independent Board members;
- Mrs Marie-Am  lie de Leusse and ORPAR SA, as Board members representing the majority shareholder.

Their terms of office would be renewed for a period of three years, *i.e.* at the end of the Shareholders' Meeting called to approve the financial statements for the financial year ended on 31 March 2025.

Mrs H  l  ne Dubrule, 56 years old, has been a member of the Board of Directors of R  my Cointreau since 24 July 2019. She is independent according to the AFEP/MEDEF Code. The Board of Directors considered that the involvement of Mrs H  l  ne Dubrule in the work of the Board of Directors and the CSR Committee in which she is a member, her very good understanding of the challenges and the Group's strategy, her extensive knowledge of the luxury goods professions, the international vision that confers the global brands she has supported her understanding of the challenges of listed family businesses and her interest in CSR and sustainable development recommend her to continue her term of office as an independent board member.

If she is reappointed as a Board member, Mrs H  l  ne Dubrule will be reappointed as a member of the Corporate Social Responsibility Committee.

Mr Olivier Jolivet, 49 years old, is Chairman and Chief Executive Officer of Como Group (a multibrand family company in luxury goods) based in Singapore. He has been a member of the Board of Directors of R  my Cointreau since 24 September 2013. He is independent according to the AFEP/MEDEF Code. Mr Olivier Jolivet's involvement in the work of the Board of Directors and the Nomination and Remuneration and CSR Committees of which he is a member, his personality, his managerial experience, his very good knowledge of the luxury goods industry, particularly in Asia and his understanding of the challenges of listed family businesses recommend him to continue his term of office as an independent board member.

If he is reappointed as a board member, Mr Olivier Jolivet will be reappointed as a member of the Nomination and Remuneration and Corporate Social Responsibility Committees.

Mrs Marie-Am  lie de Leusse, 44 years old, is Deputy Chief Executive Officer of Androm  de SAS. She has been a member of the Board of Directors of R  my Cointreau since 24 July 2019 and has served as Vice-Chairwoman of the Board of Directors since that date. The Board of Directors considers that the involvement of Mrs Marie-Am  lie de Leusse in the work of the Board of Directors in her capacity as Vice-Chairwoman, as well as of the Nomination-Remuneration Committee, her experience in the wine and spirits industry, her in-depth knowledge of the luxury goods industry and of the Group's teams recommend her to continue her term of office as a board member.

In her capacity as representative of the reference shareholder, Mrs Marie-Am  lie de Leusse does not qualify as an independent board member.

In the event of her reappointment as a board member, Mrs Marie-Am  lie de Leusse will be appointed, on the proposal of the Nomination and Remuneration Committee, as Chairwoman of the Board of Directors, to replace Mr Marc H  riard Dubreuil, who did not wish to renew his term of office as a board member.

Following the chairmanships of Mrs Dominique H  riard Dubreuil, Mr Fran  ois H  riard Dubreuil and Mr Marc H  riard Dubreuil, this appointment would be part of the generational transition process for the members of the H  riard Dubreuil family on the Board of Directors, which has been under way for several years.

ORPAR SA, a holding company owned by Androm  de SAS, is the Company's reference shareholder, which holds more than one-third of the share capital and more than 45% of the voting rights of R  my Cointreau. Orpar SA, a legal entity, will be represented by Mr Marc H  riard Dubreuil.

A biography (including details of corporate offices and positions held) of these four Board members is included in pages 18, 20, 23 and 27 of the present document.

SIXTH RESOLUTION

(Reappointment of Mrs H  l  ne Dubrule 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 Mrs H  l  ne Dubrule as Board member for a three-year term, *i.e.* until the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 March 2025.

SEVENTH RESOLUTION

(Reappointment of Mr Olivier Jolivet 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 Mr Olivier Jolivet as Board member for a three-year term, *i.e.* until the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 March 2025.

EIGHT RESOLUTION

(Reappointment of Mrs Marie-Amélie de Leusse 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 Mrs Marie-Amélie de Leusse as Board member for a three-year term, *i.e.* until the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 March 2025.

NINTH RESOLUTION

(Reappointment of ORPAR SA as a Board member)

The Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to reappoint ORPAR, a *société anonyme* (French limited liability company) whose registered office is located on rue Joseph Pataa – Ancienne rue de la Champagne, 16100 Cognac, France, registered in the Angoulême Trade and Companies Register under number 322 867 789, as Board member for a three-year term, *i.e.* until the end of Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 March 2025.

TENTH 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 Mr Alain Li as a Board member for a three-year term, *i.e.* until the end of the Shareholders' Meeting called to approve the financial statements for the financial year ending 31 March 2025.

Mr Alain Li will be appointed to replace Mr Marc Hériard Dubreuil who informed the Board of Directors of his intention not to renew his term of office as a board member, for personal convenience, at the end of this Meeting.

Mr **Alain Li**, 61 years old, of French and Hong Kong nationality, has been Chairman and Chief Executive Officer of Asia-Pacific at Richemont since 2006. With a degree in economics and accounting from City University of London, he began his career at Bristol Myers as a financial analyst, before being appointed Project Manager in Japan. Three years later, after serving at GE as Financial Controller Europe, he joined the 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.

The Board of Directors wished to include among the independent Board members a person with solid experience in Asia and luxury goods, in the functions of chairman and at the head of the financial departments.

After having reviewed the independence criteria mentioned in section 9.5 of the AFEP/MEDEF Code, revised in January 2020, based on the work carried out by the Nomination and Remuneration Committee, the Board of Directors concluded that Mr Alain Li could be considered as independent.



MR ALAIN LI

French and Hong Kong
nationality
61 years

CURRENT CORPORATE OFFICES AND POSITIONS

- French Ministry of Foreign Affairs, Foreign Trade Advisor.
- Phillips Asia, Member of the Advisory Board.
- French Chamber of Commerce in Hong Kong, Chairman of the Luxury and Retail Committee.

PREVIOUS APPOINTMENTS

- (during the past five years, now terminated)
- None.

To the Company's knowledge, there is no potential conflict of interest between the duties of Mr Alain Li towards the issuer and his private interests and/or other duties.

TENTH RESOLUTION

(Appointment of Mr Alain Li as a Board member)

The Shareholders' Meeting, ruling under the quorum and majority conditions for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to appoint Mr Alain Li as Board member, to replace Mr Marc Hériard Dubreuil for whom the

term of office expires at the end of this Shareholders' Meeting, for a three-year term, *i.e.* until the end of the Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 March 2025.

ELEVENTH RESOLUTION

APPROVAL OF THE INFORMATION REGARDING THE COMPENSATION PAID DURING OR AWARDED IN RESPECT OF THE FINANCIAL YEAR ENDED 31 MARCH 2022 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 2022, 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 2021/2022 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 for the 2021/2022 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 2021/2022 Universal Registration Document.

TWELFTH AND THIRTEENTH RESOLUTIONS

APPROVAL OF THE ELEMENTS OF TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID DURING OR AWARDED FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 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 exceptional components of the total compensation and benefits of any kind paid during or awarded, in respect of the financial year ended 31 March 2022, 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 22 July 2021. Namely:

- Mr Marc Hériard Dubreuil as Chairman of the Board of Directors;
- Mr Éric Vallat, as Chief Executive Officer.

These components are presented in the corporate governance report indicated in Article L. 225-37 of the French Commercial Code, included in section 3.5 of the 2021/2022 Universal Registration Document.

Payment of the variable components of the compensation of Mr Éric Vallat in respect of the financial year ended 31 March 2022 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 2022, to Mr Marc Hériard Dubreuil, Chairman 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, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, approves the fixed components of the total compensation and benefits of any kind paid during or awarded, in respect of the financial year ended 31 March 2022, to Mr Marc Hériard Dubreuil, Chairman of the Board of Directors, as described in the corporate governance report required under Article L. 225-37 of the French Commercial Code and included in section 3.5 of the 2021/2022 Universal Registration Document.

THIRTEENTH 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 2022, to Mr Éric Vallat, Chief Executive Officer, 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, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, approves the fixed components of the total compensation and benefits of any kind paid during or awarded, in respect of the financial year ended 31 March 2022, to Mr Éric Vallat, Chief Executive Officer, as described in the corporate governance report required under Article L. 225-37 of the French Commercial Code and included in section 3.5 of the 2021/2022 Universal Registration Document.

FOURTEENTH AND FIFTEENTH RESOLUTIONS

APPROVAL OF THE COMPENSATION POLICY FOR CORPORATE OFFICERS AND EXECUTIVE DIRECTORS FOR THE 2022/2023 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 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors, and the Chief Executive Officer for the 2022/2023 financial year.

These principles and criteria, approved by the Board of Directors on 1 June 2022, on the recommendation of the Nomination and Remuneration Committee, are presented in the Board of Directors' report on executive compensation attached to the corporate governance report referred to in Article L. 225-37 of the French Commercial Code and appearing in section 3.5 of the 2021/2022 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 2021;
- the payment of the variable and exceptional 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 during paid or awarded to the Chief Executive Officer in respect of the 2022/2023 financial year.

FOURTEENTH RESOLUTION

(Approval of the principles and criteria used to determine, distribute and allocate the components of the total compensation and benefits of any kind that may be awarded to the Chairman of the Board of Directors, in accordance with Article L. 22-10-8, II of the French Commercial Code)

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 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 2021/2022 Universal Registration Document.

FIFTEENTH RESOLUTION

(Approval of the principles and criteria used to determine, distribute and allocate the components of the total compensation and benefits of any kind that may be awarded to the Chief Executive Officer, in accordance with Article L. 22-10-8, II of the French Commercial Code)

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 exceptional 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 2021/2022 Universal Registration Document.

SIXTEENTH RESOLUTION

APPROVAL OF THE COMPENSATION POLICY FOR BOARD MEMBERS FOR THE 2022/2023 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 2022/2023 financial year.

In accordance with the resolution voted by the shareholders during the Annual Shareholders' Meeting of 22 July 2021, the annual amount of compensation for Board members was set at €650,000 for the members of the Board of Directors for the 2021/2022 financial year and for the following financial years until further decision of the Shareholders' Meeting.

The rules for allocating compensation for Board members are established by the Board of Directors on the proposal of the Nomination and Remuneration Committee and are presented in the section 3.5 of the Company's 2021/2022 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 22 July 2021 will continue to apply in accordance with the provisions of II of Article L. 22-10-8 of the French Commercial Code.

SIXTEENTH RESOLUTION

(Approval of the compensation policy for Board members for the 2022/2023 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 2021/2022 Universal Registration Document.

SEVENTEENTH RESOLUTION

COMPENSATION OF BOARD MEMBERS

EXPLANATORY STATEMENT

Under the **seventeenth resolution**, you are asked to set the amount of compensation allocated to members of the Board of Directors at €680,000, for the 2022/2023 financial year and subsequent financial years until otherwise decided. This amount is in line with the practices of several French international groups whose size is similar to Rémy Cointreau's.

SEVENTEENTH RESOLUTION

(Compensation of board members)

The Shareholders' Meeting, ruling under the quorum and majority requirements of Ordinary Shareholders' Meetings, resolves to set the total annual amount of compensation allocated to members of

the Board of Directors at €680,000 for the 2022/2023 financial year and subsequent financial years until otherwise decided.

EIGHTEENTH RESOLUTION

PURCHASE AND SALE OF ITS OWN SHARES BY THE COMPANY

EXPLANATORY STATEMENT

You are asked, under the **eighteenth 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 2021/2022 financial year

The Board of Directors, pursuant to the nineteenth and twentieth resolutions of the Combined Shareholders' Meeting of 23 July 2020, authorised the Company's Chief Executive Officer to implement a share buyback programme. An investment services provider was appointed to purchase Rémy Cointreau SA shares, within the limit of one million shares, representing 1.98% of the share capital, at price conditions authorised by the Combined Shareholders' Meeting of 23 July 2020 under its nineteenth resolution. The share buyback programme was therefore implemented on 7 June 2021 and ended on 8 December 2021. The Company acquired 982,713 shares, representing 1.9% of the share capital for an average price of €172.51.

Between 1 April 2021 and 31 March 2022, the Company:

- acquired 146,244 shares and 982,713 shares under buyback programmes;
- sold 220,423 shares under the liquidity contract;
- transferred 33,185 shares to be used for bonus share awards under long-term performance incentive plans;
- cancelled 750,000 shares, pursuant to the authorisation granted by the Combined Shareholders' Meeting of 22 July 2021 under its nineteenth resolution.

Breakdown of equity securities held, by purpose

At 31 March 2022, the Company held 414,118 shares with a par value of €1.60, for a net carrying amount of €58,712,314.09, *i.e.* 0.80% of the total number of shares comprising the share capital, broken down as follows:

- 17,417 shares used to promote trading in the secondary market or to enhance the liquidity of the Rémy Cointreau share by an investment services provider, *via* a liquidity contract that complies with the code of ethics recognised by the French Financial Markets Authority (Autorité des marchés financiers – AMF);
- 396,701 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 25 July 2017, 24 July 2018 and 23 July 2020.

In view of the Rémy Cointreau share price, an early conversion condition was met for the OCEANE and, 1,450,939 shares were exchanged, including 75,000 existing shares.

A detailed report on the share buyback transactions carried out in 2021/2022 can be found in the 2021/2022 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 4,701,132 shares, less the 414,118 treasury shares held at 31 March 2022;
- maximum unit purchase price: €350;
- total maximum amount of the programme: €1,645,396,200;
- 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.

EIGHTEENTH 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 2021/2022 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 French Financial Markets Authority (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 the texts, in decreasing order of priority:

- (i) 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;
- (ii) to cancel shares purchased as part of a capital reduction, subject to the adoption of the nineteenth resolution submitted to this Shareholders' Meeting;
- (iii) 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;
- (iv) to use all or part of the shares acquired to implement any share purchase option or bonus share allocation plans 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, and carry out any hedging transactions in connection with these transactions under the terms and conditions stipulated by law;
- (v) 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;
- (vi) and, 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 €1,645,396,200 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.* 4,701,132 shares, given the number of treasury shares held by the Company as of 31 March 2022, 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 22 July 2021 under the eighteenth resolution.

EXTRAORDINARY BUSINESS

NINETEENTH RESOLUTION

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

EXPLANATORY STATEMENT

The **nineteenth 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 eighteenth 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 shall be valid for a maximum period of eighteen months from the date of this Shareholders' Meeting, and will render ineffective all prior authorisations.

During the 2021/2022 financial year, on 13 January 2022, the Board of Directors cancelled 750,000 shares (*i.e.* 1.45% of the share capital at that date). The shares had been previously acquired as part of the share buyback programme implemented between 7 June and 8 December 2021.

NINETEENTH 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 Ordinary 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;

- 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 Shareholder' Meeting and supersedes, for the unused amounts, the delegation granted by the Combined Shareholders' Meeting of 22 July 2021 under its nineteenth 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.

The table summarising the financial authorisations granted to the Board of Directors valid until this Shareholders' Meeting and the use made of these delegations is shown in the 2021/2022 Universal Registration Document.

The new delegations are in line with those of the same nature authorised by previous meetings and remain in line with usual practices and recommendations in this area in terms of amount, ceiling and duration (26 months).

The delegations provided for by these resolutions relate to the issue of equity securities 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 the 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 likely to be carried out under the authorisations to be granted is:

- (i) twenty (20) million euros (i.e. 24.43% of the share capital – "Global Cap") with maintenance of preferential subscription rights;
- (ii) fifteen (15) million euros (i.e. 18.32% of the share capital – "Sub-cap") without preferential subscription rights.

The par value of the debt securities that may be issued under these authorisations (including through issues of convertible, exchangeable or repayable bonds) is five hundred (500) million euros.

The sub-cap is common to the following issues depending on the type of transaction planned, namely:

- capital increases, with cancellation of preferential subscription rights, by public offering (**twenty-first resolution**) or by private placement (to qualified investors) (**twenty-second resolution**). This latter form of financing may prove to be faster and simpler than a capital increase through a public offering and makes it possible to carry out capital increases with qualified investors or a limited 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. Under these resolutions, you are also 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 the Rémy Cointreau's share capital to be issued to which 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") would give entitlement.

In the **twenty-third resolution** (over-allotment clause), you are asked to enable the Board of Directors to seize opportunities on the financial market, by authorising it to decide on additional issues, 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.

In accordance with the law, the issue price of equity securities must be at least equal to the weighted average of the prices of the last three trading days preceding its determination, possibly reduced by a maximum discount of 10%.

However, you are asked in the **twenty-fourth resolution**, to authorise your Board of Directors to derogate, within the limit of 10% of the share capital per year, from the conditions for setting the price provided for in the twenty-first and twenty-second resolutions by using an issue price equal to the average price recorded over a maximum period of six months preceding the issue or an issue price 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-fifth resolution**). This 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-sixth resolution**). This 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-seventh 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. This independent ceiling that is separate from the ceilings for capital increases authorised by the other resolutions is justified by the different nature of the incorporation of reserves, profits or premiums since they occur, either by the allocation of bonus shares granted to shareholders, or by increasing the par value of existing shares, without dilution for shareholders and without any change in the volume of the Company's equity.

Description of the authorisation	Resolution No.	Nominal amount of the authorisation	Period of the validity of the authorisation
Issue of shares or marketable securities giving access to share capital with preferential subscription rights and/or the issue of marketable securities granting entitlement to the allocation of debt securities	No. 20	<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: <ul style="list-style-type: none"> • by way of a public offering; • through private placements. 	No. 21 No. 22	<ul style="list-style-type: none"> • €15,000,000 capital increase • €500,000,000 in debt securities 	26 months
Increase in the number of shares to be issued in the event of over-subscription	No. 23	<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	No. 24	<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	No. 25	<ul style="list-style-type: none"> • €15,000,000 	26 months
Capital increase in consideration for contributions in kind	No. 26	<ul style="list-style-type: none"> • limited to 10% of the share capital 	26 months
Capital increase by incorporation of reserves profits or premiums	No. 27	<ul style="list-style-type: none"> • €20,000,000 	26 months

TWENTIETH RESOLUTION

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

TWENTIETH RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the Company's share capital and/or marketable securities giving rights to the allocation of debt securities, with maintenance of shareholders' preferential subscription rights)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Combined 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 *et seq.*, notably L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134, 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 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 that it sees fit, both in France and abroad, in euros or in any other currency (including any other unit of account established by reference to a set of currencies), the issue, with maintenance of shareholders' preferential subscription rights of:

- ordinary shares of the Company,
- 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 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 the half of the share capital (“Subsidiary”);
- resolves that the marketable securities giving access to the share capital of the Company or 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 notably take the form of subordinated or unsubordinated notes, with a fixed term or not, 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) to this ceiling shall also be deducted the nominal amount of any capital increase resulting, or likely to result in the future, from the twenty-first, twenty-second, twenty-fifth and twenty-sixth 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 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-first, twenty-second, twenty-fifth and twenty-sixth 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 period;
 - grants full powers to the Board of Directors, with the option of subdelegating 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, interest rate and terms of interest payment, currency of issue, term and their 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, where applicable, in accordance with the regulations in force and the terms and conditions of 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 out 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 capital increase(s) resulting immediately or in the future from any issue carried out under this delegation, amend the Articles of Association accordingly and request the admission to trading of the securities issued under 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, for the unused portion, any previous delegation having the same purpose.

TWENTY-FIRST RESOLUTION

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

TWENTY-FIRST RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the Company's share capital and/or marketable securities giving rights to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights, by public offering)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Combined 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 1° of Article L. 411-2 of the French Monetary and Financial Code of:

- (i) ordinary shares of the Company,
- (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) 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 share capital of the Company or 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 notably take the form of subordinated or unsubordinated notes, with a fixed term or not, and be issued either in euros or in any other currency;

– resolves that the subscriptions may take place in cash, notably through the offsetting of liquid claims due by 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 twentieth, twenty-second, twenty-fifth and twenty-sixth resolutions submitted to this Shareholders' Meeting, may not exceed the ceiling of twenty (20) million euros set in the twentieth 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 twentieth 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 not be less than three (3) 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;
- 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 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; 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 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, for the unused portion, any previous delegation having the same purpose.

TWENTY-SECOND RESOLUTION

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

TWENTY-SECOND RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the share capital and/or marketable securities giving rights to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights through private placements referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code)

The Shareholders' Meeting, ruling under the quorum and majority requirements for Combined Shareholders' Meetings, having reviewed 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, notably 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, as well as Articles L. 228-91 *et seq.* of the French Commercial Code and Article L. 411-2, 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 shares of the Company,
 - (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 share capital of the Company or 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 notably take the form of subordinated or unsubordinated notes, with a fixed term or not, and be issued either in euros or in any other currency;
- resolves that the subscriptions may take place in cash, notably through the offsetting of liquid claims 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 (15) million euros set by the twenty-first resolution,
 - the maximum cumulative nominal amount of the capital increases that may be carried out pursuant to this resolution, the twentieth, twenty-first, twenty-second, twenty-fifth and twenty-sixth resolutions submitted to this Shareholders' Meeting, may not exceed the ceiling of twenty (20) million euros set in the twentieth resolution;
- resolves that the maximum nominal amount of 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 twentieth resolution;
- resolves that:
 - the issue price of the new shares will be at least equal to the minimum price provided for by the legal and regulatory provisions in force at the time of the issue (*i.e.* to date, the weighted average of the prices of the last three trading sessions on the regulated market of Euronext in 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, where 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 subscriptions have not absorbed the entire issue of shares or 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 the aforementioned delegation automatically entails, in favour of the holders of 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.

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 marketable 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 marketable 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 marketable securities issued under this delegation and giving access to Rémy Cointreau's share capital;
 - resolves that the ceiling of the nominal amount of 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 may be implemented in accordance with the law and, where applicable, 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 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 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, for the unused portion, any previous delegation having the same purpose.

TWENTY-THIRD 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-THIRD 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 Combined Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of 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 as from this Shareholders' Meeting and cancels, for the unused portion, all previous delegations with the same purpose.

TWENTY-FOURTH RESOLUTION

DEROGATION FROM THE PRICE SETTING CONDITIONS

TWENTY-FOURTH RESOLUTION

(Delegation of authority to the Board of Directors to set the issue price of the securities to be issued, with waiver 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 Combined Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L. 225-136-1 of the French Commercial Code:

- authorises, as part of the twenty-first and twenty-second 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-first and twenty-second 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 price of the share of the 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 Company's share capital will be such that the sum received immediately by the Company, plus, where 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.

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, for the unused portion, any previous delegation having the same purpose.

TWENTY-FIFTH RESOLUTION

PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY

TWENTY-FIFTH RESOLUTION

(Delegation of authority to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the share capital and/or marketable securities giving rights to the allocation of debt securities, 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 conditions required for Combined Shareholders' Meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report, 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 L. 225-129-6, L. 225-148, and Articles L. 22-10-49 and L. 22-10-54, as well as 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:
 - (i) ordinary shares of the Company,
 - (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;
- 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 at a later time, under this authorisation may not exceed 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 (15) million euros set by the twenty-first resolution,
 - the maximum cumulative nominal amount of capital increases that may be carried out pursuant to this resolution, the twentieth, twenty-first, twenty-second and twenty-sixth resolutions submitted to this Shareholders' Meeting may not exceed the ceiling of twenty (20) million euros set in the twentieth resolution;
- resolves that the maximum nominal amount of 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 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 ceiling of five hundred (500) million euros set in the twentieth 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 marketable 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;
- gives 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, 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 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 aforementioned securities; if necessary, modify 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;

carry out 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 record the resulting capital increase(s) resulting immediately or in the future from 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 cancels, for the unused portion, any previous delegation having the same purpose.

TWENTY-SIXTH RESOLUTION

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

TWENTY-SIXTH 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 Combined Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, ruling in accordance with the provisions of Articles 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:

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

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. 225-148 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 (15) million euros set in the twenty-first resolution,

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

- gives 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: approve the valuation of the contributions and, where applicable, the granting of special benefits and their value; set the terms and conditions, 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 said securities; if necessary, modify 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; carry out 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 record the resulting capital increase(s) resulting immediately or in the future from 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, for the unused portion, any previous delegation having the same purpose.

TWENTY-SEVENTH RESOLUTION

CAPITAL INCREASE BY INCORPORATION OF RESERVES, PROFITS OR PREMIUMS

TWENTY-SEVENTH 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 Combined 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 ceiling of this delegation is independent and separate from the ceilings for capital increases that may result from the issuance of ordinary shares or marketable securities giving access to the share capital authorised by the other resolutions submitted to this Shareholders' Meeting. 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 of use of this delegation, 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, for the unused portion, any previous delegation having the same purpose.

TWENTY-EIGHTH RESOLUTION

AUTHORISATION TO INCREASE THE SHARE CAPITAL FOR EMPLOYEES

EXPLANATORY STATEMENT

In the **twenty-eighth 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. As such, senior management has set up a “My Rémy Cointreau” employee shareholding plan in France, involving 0.1% of share capital on the day of the launch of the offer, extended to the international scope.

The subscription price may be set by applying the maximum legal discount on the market price, subject to a retention 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 twenty 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 ten 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	Deleted

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

TWENTY-EIGHTH 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 Combined 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 commercial 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 (1,500,000) 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 (15) million euros set by the twenty-first resolution,
 - the maximum cumulative nominal amount of capital increases that may be carried out pursuant to this resolution, and the twentieth, twenty-first, twenty-second, twenty-fifth and twenty-sixth resolutions submitted to the Shareholders' Meeting of 23 July 2020 may not exceed the ceiling of twenty (20) million euros set in the twentieth resolution;
- 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 statutory limits;
- resolves that:
 - (i) the subscription price of the ordinary shares may not exceed the average share price quoted over the twenty 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,
 - (ii) 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.

TWENTY-NINTH RESOLUTION

POWERS TO ACCOMPLISH FORMALITIES

EXPLANATORY STATEMENT

The **twenty-ninth resolution** is a standard resolution granting powers necessary to proceed with publication and other legal formalities.

TWENTY-NINTH RESOLUTION

(Powers to accomplish formalities)

The Shareholders' Meeting confers all powers to accomplish 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 SENDING ADDITIONAL DOCUMENTS

— COMBINED SHAREHOLDERS' MEETING 2022

21 July 2022, 9:30 AM

Hôtel du Collectionneur
51-57 Rue de Courcelles
75008 Paris

PLEASE RETURN TO:
Société Générale
Service des assemblées générales
CS 30812
44308 Nantes Cedex 3 - France

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 21 July 2022 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 2021/2022 Universal Registration Document.

Send the documents in print format

Send the documents electronically

Signed at on the 2022

Signature

The documents and information referred to in Article R. 225-83 of the French Commercial Code, included in the 2021/2022 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 : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

ASSEMBLÉE GÉNÉRALE MIXTE

Du jeudi 21 juillet 2022 à 9h30
 À l'Hôtel du Collectionneur
 51-57 Rue de Courcelles
 75008 PARIS

RÉMY COINTREAU

16100 COGNAC

au capital de € 81 844 003,20
 302 178 892 R.C.S. ANGOULEME

COMBINED SHAREHOLDERS' MEETING

Of Thursday, July 21, 2022 at 9:30 am
 At Hôtel du Collectionneur
 51-57 Rue de Courcelles
 75008 PARIS

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

Identifiant - Account Vote simple
Single vote

Nombre d'actions
Number of shares Vote double
Double vote

Nominatif
Registered Porteur
Bearer

Nombre de voix - Number of voting rights

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

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

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		I		J		K		
		Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	Oui / Yes	Non / No	
1	2	3	4	5	6	7	8	9	10															
Non / No	Abs.																							
11	12	13	14	15	16	17	18	19	20															
Non / No	Abs.																							
21	22	23	24	25	26	27	28	29	30															
Non / No	Abs.																							
31	32	33	34	35	36	37	38	39	40															
Non / No	Abs.																							
41	42	43	44	45	46	47	48	49	50															
Non / No	Abs.																							

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:

à la banque / to the bank

18/07/2022

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)

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

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions 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 (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

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 pouvoir au 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 the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting



RÉMY COINTREAU

Limited company with a capital of €81,844,003.20

Head office: rue Joseph Pataa – Ancienne rue de la Champagne – 16 100 Cognac - France
302 178 892 R.C.S Angoulême

