

## Powers of the Board of Directors

Under the terms of the 15th resolution of the Combined (Ordinary and Extraordinary) Shareholders' Meeting of 5 November 2008, the Board of Directors has a delegation of authority for 18 months for the issue of share warrants free of charge in the case of a public offer on the Company's shares. The nominal amount of the capital increase as a result of exercising these warrants cannot exceed €145 million.

Attention is drawn to the draft resolutions submitted by the Board of Directors to the vote of the Combined (Ordinary and Extraordinary) Shareholders' Meeting on 2 November 2009 deliberating on the renewal of the above-mentioned delegation of authority to the Board, to allow the latter to proceed with the issue of share warrants free of charge in the case of a public offer concerning the Company (see "Presentation of the resolutions" in the "Combined (Ordinary and Extraordinary) Shareholders' Meeting" section of this document).

## Agreements entered into by the Company which were modified or become void as a result of a change of control in the Company

Note that the clauses for the change in control of the Company's main financing contracts, presented in the "Significant contracts" paragraph in the "Management Report" section of this document provide for the possibility of early repayment of these loans under certain conditions.

## Other items

The Company's bylaws are modified in accordance with the applicable legal and regulatory provisions in France.

There is no specific agreement providing for indemnities in the event of the termination of the position of a member of the Board of Directors.

## The Statutory Auditors

### Principal Statutory Auditors

Deloitte & Associés, member of the *Compagnie régionale des Commissaires aux Comptes de Versailles* (Versailles regional auditors association), represented by Mr. Alain Penanguer, whose head

office is at: 185 avenue Charles de Gaulle, 92524 Neuilly-sur-Seine, whose term of office was renewed at the Shareholders' Meeting of 10 November 2005 for a period of six years ending after the Ordinary Shareholders' Meeting convened to approve the financial statements for the 2010/2011 financial year.

Mazars, member of the *Compagnie régionale des Commissaires aux Comptes de Versailles*, represented by Mr. Loïc Wallaert, whose head office is at Exaltis, 61 rue Henri Regnault, 92075 Paris-La Défense, and whose term of office was renewed by the Shareholders' Meeting of 17 May 2004, for a period of six years ending after the Ordinary Shareholders' Meeting convened to approve the financial statements for the 2009/2010 financial year.

### Substitute Statutory Auditors

BEAS, whose head office is at 7-9, Villa Houssay, 92524 Neuilly-sur-Seine, substitute for Deloitte & Associés, and whose term of office was renewed at the Shareholders' Meeting of 10 November 2005 for a period of six financial years ending after the Ordinary Shareholders' Meeting convened to approve the financial statements for the 2010/2011 financial year.

Mr. Patrick de Cambourg, residing at Exaltis, 61 rue Henri Regnault, 92075 Paris-La Défense, substitute of Mazars, appointed at the Shareholders' Meeting of 17 May 2004 for a period of six financial years. His term of office will expire at the end of the Ordinary Shareholders' Meeting convened to rule on the financial statements of the 2009/2010 financial year.

## Fees of Statutory Auditors and members of their networks for the 12-month financial year

### Template of the table relating to the publishing of fees for Statutory Auditors and members of their networks

Issuers must present the table relating to the publishing of fees for Statutory Auditors and members of their network according to the template presented below, including (a) to (e).

## Information about Pernod Ricard

FINANCIAL YEARS COVERED<sup>(a)</sup>:

	Mazars				Deloitte & Associés				Other				Total				
	Amount (Excluding tax)		%		Amount (Excluding tax)		%		Amount (Excluding tax)		%		Amount (Excluding tax)		%		
	08/09	07/08	08/09	07/08	08/09	07/08	08/09	07/08	08/09	07/08	08/09	07/08	08/09	07/08	08/09	07/08	
<b>Audit</b>																	
<b>Statutory Auditors, certification, review of individual and consolidated accounts<sup>(b)</sup></b>																	
Company <sup>(1)</sup>	970	575	22.5%	14.7%	947	570	18.5%	15.5%	-	-	-	-	1,917	1,145	19.4%	14.0%	
Fully consolidated subsidiaries	3,095	2,918	71.7%	74.6%	3,773	2,896	73.8%	78.8%	131	274	27.7%	46.1%	6,999	6,088	70.7%	74.4%	
<b>Other procedures and services directly linked to the duties of the Statutory Auditors<sup>(c)</sup></b>																	
Company	140	0	3.2%	0.0%	131	0	2.6%	0.0%	-	-	-	-	271	0	2.7%	0.0%	
Fully consolidated subsidiaries	0	146	0.0%	3.7%	0	0	0.0%	0.0%	27	95	5.7%	16.0%	27	241	0.3%	2.9%	
<b>AUDIT SUB-TOTAL</b>	<b>4,205</b>	<b>3,640</b>	<b>97.4%</b>	<b>93.0%</b>	<b>4,851</b>	<b>3,466</b>	<b>94.9%</b>	<b>94.3%</b>	<b>158</b>	<b>369</b>	<b>33.4%</b>	<b>62.1%</b>	<b>9,214</b>	<b>7,475</b>	<b>93.1%</b>	<b>91.4%</b>	
<b>Other services provided by the network to the fully consolidated subsidiaries<sup>(d)</sup></b>																	
Legal, tax, corporate	112	118	2.6%	3.0%	181	142	3.5%	3.9%	311	157	65.8%	26.4%	604	417	6.1%	5.1%	
Other	0	154	0.0%	3.9%	80	66	1.6%	1.8%	4	68	0.8%	11.4%	84	288	0.8%	3.5%	
<b>OTHER SERVICES SUB-TOTAL</b>	<b>112</b>	<b>272</b>	<b>2.6%</b>	<b>7.0%</b>	<b>261</b>	<b>208</b>	<b>5.1%</b>	<b>5.7%</b>	<b>315</b>	<b>225</b>	<b>66.6%</b>	<b>37.9%</b>	<b>688</b>	<b>705</b>	<b>6.9%</b>	<b>8.6%</b>	
<b>TOTAL</b>	<b>4,317</b>	<b>3,912</b>	<b>100.0%</b>	<b>100.0%</b>	<b>5,112</b>	<b>3,674</b>	<b>100.0%</b>	<b>100.0%</b>	<b>473</b>	<b>594</b>	<b>100.0%</b>	<b>100.0%</b>	<b>9,902</b>	<b>8,180</b>	<b>100.0%</b>	<b>100.0%</b>	

(a) With regard to the period under consideration, this refers to services provided during a financial year recognised in the income statement.

(b) Including independent experts' fees or members of the Statutory Auditors' network, to which they have recourse within the scope of the certification of accounts.

(c) This section includes the procedures and services provided directly to the Company and its subsidiaries:

- by the Statutory Auditor in accordance with Article 10 of the Code of Conduct;

- by a member of the network in accordance with articles 23 and 24 of the Code of Conduct.

(d) Includes non-Audit services provided in accordance with Article 24 of the Code of Conduct, by a member of the network to the Company's subsidiaries whose accounts are certified.

(1) Company is understood to be the Parent Company.