



2018

NOTICE OF MEETING

COMBINED SHAREHOLDERS' MEETING

WEDNESDAY 21 NOVEMBER 2018 - 2:00 p.m.

SALLE PLEYEL
252 RUE DU FAUBOURG SAINT-HONORÉ
75008 PARIS , FRANCE



Pernod Ricard
Créateurs de convivialité

WELCOME

TO THE COMBINED SHAREHOLDERS' MEETING

WEDNESDAY 21 NOVEMBER 2018 AT 02:00 P.M.

Salle Pleyel - 252, rue du faubourg Saint-Honoré - 75008 PARIS, France

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MESSAGE FROM THE CHAIRMAN & CHIEF EXECUTIVE OFFICER



Dear shareholders,

The memory of France's second FIFA World Cup victory in the summer of 2018 will remain with me for a long time. While a remarkable sporting achievement in itself, what really struck me was the millions of people who celebrated the win with such collective zeal. Crowds of people spontaneously converged on even the smallest of village squares, strangers brought together by their shared urge to celebrate this exceptional event. How do you explain this desire to be united in joy? The obvious explanation is that the need for sharing and being together is simply part of human nature; it brings us a sense of wellbeing. That's what we mean when we speak about *Convivialité* – and what is more convivial than sharing a drink and sharing good times with friends old and new?

Now the point here is not to glorify alcohol. There is no conviviality to be had in excess – quite the contrary, in fact. But like the social connections it nurtures, a certain *art de vivre* is born through moderation and keeping things in balance.

This is precisely the meaning of our vision “*Créateurs de convivialité*”, and the underlying theme of our first corporate campaign that will be deployed over the next fiscal year. To prove our hypothesis, we produced a short documentary in which we travelled across the globe to meet real-life consumers. Irrespective of culture and social origin, the film reveals this universal desire to come together and share moments of pure and authentic joy. Twenty years after the death of my grandfather and Group co-founder Paul Ricard, his motto to “Make a new friend every day” has acquired new relevance in an increasingly connected and virtual world.

We have linked the achievement of our vision “*Créateurs de convivialité*” to our ambition. The day when our premium brands underpin all moments of celebration, occasions for sharing and get-togethers among friends – in short, every experience of conviviality – is the day we will become the de facto market leader.

To pursue this ambition, we must succeed in navigating an increasingly complex environment to surmount the following five challenges:

1. address the challenges and seize the opportunities of a new geopolitical context, characterised by the rise of protectionism and a dramatically new consumer landscape;
2. transform the technological revolution – Big Data, artificial intelligence, connected objects, etc. – into a growth driver;
3. pre-empt the consumption patterns of new emerging classes in countries undergoing rapid demographic and economic development;
4. satisfy the desire for more authenticity, transparency, proximity and environmental protection;
5. attract, retain and develop talents by rethinking our ways of working.

Only companies that undertake an in-depth organisational transformation will succeed in improving their agility and performance, thereby making the most of this changing environment. The Group's Executive Committee and I initiated this transformation three years ago with the implementation of a new consumer-focused business strategy as well as a plan for operational excellence, the reorganisation of our key markets (United States, China and Travel Retail), the roll-out of an ambitious digital roadmap and luxury strategy, a focus on promising innovations and the creation of Pernod Ricard University for our employees. This has been possible only by virtue of what I call the "Mindset for Growth", the all-conquering mindset demonstrated by each of our 18,900 employees.

The results speak for themselves: accelerated growth, with sales up 6% compared with 3.6% last year. What's more, this growth is diversified and spread across all our regions. Our margins are beginning to improve, profit from recurring operations is up 6.3%, and we have reduced debt by nearly one billion euros year-on-year. Based on these positive figures we are increasing shareholder dividends, with a payout ratio revised to 41%. Yet our financial discipline has not prevented us from preparing for our future, as reflected in the rise in our marketing expenditure.

On that note, what will tomorrow bring? Nothing is certain, and I dare say it's still only the beginning. While we have solid foundations, much still needs to be done to keep up the pace and it goes without saying that we will continue to transform our organization and focus on growth. The new targets that we have set for our markets directly reflect this, with organic growth of our current operating profit expected between +5% and +7%. In order to attain this goal, we will continue to implement our key strategic drivers consistently across all our markets: operational excellence, investments to strengthen our brands and key markets, innovation, and dynamic portfolio management. We are also launching a number of new initiatives such as "TransfoRHm", a wholly revised talent management policy, as well as an optimised financial management model "Finance 4.0", the search for new sources of growth through the monetisation of our experiences, and lastly, deploying a new Sustainability and Responsibility platform with new targets identified in our 2030 roadmap.

While the current monetary and geopolitical environment can only be described as uncertain, rest assured that we are primed and ready to go. A few days before publishing this annual report, 300 of our most senior managers from around the world came together at our Pernod Ricard University training centre. The motto for our gathering perfectly encapsulates our continued determination: "Better, agile, together: transform and accelerate."

Alexandre Ricard

Chairman & CEO



1

HOW TO PARTICIPATE IN YOUR SHAREHOLDERS' MEETING?

WHAT ARE THE REQUIREMENTS FOR PARTICIPATING IN THE SHAREHOLDERS' MEETING?

All shareholders, regardless of the number of shares they hold, may participate in the Shareholders' Meeting. To do so, they must provide evidence of their status as shareholders and their shares must be recorded in their name, in registered or bearer form, **two business days prior to the Shareholders' Meeting, i.e. by Monday 19 November 2018, at 00:00 (Paris time) (hereafter "D-2")**:

- for **REGISTERED** shareholders, registration of their shares in the Company's registers by D-2 is sufficient;
- for shareholders holding **BEARER** shares, the authorised intermediaries who hold the bearer share accounts must confirm the status of their clients as shareholders to the centralising bank for the Shareholders' Meeting by providing a **certificate of shareholding** appended to the single voting/proxy/admission request form.

However, if a holder of bearer shares wishes to attend the Shareholders' Meeting in person and has not received his or her admission card by 16 November 2018 ⁽¹⁾, he or she may ask the financial intermediary to provide a certificate of shareholding, confirming his or her status as a shareholder as at D-2 ⁽²⁾ so that he or she may attend the Meeting.

You have four options:

- attend the Shareholders' Meeting in person; or
- give a proxy to the Chairman of the Shareholders' Meeting; or
- give a proxy to any person of your choice; or
- vote by post or *via* the Internet.

In all cases, shareholders must either:

- fill out the attached form (see "How to fill out the voting form") and return it using the pre-paid envelope enclosed;
- or log on to the secure dedicated websites and follow the procedure described hereafter for Internet voting.

Shareholders who have already voted by post or *via* the Internet, sent in a proxy form or applied for an admission card may not subsequently choose another method of participation. However, they may sell some or all of their shares.

YOU WISH TO ATTEND THE SHAREHOLDERS' MEETING IN PERSON

To attend the Shareholders' Meeting in person, you must **request an admission card**.

By post:

- if you hold **REGISTERED** shares, tick **BOX A** at the top of the form, date it and sign it before returning it using the pre-paid envelope provided.

You may as well **go directly to the appropriate admissions desk at the Shareholders' Meeting**, with an identity document;

- if you hold **BEARER** shares, tick **BOX A** at the top of the form, date it and sign it before returning it to your financial intermediary responsible for managing your bearer share account, using the pre-paid envelope provided. They will forward your request by issuing a **certificate of shareholding**.

By Internet:

- if you hold **REGISTERED** shares (pure or administered): log on to the secure Sharinbox website, www.sharinbox.societegenerale.com, using your Sharinbox access code (mentioned in the voting form) and the password sent to you by post by Société Générale Securities Services. Then, follow the on-screen instructions;
- if you hold **BEARER** shares, log on to the financial intermediary's website holder of your account using your usual access codes and click on the icon that appears on the line corresponding to your PERNOD RICARD shares to access the VOTACCESS website. Then, follow the on-screen instructions.

Only shareholders holding bearer shares and whose financial intermediary uses the VOTACCESS system may request an admission card by Internet.

(1) If you have requested an admission card and have not received it by 16 November 2018, please contact the dedicated Société Générale call centre on +33 (0)2 51 85 59 82 (international rates in caller's country apply) from Monday to Friday, between 8:30 a.m. and 6:00 p.m. (Paris time).

(2) Please note that 19 November 2018 is a Monday and that many branches are usually closed on Mondays. We therefore recommend that your requests for admission cards are sent in early.

YOU DO NOT WISH TO ATTEND THE SHAREHOLDERS' MEETING

If you are unable to attend the Shareholders' Meeting in person, you may choose one of the following options:

- **vote by post:** tick **BOX B1, "I vote by post"** on the form and, if applicable, shade the resolutions you do not wish to approve; or
- **grant a proxy to the Chairman of the Shareholders' Meeting:** tick **BOX B2, "I hereby give my proxy to the Chairman of the Shareholders' Meeting"**. In this case, the Chairman will vote in favour of the draft resolutions and amendments submitted or approved by the Board of Directors, and will vote against resolutions in all other cases; or
- **grant a proxy to any other person:** tick **BOX B3, "I hereby appoint"**, and provide the name and contact details of the person you wish to attend the Shareholders' Meeting and vote on your behalf.

In any case, you **must fill out, date, sign and return the form, using the pre-paid envelope enclosed, as follows:**

- **if you hold REGISTERED shares**, to the centralising bank appointed to act on behalf of the Company;
- **if you hold BEARER shares**, to the financial intermediary who holds your bearer share account, who will forward the voting form to you, together with the pre-prepared certificate of shareholding.

Only voting forms duly filled out, dated, signed and received by Société Générale no later than 16 November 2018 will be taken into account.

YOU WISH TO VOTE BY INTERNET

The Company is offering its shareholders (who hold at least one PERNOD RICARD share) the option of voting by Internet prior to the Shareholders' Meeting, under the following conditions:

- **if you hold REGISTERED shares (pure or administered):** log on to the secure **Sharinbox website, www.sharinbox.societegenerale.com** using your Sharinbox access code (mentioned in the voting form) and the password sent to you by post by Société Générale Securities Services. Then, follow the on-screen instructions;
- **if you hold BEARER shares**, log on to the financial intermediary's website holder of your account using your usual access codes and click on the icon that appears on the line corresponding to your PERNOD RICARD shares to access the VOTACCESS website. Then, follow the on-screen instructions.

Only shareholders holding bearer shares and whose financial intermediary uses the VOTACCESS system may vote by Internet.

You may also appoint or withdraw a proxy *via* Internet: in order to do so, log on to the secure dedicated websites in accordance with the procedures outlined above and follow the on-screen instructions. In order to be taken into account, said appointment or withdrawal of your proxy *via* Internet must be made no later than 20 November 2018 at 3:00 p.m. (Paris time).

Shareholders may access the secure dedicated websites from Monday 5 November 2018, 9:00 a.m. (Paris time), until Tuesday 20 November 2018, 3:00 p.m. (Paris time), i.e. the last business day before the Shareholders' Meeting.

Shareholders are advised not to wait until the last few days to vote, in order to avoid any Internet access difficulties.

WHERE TO FIND ALL USEFUL DOCUMENTS FOR THE SHAREHOLDERS' MEETING

All documents made available to shareholders can be consulted and downloaded on the Pernod Ricard website (under **Investors/General Shareholders' Meeting/2018 Shareholders' Meeting**):

- In French: <https://www.pernod-ricard.com/fr/investisseurs/nos-informations-financieres/#field-contenus-dense-3623>
- In English: <https://www.pernod-ricard.com/en/investors/our-financial-informations/#field-contenus-dense-3585>

HOW TO GET TO THE SHAREHOLDERS' MEETING?



Metro

- Line 2, Stop Ternes
- Lines 1 and 6 and RER A to Charles-de-Gaulle-Étoile

Bus

- Lines 43 and 93 to Hoche Saint-Honoré
- Lines 30 and 31 to Place des Ternes

Car park

- 18, avenue Hoche
- 22 bis, avenue de Wagram
- 38, avenue des Ternes and 4, avenue des Ternes

Vélib rental bike station

- 5, place des Ternes

Map data @ 2018 Google

HOW TO FILL OUT THE VOTING FORM?

To attend the Meeting
 Tick box **A**

If you do not wish to attend the Shareholders' Meeting, tick the appropriate box **B1, **B2** or **B3**.**

Single voting right

Double voting right for shareholders with registered shares held for at least ten years

A **IMPORTANT** : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side

B 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**

A. ☐ 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.**

B. ☐ J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes - **I prefer to use the postal voting form or the proxy form as specified below.**

Assemblée Générale Mixte
du 21 novembre 2018 à 14h00
 Salle Pleyel
 252 rue du Faubourg St Honoré - 75008 Paris

Combined General Meeting
convened of November 21, 2018 at 2.00 PM
 Salle Pleyel
 252 rue du Faubourg St Honoré - 75008 Paris

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

Identifiant - Account

Vote simple / Single vote

Vote double / Double vote

Nom / Registered

Porteur / Bearer

Nombre d'actions / Number of shares

Nombre de voix / Number of voting rights

PERNOD RICARD
 Société anonyme au capital de 411 403 467,60 €
 Siège social : 12, place des Etats-Unis
 75116 PARIS
 582 041 943 R.C.S. Paris

B1 ☐ **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 notifiant comme ceci ☒ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
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.

1	2	3	4	5	6	7	8	9
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	11	12	13	14	15	16	17	18
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	20	21	22	23	24	25	26	27
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28	29	30	31	32	33	34	35	36
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
37	38	39	40	41	42	43	44	45
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en notifiant comme ceci ☒ la case correspondant à mon choix.
On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ☒.

Oui / Yes	Non/No	Abst/Abs
A <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
D <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
E <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
F <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
G <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
H <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
J <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
K <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B2 ☐ **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)

B3 ☐ **JE DONNE POUVOIR À : Cf. au verso (4)**
I HEREBY APPOINT: See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, 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 change can be made using this proxy form). See reverse (1)

Whatever you choose, date and sign here

Date & Signature


à la banque / to the bank 16/11/2018 / November 16th, 2018


B1 to vote by post. If applicable, shade the boxes of the resolutions you do not wish to approve

B2 to appoint the Chairman of the General Meeting as your proxy

B3 to appoint any natural or legal persons as your proxy

WHATEVER CHOICE YOU HAVE MADE, PLEASE RETURN THE FORM, DULY FILLED OUT, DATED AND SIGNED AT THE BOTTOM, USING THE PREPAID ENVELOPE ENCLOSED, AS SOON AS POSSIBLE:

 if you hold **REGISTERED** shares, to the centralising bank appointed to act on behalf of the Company.

 if you hold **BEARED** shares, to the financial intermediary who holds your bearer share account, who will forward the voting form, together with the pre-prepared certificate of shareholding.

2

BOARD OF DIRECTORS



Age: **46 years old**

Nationality: **French citizen**

Date of first appointment:
29.08.2012

Date of last renewal:
17.11.2016

Date of expiry
of term of office:
AG 2020

Number of shares held
on 30 June 2018:
75,572

MR ALEXANDRE RICARD

Chairman of the Board & CEO

Offices and main functions held on 30.06.2018:

Within the Group

French companies

- Permanent representative of Pernod Ricard, Director of Pernod SAS and Ricard SAS
- Permanent representative of Pernod Ricard, member of the Supervisory Committee of Pernod Ricard Europe, Middle East and Africa

Non-French companies

- Chairman of Suntory Allied Limited
- Director of Geo G. Sandeman Sons & Co. Ltd
- Director of Havana Club Holding SA
- Member of the Board of Directors ("Junta de Directores") of Havana Club International SA
- Manager of Havana Club Know-How SARL

Outside the Group

- Member of the Management Board of Société Paul Ricard
- Director of Le Delos Invest I
- Director of Le Delos Invest II
- Director of Bendor SA (Luxembourg)



Age: **68 years old**

Nationality: **French citizen**

Date of first appointment:
17.05.2004

Date of last renewal:
17.11.2016

Date of expiry
of term of office:
AG 2020

Number of shares held
on 30 June 2018:
404,242

MR PIERRE PRINGUET

Vice Chairman of the Board of Directors

Offices and main functions held on 30.06.2018:

- Director of Iliad ⁽¹⁾
- Director of Cap Gemini ⁽¹⁾
- Member of the Supervisory Board of Vallourec ⁽¹⁾
- Director of Avril Gestion SAS (Avril Group)

(1) Listed company.



MS NICOLE BOUTON

Independent Director

Offices and main functions held on 30.06.2018:

- Chairwoman of the Strategic Committee of Friedland Gestion
- Director of Choeur & Orchestre de la Sorbonne

Age: **70 years old**

Nationality: **French citizen**

Date of first appointment:

07.11.2007

Date of last renewal:

06.11.2015

Date of expiry
of term of office:

AG 2019

Number of shares held
on 30 June 2018:

1,450



MR WOLFGANG COLBERG

Independent Director

Offices and main functions held on 30.06.2018:

- Industrial Partner, CVC Capital Partners (Germany)
- Chairman of the Board of Directors of ChemicalInvest Holding BV, Sittard (Netherlands)
- Chairman of the Board of AMSilk GmbH, Munich (Germany)
- Chairman of the Board of Efficient Energy GmbH, Munich (Germany)
- Member of the Regional Board of Deutsche Bank AG (Germany)

Age: **58 years old**

Nationality: **German citizen**

Date of first appointment:

05.11.2008

Date of last renewal:

17.11.2016

Date of expiry
of term of office:

AG 2020

Number of shares held
on 30 June 2018:

1,076



MR IAN GALLIENNE

Independent Director

Offices and main functions held on 30.06.2018:

- Managing Director of Groupe Bruxelles Lambert ⁽¹⁾ (Belgium)
- Director of Imerys ⁽¹⁾
- Director of SGS SA ⁽¹⁾ (Switzerland)
- Director of Adidas AG ⁽¹⁾ (Germany)
- Director of Frère-Bourgeois (Belgium)
- Manager of the Board of Director of Sienna Capital (Luxembourg)
- Manager of Serena 2017 SC (France)

Age: **47 years old**

Nationality: **French citizen**

Date of first appointment:
09.11.2012

Date of last renewal:
06.11.2014

Date of expiry
of term of office:
AG 2018

Number of shares held
on 30 June 2018:
1,000

(1) Listed company.



MR CÉSAR GIRON

Director

Offices and main functions held on 30.06.2018:

Within the Group

French companies

- Chairman & CEO of Martell Mumm Perrier-Jouët
- Chairman & CEO of Martell & Co SA
- Chairman & CEO of Champagne Perrier-Jouët
- Chairman & CEO of G.H. Mumm & Cie S.V.C.S.
- Chairman of Domaines Jean Martell
- Chairman of Augier Robin Briand & Cie
- Chairman of Le Maine au Bois
- Chairman of Financière Moulins de Champagne
- Chairman of Spirits Partners SAS
- Director of Société des Produits d'Armagnac SA
- Director of Mumm Perrier-Jouët Vignobles et Recherches

Outside the Group

- Member of the Management Board of Société Paul Ricard
- Director of Le Delos Invest I
- Director of Le Delos Invest II
- Director of Bendor SA (Luxembourg)

Age: **56 years old**

Nationality: **French citizen**

Date of first appointment:
05.11.2008

Date of last renewal:
17.11.2016

Date of expiry
of term of office:
AG 2020

Number of shares held
on 30 June 2018:
2,113



MS MARTINA GONZALEZ-GALLARZA

Director

Offices and main functions held on 30.06.2018:

- None

Age: **49 years old**

Nationality: **Spanish citizen**

Date of first appointment:
25.04.2012

Date of last renewal:
06.11.2014

Date of expiry
of term of office:
AG 2018

Number of shares held
on 30 June 2018:
1,100



MS ANNE LANGE

Independent Director

Offices and main functions held on 30.06.2018:

- Director of Orange ⁽¹⁾
- Director of Econocom Group ⁽¹⁾
- Director of FFP ⁽¹⁾
- Director of the Imprimerie Nationale

Age: **50 years old**

Nationality: **French citizen**

Date of first appointment:
20.07.2016

Date of last renewal:
09.11.2017

Date of expiry
of term of office:
AG 2021

Number of shares held
on 30 June 2018:
100

⁽¹⁾ Listed company.

**MR PAUL-CHARLES RICARD****Permanent Representative of Société Paul Ricard ⁽¹⁾****Director****Offices and main functions held on 30.06.2018:**

- Chairman of Le Delos Invest III (Société Paul Ricard)
- Member of the Supervisory Board of Société Paul Ricard (Mr Paul-Charles Ricard)

Age: **36 years old**Nationality: **French citizen**

Société Paul Ricard :

Date of first appointment:

09.06.1983

Date of last renewal:

09.11.2017Date of expiry
of term of office:**AG 2021**Number of shares held
by Mr Paul-Charles Ricard
on 30 June 2018:**182,226**Number of shares held
by Société Paul Ricard
on 30 June 2018:**24,579,562**

(1) Unlisted company, shareholder of Pernod Ricard.



Age: **68 years old**

Nationality:

Belgian and French citizen

Date of first appointment:

06.11.2014

Date of last renewal:

N/A

Date of expiry

of term of office:

AG 2018

Number of shares held
on 30 June 2018:

1,000

MR GILLES SAMYN

Independent Director

Offices and main functions held on 30.06.2018:

- Director of Groupe Bruxelles Lambert SA ⁽¹⁾ (GBL) (Belgium)
- Member of the Supervisory Board of Métropole Télévision (M6) SA ⁽¹⁾
- Director of Pargesa Holding SA ⁽¹⁾ (Switzerland)
- Director of AOT Holding Ltd (Switzerland)
- Manager of Astra Oil Company LLC (AOC) (United States)
- Director of Astra Transcor Energy NV (ATE) (Netherlands)
- Permanent representative of Compagnie Immobilière de Roumont SA, Director of BSS Investments SA (Belgium)
- Permanent representative of Société des Quatre Chemins SA, Managing Director of Carpar SA (Belgium)
- Alternate Director of Cheval des Andes SA, ex-Opéra Vineyards SA (Argentina)
- Chairman of the Board of Compagnie Immobilière de Roumont SA (Belgium)
- Chairman of the Board of Compagnie Nationale à Portefeuille SA (Belgium)
- Managing Director of Domaines Frère-Bourgeois SA (Belgium)
- Chairman of the Board of Europart SA (Belgium)
- Permanent representative of Société des Quatre Chemins SA, Chairman of the Board of Fibelpar SA (Belgium)
- Chairman of the Board of Filux SA (Luxembourg)
- Director of Financière de la Sambre SA (Belgium)
- Chairman of the Board of Finer SA, ex-Erbe Finance SA (Luxembourg)
- Director of Frère-Bourgeois SA (Belgium)
- Permanent representative of Frère-Bourgeois SA, Manager of GBL Energy SARL (Luxembourg)
- Representative of Frère-Bourgeois SA, Director of GBL Verwaltung SA (Luxembourg)
- Manager of Gosa SDC (Belgium)
- Director of Grand Hôpital de Charleroi ASBL (Belgium)
- Chairman of the Board of Helio Charleroi Finance SA (Luxembourg)
- Managing Director of Investor SA (Belgium)
- Chairman of the Board of Kermadec SA (Luxembourg)
- Commissaris of Parjointco NV (Netherlands)
- Manager of Sienna Capital SARL (Luxembourg)
- Managing Director of Société des Quatre Chemins SA (Belgium)
- Member of the Raad van Bestuur of Stichting Administratiekantoor Frère-Bourgeois (Netherlands)
- Chairman of the Board of TAGAM AG (Switzerland)
- Chairman of the Board of Transcor Astra Group SA (Belgium)
- Chairman of the Board of Worldwide Energy Ltd AG (Switzerland)

(1) Listed company.

N/A: Not applicable.



MS KORY SORENSON

Independent Director

Offices and main functions held on 30.06.2018:

- Director of Prometic ⁽¹⁾
- Director of Phoenix Group Holdings ⁽¹⁾ (United Kingdom)
- Director of SCOR SE ⁽¹⁾
- Member of the Supervisory Board of UNIQA Insurance Group AG ⁽¹⁾ (Austria)
- Director of SCOR Global Life Americas Reinsurance Company (United States)
- Director of SCOR Global Life USA Reinsurance Company (United States)
- Member of the Supervisory Board of Château Troplong Mondot
- Member of the Supervisory Board of Bank Gutmann (Austria)

Age: **49 years old**

Nationality: **British citizen**

Date of first appointment:
06.11.2015

Date of last renewal:
N/A

Date of expiry
of term of office:
AG 2019

Number of shares held
on 30 June 2018:
1,000

(1) Listed company.

N/A: Not applicable.



MS VERONICA VARGAS

Director

Offices and main functions held on 30.06.2018:

- Permanent representative of Rigivar SL, member of the Supervisory Board of Société Paul Ricard

Age: **37 years old**

Nationality: **Spanish citizen**

Date of first appointment:
11.02.2015

Date of last renewal:
09.11.2017

Date of expiry
of term of office:
AG 2021

Number of shares held
on 30 June 2018:
8,570



MR STÉPHANE EMERY

Director representing the employees whose first Board meeting was held on 19 January 2018

Offices and main functions held on 30.06.2018:

- None

Age: **47 years old**

Nationality: **French citizen**

Date of appointment
as Director representing
the employees:

13.12.2017

Date of last renewal:

N/A

Date of expiry
of term of office:

13.12.2021

Number of shares held on
30 June 2018:

None

N/A: Not applicable.



MR SYLVAIN CARRÉ

Director representing the employees until 2 December 2017

Offices and main functions held on 30.06.2018:

- None

Age: **52 years old**

Nationality: **French citizen**

Date of appointment
as Director representing
the employees:

02.12.2013

Date of last renewal:

N/A

Date of expiry
of term of office:

02.12.2017

Number of shares held
on 30 June 2018:

None

N/A: Not applicable.

**MR MANOUSOS CHARKOFTAKIS****Director representing the employees until 28 November 2017****Offices and main functions held on 30.06.2018:**

- None

Age: **48 years old**

Nationality: **Greek citizen**

Date of appointment
as Director representing
the employees:

28.11.2013

Date of last renewal:

N/A

Date of expiry
of term of office:

28.11.2017

Number of shares held on
30 June 2018:

50

N/A: Not applicable.

3

PRESENTATION OF DIRECTORS NOMINATED FOR APPOINTMENT OR RENEWAL

5th RESOLUTION



MS MARTINA GONZALEZ-GALLARZA

Director

Ms Martina Gonzalez-Gallarza graduated from the Jesuit ICADE Business School in Madrid (Licenciatura) and holds a PhD in Marketing from the University of Valencia. She pursued her career in the academic world and held various roles in the Faculty of Business Studies at the Universitat Politècnica de València, including Manager of the Marketing Department and Head of the International Office. In 2004, she joined the Catholic University of Valencia where she held the position of Dean of the Business Studies Faculty until 2008. In November 2008, Ms Martina Gonzalez-Gallarza joined the University of Valencia Marketing Department where, currently as a Full Professor, she has been researching consumer behaviour (with more than 50 articles published in academic journals and more than 100 papers presented at conventions or international conferences) and teaches international master's programmes in Valencia (Chamber of Commerce, UV and UCV) and abroad (at the IAE in Rennes, the IGC in Bremen (Germany) and LUISS University in Rome (Italy)). She was a visiting scholar (research placement) at Columbia University (New York City), at ESCP Europe in France and at the University of Sassari (Sardinia, Italy).

In addition, Ms Martina Gonzalez-Gallarza is a member of the American Marketing Association and the Spanish and French Marketing Associations.

Ms Martina Gonzalez-Gallarza has been a Director of Pernod Ricard since 2012.

Offices held on 30 June 2018:

- None

Offices that have expired over the last five years:

- None

Age: **49 years old**

Nationality: **Spanish citizen**

Business address:

**Pernod Ricard
12, place des États-Unis
75116 Paris (France)**

Number of shares held
on 30 June 2018:
1,100

6th RESOLUTION



MR IAN GALLIENNE

Independent Director

Mr Ian Gallienne has been Managing Director of Groupe Bruxelles Lambert since January 2012.

He holds an MBA from INSEAD in Fontainebleau. From 1998 to 2005, he was Manager of the Rhône Capital LLC private equity fund in New York and London. In 2005, he founded the private equity fund Ergon Capital Partners of which he was Managing Director until 2012.

Mr Ian Gallienne has been a Director of Groupe Bruxelles Lambert since 2009, of Imerys since 2010, of SGS since 2013 and of Adidas since 2016.

Mr Ian Gallienne has been a Director of Pernod Ricard since 2012.

Offices held on 30 June 2018:

- Managing Director of Groupe Bruxelles Lambert ⁽¹⁾ (Belgium)
- Director of Imerys ⁽¹⁾
- Director of SGS SA ⁽¹⁾ (Switzerland)
- Director of Adidas AG ⁽¹⁾ (Germany)
- Director of Frère-Bourgeois (Belgium)
- Manager of Sienna Capital (Luxembourg)
- Manager of Serena 2017 SC (France)

Offices that have expired over the last five years:

- Director of Lafarge SA ⁽¹⁾ (France)
- Director of Umicore ⁽¹⁾ (Belgium)
- Director of Erbe SA (Belgium)
- Member of the Supervisory Board of Arno Glass Luxco SCA (Luxembourg)
- Manager of Egerton SARL (Luxembourg)
- Managing Director of Ergon Capital Partners SA (Belgium)
- Managing Director of Ergon Capital Partners II SA (Belgium)
- Managing Director of Ergon Capital Partners III SA (Belgium)
- Director of Steel Partners NV (Belgium)
- Director of Gruppo Banca Leonardo SpA (Italy)
- Member of the Supervisory Board of Kartesia Management SA (Luxembourg)
- Manager of Ergon Capital II SARL (Luxembourg)
- Director of Ergon Capital SA (Belgium)

Age: **47 years old**

Nationality: **French citizen**

Business address:

**Groupe Bruxelles Lambert
24, avenue Marnix
BE1000 Brussels (Belgium)**

Number of shares held
on 30 June 2018:
1,000

(1) Listed company.

7th RESOLUTION



MR GILLES SAMYN

Independent Director

Mr Gilles Samyn holds a Commercial Engineering degree from the Université Libre de Bruxelles (ULB) – Solvay Business School, in which he held academic and scientific roles from 1969 to 2016. He began his professional career as a consultant at the Mouvement Coopératif Belge before joining Groupe Bruxelles Lambert in 1974. In 1983, after one year as an independent advisor, he joined Groupe Frère Bourgeois where he is now Director and Chairman of Compagnie Nationale à Portefeuille.

Mr Gilles Samyn has been a Director of Pernod Ricard since 2014.

Age: **68 years old**

Nationality:

Belgian and French citizen

Business address:

CNP

**Rue de la Blanche Borne 12
B-6280 Loverval (Belgium)**

Number of shares held
on 30 June 2018:

1,000

Offices held on 30 June 2018:

- Director of Groupe Bruxelles Lambert SA ⁽¹⁾, (GBL) (Belgium)
- Member of the Supervisory Board of Métropole Télévision (M6) SA ⁽¹⁾
- Director of Pargesa Holding SA ⁽¹⁾ (Switzerland)
- Director of AOT Holding Ltd (Switzerland)
- Manager of Astra Oil Company LLC (AOC) (United States)
- Director of Astra Transcor Energy NV (ATE) (Netherlands)
- Permanent Representative of Compagnie Immobilière de Roumont SA, Director of BSS Investments SA (Belgium)
- Permanent Representative of Société Quatre Chemins SA, Managing Director of Carpar SA (Belgium)
- Alternate Director of Cheval des Andes SA, formerly Opéra Vineyards SA (Argentina)
- Chairman of Compagnie Immobilière de Roumont SA (Belgium)
- Chairman of Compagnie Nationale à Portefeuille SA (Belgium)
- Managing Director of Domaines Frère-Bourgeois SA (Belgium)
- Chairman of Europart SA (Belgium)
- Permanent Representative of Société Quatre Chemins SA, Chairman of Fibelpar SA (Belgium)
- Chairman of the Board of Filux SA (Luxembourg)
- Director of Financière de la Sambre SA (Belgium)
- Chairman of the Board of Finer SA, ex-Erbe Finance SA (Luxembourg)
- Director of Frère-Bourgeois SA (Belgium)
- Permanent Representative of Frère-Bourgeois SA, Manager of GBL Energy SARL (Luxembourg)
- Permanent Representative of Frère-Bourgeois SA, Director of GBL Verwaltung SA (Luxembourg)
- Manager of Gosa SDC (Belgium)
- Director of Grand Hôpital de Charleroi ASBL (Belgium)
- Chairman of the Board of Helio Charleroi Finance SA (Luxembourg)
- Managing Director of Investor SA (Belgium)
- Chairman of the Board of Directors of Kermadec SA (Luxembourg)
- Commissaris of Parjointco NV (Netherlands)
- Manager of Sienna Capital Sàrl (Luxembourg)
- Managing Director of Société des Quatre Chemins SA (Belgium)
- Member of Raad van Bestuur de Stichting Administratiekantoer Frère-Bourgeois (Netherlands)
- Chairman of TAGAM AG (Switzerland)
- Chairman of the Board of Transcor Astra Group SA (Belgium)
- Chairman of Worldwide Energy Ltd AG (Switzerland)

Offices that have expired over the last five years:

- Vice Chairman of APG/SGA SA ⁽¹⁾ (Switzerland)
- Chairman of Groupe Flo SA ⁽¹⁾
- Chairman and Representative of Société des Quatre Chemins SA, Director of ACP SA (Belgium)
- Permanent Representative of Société des Quatre Chemins SA, Director and Chairman of ACP SA
- Commissaris of Agesca Nederland NV (Netherlands)
- Representative of ACP SA, Director of Antwerp Gas Terminal NV (Belgium)
- Director of Banca Leonardo SpA (Italy)
- Director of Belgian Ice Cream Group NV (Belgium)
- Chairman of Belgian Sky Shops SA (Belgium)
- Director of Belholding Belgium SA (Belgium)
- Managing Director of Carpar SA (Belgium)
- Director of Carsport SA (Belgium)
- Chairman of Cheval Blanc Finance SAS
- Permanent Representative of Société des Quatre Chemins SA, Managing Director of Compagnie Nationale à Portefeuille SA, ex-Newcor SA (Belgium)
- Vice Chairman of Compagnie Nationale à Portefeuille SA (Belgium)
- Managing Director of Erbe SA (Belgium)
- Managing Director of Fibelpar SA (Belgium)
- Director of Fidentia Real Estate Investments SA (Belgium)
- Chairman of Financière Flo SAS
- Managing Director of Frère-Bourgeois SA (Belgium)
- Chairman of International Duty Free SA, ex-Distripar SA (Belgium)
- Managing Director of Loverval Finance SA, ex-Compagnie Nationale à Portefeuille SA (Belgium)
- Chairman of Newcor SA (Belgium)
- Director of Newtrans Trading SA (Belgium)
- Managing Director of Safimar SA (Belgium)
- Managing Director of SCP SA (Luxembourg)
- Chairman of the Board of Segelux SA, formerly Gesecalux SA (Luxembourg)
- Director of Société Civile du Château Cheval Blanc
- Manager of Sodisco SARL
- Chairman of Solvayschoolsalumni ASBL (Belgium)
- Director of Starco Tielen NV (Belgium)
- Chairman of the Board of Swilux SA (Luxembourg)
- Member of the Investment Committee of Tikehau Capital Partners SAS
- Director of Transcor East Ltd (Switzerland)
- Director of TTR Energy SA (Belgium)
- Chairman of Unifem SAS

(1) Listed company.

8th RESOLUTION



MS PATRICIA BARBIZET

Independent Director

Patricia Barbizet is a graduate of the École Supérieure de Commerce de Paris (ESCP Europe). She began her career in 1976 in the Treasury Department of Renault Véhicules Industriels, before becoming Chief Financial Officer of Renault Crédit International. In 1989, she joined the Pinault Group as Chief Financial Officer. From 1992 to 2018, she served as Chief Executive Officer of Artémis, the investment company of the Pinault family. From 2014 to 2016, Ms Barbizet also held the post of CEO & Chairwoman of Christie's International. In addition, she chaired the Investment Committee of the French national Strategic Investment Fund from 2008 to 2013. She is currently Chairwoman of Temaris et Associés.

Ms Barbizet also chairs the Board of Directors of the Cité de la musique – Philharmonie de Paris. She is Chairwoman of Zoé SAS and a Director at Yves Saint Laurent. In April 2018, she was appointed as Chairwoman of the Supervisory Board of Investissements d'Avenir.

Age: **63 years old**

Nationality: **French citizen**

Business address:
Témaris & Associés
40, rue François 1^{er}
75008 Paris (France)

Number of shares held
on 30 June 2018:
N/A

Offices held on 30 June 2018:

- Director of AXA ⁽¹⁾
- Director of Fnac Darty ⁽¹⁾
- Director and Vice-Chairwoman of the Board of Directors of Kering ⁽¹⁾
- Director of Total ⁽¹⁾

Offices that have expired over the last five years:

- Director of Air France-KLM ⁽¹⁾
- Director of Bouygues ⁽¹⁾
- Director of Peugeot S.A. ⁽¹⁾
- Director of TF1 ⁽¹⁾
- Chief Executive Officer of Artémis
- Chairwoman & CEO of Christie's International Plc
- Vice-Chairwoman of Christie's International Plc
- Chief Executive Officer (non-representative) and member of the Supervisory Board of Financière Pinault
- Member of the Management Board of Société Civile du Vignoble de Château Latour
- Director of Delagato
- Director of Palazzo Grassi
- Director of the Fonds Stratégique d'Investissements
- Director of Ponant
- Director of Société Nouvelle du Théâtre Marigny
- Director of Gucci Group NV

⁽¹⁾ Listed company.

N/A: Not applicable.

4

THE GROUP IN 2017/18



WORLD
NO. 1
for Premium
and Prestige spirits^(a)


86
MARKET
COMPANIES
spread across three regions


85% of affiliates
have implemented at least
one action to promote
**RESPONSIBLE
DRINKING**


93 production
SITES^(b)


20%
reduction in water
consumption^(c)


30%
reduction
in CO₂ emissions^(c)

PERNOD RICARD AT A GLANCE

RESULTS FOR FY18:

VERY STRONG YEAR: BUSINESS ACCELERATING

Alexandre Ricard, Chairman & CEO, declared:

“

FY18 was a very strong year. Consistent strategic implementation has enabled us to deliver a significant improvement in business performance while investing for the future. Our Sales have accelerated and diversified, and our margins improved.

In FY19, in a still uncertain geopolitical and monetary environment, we will continue consistently implementing our strategy. Our guidance for FY19 is organic growth in Profit from Recurring Operations between +5% and +7%.

”

Key Figures

€ million	Net sales	Profit from Recurring Operations	Group Net Profit from Recurring Operations ⁽³⁾	Group Net Profit	Proposed dividend
FY18	8,987	2,358 26.2% ⁽¹⁾	1,511	1,577	€2.36 per share ⁽⁴⁾
Organic growth ⁽²⁾	+6.0%	+6.3%	+10.3%		
Reported growth	0%	-2%	+2%		
FY17	9,010	2,394 26.6% ⁽¹⁾	1,483	1,393	€2.02 per share

(1) Operating margin.

(2) Organic growth is defined on p. 26.

(3) Group Net Profit from Recurring Operations: Profit from Recurring Operations, adjusted for financial result from recurring operations, recurring income tax, share of net result of associates, profit from assets held for sale, and non-controlling interest.

(4) Dividend proposed for approval by the Shareholders' Meeting of 21 November 2018.

AN INTERNATIONAL AND DECENTRALISED GROUP



AMERICA

€2,546M

€735M

3,626^(d)



EUROPE

€2,792M

€626M

9,345^(d)



ASIA/REST OF THE WORLD

€3,648M

€996M

5,510^(d)

The decentralised model which characterises Pernod Ricard is a major strategic advantage that enables the Group to seize every opportunity for growth. This highly flexible organisation, based on proximity to consumers and customers, has proven its effectiveness.

The Group is present in the three major regions of the world, both in mature and emerging markets. This is a real competitive advantage, making it well positioned to benefit from future growth drivers.

(a) Source: "The Pernod Ricard Market View", based on IWSR volume data at end 2017.

(b) Number of sites operating as of 30 June 2018.

(c) Reduction per unit of production between FY10 and FY18.

(d) Average workforce during the FY18.

(e) Source: Impact Databank 2017, published in March 2018.

(f) Source: "iSay" survey 2017.

A UNIQUE PORTFOLIO OF PREMIUM BRANDS

Pernod Ricard has built a unique portfolio of Premium brands on an international scale that is one of the most comprehensive on the market. This portfolio is managed thanks to the "House of Brands", a dynamic tool that allows our affiliates to more easily prioritise their marketing investments.



€8,987M
in net sales



€2,358M
Group net profit



18,481
employees^(d)



WORLD
No. 2
for wines and spirits



16 BRANDS
amongst the world's
top 100^(e)



94%
of employees are
PROUD
to be part of
PERNOD RICARD^(f)

KEY FIGURES FROM THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Income statement

€ million	30.06.2016	30.06.2017	30.06.2018
Net sales	8,682	9,010	8,987
Gross margin after logistics expenses	5,371	5,602	5,604
Advertising and promotion expenses	(1,646)	(1,691)	(1,720)
Contribution after advertising & promotion investments	3,725	3,912	3,884
Profit from recurring operations	2,277	2,394	2,358
Operating profit	2,095	2,232	2,296
Financial income/(expense) from recurring operations	(432)	(374)	(301)
Corporate income tax	(408)	(438)	(392)
Share of net profit/(loss) of associates	0	1	0
NET PROFIT	1,255	1,421	1,603
O/w:			
• non-controlling interests	20	28	26
• Group share	1,235	1,393	1,577
EARNINGS PER SHARE – BASIC (IN EUROS)	4.68	5.27	5.97
EARNINGS PER SHARE – DILUTED (IN EUROS)	4.65	5.25	5.94

Balance sheet

€ million	30.06.2016	30.06.2017	30.06.2018
Assets			
Non-current assets	23,310	22,557	21,737
<i>Of which intangible assets</i>	17,572	17,152	16,858
Current assets	7,282	7,521	7,821
Assets held for sale	6	10	-
TOTAL ASSETS	30,598	30,088	29,558
Liabilities and shareholders' equity			
Consolidated shareholders' equity	13,506	13,886	14,978
Non-current liabilities	12,137	11,946	10,838
Current liabilities	4,955	4,256	3,743
Liabilities held for sale	-	-	-
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	30,598	30,088	29,558

Net financial debt

€ million	30.06.2016	30.06.2017	30.06.2018
Gross non-current financial debt	7,335	7,379	7,239
Gross financial debt from recurring operations	2,027	1,165	452
Non-current hedging instruments - assets	(77)	(9)	-
Hedging Instruments from recurring operations - assets	-	(6)	(1)
Non-current derivative instruments - liabilities	-	-	25
Derivative instruments from recurring operations - liabilities	-	(2)	-
Cash and cash equivalents	(569)	(677)	(754)
NET FINANCIAL DEBT	8,716	7,851	6,962
Free Cash Flow ⁽¹⁾	1,061	1,299	1,433

(1) The calculation of Free Cash Flow is set out in the subsection "Net debt", page 25.

Cash flow statement

€ million	30.06.2016	30.06.2017	30.06.2018
Self-financing capacity before financing interest and taxes	2,315	2,493	2,535
Net interest paid	(408)	(363)	(288)
Net income tax paid	(393)	(408)	(371)
Decrease/(increase) in working capital requirement	(178)	(79)	(100)
Net change in cash flow from operating activities	1,336	1,642	1,776
Net change in cash flow from investment activities	(359)	(293)	(404)
Net change in cash flow from financing activities	(928)	(1,156)	(1,287)
Cash flow from discontinued operations	-	-	-
Foreign currency translation adjustments	(25)	(86)	(8)
Cash and cash equivalents at start of period	545	569	677
CASH AND CASH EQUIVALENTS AT END OF PERIOD	569	677	754

ANALYSIS OF BUSINESS ACTIVITY AND RESULTS

Pernod Ricard uses alternative performance indicators when conducting an analysis of its activity. These indicators are set out on page 26.

In FY18, Pernod Ricard delivered a very strong year.

Clear Sales acceleration; +6.0% vs. +3.7% in FY17, thanks to consistent strategy implementation:

- strong diversified growth, with all Regions and key brands performing well;
- improving price/mix.

Very strong financial delivery:

- Profit from Recurring Operations (PRO): +6.3%, in line with revised annual guidance;

- PRO margin improvement: +14bps, while increasing investment behind must-win brands/markets to drive future growth;
- FX mainly impacted by USD, as expected, with -€180m impact on PRO but €91m favourable impact on Net debt;
- Net Profit : +13% thanks in particular to reduction in financial expenses;
- very strong Free Cash Flow (+10%) leading to Net debt decrease of c. €0.9bn to €7.0bn and Net debt / EBITDA at 2.6x;
- dividend increased to 41% payout.

Presentation of results

Group Net profit per share from Recurring Operations – diluted

€ million	30.06.2017	30.06.2018
Number of shares in circulation - diluted	265,477,729	265,543,003
Profit from recurring operations	2,394	2,358
Operating margin	26.6%	26.2%
Financial income/(expense) from recurring operations	(376)	(301)
Corporate income tax on recurring operations	(509)	(520)
Non-controlling interests, discontinued operations and share of net profit from equity associates	(27)	(26)
GROUP NET PROFIT FROM RECURRING OPERATIONS	1,483	1,511
GROUP NET EARNINGS PER SHARE FROM RECURRING OPERATIONS – DILUTED (IN EUROS)	5.58	5.69

Profit from Recurring Operations

Group € million	30.06.2017	30.06.2018	Reported growth		Organic growth ⁽¹⁾	
Net sales	9,010	8,987	(23)	0%	533	6%
Gross margin after logistics expenses	5,602	5,604	1	0%	345	6%
Advertising and promotion expenses	(1,691)	(1,720)	(29)	2%	(120)	7%
Contribution after advertising & promotion expenses	3,912	3,884	(28)	-1%	225	6%
PROFIT FROM RECURRING OPERATIONS	2,394	2,358	(37)	-2%	155	6%

(1) Organic growth is defined on page 26.

America € million	30.06.2017	30.06.2018	Reported growth		Organic growth ⁽¹⁾	
Net sales	2,661	2,546	(114)	-4%	159	6%
Gross margin after logistics expenses	1,790	1,690	(99)	-6%	92	5%
Advertising and promotion expenses	(551)	(533)	18	-3%	(29)	5%
Contribution after advertising & promotion expenses	1,239	1,157	(81)	-7%	64	5%
PROFIT FROM RECURRING OPERATIONS	790	735	(55)	-7%	55	7%

(1) Organic growth is defined on page 26.

Asia/Rest of World

€ million	30.06.2017	30.06.2018	Reported growth		Organic growth ⁽¹⁾	
Net sales	3,568	3,648	80	2%	324	9%
Gross margin after logistics expenses	2,102	2,164	62	3%	207	10%
Advertising and promotion expenses	(618)	(662)	(44)	7%	(82)	13%
Contribution after advertising & promotion expenses	1,484	1,502	18	1%	125	8%
PROFIT FROM RECURRING OPERATIONS	1,000	996	(4)	0%	74	7%

(1) Organic growth is defined on page 26.

Europe

€ million	30.06.2017	30.06.2018	Reported growth		Organic growth ⁽¹⁾	
Net sales	2,781	2,792	11	0%	50	2%
Gross margin after logistics expenses	1,710	1,749	39	2%	46	3%
Advertising and promotion expenses	(522)	(525)	(3)	1%	(9)	2%
Contribution after advertising & promotion expenses	1,188	1,224	36	3%	36	3%
PROFIT FROM RECURRING OPERATIONS	604	626	22	4%	26	4%

(1) Organic growth is defined on page 26.

Organic net sales growth of Strategic International Brands

In millions of 9-litre cases	Volume 30.06.2017	Volume 30.06.2018	Organic growth ⁽¹⁾ in net sales	Volume growth	Price/mix
Absolut	11.2	11.4	2%	2%	0%
Chivas Regal	4.2	4.4	5%	5%	0%
Ballantine's	6.7	7.1	5%	5%	0%
Ricard	4.8	4.5	-6%	-5%	-1%
Jameson	6.5	7.3	14%	12%	1%
Havana Club	4.3	4.6	6%	5%	0%
Malibu	3.6	3.8	6%	5%	1%
Beefeater	2.8	2.9	4%	4%	0%
Martell	2.1	2.4	14%	12%	2%
The Glenlivet	1.0	1.1	5%	5%	0%
Royal Salute	0.2	0.2	-2%	1%	-2%
Mumm	0.8	0.8	1%	-1%	2%
Perrier-Jouët	0.3	0.3	6%	1%	6%
STRATEGIC INTERNATIONAL BRANDS	48.6	50.7	7%	4%	3%

(1) Organic growth is defined on page 26.

Full-year sales were €8,987 million, representing reported decline of -0.3%, as a result of:

- organic growth of +6.0%, an acceleration vs. FY17 driven mainly by Asia;
- a currency effect of €(530) million over the year, driven primarily by the weaker US Dollar, Indian Rupee and Chinese Renminbi against the Euro;
- a negative scope effect of €(26) million.

FY18 Sales growth was broad-based and delivered by all Regions:

- Americas continued their dynamism, up 6%, with USA now growing broadly in line with the market (+4%). Within the US, Jameson continued its very strong double-digit growth (now c.3.5m cases), Malibu outperformed its category, The Glenlivet stabilised following its transition year, Martell grew very strongly and gained share, the tequila brands (Avion and Altos) as well as Del Maguey continued their strong dynamism, but Absolut remained in decline in a very difficult Vodka category. Sales in the Americas excluding the US grew +10%, thanks to Travel Retail, Mexico and Brazil;

- Asia/Rest of World accelerated, up 9%, thanks to China, India and Travel Retail. China confirmed a strong return to growth (+17%) driven by Martell (+17%), Chivas' return to growth and strong double-digit growth from Premium Brands. India had a strong performance across the portfolio (+14%), enhanced by a favourable basis of comparison. Travel retail's growth accelerated vs. FY17 (+8%) driven by Strategic International Brands, in particular Martell;
- Europe posted modest growth, up 2%, with continued dynamism in Eastern Europe (+10%) and stability in Western Europe. In Eastern Europe, Russia continued its momentum, growing double-digits in FY18 and Poland had a good performance across the portfolio. In Western Europe, Germany and the UK delivered good performances, Travel Retail returned to growth but France and Spain were difficult, declining -4% and -5% respectively.

... and a wide spectrum of brands:

- Strategic International Brands' acceleration: +7% vs. +4% in FY17;
- 11 out of 13 Strategic International Brands in growth, 6 of which improving vs. FY17;
- very strong performance from Martell (+14%) and Jameson (+14%);
- improving trends for overall Scotch portfolio (+3% vs. stable in FY17) and return to growth for Chivas (+5%);
- Absolut +2%, thanks to success outside USA (+6%), although USA still in decline;
- innovation contributing significantly to topline growth.

Contribution after advertising & promotion investments

The gross margin (after logistics expenses) amounted to €5,604 million, with an increase of +6% ⁽¹⁾ (+15bps), due to:

- pricing improving;
- operational excellence savings limiting the impact of cost of goods' increases (in particular on Agave and GST in India);
- strong growth from Martell and Jameson but negative mix from the growth of Seagram's Indian Whiskies and the decline of Ricard.

Advertising and Promotion investments were up +7% ⁽¹⁾ to €1,720 million, to prepare for future growth, with A&P/Sales ratio stable at c.19%:

- support for key innovation projects;
- internationalisation of Martell;
- support of new Chivas platform in China;
- operational excellence savings reinvested.

Profit from Recurring Operations

Profit from Recurring Operations was up +6.3% ⁽¹⁾, or €155 million, to reach €2,358 million. Structure costs increased by 5% ⁽¹⁾, (+4% ⁽¹⁾ excluding Other income and expenses) thanks to strong discipline leading to an increase below that of the top line and with targeted investment in Emerging markets and growth relays to drive future growth. The currency effect (-8%, or €(180) million) was primarily due to the weaker US Dollar but also a weaker Chinese Renminbi and Indian Rupee. The scope effect remained limited (-0%, or €(11) million). Due to the impact of FX, Profit from Recurring Operations declined on a reported basis by 2%.

Financial income/(expense) from recurring operations

Financial expenses from recurring operations were €(301) million, compared with €(376) million the previous period. The cost of debt stood at 3.5% for the year, compared with 3.8% in FY17. For FY19, the cost of debt is expected to be 3.9%.

The debt structure at 30 June 2018 was as follows:

- the bond portion was approximately 89% of gross debt;
- the fixed rate portion was 79% of total debt;
- the maturity of gross debt at the end of June 2018 was six years and seven months;
- the Group had €0.8 billion in cash and €2.5 billion in undrawn syndicated credit facility as of 30 June 2018;
- structuring the debt by currency (USD: 53%) provides a natural hedging mechanism with debt by currency matched with cash flow by currency.

Group Net Profit from Recurring Operations

Tax on Profit from Recurring Operations stood at €(520) million, giving a current effective rate of tax of close to 25%, in line with FY17. Non-controlling interests amounted to €(26) million.

Group Net Profit from Recurring Operations increased by 2% to reach €1,511 million. Diluted Net Profit per share from Recurring Operations stood at €5.69, up +2%.

Group Net Profit

Other non-recurring operating income and expenses amounted to €(62) million. Non-current financial income (expense) amounted to a net expense of €(1) million. Corporate income tax on non-recurring item as amounted to Net income of €129 million.

Accordingly, Group Net Profit stood at €1,577 million, up +13% on FY17.

(1) Organic growth is defined on page 26.

NET DEBT

Reconciliation of Net financial debt – The Group uses net financial debt in the management of its cash and its Net debt capacity. A reconciliation of net financial debt and the main balance sheet items is provided in Note 4.9 – Financial instruments in the Notes to the annual consolidated financial statements of the registration document. The following table shows the change in Net debt over the year:

€ million	30.06.2017	30.06.2018
Profit from recurring operations	2,394	2,358
Other operating income and expenses	(163)	(62)
• Depreciation of fixed assets	219	216
• Net change in impairment of goodwill and property, plant and equipment and intangible assets	75	73
• Net change in provisions	(59)	(35)
• Restatement of contributions to pension funds acquired from Allied Domecq and others ⁽²⁾	7	14
• Fair value adjustments on commercial derivatives and biological assets	(14)	(1)
• Net (gain)/loss on disposal of assets	6	(48)
• Share-based payments	34	35
Sub-total of depreciation and amortisation, change in provisions and other	268	254
SELF-FINANCING CAPACITY BEFORE FINANCING INTEREST AND TAX ⁽¹⁾	2,499	2,549
Decrease/(increase) in working capital requirements	(79)	(100)
Net interest and tax payments	(771)	(659)
Net acquisitions of non-financial assets and other	(350)	(358)
FREE CASH FLOW	1,299	1,433
Of which recurring Free Cash Flow	1,471	1,422
Net disposal of financial assets and activities, contributions to pension plans acquired from Allied Domecq and others ⁽²⁾	50	(60)
Change in the scope of consolidation	-	-
• Capital increase and other changes in shareholders' equity	-	-
• Dividends and interim dividends paid	(511)	(551)
• (Acquisition)/disposal of treasury shares	(36)	(23)
Sub-total dividends, purchase of treasury shares and other	(547)	(575)
DECREASE/(INCREASE) IN DEBT (BEFORE FOREIGN EXCHANGE IMPACT)	802	798
Foreign currency translation adjustments	62	91
DECREASE/(INCREASE) IN DEBT (AFTER FOREIGN EXCHANGE IMPACT)	865	889
Net debt at beginning of period	(8,716)	(7,851)
Net debt at end of period	(7,851)	(6,962)

(1) Excluding investments in pension funds acquired from Allied Domecq.

(2) Of which €5 million related to pension funds acquired from Allied Domecq and €9 million related to tax on disposals in FY17 paid in FY18.

OUTLOOK

Pernod Ricard will pursue the execution of a consistent strategy with clear resource allocation and support for must-win brands and markets.

For FY19, in an uncertain geopolitical and monetary environment, the Group expects:

- broad-based sales growth to continue;
- improved pricing;
- growing pressure on Input costs;

- very strong Q1 given the favourable base of comparison in India and an earlier Mid-Autumn Festival.

The guidance for FY19 is organic growth in Profit from Recurring Operations of between +5% and +7%.

DEFINITIONS AND RECONCILIATION OF ALTERNATIVE PERFORMANCE INDICATORS WITH IFRS INDICATORS

Pernod Ricard's management process is based on the following non-IFRS measures which are chosen for planning and reporting. The Group's management believes these measures provide valuable additional information for users of the financial statements in understanding the Group's performance. These non-IFRS measures should be considered as complementary to the comparable IFRS measures and reported movements therein.

Organic growth

Organic growth is calculated after excluding the impacts of exchange rate movements and acquisitions and disposals.

Exchange rates impact is calculated by translating the current year results at the prior year's exchange rates.

For acquisitions in the current year, the post-acquisition results are excluded from the organic movement calculations. For acquisitions in the prior year, post-acquisition results are included in the prior year but are included in the organic movement calculation from the anniversary of the acquisition date in the current year.

Where a business, brand, brand distribution right or agency agreement was disposed of or terminated in the prior year, the Group excludes in the organic movement calculations the results for that business from the prior year. For disposals or terminations in the current year, the Group excludes the results for that business from the prior year from the date of the disposal or termination.

This measure enables the Group to focus on the performance of the business which is common to both years and which represents those measures that local managers are most directly able to influence.

Free Cash Flow

Free Cash Flow comprises the net cash flow from operating activities excluding the contributions to the Allied Domecq pension plans acquired, aggregated with the proceeds from disposals of property, plant and equipment and intangible assets and after deduction of the capital expenditures.

"Recurring" indicators

The following three measures represent key indicators for the measurement of the recurring performance of the business, excluding significant items that, because of their nature and their unusual occurrence, cannot be considered as inherent to the recurring performance of the Group:

- **Recurring Free Cash Flow:**

Recurring Free Cash Flow is calculated by restating Free Cash Flow from non-recurring items.

- **Profit from Recurring Operations:**

Profit from Recurring Operations corresponds to the operating profit excluding other non-current operating income and expenses.

- **Group net profit from recurring operations**

Group net profit from recurring operations corresponds to the Group net profit excluding other non-current operating income and expenses, non-recurring financial items and corporate income tax on non-recurring items.

Net debt

Net financial debt, as defined and used by the Group, corresponds to total gross debt (translated at the closing rate), including fair value and net foreign currency assets hedge derivatives (hedging of net investments and similar), less cash and cash equivalents.

EBITDA

EBITDA stands for "earnings before interest, taxes, depreciation and amortisation". EBITDA is an accounting measure calculated using the Group's Profit from Recurring Operations excluding depreciation and amortisation on operating fixed assets.

ANALYSIS OF PERNOD RICARD SA RESULTS

Relations between the Parent Company and its affiliates

The main role of Pernod Ricard SA, the Group's Parent Company, is to carry out general interest and coordination activities in strategy, financial control of affiliates, external growth, marketing, development, research, Human Resources and communication. Pernod Ricard SA's financial relations with its affiliates mainly involve the billing of royalties for the operation of brands owned by Pernod Ricard SA, various billings and the receipt of dividends.

Income statement and balance sheet as at 30 June 2018

Analysis of the FY18 income statement

Operating income represented €211 million at 30 June 2018, an increase of €28 million compared with 30 June 2017, mainly due to provision reversals for €23 million, a €3 million decrease in royalties, and an €8 million increase in net sales.

The amount of operating expenses as at 30 June 2018 was €(285) million compared with €(256) million in the previous year, i.e. a rise in expenses of €28 million. The main changes are explained by:

- an increase in personnel expenses of €19 million;
- an increase in purchases of goods and supplies not for stock and external services of €10 million.

Operating profit (loss) amounted to €(74) million at 30 June 2018, unchanged from the operating profit (loss) at 30 June 2017.

The amount of financial income was €482 million at 30 June 2018, compared to €797 million at 30 June 2017. This decrease of €315 million was mainly attributable to:

- a decrease in dividends received of €180 million;
- a decrease in net financial expenses of €74 million;
- a substantial variation in foreign exchange gains and losses of €330 million;
- a net reversal of financial provisions of €123 million.

Profit from continuing operations before tax amounted to €408 million.

The extraordinary result as at 30 June 2018 represented an expense of €21 million linked to a net expense on provisions and reversals for risk

over FY18 amounting to €14 million and to non-current expenses and income amounting to €7 million.

Lastly, the corporate income tax item is made up of a tax product of €179 million relating to the effects of the tax consolidation over the FY18 period of €114 million and income of €65 million related to the refunds claimed on the additional 3% tax on dividends.

As a result, net profit for FY18 was €566 million.

Analysis of the FY18 balance sheet

Assets

Total net fixed assets stood at €12,927 million on 30 June 2018 compared with €12,895 million for the previous year, i.e. an increase of €32 million. The main changes observed are as follows:

- an increase of €9 million in property, plant and equipment and intangible assets;
- an increase of €24 million in financial assets due primarily to:
 - the capital increase of Pernod Ricard Central and South America for €41 million,
 - the impairment of Pernod Ricard Central and South America for €(20) million,
 - the repayment of investment receivables for €1 million.

Current assets amounted to €2,391 million during the financial year, i.e. a decrease of €34 million compared to 30 June 2017. The main movements include:

- an increase of €76 million in trade receivables;
- a reduction of €41 million in other receivables, consisting of:
 - an increase of €14 million in State receivables,
 - a reduction of €55 million in various receivables due to the revaluation of USD receivables for €29 million, the reimbursement of current tax accounts for €29 million, and a positive change in the amount of the share option premiums for €3 million;
- a reduction in cash amounting to €56 million mainly attributable to the reduction in cash instruments;
- a €7 million decrease in marketable securities.

Prepaid expenses and deferred charges amounting to €583 million consist of Unrealized foreign exchange losses, Bond redemption premiums and Prepaid expenses, which decreased respectively by €44 million, €3 million and €7 million between 30 June 2017 and 30 June 2018.

Liabilities

Shareholders' equity amounted to €6,490 million at 30 June 2018, compared with €6,475 million at 30 June 2017. The main movements for the period were:

- profit for the financial year of €566 million;
- the payment of the balance of the dividend for FY17 of €284 million;
- the payment of an interim dividend of €1.01 per share in respect of FY18, amounting to €267 million. This interim dividend was paid on 6 July 2018.

Provisions for risks and charges increased by €15 million. This change was attributable to:

- a net reversal of provision for post-employment benefits of €8 million;
- a stable €161 million provision for foreign exchange losses;
- a €22 million increase in other provisions for risks.

During the period, financial debts decreased by €(190) million, particularly as a result of:

- the repayment of long-term debt from Mediobanca due on 26 November 2017 for €(98) million;
- the €(92) million revaluation of US dollar-denominated bonds.

The €157 million increase in operating debts is explained primarily by:

- the increase in other debts amounting to €156 million, €124 million of which stem from an increase in the Pernod Ricard Finance current account, €16 million in increased intra-group creditors' tax current accounts and €17 million of dividends to pay;
- the €6 million reduction in trade payables;
- the €8 million increase in tax and social security payables.

The deferred income and adjustment account amounted to €442 million on 30 June 2018, including principally the Unrealized foreign exchange gains item, which was down by €45 million compared to 30 June 2017.

FINANCIAL RESULTS OVER THE LAST FIVE FINANCIAL YEARS

€	30.06.2014	30.06.2015	30.06.2016	30.06.2017	30.06.2018
Financial position at year-end					
Share capital	411,403,468	411,403,468	411,403,468	411,403,468	411,403,468
Number of shares outstanding	265,421,592	265,421,592	265,421,592	265,421,592	265,421,592
Number of convertible bonds in issue	-	-	-	-	-
Number of bonus shares granted on 16 January 2007 (dividend rights from 1 July 2006)	-	-	-	-	-
Number of shares created by the capital increase of 14 May 2009	-	-	-	-	-
Number of bonus shares granted on 18 November 2009 (dividend rights from 1 July 2009)	-	-	-	-	-
Operating results					
Sales (excluding taxes and duties)	699,007	72,349,685	137,322,737	147,044,350	154,976,030
Profit before taxes, amortisation, depreciation and allowances to provisions	343,291,521	1,564,703,879	547,695,859	926,378,106	432,466,377
Corporate income tax	167,807,564	143,419,324	160,415,191	114,461,535	179,468,467
Profit after taxes, amortisation, depreciation and allowances to provisions	462,677,928	1,614,768,789	764,078,429	966,776,001	565,822,841
Dividends distributed ⁽¹⁾	432,824,096	474,999,305	496,766,932	536,151,616	-
Earnings per share					
Profit after taxes, but before amortisation, depreciation and allowances to provisions	1.93	6.44	2.67	3.92	2.31
Profit after taxes, amortisation, depreciation and allowances to provisions	1.74	6.08	2.88	3.64	2.13
Dividend paid per share ⁽¹⁾	1.63	1.80	1.88	2.02	-
Personnel					
Number of employees	349	362	373	372	401
Total payroll	53,399,561	51,445,974	49,175,332	52,442,536	64,087,417
Employee-related benefits paid during the year	27,819,911	29,223,152	25,196,150	22,389,498	29,981,592

(1) The amount of dividends for 2018 will be known with certainty after the Shareholders' Meeting of 21 November 2018 (dividends relating to the financial year from 1 July 2017 to 30 June 2018).

ITEMS ON THE AGENDA PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

1. Approval of the Parent Company financial statements for the financial year ended 30 June 2018.
2. Approval of the consolidated financial statements for the financial year ended 30 June 2018.
3. Allocation of the net result for the financial year ended 30 June 2018 and setting of the dividend.
4. Approval of regulated agreements and commitments referred to in article L. 225-38 *et seq.* of the French Commercial Code.
5. Renewal of the directorship of Ms Martina Gonzalez-Gallarza.
6. Renewal of the directorship of Mr Ian Gallienne.
7. Renewal of the directorship of Mr Gilles Samyn.
8. Appointment of Ms Patricia Barbizet as Director.
9. Setting of the annual amount of Directors' fees allocated to the members of the Board of Directors.
10. Approval of the components of the compensation policy applicable to Mr Alexandre Ricard, Chairman & CEO.
11. Approval of the components of the compensation due or granted for the 2017/18 financial year to Mr Alexandre Ricard, Chairman & CEO.
12. Authorisation to be granted to the Board of Directors to repurchase the shares of the Company.

ITEMS ON THE AGENDA PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

13. Delegation of authority to be granted to the Board of Directors to decide on a share capital increase subject to the limit of 2% of the share capital through the issue of shares or securities granting access to the share capital, reserved for members of company savings plans with cancellation of the preferential subscription right in favour of the members of such savings plans.
14. Delegation of authority to be granted to the Board of Directors to decide to increase the share capital subject to the limit of 2% of the share capital through the issue of shares or securities granting access to the share capital, reserved for certain categories of beneficiaries with cancellation of the preferential subscription right.
15. Amendment to article 11, III of the Company's bylaws relating to the notification period in the event of a statutory threshold crossing of 0.5% of the share capital to align this notification period with the period for legal thresholds' crossings' notification period as provided in article 223-14 of the General Regulation of the French Financial Markets Authority (AMF).
16. Amendment to article 11, III of the Company's bylaws to include in the statutory threshold crossing notification the shares deemed to be held by the person required to provide information in accordance with the legal rules regarding assimilation of shareholdings.
17. Amendment to article 29 of the bylaws in order to remove the reference to the alternate Statutory Auditors in accordance with the law of 9 December 2016 on transparency, the fight against corruption and modernisation of the economy.
18. Powers to carry out the necessary legal formalities.

6

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

You have been convened to the Shareholders' Meeting (Ordinary and Extraordinary) to vote on 18 resolutions, the purpose of which is described below.

PRESENTATION OF RESOLUTIONS

RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

Approval of the annual financial statements and allocation of the results (1st to 3rd resolutions)

The purpose of the **1st resolution** is to approve the Parent Company financial statements for FY18, which show a net profit of €565,822,840.50.

The purpose of the **2nd resolution** is to approve the Pernod Ricard consolidated financial statements for FY18.

The purpose of the **3rd resolution** is to allocate the net result. It is proposed that the dividend for FY18 be set at €2.36 per share. An interim dividend payment of €1.01 per share having been paid on 6 July 2018, the balance, amounting to €1.35 per share, would be detached on 28 November 2018 (with a "record date" of 29 November 2018) and paid on 30 November 2018.

Approval of regulated agreements and commitments (4th resolution)

It is proposed that, by voting on the **4th resolution**, you approve the regulated agreements and commitments authorised or still in force during FY18, as described in the Statutory Auditors' special report (see Section 6 "Pernod Ricard SA Financial Statements" of the Registration Document). These relate mainly to agreements concluded in the context of financing transactions between the Company and companies or affiliates with which it has Directors or executives in common and the commitments relating to the Executive Director.

Composition of the Board: renewal and appointment of Directors (5th to 8th resolutions)

Information regarding the Directors whose renewal of the term of office or appointment are proposed, appears in Section 2 "Corporate governance and internal control" of the Registration Document.

The directorship of Ms Martina Gonzalez-Gallarza expires at the close of this Shareholders' Meeting. It is thus proposed that, by voting on the

5th resolution, you renew her directorship for a term of four years expiring at the close of the Shareholders' Meeting to be held in 2022 to approve the financial statements for the previous financial year.

The directorship of Mr Ian Gallienne expires at the close of this Shareholders' Meeting. It is thus proposed that, by voting on the **6th resolution**, you renew his directorship for a term of four years expiring at the close of the Shareholders' Meeting to be held in 2022 to approve the financial statements for the previous financial year.

The directorship of Mr Gilles Samyn expires at the close of this Shareholders' Meeting. It is thus proposed that, by voting on the **7th resolution**, you renew his directorship for a term of four years expiring at the close of the Shareholders' Meeting to be held in 2022 to approve the financial statements for the previous financial year.

Finally, it is proposed that, by voting on the **8th resolution**, you appoint as Director Ms Patricia Barbizet for a term of four years expiring at the close of the Shareholders' Meeting to be held in 2022 to approve the financial statements for the previous financial year.

The Nominations, Governance and CSR Committee and the Board of Directors reviewed the candidate and determined that Ms Patricia Barbizet could share her experience as a CEO and her expertise in the sectors of luxury goods and retail and in corporate governance with the Board of Directors. Additionally, they reviewed and confirmed that Ms Patricia Barbizet fully meets the independence criteria set by the AFEP-MEDEF Code to which the Company refers.

Thus, at the close of the Shareholders' Meeting the Board of Directors would, for a transitional period (this transitory composition is proposed since the directorship of one Independent Director will not be renewed at the Shareholders' Meeting held in November 2019, which will lead to a Board comprising 12 Directors excluding the Director(s) representing the employees), comprise 14 members (including one Director representing the employees), of which seven Independent Directors (53.8%) and six women (46.1%) in accordance with the recommendations of the AFEP-MEDEF Code and the law. It is specified that a second Director representing the employees will be appointed following this Shareholders' Meeting in accordance with the Company's bylaws.

Directors' fees (9th resolution)

The purpose of the **9th resolution** is to set the aggregate amount of Directors' fees allocated to the Board of Directors. This year, the Board of Directors decided, on the recommendation of the Compensation Committee, to review the aggregate annual amount of the Directors' fees, it being specified that it has remained unchanged for several years. Accordingly, it is proposed to set the Board of Directors' total compensation for FY19 at €1,250,000 in order to enable the Board of Directors to have the flexibility to hold further Board of Directors or Committee meetings, to anticipate the appointment of any additional Directors, to maintain the attractiveness of the Board of Directors and to align the Company with CAC40 practices.

Approval of the compensation policy items applicable to Mr Alexandre Ricard, Chairman & CEO (10th resolution)

The purpose of the **10th resolution** is to submit for your approval the components of the compensation policy applicable to Mr Alexandre Ricard, Chairman & CEO of the Company, in accordance with the provisions of article L. 225-37-2 of the French Commercial Code.

Components of the compensation policy are described in detail in Section 2 "Corporate governance and internal control," under the "Compensation Policy for the Executive Director" subsection of the Registration Document.

Approval of the components of the compensation due or granted for FY18 to Mr Alexandre Ricard, Chairman & CEO of the Company (11th resolution)

The purpose of the **11th resolution** is to submit for your approval the components of the compensation due or granted in respect of FY18 to Mr Alexandre Ricard, Chairman & CEO of the Company, in accordance with article L. 225-37-2 of the French Commercial Code. The components of the compensation due or granted to the Executive Director of the Company for the financial year ended and which are to be submitted for approval by the shareholders are as follows:

- the fixed portion;
- the annual variable portion and, if applicable, any multi-year variable portion with objectives contributing to the determination of this variable portion;
- special bonuses;
- stock options, performance-based shares and any other element of long-term compensation;
- welcome bonus or compensation for termination of service;
- supplementary pension schemes;
- Directors' fees; and
- any other benefits.

All these elements are described in detail in Section 2 "Corporate governance and internal control" of the Registration Document, under the "Components of the compensation due or granted in respect of FY18 to Alexandre Ricard, Chairman & CEO, subject to the shareholders' approval" subsection.

Repurchase of shares (12th resolution)

The Shareholders' Meeting of 9 November 2017 allowed the Board of Directors to trade in the Company's shares. The transactions carried out in accordance with this authorisation are described in Section 2 "Corporate governance and internal control" of the Registration Document. This authorisation is due to expire on 8 May 2019. It is proposed, in the **12th resolution**, that you renew the authorisation for the Board of Directors to trade in the Company's shares for a period of 18 months at a **maximum purchase price of €240 per share**, excluding acquisition costs.

This authorisation would enable the Board of Directors to purchase Company shares representing a **maximum of 10% of the Company's share capital**, primarily with a view to:

- allocating or transferring them to employees and Executive Directors of the Company and/or Group companies (including the allocation of stock options and free and/or performance-based shares) or in connection with covering the Company's commitments under financial contracts or options with cash settlement granted to the employees and Executive Directors of the Company and/or Group companies;
- using them for external growth transactions (up to a maximum of 5% of the number of shares comprising the Company's share capital);
- delivering shares upon the exercise of rights attached to securities granting access to the share capital;
- cancelling them;
- stabilising the share price through liquidity agreements.

These transactions would be carried out during periods considered appropriate by the Board of Directors. However, during a public offer period, the repurchases would only be carried out provided that they:

- enable the Company to comply with its prior commitments undertaken before the launch of the public offer;
- are undertaken in connection with the pursuit of a share buyback programme that was already in progress;
- cannot cause the offer to fail; and
- fall within the scope of one of the following objectives:
 - allocation to the beneficiaries of stock options and free and/or performance-based shares,
 - cover the Company's commitments under financial contracts or options with cash settlement,
 - allocation for external growth transactions (up to a limit of 5% of the Company's share capital), or
 - allocation to holders of securities granting access to share capital.

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

The **13th and 14th resolutions** propose delegations of authority granted to the Board of Directors by the Shareholders' Meeting in order to allow the Board of Directors to set up an employee shareholding plan in France and abroad.

Such a shareholding plan would be set up in particular to facilitate the access to the share capital of the Company to a large number of the Group's employees and to align their interests with those of the shareholders.

More precisely, the **13th resolution** allows capital increases reserved for employees and/or Executive Directors, who are members of a company savings plan in the Group. The purpose of the **14th resolution** is to allow the employees and corporate officers in certain countries outside of France to subscribe to the shares of the Company with similar benefits, in terms of economic profile, to those offered to the employees in the **13th resolution**, in particular, when legal and/or tax local constraints make the implementation of the employee shareholding plan in the context of the **13th resolution** impossible or difficult.

It is stated that these delegations of authority allow share capital increases and that they could not be used during a public offer for the shares of the Company.

Delegation of authority to increase the share capital through the issue of shares or securities granting access to the share capital, with cancellation of the preferential subscription right, reserved for members of a company saving plan (**13th resolution**)

The **13th resolution** seeks to allow the Board of Directors to decide on share capital increases reserved for employees and/or Executive Officers who members of company savings plans within the Group Pernod Ricard.

As the Shareholders' Meeting is requested, in accordance with the provisions of the French Commercial Code, to vote on delegations of authority to the Board of Directors permitting future share capital increases, it is proposed that, by voting on the **13th resolution**, you delegate authority to the Board of Directors to decide on a share capital increase of a **maximum nominal amount corresponding to 2% of the share capital** at the close of this Shareholders' Meeting, by way of an issue of shares or securities granting access to the share capital with cancellation of preferential subscription rights, reserved for members of one or more employee savings plans in place within the Company or the Group. **The cap of 2% of the share capital of this resolution is common with the cap of the 14th resolution below. This limit would be deducted from the Overall Limit set in the 14th resolution of the Shareholders' Meeting of 9 November 2017 and from the share capital increase limit set in the 15th resolution of the Shareholders' Meeting of 9 November 2017.**

The issue price for the new shares or securities granting access to the share capital may not be more than 20% below the average of the listed prices of the Pernod Ricard shares on the regulated Euronext Paris market during the 20 trading sessions prior to the date of the decision setting the opening date for the subscription period, nor may the issue price exceed this average.

This delegation of authority will be valid until the expiry date of the 15th resolution of the Shareholders' Meeting of 9 November 2017, *i.e.* until 8 January 2020.

The Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorisation from the Shareholders' Meeting; this restriction shall remain in effect until the end of the offer period.

Delegation of authority to be granted to the Board of Directors to decide on a share capital increase through the issue of shares or securities granting access to the share capital, reserved for certain categories of beneficiaries with cancellation of the preferential subscription right (**14th resolution**)

By voting on the **14th resolution**, it is proposed that, in accordance with the provisions of the French Commercial Code, you consent to delegate authority to the Board of Directors to decide on a share capital increase of a **maximum nominal amount corresponding to 2% of the share capital** at the close of this Shareholders' Meeting, by way of an issue of shares or securities granting access to the share capital, reserved for certain categories of beneficiaries with cancellation of the preferential subscription right, in favour of such beneficiaries. **The cap of 2% of the share capital of this resolution is common with the cap of the 13th resolution above. This limit would be deducted from the Overall Limit set in the 14th resolution of the Shareholders' Meeting of 9 November 2017 and from the share capital increase limit set in the 15th resolution of the Shareholders' Meeting of 9 November 2017.**

The 14th resolution seeks to adapt the conditions of the employee shareholding plan implemented in the 13th resolution to the local legal and/or tax locals constraints to allow the employees and/or corporate officers in certain countries outside of France to subscribe to the shares of the Company with similar benefits, in terms of economic profile, to those given to the employees in the 13th resolution.

The share capital increase may be reserved for (i) categories of employees and/or Executive Directors or (ii) any entity or banking institution with exclusive purpose to subscribe the shares of the Company or any financial instrument in order to facilitate access to the capital of the Company for employees and/or Executive Directors outside France or to similar investment formulas.

The subscription price of the shares or securities granting access to the share capital will be fixed by the Board of Directors and (a) may not be more than 20% below the average of the listed prices of the Pernod Ricard share recorded on the regulated Paris market over the 20 trading sessions preceding the date of the decision setting the opening date of the subscription period as part of this resolution, nor exceed such average or (b) will be equal to the price set for the shares issued as part of the capital increase reserved for members of company savings plans pursuant to the 13th resolution of this Shareholders' Meeting.

This delegation of authority will be valid until the expiry date of the 15th resolution of the Shareholders' Meeting of 9 November 2017, *i.e.* until 8 January 2020.

The Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorisation from the Shareholders' Meeting; this restriction shall remain in effect until the end of the offer period.

Amendment to article 11 of the Company's bylaws relating to the notification period in the event of a statutory threshold crossing of 0.5% of the share capital to align this period with the period for the legal threshold crossings as provided by article 223-14 of the General Regulation of the French Financial Markets Authority (AMF) (15th resolution)

By voting on the **15th resolution**, it is proposed that you amend article 11, III of the bylaws relating to the information obligation when crossing a statutory shareholding threshold (article 11, III) in order to align the statutory notification period with the legal threshold notification period set by the General Regulation of the French Financial Markets Authority (AMF).

It is thus proposed to replace the current fifteen (15) trading sessions' notification period with a new notification period of four (4) trading sessions.

Amendment to article 11 of the Company's bylaws to include in the statutory threshold crossing notifications the shares deemed to be held by the person required to provide the information in accordance with articles L. 233-7 and L. 233-9 of the French Commercial Code (16th resolution)

By voting on the **16th resolution**, it is proposed that you amend the bylaws relating to the information obligation when crossing a statutory threshold (article 11, III) to include the shares deemed to be held by the person required to provide information in accordance with the legal rules on assimilation of shareholdings.

Accordingly, the shares held by the same person, along with the shares assimilated in accordance with articles L. 233-7 and L. 233-9 of the French Commercial Code, will be included in the participation threshold calculations. These include notably the shares held by companies which are controlled by this person, shares owned by a third party with whom this person is acting in concert, or shares corresponding to any financial agreement or instrument.

Amendment to article 29 of the Company's bylaws in order to remove the reference to the alternate Statutory Auditors in accordance with the so-called "Sapin 2" law of 9 December 2016 on transparency, the fight against corruption and modernisation of the economy (17th resolution)

By voting on the **17th resolution**, it is proposed that you amend article 29 of the bylaws relating to the appointment of the Statutory Auditors to comply with the so-called "Sapin 2" law of 9 December 2016.

Accordingly, it is proposed to delete the reference to the alternate Statutory Auditors and to only keep the reference to the Statutory Auditors chosen from the list prescribed by law.

Powers to carry out the required legal formalities (18th resolution)

By voting on the **18th resolution**, the Shareholders' Meeting is asked to authorise the Board of Directors to carry out the required legal formalities, where applicable.

RESOLUTIONS PRESENTED TO THE ORDINARY SHAREHOLDERS' MEETING

The purpose of the **first three resolutions** is to approve Pernod Ricard's Parent Company and consolidated financial statements for FY18 and to allocate the net result for said year. It is proposed to set the dividend at €2.36 per share, following the allocation of an interim dividend of €1.01 per share on 6 July 2018.

First resolution

(Approval of the Parent Company financial statements for the financial year ended 30 June 2018)

Having reviewed the Parent Company financial statements for the financial year ended 30 June 2018, the management report of the Board of Directors and the report of the Statutory Auditors on the Parent Company financial statements, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, approves the financial statements for the financial year ended 30 June 2018 as well as all transactions recorded in the financial statements or summarised in these reports, which show a net profit of €565,822,840.50 for the aforementioned financial year.

Pursuant to article 223 quater of the French General Tax Code, the Shareholders' Meeting also takes note of the fact that the total amount of the costs and expenses referred to in paragraph 4 of article 39 of the French General Tax Code amounted to €280,637 for the past financial year, and that the future tax payable with regard to these costs and expenses amounts to €96,623.

Second resolution

(Approval of the consolidated financial statements for the financial year ended 30 June 2018)

Having reviewed the report of the Board of Directors on the management of the Group in accordance with article L. 233-26 of the French Commercial Code and the report of the Statutory Auditors on the consolidated financial statements, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, approves the consolidated financial statements for the financial year ended 30 June 2018 as presented to it as well as the transactions recorded in the financial statements or summarised in the report on the management of the Group.

Third resolution

(Allocation of the net result for the financial year ended 30 June 2018 and setting of the dividend)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, notes that the balance sheet for the financial year ended 30 June 2018 shows a net profit of €565,822,840.50.

It decides, on the proposal of the Board of Directors, to allocate and divide this profit as follows:

Profit	€565,822,840.50
Allocation to the legal reserve	— ⁽¹⁾
Balance	€565,822,840.50
Previous retained earnings	€2,324,713,495.95
Distributable profit	€2,890,536,336.45
Dividend distributed	€626,394,957.12
Balance allocated to retained earnings	€2,264,141,379.33

(1) The amount of the legal reserve having reached the threshold of 10% of the share capital.

It should be noted that in the event of a change in the number of shares entitled to a dividend compared with the 265,421,592 shares making up the share capital as of 30 June 2018, the total amount of the dividend shall be adjusted accordingly and the amount allocated to the retained earnings account shall be determined on the basis of dividends actually paid.

A dividend of €2.36 will be distributed for each Company share.

An interim dividend payment of €1.01 per share having been paid on 6 July 2018, the balance amounting to €1.35 per share will be detached on 28 November 2018 (with a record date of 29 November 2018) and paid on 30 November 2018.

The Shareholders' Meeting decides that the amount of the dividend accruing to treasury shares or shares that have been cancelled on the ex-dividend date will be allocated to "Retained earnings".

The amount distributed of €2.36 per share will be eligible for the 40% tax deduction applicable to individual shareholders who are French tax residents, as provided for in article 158, 3-2° of the French General Tax Code.

Shareholders' equity amounts to €6,130,286,283.34 after allocation of the net result for the financial year.

Dividends distributed over the past three financial years are as follows:

	2014/15	2015/16	2016/17
Number of shares	265,421,592	265,421,592	265,421,592
Dividend per share			
(€)	1.80 ⁽¹⁾	1.88 ⁽¹⁾	2.02 ⁽¹⁾

(1) Amounts eligible for the 40% tax deduction for individual shareholders who are French tax residents, as provided for in article 158, 3-2° of the French General Tax Code.

The purpose of the 4th resolution is to approve regulated agreement and commitments previously approved by the Board of Directors of Pernod Ricard.

Fourth resolution

(Approval of the regulated agreements and commitments referred to in article L. 225-38 et seq. of the French Commercial Code)

Having reviewed the special report of the Statutory Auditors on the regulated agreements and commitments referred to in article L. 225-38 et seq. of the French Commercial Code, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, takes note of the conclusions of said report and approves the agreements and commitments referred to therein.

The 5th to the 8th resolutions relate to the composition of the Board of Directors. It is therefore proposed to renew, for a period of four years, the directorships of Ms Martina Gonzalez-Gallarza and Messrs Ian Gallienne and Gilles Samyn and to appoint Ms Patricia Barbizet as Director.

Fifth resolution

(Renewal of the directorship of Ms Martina Gonzalez-Gallarza)

Having reviewed the report of the Board of Directors, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, decides to renew the directorship of Ms Martina Gonzalez-Gallarza.

This term of office is granted for a period of four years, which shall expire at the close of the Shareholders' Meeting to be held in 2022 to approve the financial statements for the previous financial year.

Sixth resolution

(Renewal of the directorship of Mr Ian Gallienne)

Having reviewed the report of the Board of Directors, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, decides to renew the directorship of Mr Ian Gallienne.

This term of office is granted for a period of four years, which shall expire at the close of the Shareholders' Meeting to be held in 2022 to approve the financial statements for the previous financial year.

Seventh resolution

(Renewal of the directorship of Mr Gilles Samyn)

Having reviewed the report of the Board of Directors, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, decides to renew the directorship of Mr Gilles Samyn.

This term of office is granted for a period of four years, which shall expire at the close of the Shareholders' Meeting to be held in 2022 to approve the financial statements for the previous financial year.

Eighth resolution

(Appointment of Ms Patricia Barbizet as a Director)

Having reviewed the report of the Board of Directors, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, decides to appoint Ms Patricia Barbizet as a Director.

This term of office is granted for a period of four years, which shall expire at the close of the Shareholders' Meeting to be held in 2022 to approve the financial statements for the previous financial year.

The purpose of the 9th resolution is to set the aggregate amount of Directors' fees allocated to the Board of Directors for the current financial year. It is noted that the Board of Directors, on the proposal of the Compensation Committee, has decided to increase the aggregate annual amount of the Directors' fees in order to have flexibility if further Board of Directors or Committees' meetings were to be held, to anticipate the appointment of any additional Directors, to maintain the attractiveness of the Board of Directors and to align the Company with CAC40 practices.

Ninth resolution

(Setting of the annual amount of Directors' fees allocated to the members of the Board of Directors)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, upon the proposal of the Board of Directors, decides to set the aggregate annual amount of Directors' fees in respect of the 2018/19 financial year at €1,250,000.

The 10th and 11th resolutions relate to the compensation of the Executive Director and respectively, aim at approving (i) the FY18 compensation policy items applicable to the Chairman & CEO, Mr Alexandre Ricard and (ii) the components of the compensation due or granted to him for FY18.

Tenth resolution

(Approval of the compensation policy items applicable to Mr Alexandre Ricard, Chairman & CEO)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having reviewed the report of the Board of Directors established in accordance with article L. 225-37-2 of the French Commercial Code, approves the principles and criteria for determining, allocating and granting the fixed, variable and exceptional items of total compensation and other benefits granted to the Chairman & CEO by virtue of his mandate, as detailed in Section 2 "Corporate governance and internal control" of FY18 Registration Document, under the "Compensation policy for the Executive Director" subsection.

Eleventh resolution

(Approval of the components of the compensation due or granted for FY18 to Mr Alexandre Ricard, Chairman & CEO)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, having considered the report of the Board of Directors established in accordance with article L. 225-37-2 of the French Commercial Code, approves the components of the compensation due or granted for FY18 to Mr Alexandre Ricard, Chairman & CEO. These components are described in the FY18 Registration Document, in Section 2 "Corporate governance and internal control" and more specifically in the table entitled "Components of the compensation due or granted in respect of FY18 to Mr Alexandre Ricard, Chairman & CEO, subject to the shareholders' approval".

The purpose of the 12th resolution is to renew the authorisation granted to the Board of Directors to trade in the Company's shares. The Board will be able to use the authorisation, subject to conditions.

Twelfth resolution

(Authorisation to be granted to the Board of Directors to repurchase the shares of the Company)

Having reviewed the report of the Board of Directors, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Shareholders' Meetings, authorises the Board of Directors, with the option for it to delegate these powers in turn, in accordance with the provisions of articles L. 225-209 *et seq.* of the French Commercial Code and of Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014, to purchase shares of the Company in order to:

- (i) allocating shares or transferring them to employees and/or Executive Directors of the Company and/or its current or future affiliates under the terms and conditions provided for by law, in particular by granting stock options or as part of employee profit-sharing plans; or
- (ii) covering its commitments pursuant to financial contracts or options with cash payments relating to rises in the stock market price of the Company's shares, granted to employees and/or Executive Directors of the Company and/or its current or future affiliates under the terms and conditions provided for by law; or
- (iii) making free allocations of shares to employees and/or Executive Directors of the Company and/or its current or future affiliates, under the terms and conditions of articles L. 225-197-1 *et seq.* of the French Commercial Code, it being specified that the shares may be allocated, in particular, to an employee savings plan in accordance with the provisions of article L. 3332-14 of the French Labour Code; or
- (iv) retaining them and subsequently tendering them (in exchange, as payment or otherwise) within the scope of external growth transactions, subject to the limit of 5% of the number of shares comprising the share capital; or
- (v) delivering shares upon the exercise of rights attached to securities granting access to the share capital through reimbursement, conversion, exchange, presentation of a warrant or in any other manner; or
- (vi) cancel all or some of the shares repurchased in this manner, under the conditions provided for in article L. 225-209 paragraph 2 of the French Commercial Code, and pursuant to the authorisation to reduce the share capital granted by the Combined Shareholders' Meeting on 9 November 2017 in its 13th resolution; or
- (vii) allowing an investment services provider to act on the secondary market or to ensure liquidity of the Company's shares by means of liquidity agreements in compliance with the terms of a Code of Conduct approved by the French Financial Markets Authority (AMF).

This programme is also intended to enable the Board of Directors to trade in the Company's shares for any other authorised purpose or any purpose that might come to be authorised by law or regulations in force.

The Company may purchase a number of shares such that:

- the Company does not purchase more than 10% of the shares comprising the Company's share capital at any time during the term of the share buyback programme; this percentage applies to the share capital adjusted based on capital transactions carried out after this Shareholders' Meeting; in accordance with the provisions of article L. 225-209 of the French Commercial Code, when shares are

repurchased to favour the liquidity of the share under the conditions set out by the applicable regulations, the number of shares taken into account for calculating the 10% cap equals the number of shares purchased, less the number of shares sold during the authorisation period; and

- the number of shares held by the Company at any time does not exceed 10% of the number of shares comprising its share capital.

These shares may be purchased, sold, transferred, delivered or exchanged, on one or more occasions, by any authorised means pursuant to the regulations in force. These means include, in particular, over-the-counter transactions, sales of blocks of shares, sale and repurchase agreements and the use of any financial derivatives, traded on a regulated or over-the-counter market, or setting up option strategies (purchases and sales of puts and calls and any combinations thereof in compliance with the applicable regulations). Transactions involving blocks of shares may account for the entire share buyback programme.

These transactions would be carried out during periods considered appropriate by the Board of Directors. However, during a public offer period, the repurchases would only be carried out provided that they:

- enable the Company to comply with its prior commitments undertaken before the launch of the public offer;
- are undertaken within the scope of the pursuit of a share buyback programme that was already in progress;
- fall within the scope of the objectives referred to in points (i) to (v); and
- cannot cause the offer to fail.

The Shareholders' Meeting decides that the maximum purchase price per share shall be €240, excluding acquisition costs.

Under article R. 225-151 of the French Commercial Code, the Shareholders' Meeting sets the total maximum amount allocated to the share buyback programme authorised above at €6,370,118,160, corresponding to a maximum number of 26,542,159 shares purchased at the maximum unit price of €240 as authorised above.

The Shareholders' Meeting delegates authority to the Board of Directors, with the option for it to delegate these powers in turn under the conditions provided for by law, in the event of transactions on the Company's share capital, and in particular a change in the par value of the share, a share capital increase *via* the capitalisation of reserves, a granting of free shares, stock split or reverse stock split, to adjust the above-mentioned maximum purchase price in order to take account of the impact of such transactions on the share value.

The Board of Directors may also carry out, in accordance with applicable legal and regulatory provisions, the reassignment to another objective of previously repurchased shares (including under a previous authorisation) and their sale (on- or off-market).

The Shareholders' Meeting grants the Board of Directors full powers, with the option for it to delegate these powers in turn under the conditions provided for by law, to decide and implement this authorisation, to specify, if necessary, its terms and decide on its conditions with the option to delegate implementation of the share buyback programme, under the conditions provided for by law, and in particular to place all stock exchange orders, enter into any agreements, with a view to keeping registers of share purchases and sales, make all declarations to the AMF and to any other official body which may take its place, complete all formalities and, in general, do whatever may be necessary.

This authorisation will be valid for a period of 18 months from the date of this Shareholders' Meeting and cancels, as from this same date, for any unused portion, the authorisation granted to the Board of Directors to trade in the Company's shares by the Combined Shareholders' Meeting of 9 November 2017 in its 12th resolution.

RESOLUTIONS PRESENTED TO THE EXTRAORDINARY SHAREHOLDERS' MEETING

The 13th and 14th resolutions relate to financial delegations of authority granted to the Board of Directors permitting it to deploy a global shareholding plan.

Please note that these delegations authorising share capital increases without preferential subscription right may not be used during a public offer on the shares of the Company.

Thirteenth resolution

(Delegation of authority to be granted to the Board of Directors to decide to increase the share capital subject to the limit of 2% of the share capital through the issue of shares or securities granting access to the share capital, reserved for members of company savings plans with cancellation of the preferential subscription right in favour of the members of such savings plans)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with article L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138 of the French Commercial Code and articles L. 3332-1 *et seq.* of the French Employment Code:

- delegates authority to the Board of Directors, with the option for it to delegate these powers in turn under the conditions set by law, to decide on a share capital increase, on one or more occasions, in the proportions and at the times it considers appropriate, through the issue of shares or securities granting access to the share capital reserved for members of one or more employee savings plans (or any other members' plan for which article L. 3332-18 of the French Employment Code would authorise a reserved share capital increase under equivalent terms) which would be put in place within the Group consisting of the Company and the French or foreign entities falling within the scope of consolidation of the Company's consolidated financial statements pursuant to article L. 3344-1 of the French Employment Code;
- decides to set the maximum nominal amount of capital increases that may be carried out in this respect at 2% of the Company's share capital at the close of this Shareholders' Meeting, it being specified that:
 - this cap is shared with that of the 14th resolution of this Shareholders' Meeting,
 - to this maximum cap shall be added, if applicable, the nominal amount of share capital to be issued with respect to the adjustments made to protect, in accordance with law and regulations and, when applicable, contractual stipulations providing for other adjustments, the rights of holders of securities granting access to the capital, as well as those of recipients of stock options (both purchase and subscription plans) or free allocations of shares,
 - the nominal amount of the share capital increase made pursuant to this authorisation will be deducted from the maximum amount of share capital increases with cancellation of the preferential subscription set by the Shareholders' Meeting of 9 November 2017 in its 15th resolution, as well as from the overall cap set by the Shareholders' Meeting of 9 November 2017 in its 14th resolution;
- decides that the issue price of new shares or securities granting access to the share capital will be determined in accordance with the conditions provided for in article L. 3332-19 of the French Employment Code and may not be more than 20% lower than the average of the listed prices of the Pernod Ricard share recorded over the 20 trading sessions preceding the date of the decision setting the opening date of the subscription period for the share capital increase

reserved for the members of an employee savings plan (the "Reference Price"), nor exceed such average; however, the Shareholders' Meeting expressly authorises the Board of Directors, if it deems appropriate, to reduce or cancel the aforementioned discount, within legal and regulatory limits, in order to take into account, in particular, the legal, accounting, tax and social security treatments that apply locally;

- authorises the Board of Directors to grant the aforementioned beneficiaries, free of charge, in addition to the shares or securities granting access to the capital to be subscribed in cash, shares or securities granting access to the capital to be issued or already issued, in substitution for all or part of the discount on the Reference Price and/or special contribution, it being specified that the benefit resulting from this allocation may not exceed the limits provided for by law or regulations pursuant to articles L. 3332-1 and L. 3332-19 of the French Employment Code;
- decides to cancel, in favour of the aforementioned beneficiaries, shareholders' preferential subscription rights to the shares that are the subject of this authorisation; the aforementioned shareholders furthermore waiving all rights to the free allocation of shares or securities granting access to the share capital which would be issued pursuant to this resolution as well as the shares to which the securities will grant entitlement;
- decides that the Board of Directors shall have full powers to implement this delegation with the option for it to delegate these powers in turn under the conditions provided for by law, within the limits and under the conditions specified above in order, in particular:
 - to decide, under the conditions provided for by law, the list of companies for which members of an employee savings plan may subscribe to shares or securities granting access to the capital issued in this way, and benefit, where applicable, from the free allocation of shares or securities granting access to the capital,
 - to decide whether subscriptions may be carried out directly or *via* the intermediary of company mutual funds or other structures or entities permitted by the provisions of the applicable law or regulations,
 - to determine the conditions, in particular in respect of length of service, to be met by the beneficiaries of the share capital increases,
 - to set the start and end dates of the subscription periods,
 - to set the amounts of the issues of shares or securities which will be made pursuant to this authorisation and, in particular, decide on the issue prices, dates, time periods, terms and conditions of subscription, payment, delivery and dividend entitlement (which may be retroactive) in respect of the shares or securities as well as the other characteristics, terms and conditions of the issues of shares or securities, within the limits set by law and the regulations in force,
 - in the event of a free allocation of shares or securities granting access to the share capital, set the number of shares or securities granting access to the capital to be issued, the number to be granted to each beneficiary, and decide on the dates, time periods, terms and conditions of allocation of such shares or securities granting access to the share capital within the limits provided for by applicable law and regulations and, in particular, choose either to substitute, in full or in part, the allocation of such shares or securities granting access to the capital for the discounts on the Reference Price provided for above, or to deduct the equivalent value of these shares from the total amount of the special contribution, or to use a combination of these two possibilities,

- to record the completion of the increases in the share capital for the amount corresponding to the shares subscribed (after any reduction in the event of over-subscription),
 - to offset, where applicable, the costs of the share capital increases against the amount of the related share premiums and deduct from the amount of such share premiums the sums required to raise the legal reserve to one-tenth of the new share capital following these increases in the share capital,
 - to take all necessary measures to protect the rights of holders of securities or other rights granting access to the Company's share capital in accordance with the applicable laws and regulations, and when applicable, any contractual provisions providing for other adjustments, and
 - to enter into all agreements, carry out directly or indirectly, *via* a duly authorised agent, all transactions including completing the formalities following the share capital increases and the corresponding amendments to the bylaws and in general, to enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, take all measures and decisions and carry out all formalities appropriate to the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto, and all formalities resulting from the increases in share capital carried out;
 - acknowledges that, if this delegation were to be used by the Board of Directors, the Board of Directors will report to the next Shareholders' Meeting, in accordance with laws and regulations, about the use made of the authorisation granted in this resolution;
 - decides that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorisation from the Shareholders' Meeting; this restriction shall remain in effect until the end of the offer period; and
- sets the period of validity of this delegation of authority from the date of this Shareholders' Meeting until the expiry date of the delegation of authority granted by the Shareholders' Meeting of 9 November 2017 in its 15th resolution, *i.e.* until 8 January 2020.

Fourteenth resolution

(Delegation of authority to be granted to the Board of Directors to decide to increase the share capital subject to the limit of 2% of the share capital through the issue of shares or securities granting access to the share capital, reserved for certain categories of beneficiaries with cancellation of the preferential subscription right)

The Shareholders' Meeting, voting in accordance with quorum and majority rules for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report and in accordance with article L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-138 of the French Commercial Code:

- delegates its authority to the Board of Directors to decide to increase the share capital, on one or more occasions, in the proportions and at the times it considers appropriate, through the issue of shares or securities granting access to the share capital reserved for the categories of beneficiary designated below;
- decides to set the maximum nominal amount of capital increases that may be carried out in this respect at 2% of the Company's share capital at the close of this Shareholders' Meeting, it being specified that:
 - this limit is shared with that of the 13th resolution of this Shareholders' Meeting,
 - to this maximum limit shall be added, if applicable, the nominal amount of share capital to be issued with respect to the adjustments made to protect, in accordance with law and regulations and, when applicable, contractual stipulations providing for other adjustments, the rights of holders of securities granting access to the capital, as well as those of recipients of stock options (both purchase and subscription plans) or free allocations of shares,
 - the nominal amount of the share capital increase made pursuant to this authorisation will be deducted from the maximum amount of share capital increases with cancellation of the preferential subscription set by the Shareholders' Meeting of 9 November 2017 in its 15th resolution, as well as from the overall cap set by the Shareholders' Meeting of 9 November 2017 in its 14th resolution;
- acknowledges that this delegation of authority entails, by operation of law, to the benefit of the bearers issues of securities under this resolution and granting access to the share capital, waiver by the shareholders of their preferential subscription right to the shares to which such securities will give right, either immediately or in the future;
- decides to cancel, in favour of the shareholders, their shareholders' preferential subscription right of the shares which may be issued pursuant to this delegation, and to limit the right to subscribe to beneficiaries satisfying the following criteria:
 - (a) employees and Executive Directors of non-French companies of the Group Pernod Ricard which are related to the Company in accordance with article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Employment Code to enable them to subscribe to the Company's share capital under conditions that are economically equivalent to those that may be offered to the members of one or more company savings plans in accordance with a share capital increase pursuant to the 13th resolution of this Shareholders' Meeting, and/or
 - (b) UCITS or other employee shareholding entities, with or without an independent legal personality, which are invested in securities of the Company whose unit holders or shareholders are comprised of individuals described in (a) above, and/or
 - (c) any banking institution or subsidiary of such an institution involved at the Company's request for the purposes of implementing a shareholding or savings plan for the benefit of persons mentioned in (a) of this paragraph, insofar as recourse to the subscription of the person authorised in accordance with this resolution would be necessary or desirable to allow employees or Executive Directors mentioned above to benefit from employee shareholdings or savings formulae equivalent or comparable in terms of economic advantage to those from which the employees would benefit as part of a company savings plan in accordance with the 13th resolution of this Shareholders' Meeting;
- decides that the issue price of new shares or securities granting access to the share capital of the Company will be determined by the Board of Directors and (a) may not be more than 20% lower than the average of the first listed prices of the Pernod Ricard share recorded on Euronext Paris over the 20 trading sessions preceding the date of the decision setting the opening date of the subscription period as part of this resolution, nor exceed such average or (b) will be equal to the price of the share issued as part of a share capital increase reserved for members of company savings plans, in accordance with the 13th resolution of this Shareholders' Meeting; and

- authorises the Board of Directors to grant the aforementioned beneficiaries, free of charge, in addition to the shares or securities granting access to the capital to be subscribed in cash, shares or securities granting access to the capital to be issued or already issued, in substitution for all or part of the discount on the Reference Price and/or special contribution, it being specified that the benefit resulting from this allocation may not exceed the limits provided for by law or regulations pursuant to articles L. 3332-1 and L. 3332-19 of the French Employment Code.

However, the Shareholders' Meeting expressly authorises the Board of Directors, if it deems appropriate, to reduce or cancel the aforementioned discount, in order to take into account, in particular, the legal, accounting, tax and social security treatments that apply locally.

In case of an offer made in favour of the beneficiaries mentioned in paragraph (a) above residing in the United Kingdom, in the context of "Share Incentive Plan", the Board of Directors could decide that the subscription price of the shares or securities granting access to the share capital may equal the lower share price between (i) the listed price of the share on the regulated market of Euronext Paris at the opening of the reference period of this plan and (ii) the share price recorded following the close of such period within a given timeframe determined in accordance with local regulations. The price shall be set out without a discount in relation to the retained share price;

- decides that the Board of Directors may, with the option for it to subdelegate these powers in turn under the conditions provided for by law, determine the subscription formulae that will be presented to the employees in each relevant country, in accordance with the applicable local law, and select the countries among those in which the Group has affiliates inside the consolidation scope of the Company, in accordance with article L. 3344-1 of the French Employment Code, as well as those for said affiliates in which employees could take part in the transaction;
- decides that the amount of the share capital increase or of each share capital increase will be, when applicable, limited to the amount of each subscription received by the Company, in accordance with the applicable laws and regulations;
- decides that the Board of Directors shall have full powers to implement this delegation of authority, with the option for it to subdelegate these powers in turn under the conditions provided for by law, within the limits and under the conditions specified above in order, notably:
 - to decide the beneficiary or list of beneficiaries who will benefit from the cancellation of the preferential subscription right within the category defined above, along with the number of shares or securities granting access to the Company's share capital to be subscribed by such beneficiary (or each beneficiary),
 - to set the start and end dates of the subscription periods,
 - to set the maximum number of shares or securities granting access to the share capital to be subscribed by each beneficiary,
 - to set the amounts of the issues of shares or securities which will be made pursuant to this authorisation and, in particular, decide on the issue prices, dates, time periods, terms and conditions of subscription, payment, delivery and dividend entitlement (which may be retroactive) it being specified that the reduction rules in the event of over-subscription as well as the other terms and conditions of the issues of shares or securities, within the limits set by law and the regulations in force,
 - to record the completion of the increases in the share capital for the amount corresponding to the shares or securities granting access to the share capital subscribed (after any reduction in the event of over-subscription),
 - to offset, when applicable, the costs of the share capital increases against the amount of the related share premiums and deduct from the amount of such share premiums the sums required to

raise the legal reserve to one-tenth of the new share capital following these increases in the share capital, and

- to enter into all agreements, carry out directly or indirectly, via a duly authorised agent, all transactions including completing the formalities following the share capital increases and the corresponding amendments to the bylaws and in general, to enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, take all measures and decisions and carry out all formalities appropriate to the issue, listing and financial servicing of the shares or securities issued pursuant to this delegation of authority and the exercise of the rights attached thereto, and all formalities resulting from the increases in share capital carried out;
- acknowledges that, if this delegation is used by the Board of Directors, the Board of Directors will report to the next Ordinary Shareholders' Meeting, in accordance with laws and regulations, on the use made of the authorisations granted in this resolution; and
- decides that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorisation from the Shareholders' Meeting; this restriction shall remain in effect until the end of the offer period.

The period of validity of this delegation of authority is from the date of this Shareholders' Meeting until the expiry date of the delegation of authority granted by the Shareholders' Meeting of 9 November 2017 in its 15th resolution, i.e. until 8 January 2020.

The 15th to 17th resolutions are to amend the articles 11 and 29 of the bylaws in order to align said bylaws with new laws and regulations.

Fifteenth resolution

(Amendment to article 11, III of the Company's bylaws relating to the notification period in the event of a statutory threshold crossing of 0.5% of the share capital to align this notification period with the period for legal thresholds' crossings' notification period as provided in article 223-14 of the General Regulation of the French Financial Markets Authority (AMF))

Having reviewed the report of the Board of Directors, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, decides to amend article 11, III of the bylaws, "Transfer of shares – Obligation to provide information", to align the notification period in the event of a statutory threshold crossing of 0.5% of the share capital with the notification period for legal threshold crossings (amended parts are shown in bold):

"Article 11 – Transfer of shares

[...]

III – Obligation to Provide Information:

*Any individual or legal entity that holds an ownership interest greater than 0.5% of share capital shall inform the Company of the total number of shares he/she/it holds in a letter sent by recorded delivery with advice of receipt within a period of **four (4) trading days** as from the date on which such threshold is exceeded. This notification must be repeated, under the same conditions, each time the threshold is exceeded by an additional 0.5%, up to and including 4.5%.*

In the event of non-compliance with the obligation described in the preceding paragraph, at the request of one or more shareholders holding at least 5% of the share capital, with such request having been recorded in the minutes of a General Shareholders' Meeting, shares that exceed the undeclared percentage of share capital shall be deprived of voting rights at all Shareholders' Meetings held prior to the expiry of the time period set out in article L. 233-14 of the French Commercial Code as from the date on which the required notice was given."

Sixteenth resolution

(Amendment to article 11, III of the Company's bylaws to include in the statutory threshold crossing notification the shares deemed to be held by the person required to provide information in accordance with the legal rules regarding assimilation of shareholdings)

Having reviewed the report of the Board of Directors, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, decides to amend article 11, III of the bylaws, "Transfer of shares – Obligation to provide information" to include in the shares held by the person required to provide information, the shares deemed to be held by such person in accordance with the assimilation principles as provided by articles L. 223-7 and L. 233-9 of the French Commercial Code, (amended parts are shown in bold:

"Article 11 – Transfer of shares

[...]

III – Obligation to Provide Information:

Any individual or legal entity that holds an ownership interest greater than 0.5% of share capital shall inform the Company of the total number of shares he/she/it holds in a letter sent by recorded delivery with advice of receipt within a period of four (4) stock market trading days ⁽¹⁾ as from the date on which such threshold is exceeded. This notification must be repeated, under the same conditions, each time the threshold is exceeded by an additional 0.5%, up to and including 4.5%.

For the determination of the thresholds, the shares indirectly held and the shares deemed to be held by the person required to provide information are taken into consideration in accordance with the provisions of articles L. 233-7 and L. 233-9 of the French Commercial Code.

In the event of non-compliance with the obligation described in the preceding paragraph, at the request of one or more shareholders holding at least 5% of the share capital, with such request having been recorded in the minutes of a General Shareholders' Meeting, shares that exceed the undeclared percentage of share capital shall be deprived of voting rights at all Shareholders' Meetings held prior to the expiry of the time period set out in article L. 233-14 of the French Commercial Code as from the date on which the required notice was given."

Seventeenth resolution

(Amendment to article 29 of the bylaws in order to remove the reference to the alternate Statutory Auditors in accordance with the law of 9 December 2016 on transparency, the fight against corruption and modernisation of the economy)

Having reviewed the report of the Board of Directors, the Shareholders' Meeting, deliberating in accordance with the quorum and majority requirements for Extraordinary Shareholders' Meetings, decides to amend article 29 of the bylaws, "Appointment" to remove the reference to the alternate Statutory Auditors (amended parts are shown in bold and are crossed):

"Article 29 – Appointment

The Company shall be audited by at least two Statutory Auditors and ~~two (2) alternate Statutory Auditors~~ chosen from the list prescribed by law. They shall be appointed for six financial years by an Ordinary General Shareholders' Meeting and are eligible for reappointment."

The purpose of the 18th resolution is to authorize the Board of Directors to carry out the required legal formalities, when applicable.

Eighteenth resolution

(Powers to carry out the necessary legal formalities)

The Shareholders' Meeting grants full powers to the bearer of a copy or an extract of the minutes of this meeting to carry out, wherever they may be required, all filing and formalities regarding legal disclosure or other, as necessary.

(1) Subject to the approval of the previous resolution by the Shareholders' Meeting of 21 November 2018.

STATUTORY AUDITORS' REPORT ON THE ISSUANCE OF ORDINARY SHARES OR SECURITIES CONFERRING ENTITLEMENT TO SHARE CAPITAL, RESERVED FOR MEMBERS OF COMPANY SAVING PLANS

Combined Shareholders' Meeting of 21 November 2018

13th resolution

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders' Meeting of Pernod Ricard,

As Statutory Auditors of your Company (hereinafter the "Company"), and in accordance with our engagement pursuant to Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to issue, on one or more occasions, ordinary shares or securities conferring entitlement to share capital, with cancellation of preferential subscription rights, reserved for members of one or more company savings plans set up by the Group, which comprises the Company and the French or overseas companies included in the Company's consolidation scope, in accordance with Article L. 3344-1 of the French Labour Code (*Code de travail*), a transaction on which you are asked to vote.

The nominal amount of immediate or future capital increases that may be carried out following this Shareholders' Meeting may not exceed 2% of the Company's share capital, which is also the limit provided for in the 14th resolution submitted at this Shareholders' Meeting. The nominal amount of the share capital increase will be deducted from the maximum amount of share capital increases with cancellation of preferential subscription rights set by the Shareholders' Meeting of 9 November 2017 in its 15th resolution, and from the overall cap set by this same Shareholders' Meeting in its 14th resolution.

This transaction is submitted for your approval in accordance with Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labour Code.

Based on its report, your Board of Directors proposes that you authorise it from the date of this Shareholders' Meeting until the expiry date of the 15th resolution of the Shareholders' Meeting of 9 November 2017, which is 8 January 2020, to issue, on one or more occasions, ordinary shares or securities and to cancel your preferential subscription rights to the ordinary shares or securities to be issued. Where appropriate, the Board of Directors shall determine the final conditions for this transaction.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. Our responsibility is to express an opinion on the fair presentation of the figures derived from the Company's financial statements, on the proposal to cancel preferential subscription rights and on other information relating to the share issues presented in this report.

We conducted the procedures we deemed necessary in accordance with the professional guidelines issued by the French Institute of Statutory Auditors (CNCC) relating to this engagement. Those procedures entailed reviewing the content of the Board of Directors' report relating to the transaction and the methods used to determine the share issue price.

Subject to a subsequent examination of the terms and conditions of the issuances to be decided, we have no matters to report as regards the methods used to set the issue price provided in the Board of Directors' report.

As the final terms and conditions of the issuances have not yet been determined, we do not express an opinion on the terms and conditions under which the issuances will be made, or on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue an additional report, if necessary, when your Board of Directors uses the authorisation to issue ordinary shares, securities that are equity securities conferring entitlement to share capital, or other securities conferring entitlement to equity securities to be issued.

Paris La Défense, 19 September 2018

The Statutory Auditors

KPMG Audit
Division of KPMG S.A.

Eric Ropert
Partner

Deloitte & Associés

David Dupont-Noel
Partner

STATUTORY AUDITORS' REPORT ON THE ISSUANCE OF ORDINARY SHARES OR SECURITIES CONFERRING ENTITLEMENT TO SHARE CAPITAL, WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS

Combined Shareholders' Meeting of 21 November 2018

14th Resolution

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders' Meeting of Pernod Ricard,

As Statutory Auditors of your Company (hereinafter "the Company") and in accordance with our engagement pursuant to Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de Commerce*), we hereby present our report on the proposed delegation of authority to the Board of Directors to issue, on one or more occasions, ordinary shares or securities conferring entitlement to share capital, with cancellation of preferential subscription rights, reserved for:

- (a) employees and executive officers of non-French companies of the Pernod Ricard group that are related to the Company under Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code (*Code de travail*), to enable them to subscribe to the Company's share capital under conditions that are economically equivalent to those that may be offered to members of one or more company savings plans, in connection with the share capital increase pursuant to the 13th resolution of this Shareholders' Meeting, and/or
- (b) undertakings for collective investment in transferable securities (UCITS) or other entities, with or without legal personality, that manage employee shareholdings invested in the Company's securities, for unit-holders or shareholders that are persons mentioned in (a) above, and/or
- (c) any banking institution or subsidiary of such an institution involved at the Company's request in implementing a shareholding or savings plan for the benefit of the persons mentioned in (a) above, insofar as the subscription of the person authorised under this resolution would be necessary or desirable to enable the employees or executive officers mentioned above to benefit from employee shareholding or savings schemes equivalent or comparable in terms of economic advantages to those from which employees would benefit as part of a company savings plan under the 13th resolution of this Shareholders' Meeting,

a transaction on which you are asked to vote.

The nominal amount of immediate or future capital increases that may be carried out following this Shareholders' Meeting may not exceed 2% of the Company's share capital, which is also the limit provided for in the 13th resolution submitted at this Shareholders' Meeting. The nominal amount of the share capital increase will be deducted from the maximum amount of share capital increases with cancellation of preferential subscription rights set by the Shareholders' Meeting of 9 November 2017 in its 15th resolution, and from the overall cap set by this same Shareholders' Meeting in its 14th resolution.

Based on its report, your Board of Directors proposes that you authorise it from the date of this Shareholders' Meeting until the expiry date of the 15th resolution of the Shareholders' Meeting of 9 November 2017, which is 8 January 2020, to issue, on one or more occasions, ordinary shares or securities and to cancel your preferential subscription rights to the ordinary shares or securities to be issued. Where appropriate, the Board of Directors shall determine the final conditions for the transaction.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. Our responsibility is to express an opinion on the fair presentation of the figures derived from the Company's financial statements, on the proposal to cancel preferential subscription rights and on other information relating to the share issues presented in this report.

We conducted the procedures we deemed necessary in accordance with the professional guidelines issued by the French Institute of Statutory Auditors (CNCC) relating to this engagement. Those procedures entailed reviewing the content of the Board of Directors' report relating to the transaction and the methods used to determine the share issue price.

Subject to a subsequent examination of the terms and conditions of the issuances to be decided, we have no matters to report as regards the methods used to set the issue price provided in the Board of Directors' report.

As the final terms and conditions of the issuances have not yet been determined, we do not express an opinion on the terms and conditions under which the issuances will be made, or on the proposed cancellation of preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue an additional report, if necessary, when your Board of Directors uses the authorisation to issue ordinary shares, securities that are equity securities conferring entitlement to share capital, or other securities conferring entitlement to equity securities to be issued.

Paris La Défense, 19 September 2018

The Statutory Auditors

KPMG Audit
Division of KPMG S.A.

Eric Ropert
Partner

Deloitte & Associés

David Dupont-Noel
Partner

REGISTERED SHAREHOLDERS: CHOOSE THE E-NOTICE OF MEETING

BY CHOOSING THE E-NOTICE OF MEETING, YOU CONTRIBUTE TO OUR EFFORTS REGARDING SUSTAINABLE DEVELOPMENT.



It enables you to receive by email your Notice **of Meeting and the documents related to the Shareholders' Meetings.**

For shareholders holder of registered shares (pure or administered):

TO ACCESS THE SECURED SHARINBOX WEBSITE

www.sharinbox.societegenerale.com website you will need:

- **your access code (8 digits):** it appears on your statements and on your proxy card, (under the "Cadre réservé à la Société"),
- **your password:** it was sent to you at first by mail. In case of loss, go on the connexion page, click on "Get your codes". It will be sent immediately by email if your e-mail address and birth information are already recorded. Otherwise, it will be sent by mail.

CLICK ON THE MENU "PERSONAL INFORMATION"

Check your e-mail address in the "Personal contact details" section **and click on** "Subscribe for free" in the "E-services/E-notices for General Meetings" section.

Note: The e-mail address you have provided for General Meetings of Shareholders notices will be used as the contact e-mail for your registered share account. It will only be used to manage your account and to inform or notify you of any matters concerning your assets. It may also be used if you forget your login details for the website www.sharinbox.societegenerale.com.



REQUEST FOR DOCUMENTS OR FURTHER INFORMATION

The documents for the Combined Shareholders' Meeting (Ordinary and Extraordinary) of 21 November 2018 are available on the Pernod Ricard website:

<https://www.pernod-ricard.com/en/investors/our-financial-informations/#field-contenus-dense-3585>



REQUEST TO BE SENT:

- if you hold **REGISTERED** shares, to the centralising bank appointed to act on behalf of the Company, using the enclosed T envelope;
- if you hold **BEARER** shares, to the financial intermediary who holds your bearer share account, who will forward the voting form, together with the pre-prepared certificate of shareholding.

I the undersigned,

☐ Mr ☐ Ms (tick the appropriate box)

Surname (or company name): _____

First name: _____

Address: _____

Email address: _____ @ _____

Holder of _____ registered shares, _____

and/or _____ bearer shares, _____

of PERNOD RICARD,

request documents and information concerning the Combined Shareholders' Meeting of 21 November 2018⁽¹⁾ as listed in article R. 225-83 of the French Commercial Code.

Signed in: _____, on: _____ 2018

Signature



(1) Under article R. 225-88 paragraph 3 of the French Commercial Code, shareholders holding registered shares may, upon simple request, obtain documents and information from the Company, as listed in articles R. 225-81 and R. 225-83 of the French Commercial Code, at each subsequent Shareholders' Meeting. Shareholders wishing to take up this option should use this form.

This image shows a full page of blank, lined paper. It features approximately 20 horizontal blue lines spaced evenly across the page, typical of notebook or legal stationery. The lines are thin and light blue, set against a plain white background. There are no margins, text, or other markings present.

NOTES

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Pernod Ricard