

## 2.9.3 Authorisations relating to the share buyback programme

Type of securities	Date of authorisation (resolution)	Term	Expiry of the authorisation	Maximum amount authorised	Use of existing authorisations during the financial year ended 30.06.2021	Features/Terms
Share buybacks	AGM of 27.11.2020 (15 <sup>th</sup> )	18 months	26.05.2022	10% of share capital	(1)	Maximum purchase price: 270€
Share buybacks	AGM of 08.11.2019 (11 <sup>th</sup> )	18 months	07.05.2021	10% of share capital	(1)	Maximum purchase price: €260
Cancellation of treasury shares	AGM of 08.11.2019 (12 <sup>th</sup> )	26 months	07.01.2022	10% of share capital	None	-

(1) A summary of Company transactions carried out during FY21 as part of the share buyback programme is shown below in subsection 2.10 "Share buyback programme".

## 2.10 Share buyback programme

The following paragraphs include the information that must be included in the Board of Directors' report pursuant to article L. 225-211 of the French Commercial Code and that relates to the description of the share buyback programme in accordance with article 241-2 of the French Financial Markets Authority (AMF) General Regulation.

### Transactions performed by the Company on its own shares during FY21 (1 July 2020 – 30 June 2021)

#### Authorisations granted to the Board of Directors

During the Combined Shareholders' Meeting of 8 November 2019, the Company's shareholders authorised the Board of Directors to buy or sell the Company's shares for a period of 18 months as part of the implementation of a share buyback programme. The maximum purchase price was set at €260 per share and the Company was not authorised to purchase any more than 10% of the shares making up the Company's capital; additionally, the number of shares held by the Company could not, at any time, exceed 10% of the shares comprising the Company's capital.

Furthermore, the Combined Shareholders' Meeting of 27 November 2020 authorised the Board of Directors to trade in the Company's shares under the same conditions and at a maximum purchase price set at €270 per share, for a period of 18 months. This authorisation cancelled the authorisation granted by the Shareholders' Meeting of 8 November 2019 with effect from 27 November 2020, for the portion which remained unused.

Pursuant to these authorisations, the liquidity agreement compliant with the AMAFI Code of Conduct and entered into with Rothschild & Cie Banque with effect from 1 June 2012 was renewed on 1 June 2021 for a period of one year. The funds initially allocated to the liquidity account amount to €5,000,000.

The authorisation granted by the Shareholders' Meeting of 27 November 2020, which remains in force at the date this document was filed, will expire on 26 May 2022. The Shareholders' Meeting of 10 November 2021 will be called upon to authorise the Board of Directors to trade in the Company's shares under a new share buyback programme described below, under "Details of the new programme to be submitted for authorisation to the Combined Shareholders' Meeting of 10 November 2021".

#### Position on 30.06.2021

% of direct and indirect treasury shares	0.37%
Number of shares held	965,483
Number of shares cancelled in the last 24 months	None
Nominal value	1,496,499
Gross carrying amount	€126,685,526
Portfolio market value*	€180,738,418

\* Based on the closing price at 30.06.2021, i.e. €187.20.

## Summary of transactions performed by the Company on its own shares during FY21

The following table details the transactions performed by the Company on treasury shares within the scope of the share buyback programme during FY21.

Total gross flows from 01.07.2020 to 30.06.2021										Open positions at 30.06.2021			
Liquidity agreement		Transactions carried out (excluding liquidity agreement) <sup>(1)</sup>								Long positions		Short positions	
Operations	Purchase	Sale	Purchase of securities	Call options purchased	Call options exercised	Exercise of the cancellation clause	Sale of securities	Sale and repurchase agreements	Transfers <sup>(2)</sup>	Call options <sup>(3)</sup>	Forward purchases	Put options	Forward Sales
Number of shares	475,914	475,914	-	125,000	210,000	-	-	-	447,073	397,077	-	-	-
Maximum term	-	-	-	05.12.2023	15.12.2020	-	-	-	-	05.12.2023	-	-	-
Average Price (€)	157,79	157,83	-	-	-	-	-	-	104,20	-	-	-	-
Average exercise price (€)	-	-	-	154,11	126,53	-	-	-	-	149,98	-	-	-
Amount (€)	75,094,144.55	75,115,628.05	-	19,263,750.00	26,571,300.00	-	-	-	46,583,849	59,553,564.83	-	-	-

(1) 50,000 stock options (American calls) were also unwound early.

(2) Transfers of treasury shares.

(3) American call option.

Under the share buyback programme authorised by the Shareholders' Meeting of 27 November 2020 and implemented by the Board of Directors, no shares were purchased on the market. In addition, an optional hedge was subscribed for 125,000 shares by acquiring the same number of 3-year American call options. The Company also purchased 210,000 shares through the exercise of American call options. 50,000 stock options (American calls) were also unwound early.

Pursuant to authorisations granted by the Combined Shareholders' Meeting of 27 November 2020, the Board of Directors of the same date implemented a stock option allocation plan and a performance-based share allocation plan.

A reallocation of shares acquired on the stock market in previous years to cover various stock option or performance-based share plans and the 125,000 American calls, which enabled the same number of Pernod Ricard shares to be acquired, were allocated to cover part of these stock option and performance-based share allocation plans.

Treasury shares constitute reserves covering the various stock option and performance-based share allocation plans still in force. During the period, transfers were made within these reserves of treasury shares: 359,402 shares were allocated to beneficiaries of the performance-based share plan of 17 November 2016 (at the end of the four-year vesting period), in addition to 87,671 shares transferred to cover the rights of beneficiaries who had exercised stock options.

The 210,000 Pernod Ricard SA shares resulting from the exercise of the American call options, which serve to cover the various plans, were sold off-market to an investment services provider at an average price of €126.53.

In addition, the shares purchased during FY20 under the share buyback programme were cancelled. This concerns 3,545,029 shares.

Under the liquidity agreement signed with Rothschild & Cie Banque, during the period, the Company:

- purchased 475,914 shares for a total amount of €75,094,144.55; and
- sold 475,914 shares for a total amount of €75,115,628.05.

### Distribution of treasury shares on 30 June 2021

Treasury shares are all allocated as reserves for different stock option and performance-based share allocation plans.

### Details of the new share buyback programme to be submitted for authorisation to the Combined Shareholders' Meeting of 10 November 2021

The description of this programme (see below), which was established in accordance with article 241-3 of the AMF's General Regulation, will not be published separately.

As the authorisation granted by the Shareholders' Meeting of 27 November 2020 allowing the Board of Directors to trade in the Company's shares is due to expire on 26 May 2022, a resolution will be proposed at the Shareholders' Meeting of 10 November 2021 (12<sup>th</sup> resolution – see Section 8 “Combined Shareholders' Meeting” of this universal registration document) to grant a further authorisation to the Board of Directors to trade in the Company's shares at a maximum purchase price of €280 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. Thus, in accordance with the law, the Company may not at any time hold a number of shares representing more than 10% of its share capital.

As the Company may not hold more than 10% of its share capital, and given that it held 965,483 shares (*i.e.* 0.37% of the share capital) at the time of the last declaration relating to the number of shares and voting rights on 30 June 2021, the maximum number of shares that can be bought will be 25,222,173 (*i.e.* 9.63% of the share capital), unless it sells or cancels shares it already holds.

The purpose of the share buyback programme and the uses that may be made of the shares repurchased in this manner are described in detail in the 12<sup>th</sup> resolution to be put to the vote of the shareholders on 10 November 2021. The share buyback programme would enable the Company to purchase the Company's shares or have them purchased for the purpose of:

- (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 changes 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. 22-10-59 *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 Employment 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) cancelling all or some of the shares repurchased in this manner, under the conditions provided for in article L. 22-10-62 paragraph 4 of the French Commercial Code and in accordance with the authorisation to reduce the share capital granted by the Combined Shareholders' Meeting of 10 November 2021 in its 14<sup>th</sup> 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 number of Company shares purchased may be 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 in accordance with capital transactions carried out after this Shareholders' Meeting; in accordance with the provisions of article L. 22-10-62 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 is equal to 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 may 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 subject to the conditions that they:

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

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).

This authorisation would be valid for a period of 18 months from the Shareholders' Meeting of 10 November 2021 and would cancel, 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 27 November 2020 in its 15<sup>th</sup> resolution.