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SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR EXEMPT FROM REGISTRATION. THE SECURITIES OF RÉMY COINTREAU MENTIONED HEREIN HAVE NOT BEEN AND ARE NOT BEING REGISTERED UNDER THE U.S. SECURITIES ACT AND RÉMY COINTREAU DOES NOT INTEND TO MAKE A PUBLIC OFFER OF ITS SECURITIES IN THE UNITED STATES.



RÉMY COINTREAU

Paris, 31 August 2016

**RÉMY COINTREAU ANNOUNCES THE SUCCESS OF ITS OFFERING
OF BONDS CONVERTIBLE INTO NEW SHARES AND/OR
EXCHANGEABLE FOR EXISTING SHARES (“OCEANES”) DUE 2026
FOR AN AMOUNT OF EUR 275 MILLION**

Rémy Cointreau S.A. (“Rémy Cointreau” or the “Company”), a leading operator of the global wine and spirit market, has today successfully completed a private placement to institutional investors, of bonds convertible into new shares and/or exchangeable for existing shares (the “OCEANES”), maturing on 7 September 2026 for a nominal amount of EUR 275 million.

The offering of OCEANES is notably made for the refinancing of the EUR 205 million bonds issued in 2010 and maturing in December 2016 as well as for the general financing purposes of the Company.

The nominal value per OCEANE represents an issue premium of 40% over the reference share price¹ of the Company’s shares on the regulated market of Euronext in Paris.

The holders of OCEANES (the “Bondholders”) will be granted a conversion right of the OCEANES into new and/or existing Rémy Cointreau shares with an initial conversion ratio of one share per OCEANE, subject to future adjustments.

The OCEANES will bear interest at an annual nominal rate of 0.125% payable annually in arrears on 7 September of each year (or the following business day if this date is not a business day), and for the first time on 7 September 2017 (or on the following business day if this date is not a business day).

¹ The reference share price is equal to the volume-weighted average trading price of Rémy Cointreau’s shares on the regulated market of Euronext in Paris as from the opening of trading on 31 August 2016 until the final terms of the OCEANES are determined on the same day, i.e. EUR 79.0718.

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The OCEANEs will be issued at par on 7 September 2016, the expected date for the settlement and delivery of the OCEANEs, and will be redeemed at par on 7 September 2026. Under certain conditions, the OCEANEs may be redeemed early at the option of Rémy Cointreau. In particular, the OCEANEs may be redeemed early at the option of the Company from 30 September 2021 if the arithmetic average of the products of the opening share price of Rémy Cointreau's shares on the regulated market of Euronext in Paris and the then prevailing conversion ratio (over a 20 trading day period) exceed 130% of the nominal value of the OCEANEs. In addition every Bondholder will have the option to ask for repayment of the OCEANEs on 7 September 2023 or if a change of control of the Company occurs, at their nominal value plus accrued interest.

Considering the offering of OCEANEs of EUR 275 million, represented by 2,484,191 OCEANEs of a nominal unit value of EUR 110.70, maximum dilution would represent 5.1% of the outstanding share capital, should the Company decide to exclusively deliver new shares upon conversion at maturity.

The placement has been conducted in accordance with Article L.411-2 II of the French Monetary and Financial Code (Code monétaire et financier), as per the twentieth authorization granted by the Company's extraordinary general meeting held on 26 July 2016, through a private placement in France and/or outside France, excluding the United States of America, Canada, Australia and Japan.

Existing shareholders of Rémy Cointreau have no preferential subscription rights (or priority rights) with respect to the OCEANEs or the underlying shares.

The offering of OCEANEs is not subject to a prospectus approved by the French Financial Market Authority (Autorité des marchés financiers - AMF). Detailed information on Rémy Cointreau, including its business, results, prospects and related risk factors are described in the Company's reference document filed with the AMF on 27 June 2016 under the number D.16-0639, which is available together with all the press releases and other regulated information about the Company, on the Company's website (www.remy-cointreau.com). The settlement and delivery is expected to take place on 7 September 2016.

An application for the listing of the OCEANEs on the Open Market (Freiverkher) of the Frankfurt Stock Exchange will be made. Such listing will occur within 1 month after the issue date expected to occur on 7 September 2016.

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In the context of the offering, Rémy Cointreau agreed to a lock-up undertaking ending 90 calendar days after the settlement and delivery date of the OCEANEs, subject to certain exceptions or to the prior agreement of the Global Coordinators and Joint Bookrunners.

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities and the offering of the OCEANEs is not a public offering in any jurisdiction including France.

About Rémy Cointreau

The Rémy Cointreau Group is a leading operator in the global Wine & Spirits market with sales of €1,050.7 million for the year ended 31 March 2016 and approximately 1,800 employees. Rémy Cointreau, whose origins in the Charente region date back to 1724, is the result of the merger in 1990 of the holding companies of the Hériard Dubreuil and Cointreau families, which controlled E. Rémy Martin & Cie SA and Cointreau & Cie SA respectively. It owns a portfolio of global, upmarket brands, including the Rémy Martin and Louis XIII cognacs, the Cointreau and Passoa liqueurs as well as the Metaxa, Mount Gay, St-Rémy, Bruichladdich and The Botanist spirits. Rémy Cointreau is listed on NYSE Euronext Paris.

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Important Information

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No communication or information relating to the issuance of the OCEANEs may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the OCEANEs may be subject to legal and regulatory restrictions in certain jurisdictions. Rémy Cointreau assumes no liability in connection with the breach by any person of such restrictions.

This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 as amended,

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as implemented in each member state of the European Economic Area (the "Prospectus Directive").

This press release is not, and shall not be viewed as, an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public in any jurisdiction, including France.

The OCEANEs have been offered only by way of a private placement in France and/or outside France (excluding the United States of America, Canada, Australia or Japan) to qualified investors, without an offer to the public in any country (including France).

European Economic Area

With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (the "Relevant Member States"), no action has been undertaken or will be undertaken to make an offer to the public of the OCEANEs requiring a publication of a prospectus in any Relevant Member State. As a result, the OCEANEs may only be offered in Relevant Member States:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, (i) the expression "offer to the public of OCEANEs" in any Relevant Member State, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the OCEANEs to be offered, thereby enabling an investor to decide to purchase or subscribe for the OCEANEs, as the same may be varied in that Member State.

These selling restrictions with respect to Member States apply in addition to any other selling restrictions which may be applicable in the Member States.

France

The OCEANEs have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France. Any offer or sale of the OCEANEs and distribution of any offering material have been and will be made in France only to (a)

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persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), and/or (b) qualified investors (investisseurs qualifiés), other than individuals, acting for their own account, as defined in, and in accordance with, Articles L. 411-1, L. 411-2 and D.411-1 of the French monetary and financial code (Code monétaire et financier).

United Kingdom

This press release is addressed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii), (iii) and (iv) all deemed relevant persons (the "Relevant Persons"). The OCEANEs and, if applicable, the shares of Rémy Cointreau to be delivered upon exercise of the conversion rights (the "Financial Instruments") are intended only for Relevant Persons and any invitation, offer of contract related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Order.

United States of America

This press release may not be published, distributed or transmitted in the United States of America (including its territories and dependencies, any State of the United States of America and the district of Columbia).

This press release does not constitute or form a part of any offer or solicitation to purchase for securities in the United States of America. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), the law of any state of the United States of America and may not be offered or sold in the United States of America except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act or the law of the above states. The OCEANEs will be offered or sold only outside of the United States of America in offshore transactions, in accordance with Regulation S of the Securities Act. Rémy Cointreau does not intend to register any portion of the proposed offering in the

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United States of America and no public offering will be made in the United States of America.

Canada, Australia and Japan

The OCEANEs may not and will not be offered, sold or purchased in Canada, Australia or Japan.

The distribution of this press release in certain countries may constitute a breach of applicable law. The information contained in this press release does not constitute an offer of securities for sale in Canada, Australia or Japan.