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## Press release

Reims, 14 November 2012

**Vranken-Pommery Monopole announces the launch of a capital increase with maintenance of the preferential subscription rights amounting to EUR 42.5 million.**

- **One new share for three existing shares**
- **Subscription price of EUR 19 per new share**
- **Subscription period: 15 to 28 November 2012 inclusive**

**The main aim of this capital increase is to finance the acquisition on 13 November 2012 of a number of companies, including the trading company Bissinger & Co.**

Vranken-Pommery Monopole, Europe's leading wine grower, is today setting out the terms and procedures of its capital increase for a maximum (including issue premium) of EUR 42.5 million in legal tender (in cash or by claim offsetting).

EUR 37.6 million of the proceeds from the issue will be used to finance the acquisition of five companies, primarily the trading company Bissinger & Co, and the related current accounts, carried out on 13 November 2012, and will enable the company to strengthen its financial structure.

### **Acquisitions made on 13 November 2012**

On 13 November 2012, Vranken-Pommery Monopole acquired five companies (the "Acquisitions"). The Acquisitions will enable the company to streamline its organisation and flows, improve the security of its grape supplies (supply contract for vines covering 228 ha), integrate the additional margin linked to a flow of two million bottles a year, have in its possession a unique, uninterrupted domain of over 20 ha in one single land parcel in Champagne, conveying an image for Vranken-Pommery Monopole (Domaine du Montchenois), and own a brokerage company.

The main acquisition is **Bissinger & Co**. Bissinger is a historical Champagne brand founded in 1875. It produces, makes into wine, matures, develops and markets Champagne wines (supply contracts for vines covering 228 ha). Its range consists exclusively of Champagnes (brut and rosé). Bissinger & Co owns two companies:

- SC du Domaine de Montchenois (100 % of the capital): owner of 22 ha of vines, including 21.7 ha in Marne.
- SCEV des vignobles Vranken (98 % of the capital): running leased vines in Marne.

Bissinger & Co also owns a 34 % stake in the capital of A L'Auberge Franc Comtoise which runs the business of the Restaurant Alain Senderens, place de la Madeleine in Paris, formerly known as Lucas Carton.

The Acquisitions also include three other companies (100 % of the capital):

- GV Courtage: traditional broker in relations between the grape suppliers and the trading companies
- SC du Pequigny: owner of 2.6 ha of vines in Aube.
- CDA GmbH: commercial agency for products of the Vranken-Pommery Monopole group and distributor of Bissinger Champagnes on the eastern European market.

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The Acquisitions are subject to the resolute condition of the non-fulfilment of the Vranken-Pommery Monopole capital increase referred to in the prospectus, which was authorised by the FMA on 13 November 2012. If the capital increase does not go ahead, the CHC shares in the companies that are the subject of the Acquisition will be returned. However, the subscription commitments entered into by CHC, Paul-François Vranken and SEFA Participations (Crédit Agricole group) represent 75 % of the planned amount of the capital increase.

### **Main terms and procedures governing the capital increase**

- The capital increase will be undertaken with the maintenance of the preferential subscription right.
- New shares will be subscribed at a unit price of EUR 19 per share, at a rate of one new share for three existing shares, thereby leading to the creation of 2,234,271 new shares.

This price represents a 21.4 % discount compared with the last closing price of the Vranken-Pommery Monopole share on the stock market day prior to the authorisation of the prospectus by the Financial Markets Authority (EUR 24.17 on 12 November 2012), and a 16.9 % discount compared with the theoretical value of the share ex subscription right.

- Each Vranken-Pommery Monopole shareholder will receive a preferential subscription right per share held, as recorded in their account at the end of the accounting day of 14 November 2012.
- The subscription period for the new shares will begin on 15 November 2012 and will end on 28 November 2012. During this period, the preferential subscription rights will be listed and tradable on the NYSE Euronext regulated market in Paris under code ISIN FR0011352400. Holders of preferential subscription rights will be able to subscribe on a pre-emptive basis and apply for excess shares.
- The offer will be open to the public in France and in Belgium.
- The new shares will be admitted for trading on the NYSE Euronext regulated market in Paris and Brussels as of 11 December 2012 on the same listing line as the existing shares (code ISIN FR0000062796).
- The new shares will have current enjoyment. They will be assimilated to the existing shares as soon as they are issued and will confer the same rights.

### **Main subscription commitments**

- CHC, which holds 4,751,395 shares representing 70.89 % of the company capital, has undertaken to subscribe to the capital increase, on a pre-emptive basis, for an amount between EUR 25.7 million and EUR 30.1 million, and this subscription may, if appropriate, be supplemented by an application for excess shares amounting to a maximum of EUR 4.4 million, enabling a total subscription of 1,583,798 shares. This entire subscription (EUR 30.1 million) will take the form of offsetting against the claim resulting chiefly from the Acquisitions (EUR 37.6 million) which CHC holds on Vranken-Pommery Monopole.
- Paul-François Vranken, who holds 5,325 shares representing 0.08 % of the company capital, has undertaken to subscribe to the capital increase on a pre-emptive basis, to the full extent of his preferential subscription rights enabling the subscription of 1,775 shares.
- SEFA Participations (Crédit Agricole group) has undertaken to subscribe for 90,131 shares, the balance of the shares which will not have been subscribed on a pre-emptive basis and applied for as excess shares by the shareholders or transferees of preferential subscription rights, by the allocation thereof further to a decision taken by the Board of Directors or the Chairman and Managing Director of the company Vranken-Pommery Monopole, so that all the subscription commitments cover 75 % of the issue.

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## **Trends and outlook for Vranken-Pommery Monopole**

Since most of the business of Vranken-Pommery Monopole is recorded in the fourth quarter, and in a context of great economic uncertainty on the markets on which the group operates, Vranken-Pommery Monopole is not currently in a position to confirm its results forecasts as announced on 30 April 2012.

## **Advice and centralisation of the transaction**

SODICA ECM ( Credit Agricole Group) has been engaged to advise the company.

The transaction is being centralised by Caceis Corporate Trust, 14 rue Rouget de l'Isle, 92862 Issy les Moulineaux Cedex 9.

## **Public availability**

A prospectus authorised by the Financial Markets Authority (FMA) on 13 November 2012 under No 12-541 is available free of charge at the registered office of Vranken-Pommery Monopole, 5 place Général Gouraud, 51100 Reims.

It can also be consulted on the websites of the FMA ([www.amf-france.org](http://www.amf-france.org)) and the company ([www.vrankenpommery.fr](http://www.vrankenpommery.fr)).

This prospectus consists of the reference document filed with the FMA on 30 April 2012 under number D.12-0477, the updated version of this reference document, filed with the FMA on 13 November 2012 under number D.12-0477-A01, and an operating memorandum (including the summary of the prospectus), authorised by the FMA under number 12-541 on 13 November 2012.

Vranken-Pommery Monopole would like to draw the attention of the public to the sections of the prospectus authorised by the FMA relating to risk factors.

## **About Vranken-Pommery Monopole**

Vranken-Pommery Monopole is the second largest champagne group. Its portfolio of leading champagne brands comprises VRANKEN, with its Diamant and Demoiselle vintages, POMMERY with its Louise and POP vintages, CHARLES LAFITTE and HEIDSIECK & CO MONOPOLE. The company owns the premium ROZES and TERRAS DO GRIFO port wine brands. Finally, the group is the leading distributor of rosé wines with Sable de Camargue - Gris de Gris wines – from DOMAINES LISTEL and Côtes de Provence – Rosé wines – from the CHATEAU LA GORDONNE.

The Vranken-Pommery Monopole Group, Europe's leading Wine Grower, directly cultivates more than 2,500 hectares of vineyard.

Vranken-Pommery Monopole is listed on the NYSE Euronext Paris and Brussels.  
(Code "VRAP" (Paris), code "VRAB" (Brussels); ISIN code: FR0000062796).

## **CONTACTS**

### **Vranken-Pommery Monopole :**

Patrice Proth - Secrétaire Général (e-mail : [pproth@vrankenpommery.fr](mailto:pproth@vrankenpommery.fr) / tel : 03 26 61 62 34)

### **Image 7 :**

Claire Doligez - e-mail : [cdoligez@image7.fr](mailto:cdoligez@image7.fr) / tel : +33 1 53 70 74 25

Caroline Simon - e-mail : [caroline.simon@image7.fr](mailto:caroline.simon@image7.fr) / tel : +33 1 53 70 74 25

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