ACCORHOTELS

Feel Welcome

Notice of meeting

Combined Annual and Extraordinary Shareholders' Meeting

Friday, April 22, 2016 at 10:00 a.m.
at Novotel Paris Est
1, avenue de la République – 93177 Bagnolet

AccorHotels is a Group united by a shared **passion** for **hospitality** and driven by a shared promise to make everyone Feel Welcome.

Over **190,000 women and men** in nearly **3,900 AccorHotels** establishments look after thousands of guests every day in **92 countries.**

AccorHotels is the **world's leading hotel operator** and offers its customers, partners and employees:

- its dual expertise as a hotel operator and franchisor (HotelServices) and a hotel owner and investor (HotelInvest);
- a large portfolio of internationally renowned brands covering the full spectrum, with luxury **(Sofitel, Pullman, MGallery by Sofitel, Grand Mercure, The Sebel)**, midscale **(Novotel, Mercure, Mama Shelter, adagio)** economy **(ibis, ibis Styles, ibis *budget*, adagio access and hotelF1)** establishments;
- a powerful marketplace and **loyalty program** Le Club AccorHotels;
- almost **half a century** of commitment to corporate citizenship and solidarity with the **PLANET 21 program.**

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How to participate
IN THE SHAREHOLDERS' MEETING?

The Shareholders' Meeting will be held at 10:00 a.m. on April 22, 2016 at the Novotel Paris Est. Shareholders are invited to a welcome breakfast at the Novotel from 8:30 a.m, in place of the refreshments provided after the Meeting in previous years.

NOVOTEL PARIS EST ACCESS

By car:

- Coming via the A3, take the **Paris Est Porte de Bagnolet** exit.
- Coming from Lyon, head towards Paris Porte d'Italie via the Peripherique Nord, Lille ring road and exit for **Porte de Bagnolet.**
- Coming from Lille, follow the Peripherique Est (eastern ring road) and take the **Porte de Bagnolet** exit.

By underground:

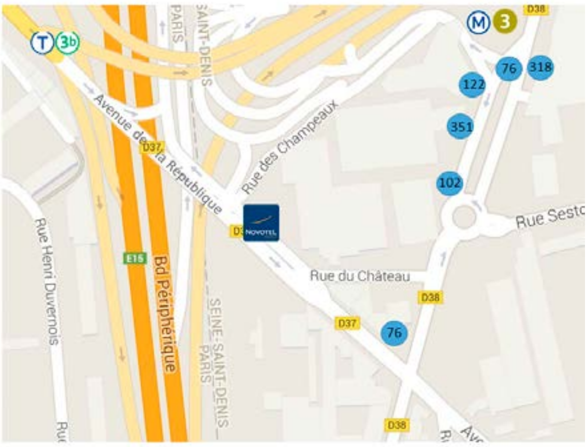
- Line 3: Gallieni station

By bus:

- Lines 221, 318, 122, 351 and 76: Gallieni station
- Line 102: Bagnolet station
- Line 76: Général de Gaulle station

By tram:

- Line T3B: Porte de Bagnolet station



TO BE ELIGIBLE TO VOTE

Shareholders are eligible to vote at the Shareholders' Meeting provided that their shares have been recorded in their name in the Company's share register or in a securities account kept by an accredited bank or broker on the second business day preceding the date of the Meeting, which is the **record date**.

For the Combined Annual and Extraordinary Shareholders' Meeting on April 22, 2016, the record date will therefore be **12:00 a.m. CEST on Wednesday, April 20, 2016**.

HOW TO VOTE

You may exercise your right to vote in any one of the following ways:

- **in person**: you can attend the Meeting in person by presenting your admittance card;
- **on line**: you can vote on line or give proxy on line to the Chairman of the Meeting or to another person of your choice;
- **by post**: you can vote or give proxy to the Chairman of the Meeting or to another person of your choice by sending in the postal voting/proxy form.

Article R. 225-85 of France's Commercial Code stipulates that any shareholder who has already voted, requested an admittance card or a certificate of share ownership:

- may not subsequently choose to participate in a different way;
- may sell all or some of their shares.
  - **If all or some of the shares are sold before the second business day preceding the Meeting date**, *i.e.*, before 12:00 a.m. CEST on Wednesday, April 20, 2016, the Company will cancel or modify the postal or online vote, the proxy, the admittance card or the certificate of share ownership. To this end, your bank or broker should notify Société Générale Securities Services of the sale and provide all necessary information.
  - **If all or some of the shares are sold after the second business day preceding the Meeting date**, *i.e.*, after 12:00 a.m. CEST on Wednesday, April 20, 2016, you are not required to notify the Company of the sale, notwithstanding any agreement to the contrary.

You plan to attend the Meeting in person

If you plan to attend the meeting in person, you must inform Société Générale by requesting an admittance card.

1) If you hold **registered shares**, you will receive the proxy documents by post (or by e-mail if you have provided an e-mail address). You can then obtain your admittance card:

- by logging onto www.sharinbox.societegenerale.com using you the login details sent to you; or
- by returning the proxy form to Société Générale Securities Services, Service des Assemblées Générales, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 3, France. Simply check **box A**, enter your name and address (or if your name and address are already printed, check that they are correct), date and sign the form.

If you have not received the card two days before the Shareholders' Meeting, you should call the **Société Générale admittance card hotline** on 0825 315 315 from France (€0.125 per minute plus VAT) or +33 2 51 85 59 82 from outside France (contact your local operator for tariff information). Lines are open from 8:30 a.m. to 6:00 p.m. CEST from Monday to Friday.

2) If you hold **bearer shares**:

- by logging onto the web portal of your bank or broker, with your usual user name and password, and connecting to the VOTACCESS site. Once you are on this site, follow the procedure shown on the screen to print your admittance card. (Note that this option is only available to holders of bearer shares whose bank or broker is a member of the VOTACESS system); or
- by sending the admittance card request to your bank or broker for onward transmission to Société Générale Securities Services.

If you hold bearer shares and you do not receive the card in time, you will nevertheless be granted admittance to the Meeting if you present the certificate of share ownership (*attestation de participation*) issued by your bank or broker in the two days preceding the Meeting.

You do not plan to attend the meeting in person

There are several other ways of participating in the Meeting if you cannot attend in person:

1) TO VOTE OR GIVE PROXY ONLINE

To vote online:

Accor gives shareholders access to a dedicated online voting website ahead of the Annual Meeting.

If you hold **registered shares**, you should log onto the secure www.sharinbox.societegenerale.com website using your usual login information. You should then select the Accor Shareholders' Meeting in your list of transactions in progress on the home page. Follow the instructions and then click on «Vote» in the voting rights section. You will then be redirected automatically to the voting website.

If you have lost or forgotten your login information, simply click on "Get your codes" on the login page.

If you hold **bearer shares**, you should log onto the web portal of your bank or broker, with your usual user name and password, to connect to the VOTACCESS site and vote. You simply click on the icon displayed on the line corresponding to your Accor shares. You will only be able to vote in this way if your bank or broker is a member of the VOTACCESS system.

The VOTACCESS website will be open from **9:00 a.m. on April 4, 2016 until 3:00 p.m. on April 21, 2016 (CEST)**. To avoid overloading the site, we recommend that you do not wait until the last day to vote.

To give proxy on line to the Chairman of the Meeting or any other person of your choice:

In accordance with Article R. 225-79 of France's Commercial Code, you may give proxy or withdraw a proxy electronically by logging onto the www.sharinbox.societegenerale.com website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual username and password, in order to connect to the VOTACCESS site as described above.

If your bank or broker is not a member of the VOTACCESS system, you can give or withdraw proxy by sending an e-mail to assembleegenerale2016@accor.com. The e-mail should include your electronic signature obtained from a certification service provider in accordance with the applicable laws and regulations. You should provide your full name and address as well as the full name and address of the person to whom you are giving proxy (or from whom you are withdrawing proxy) as well as your full bank details and a scanned copy of the certificate of share ownership (*attestation de participation*) issued by your bank or broker.

To be valid, e-mail notifications of proxies given or withdrawn must be received, duly signed, at the above address by 3:00 p.m. on April 21, 2016 at the latest.

If you give proxy to the Chairman, he will vote in favor of all of the resolutions presented or supported by the Board of Directors and against all resolutions not supported by the Board.

2) TO VOTE OR GIVE PROXY BY POST

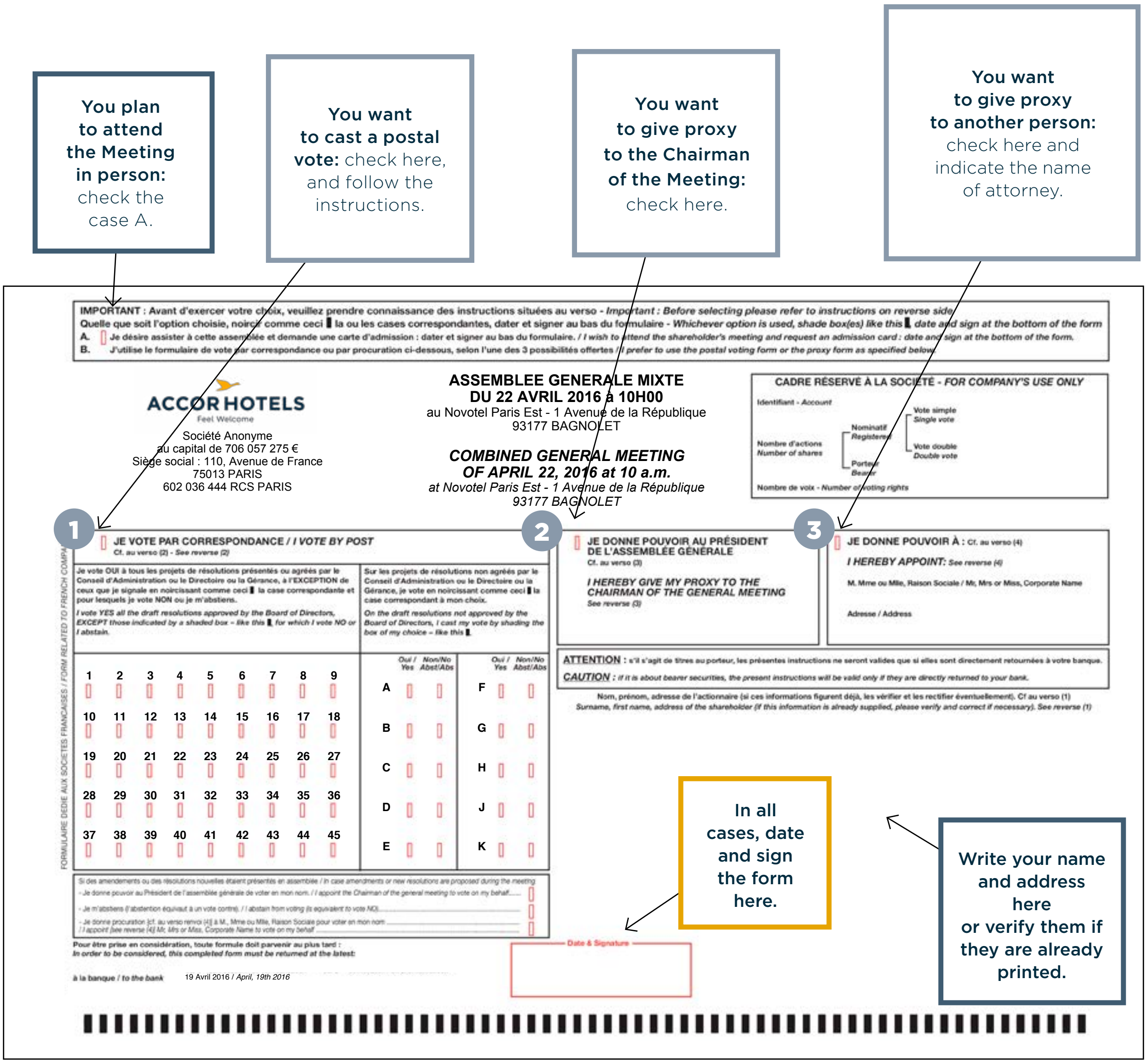
On the proxy form (see page 7), enter your full name and address (or if your name and address are already printed, check that they are correct), and date and sign the form.

- If you want to cast a postal vote, check the **"I vote by post"** 1 box and indicate your vote for each resolution. Note that if you cast a postal vote, you cannot subsequently change your mind and attend the Meeting in person or give proxy to vote on your behalf.
- If you want to give proxy to the Chairman of the Meeting to vote on your behalf, check the **"I hereby give my proxy to the Chairman of the Meeting"** 2 box. The Chairman will then vote on your behalf in favor of all of the resolutions presented or supported by the Board of Directors and against all resolutions not supported by the Board.
- If you want to give proxy to another person of your choice, check the **"I hereby appoint"** 3 box and indicate the name of the person to whom you are giving proxy to attend the Meeting and vote on your behalf.

If you hold registered shares, you will automatically receive the proxy/postal voting form. If you hold bearer shares, you can obtain a voting form by sending a written request to your bank or broker or directly to Société Générale Securities Services, Service des Assemblées, 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 3, France. Form requests will only be honored if Société Générale Securities Services receives them no later than six days before the Meeting date, *i.e.*, by April 16, 2016.

To be taken into account, the proxy/postal voting form must be completed and sent, either via the bank or broker or directly, to the Company or to Société Générale Securities Services at the above address no later than three days before the Meeting date, *i.e.*, by April 19, 2016.

To give proxy to a person of your choice (or withdraw a proxy), holders of registered shares should send the proxy form directly to Société Générale Securities Services and holders of bearer shares should send it to their bank or broker for onward transmission. To be taken into account, the proxy form must be received by Société Générale Securities Services at the above address no later than three days before the Meeting date, *i.e.*, by April 19, 2016.



QUESTIONS

You will be given the opportunity to ask questions during the Meeting, in the question and answer session just before the resolutions are put to the vote.

You may also submit **written questions** before the Meeting by sending them to the Chairman of the Board of Directors **no later than Monday, April 18, 2016**, either:

- by sending a registered letter with return receipt requested to the Chairman of the Board of Directors at Accor – Immeuble Odyssey – 110, avenue de France, 75210 Paris Cedex 13, France; or
- by sending an e-mail to: assembleegenerale2016@accor.com

In order to be considered, the questions must be accompanied by a certificate of share ownership.

TEMPORARY TRANSFER OF SECURITIES

If you are temporarily holding a number of shares representing more than 0.5% of voting rights (as defined in Article L. 225-126 of the French Commercial Code), you must inform the *Autorité des marchés financiers* (AMF) and the Company no later than the second business day prior to the Shareholders' Meeting, *i.e.*, by 12:00 a.m. CEST on Wednesday, April 20, 2016, by sending an e-mail to declarationpretsemprunts@amf-france.org and assembleegenerale2016@accor.com.

2015 summary
GROUP MANAGEMENT REPORT

The strategic, operational and cultural transformation implemented by the Group over the last two years is starting to pay off. AccorHotels this year delivered robust performances, with growing revenue, a big improvement in earnings and a stronger financial position.

In 2015, AccorHotels took numerous strategic initiatives to increase its revenue, which grew by €127 million over the year. Importantly, the Group transformed its booking platform into a marketplace open to independent hotels. It reinforced the power of its brands – notably at the institutional level – by adopting the name of its marketplace, AccorHotels, with a view to increasing its visibility and uniting all portfolio brands around it in an orderly manner.

The Group also saw its operating margins increase as a result of various restructuring operations, which reduced rental expense by €55 million. In total, earnings before interest and tax (EBIT) amounted to €665 million, representing growth of 3.5% at constant scope of consolidation and exchange rates and 10.6% as reported.

AccorHotels also strengthened its cash position by issuing a new bond and redeeming two existing bonds. This allowed it to lengthen the maturity of its borrowings while refinancing at a lower cost.

Lastly, the Group continued to expand in high-growth areas, opening a record 229 hotels. It also increased its worldwide leadership in the luxury segment with the announced acquisition of FRHI Group and its three iconic brands, Fairmont, Raffles and Swissôtel.

Net income Group share amounted to €244 million, up from €223 million in 2014.

REVENUE

Consolidated 2015 **revenue** amounted to €5,581 million, up 2.9% at constant scope of consolidation and exchange rates (like-for-like), and up 2.3% as reported. The increase resulted from healthy growth in most of the Group's key markets: Mediterranean, Middle East, Africa (MMEA, up 7.9%), Asia-Pacific (up 5.4%) and Northern, Central and Eastern Europe (NCEE, up 5.0%).

- **Germany and the UK** were the main drivers in **Northern, Central and Eastern Europe,** posting revenue growth of 4.5% and 5.9% respectively for the year.
- The **countries of southern Europe** provided strong support for the **MMEA region,** with revenue up 11.4% in Spain and 9.6% in Italy.

Revenue in **France** was down a moderate 0.5% in 2015, reflecting a sharp 6.6% decline in the fourth quarter due to the events of November 13, despite the COP21 conference in Paris in December.

- RevPAR (revenue per available room) deteriorated over the year by 3.4% in the Paris region (down 12.4% in Q4 *versus* 2.1% in Q3).
- In the regional cities, RevPAR improved by 3.4%, (up 0.1% in Q4) after a very positive trend in the previous quarter (up 3.8% in Q3).

The **Americas region** was down 3.7% due to the continued deterioration in economic activity in Brazil (down 7.5% in Q4), where business has slowed across the country, notably affecting seminar and meeting activity in hotels.

Reported revenue for the period reflected the following factors:

- **Development,** which added €66.8 million to revenue and 1.2% to growth, with the opening of 36,172 rooms (229 hotels), of which 92% under management contracts or franchise agreements. At December 31, 2015, the HotelServices portfolio comprised 3,873 hotels and 511,517 rooms, of which 30% under franchise agreements and 70% under management contracts, including the HotelInvest portfolio.
- **Disposals,** which reduced revenue by €166.1 million and growth by 3.0%.
- **Currency effects,** which had a positive impact of €66.8 million or 1.2%, mainly related to increases in the British pound (up €61.7 million), the US dollar (up €18.9 million), the Swiss franc (up €14.6 million) and the Chinese yuan (up €11.8 million), and the decline of the Brazilian real (down €49.6 million).

Consolidated EBITDAR amounted to €1,780 million in 2015, representing a year-on-year increase of 0.2% like-for-like and 0.5% as reported. Down slightly at constant scope of consolidation and exchange rates, the EBITDAR margin was 31.9%, including the amounts committed to the digital plan.

EBIT totaled €665 million in 2015, compared with €602 million in 2014, an increase of 10.6% as reported and 3.5% like-for-like.

Rental expense was **€794 million** in 2015, compared with €849 million in 2014, due to the transformation of HotelInvest.

Depreciation, amortization and provision expense was **€321 million.**

Net financial expense amounted to **€71 million,** compared with €52 million in 2014.

The **share of profit of associates** was **€10 million,** compared with €28 million in 2014.

Operating profit before tax and non-recurring items – corresponding to EBIT less net financial expense plus share of profit of associates – represents the result of operations after the cost of financing Group businesses and before tax. It was **€605 million** in 2015, up from €578 million in 2014.

Restructuring costs amounted to **€23 million** in 2015, and resulted mainly from various reorganization measures.

Gains and losses on the management of hotel properties represented a loss of **€31 million.**

Asset impairment losses amounted to **€67 million,** of which €64 million relating to property, plant and equipment. This compared with €55 million in 2014.

Gains and losses on the management of other assets, which was a loss in the amount of €75 million, mainly includes expenses related to the planned relocation of headquarters and the acquisition of the Fairmont, Raffles and Swissôtel brands for €37 million, and a provision of €25 million to settle various disputes.

Tax expense amounted to **€136 million** in 2015. At December 31, 2015, the effective tax rate (current tax expense/operating profit before tax, share of profit of associates after tax and non-recurring items) amounts to 29.5%.

After deducting **non-controlling interests** in the amount of €27 million and the €1 million **net loss from discontinued operations, net profit, Group share** amounted to **€244 million,** compared with €223 million in 2014.

Accordingly, **net profit, Group share** increased by €21 million. Based on the weighted average number of shares outstanding during the period (234,387,017), **earnings per share** amounted to **€0.88** in 2015, compared with €0.97 in 2014

ANALYSIS OF 2015

At December 31, 2015, hotel owner and investor **HotelInvest** had 1,288 owned and leased hotels, representing nearly 179,331 rooms. Ninety-four percent of these hotels are in the Economy and Midscale segments, and 82% are located in France and Europe.

At December 31, 2015, hotel operator and brand franchiser **HotelServices** had 3,873 hotels and 511,517 rooms operated under franchise agreements and management contracts, as well as a development pipeline of close to 159,426 rooms. This business, which enjoys leadership positions on four continents, represents an annual business volume of €12.9 billion.

All HotelInvest's hotels are operated by HotelServices under management contracts. In 2015, these hotels generated 40% of the fees received by HotelServices.

HotelServices

HotelServices' EBITDA edged down to €399 million. The **EBITDA margin** excluding Sales, Marketing & Digital and the loyalty program was 49.8%, *versus* 49.0% in 2014.

As expected, the division's results were impacted by the implementation of the digital plan and the related operating expenses. As a result, **HotelServices** recorded **EBIT** of €359 million, a decline of 1.5% like-for-like. The **EBIT margin** narrowed by 3.3 points to 26.8%. Excluding the impact of commitments related to the digital plan (€32 million in 2015), the EBIT margin was stable compared with 2014, at 30.0%.

HotelServices' cash flow fell by €25 million due to operational expenditure on the digital roadmap in 2015.

Similarly, the Sales, Marketing & Digital Division's **EBIT margin** was impacted by the digital investments in 2015, narrowing to 9.9%.

It reflects a strong improvement in margins, stemming largely from robust business volumes.

HotelServices had an excellent year in terms of operating performance, with a return to record growth in the hotel portfolio (229 hotels and 36,172 rooms) and an increase in the pipeline to a high 159,426 rooms. The Le Club AccorHotels loyalty program also continued to grow, with 7 million members joining in 2015, bringing the total to 25 million. HotelServices also benefited from innovations resulting from the €225 million digital roadmap, with €78 million spent in 2015 to enrich customers' digital experience on their mobile device through new services such as online registration, free access to online newspapers and magazines during their stay, destination guides that can be consulted offline and Wipolo, which is in the process of being deployed for the reservation of hotel services.

HotelInvest

HotelInvest's EBITDAR improved by 1.0% like-for-like to €1,424 million.

HotelInvest's EBIT increased by a strong 12.5% like-for-like to €378 million, putting the margin at 7.8%, an improvement of 176 basis points compared with 2014. The increase is attributable to sustained hotel business, notably in the United Kingdom, the Benelux countries and Germany, but also to the dynamic management of the Group's assets in 2015.

HotelInvest's EBITDA amounted to €654 million, boosting the EBITDA margin by 1.7 points. **Net operating income (NOI),** which corresponds to EBITDA less maintenance expenditure, rose by €73 million, lifting the **EBITDA margin** by 3.3 points from 63.5% to 66.8%.

In 2015, **93 hotels** were restructured, of which **34 hotels** under leases and **59 hotels** under direct ownership. These transactions had the effect of reducing adjusted **net debt** by **€458 million.**

Moreover, the Group secured the sale of 85 additional hotels in Europe in partnership with Eurazeo. This transaction will be finalized during the second quarter of 2016.

At the end-December 2015, HotelInvest's gross asset value supported by business during the year, **HotelInvest's gross asset value** was **€6.9 billion,** *versus* €6.3 billion at end-December 2014. As last year, AccorHotels had HotelInvest's hotel assets valued by three independent experts, which each analyzed a third of the portfolio. The valuation technique chosen was EBITDA multiples, defined in accordance with each hotel's specific situation (market, segment, etc.) For lease contracts, the valuation took into account such factors as the time remaining on the lease, the options for terminating the contract and the potential lease termination costs.

Return on investment (ROI), or the EBITDA to gross asset value ratio, was broadly stable at 9.5%.

Financial flows

Funds from operations amounted to €816 million, compared with €769 million in 2014 thanks to the strong operational performance.

Recurring development expenditure amounted to €205 million, and hotel **renovation and maintenance expenditure** to €269 million, representing 4.8% of Group revenue.

Acquisitions carried out in 2015 amounted to **€161 million**, and mainly related to the acquisition of two Sofitel hotels and five Novotel hotels.

Proceeds from the **disposal of assets** totaled **€356 million,** of which €349 million in disposals of hotel properties, compared with €109 million in hotel property disposals in 2014.

Financial ratios

In the year ended December 31, 2015, the Group's **recurring cash flow** reached a record €341 million, mainly thanks to strong business.

Net debt totaled a negative €194 million at December 31, 2015, an improvement of €354 million over the year, mainly reflecting the €816 million increase in funds from operations excluding non-recurring transactions and the €356 million raised from asset disposals.

Gearing was a negative 4.9% at December 31, 2015, compared with 4.1% a year earlier. This trend resulted primarily from a €250 million increase in investments.

The Group saw **the cost of its debt** fall from 3.11% at end-December 2014 to 2.89% at end-December 2015, benefiting from the successful issue of €500 million in 8-year bonds (coupon of 2.375%) and the partial redemption of two bonds maturing in 2017 (coupon of 2.875%) and 2019 (coupon of 2.50%) in a cumulative amount of €598 million.

Moreover, at December 31, 2015, AccorHotels had an **unused €1.8 billion confirmed long-term line of credit.**

The **ratio of funds from operations excluding non-recurring transactions to adjusted net debt** is calculated according to the method used by the main rating agencies, with net debt adjusted by discounting future minimum lease payments at a rate of 7%. The ratio was 31.8% at December 31, 2015, compared with 27.1% a year earlier.

Return on capital employed (ROCE), corresponding to EBITDA expressed as a percentage of fixed assets at cost plus working capital, edged down to 14.4% in 2015 from 14.6% in 2014. This ratio is also analyzed in the consolidated financial statements.

STRATEGIC VISION AND OUTLOOK

In a challenging overall context in 2015, shaped by a mixed global economy, a tense geopolitical environment and the growing digitization and transformation of the tourism sector, AccorHotels pressed ahead with its strategy and delivered excellent annual results reflecting the benefits of its transformation plan.

2015 was particularly rich in events for the Group, which since November 2013 has had a new strategy, laid down by its Chairman and Chief Executive Officer, Sébastien Bazin.

AccorHotels now has two distinct businesses and areas of expertise: operator and brand franchisor HotelServices, and owner and investor HotelInvest. The new structure by business line reaffirms the strategic nature of our two traditional areas of expertise, separating the relevant functions, responsibilities and objectives in order to build a more efficient business model. The 1,288 HotelInvest hotels are operated by HotelServices under management contracts. The two businesses each have their own reporting process, based on separate income statements and separate performance indicators, but are managed by a single Executive Committee. Strategic support functions, such as Finance, Human Resources, Legal Affairs and Communications, are still centralized at corporate level.

Several major transactions were carried out in 2015, including:

- the acquisition of FastBooking, a company specializing in digital services for hotel operators, which now serves as the marketing platform for the accorhotels.com marketplace, launched in June 2015; To speed up its digital transformation, the Group has opened its distribution platform to a selection of independent hotel operators alongside the hotels in its brand portfolio;
- the deconsolidation of 93 HotelInvest hotels and the signing of an agreement to restructure a portfolio of 85 hotels through a new franchisee operator 70%-owned by Eurazeo and 30%-owned by AccorHotels, as part of the Group's plan to restructure its real estate assets;
- the announcement of the acquisition of the Fairmont Raffles Hotels International Group, creating a new world leader in the luxury hotel segment.

1. 2015: excellent performance reflecting the benefits of the transformation plan

In 2015, AccorHotels continued the transformation of its business model at a very brisk pace. The results are visible in its operational and financial performance. In a mixed economic environment characterized by strong growth in Europe and the emerging markets but difficulties in France and Brazil, the Group posted excellent results and set new performance records. 2015 was also the year of a cultural transformation within the Group, embodied by the change of name from Accor to AccorHotels to underscore the connection with the hotel business and to merge the corporate brand with that of the digital platform. The Group's new promise, "Feel Welcome," further reflects its unifying spirit.

1. CONTINUATION OF HOTELINVEST'S TRANSFORMATION

HotelInvest's main challenges are to:

1/ Strengthen its position as the **leading hotel investor** in the Economy and Midscale segments **in Europe**, with strategic positions in emerging markets;

2/ Optimize **cash flow generation** and reduce earnings volatility, particularly by reducing the number of lease contracts. As part of this process, lease contracts on certain hotels earmarked for restructuring will not be systematically renewed when they expire. In addition, hotel development will no longer take place *via* lease contracts, except for contracts on which AccorHotels has already made a commitment;

3/ Manage and rationalize the asset portfolio, with a focus on **creating value** through the strategic allocation of capital expenditure;

4/ Support the Group's growth strategy, by **holding a selective portfolio of profitable hotel property assets**.

HotelInvest will retain the vast majority of owned hotels, limiting property sales to hotels that are performing well below average. HotelInvest is also responsible for allocating maintenance and development expenditure and may decide to acquire other hotel properties to drive the creation of greater value.

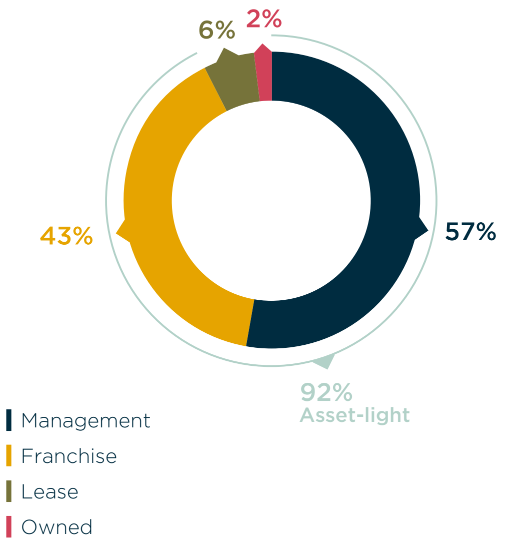
To address these challenges and above all improve HotelInvest's performance, 93 restructuring operations were carried out in 2015 (up from 48 in 2014), on hotel property portfolios acquired in 2014 from Moor Park, Axa and Tritax, as well as on individual hotels.

In addition, in January 2016, AccorHotels announced the signing of an agreement with a new franchisee operator 70%-owned by Eurazeo and 30%-owned by AccorHotels for the restructuring of a portfolio of 85 hotels in Europe. Of the 85 hotels, 57 are leased hotels from the Foncière des Régions, Axa and Invesco portfolios, which were the subject of transactions in the fourth quarter of 2015. The remaining 28 are owned hotels. This major deal, which took place in several stages, illustrates the Group's ability to implement virtuous and innovative solutions to optimize the HotelInvest business.

Lastly, following the December 2014 announcement of the Group's strategic alliance with Huazhu in China, which was finalized in January 2016, 12 previously owned hotels were transferred to our Chinese partner.

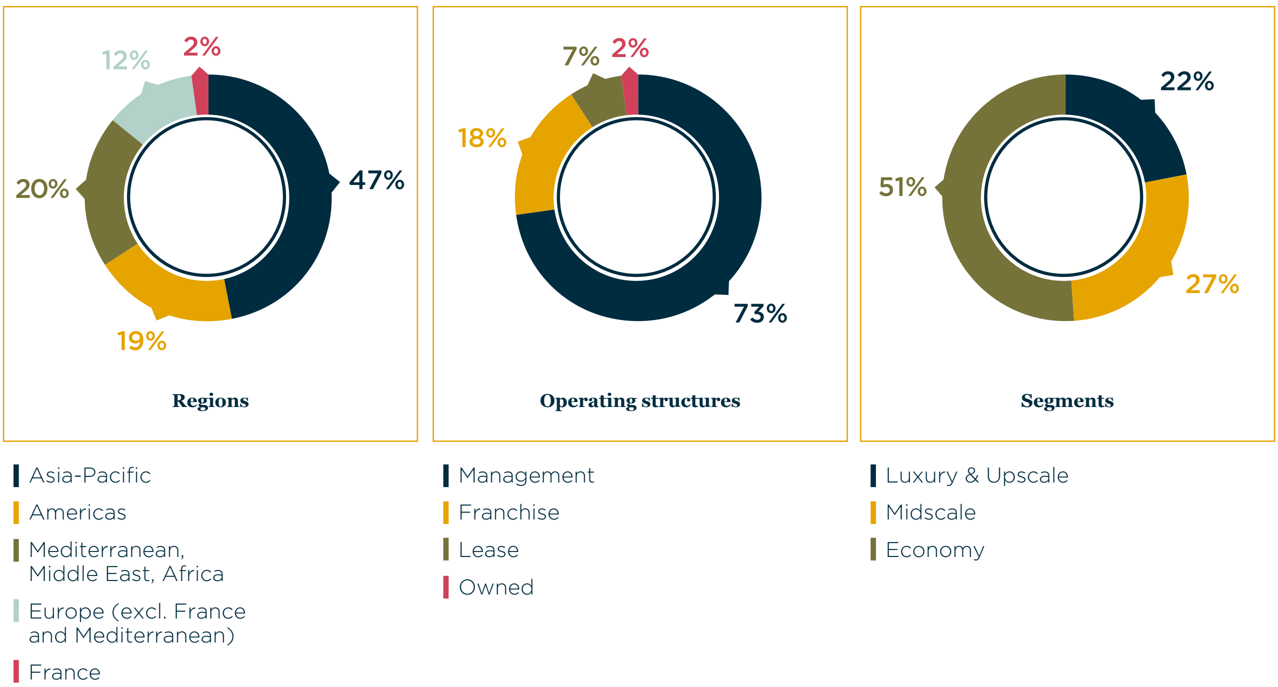
2. RECORD DEVELOPMENT WITH A FOCUS ON MARKETS IN "NEW ECONOMIES"

In 2015, the Group opened 229 hotels or 36,172 new rooms across the world, enabling it to offer a total of more than half a million rooms to its customers. Franchise agreements and management contracts accounted for 92% of this development, representing more than two hotel openings every three days and 100 rooms every day, while leased hotels represented 6% and owned hotels 2%. Of these openings, 70% were outside Europe, with 39% in the Asia-Pacific region, 16% in the Americas and 15% in the Mediterranean, Middle East, Africa region.



At the same time, the development pipeline increased to nearly 160,000 rooms at the end of 2015. Of the total, 47% are in the Asia-Pacific region, 19% in the Americas, 14% in Europe (excl. France and Mediterranean) and 12% in the Mediterranean, Middle East, Africa region. The breakdown by segment is in line with previous half-years, with the Economy segment dominating.

Openings in 2015*



** in number of rooms*

3. RECORD FINANCIAL RESULTS IN 2015

The Group recorded an excellent financial performance in 2015:

- **revenue of €5,581 million**, up 2.9% at constant scope of consolidation and exchange rates, thanks to healthy growth in most of the Group's key markets (excluding France and Brazil);
- **EBIT of €665 million**, resulting in a **record margin** of 11.9% and reflecting the swift and efficient implementation of the HotelInvest restructuring strategy;
- **record operating free cash flow** of €341 million before acquisitions and disposals;
- a positive net cash position.

The Group also enjoys a very strong financial position, with €3 billion of resources, allowing it to be proactive and flexible in the implementation of its strategy.

In addition, all of the 2015 objectives assigned to HotelServices and HotelInvest were met during the year:

For **HotelServices:**

- a 49.8% EBITDA margin, adjusted for the Sales & Marketing fund and the loyalty programs;
- very strong cash flow, amounting to 76.8% of EBITDA;

For **HotelInvest:**

- a 7.8% EBIT margin, up sharply since the start of the restructuring plan (6.1% in 2014 and 4.1% in 2013);
- very strong cash flow, amounting to 44% of EBITDA after maintenance and development expenditure;
- an increase in HotelInvest's gross asset value to €6.9 billion at December 31, 2015, supported by business during the year (*versus* €6.3 billion a year earlier).

2. Outlook

"In an extraordinarily volatile global economic context, and at a time when the hospitality industry is reinventing itself, the opportunities available are numerous and the Group's objectives for 2016 are clear: strengthen our position as the world's leading hotel operator, and continue to significantly improve our operational and financial performance," said Sébastien Bazin, Chairman and CEO of AccorHotels on the 2015 annual results press release.

In 2016, the Group intends to accelerate its transformation by seizing opportunities in line with the strategy set in late 2013. The strategic avenues are the same, with several major projects on the agenda in 2016:

- complete HotelInvest's transformation plan;
- successfully continue to implement all of the digital plan programs and speed up the development of the accorhotels.com marketplace;
- consolidate the Group's development pipeline to keep up fast and profitable expansion;
- capitalize on improvement drivers, particularly through Food & Beverage and Purchasing;
- continue to revamp the Group's management culture.

3. Implementation of the digital roadmap

In October 2014, AccorHotels announced the rollout of an ambitious five-year €225 million investment plan that will engage the Group in a wide-ranging digital transformation aimed at consolidating its leadership across the guest experience value chain. In June 2015, the value of the plan was increased by 10% following the launch of the accorhotels.com marketplace. In 2015, €78 million was dedicated to the plan (€5 million in 2014), with an impact as anticipated on the performances of the HotelServices business.

The "Leading Digital Hospitality" plan is based on a holistic response to the challenges of an increasingly digital world, in a market environment shaped by the accelerating pace of technological change, the arrival of new disruptors and rapid changes in guest behavior.

Built around three targets – customers, employees and partners – the plan is designed to rethink the role of digital technology and incorporate it into every aspect of the customer journey, while also improving our offering for investor partners and consolidating our distribution market share. It is being supported by two pillars, IT infrastructure and data management. Broken down into eight programs, its implementation is proceeding smoothly, with achievements already visible in 2015 and more than a hundred initiatives currently underway.

AN INTEGRATED PLAN BASED ON EIGHT PROGRAMS

Four of the programs are focused on guest benefits, in a commitment to understanding guests better and improving their experience in our hotels. At the same time, they will allow AccorHotels to step up the acquisition of new guests in the databases and help to retain their business.

- **"Mobile First"** is aligned with the growing migration to mobile devices, such as smartphones and tablets, offering a single app incorporating all of our guest services before, during and after the stay. Downloads were up 16% in 2015.

- **"Customer Centric"** will develop and use databases to ensure personalized follow-up and services, while centralizing guest feedback on the corporate Voice of the Guest platform, rolled out in 3,700 hotels at end-2015.
- **"Seamless Journey"** aims to deliver a smooth guest experience at every stage of their journey, with electronic payment solutions, one-click booking, online check-in and the virtual Le Club Accorhotels card. It was offered in 2,500 hotels at end-2015.
- **"Mice & BtoB"** is developing innovative digital solutions for businesses, such as online booking of meeting rooms, and will increasingly incorporate BtoB services in the global booking website, accorhotels.com. At the end of 2015, 120 French companies were using this solution available in 3,000 the Group's hotels.

In addition to guests, the plan also includes programs dedicated to employees and partners:

- **"Employee Friendly"** aims to simplify check-in processes using tablets and smartphones, develop online training solutions and encourage experience sharing *via* «AccorLive,» our corporate social network.
- **"Owner & Franchise Centric"** makes AccorHotels the industry's most efficient and transparent partner, in particular by offering comprehensive dynamic pricing and revenue management solutions, a dedicated portal to access personalized information and services, and an optimized billing process, starting in 2015.

Lastly, our digital transformation also involves consolidating our IT applications and systems to make them even more robust and agile. In this regard, the following programs were implemented in 2015:

- **"Infrastructure Transformation"** focuses on optimizing systems to bring new services to market more quickly and keep pace with rising transaction volumes.
- **"Business Intelligence & Analytics"** ensures that operational decisions are increasingly based on analyses of the large volumes of data collected, particularly from the hotels.

The digital plan is supported by the robust resources already in place, such as:

- the Accor Reservation System **(TARS)**;
- the Group's multi-brand booking portal, **accorhotels.com**, which was opened up to a selection of independent hotels in September 2015, effectively transforming it into a hotel marketplace;
- the **Le Club Accorhotels** multi-brand loyalty program, which had 25 million cardholders at the end of 2015, after gaining more than 7 million new members over the year (on top of a gain of 4 million in 2014). The Club's contribution to overall revenue increased from 24% at end-2014 to 28% at end-2015.

4. Acquisition and strategic partnership

1. ACQUISITION OF THE FAIRMONT RAFFLES HOTELS INTERNATIONAL (FRHI) GROUP

On December 9, 2015, AccorHotels announced the signing of an agreement with Qatar Investment Authority (QIA) and Kingdom Holding Company of Saudi Arabia (KHC) for the purchase of three iconic brands, Fairmont, Raffles and Swissôtel, creating a global leader in the Luxury segment. This strategic acquisition of a portfolio of 115 hotels (of which 40 under development) will give AccorHotels compelling global leadership in luxury hotels, while significantly strengthening its presence in North America.

The FRHI Group hotels and resorts are located in 34 countries around the globe, including the world's major tourist destinations, particularly in the United States, the leading outbound travel market. With nearly 500 Luxury and Upscale hotels, AccorHotels stands to rank as one of the best global players in this critical segment in terms of international reach, development potential and profitability.

The Group aims to generate approximately €65 million in revenue and cost synergies by combining brands, distribution platforms and loyalty programs.

The deal's funding through a cash payment of $840 million and a reserved capital increase of 46.7 million Accor shares will enable the Group to consolidate its shareholding structure through the acquisition of stakes by two high-profile investors, both specialists in the global hotel industry. QIA and KHC will both become Accor shareholders, holding 10.5% and 5.8% of share capital respectively, subject to shareholder approval at an Extraordinary Shareholders' Meeting.

2. FINALIZATION OF THE STRATEGIC ALLIANCE WITH HUAZHU (CHINA LODGING)

AccorHotels and Huazhu (China Lodging Group) finalized in January 2016 the strategic and long-term partnership signed a year earlier (December 2014), thereby creating a leading player in the Chinese hotel industry.

This major alliance will accelerate both partners' expansion in what is today one of the largest and fastest-growing domestic travel markets, and one that is set to become the world's largest outbound travel market. The objective of the alliance is to bring together the best of both partners, combining AccorHotels' internationally recognized brands and powerful global distribution network with the extensive coverage, local reputation and strong development capability of Huazhu Hotels Group in China.

Benefiting from an exclusive master franchise for AccorHotels, Huazhu is now in charge of operating and developing the Economy and Midscale ibis, ibis Styles and Mercure brands in China, Taiwan and Mongolia. Novotel and Grand Mercure will be jointly managed by Huazhu and AccorHotels.

AccorHotels will continue to operate and develop all of its Luxury and Upscale brands in China – Sofitel, Pullman, MGallery and The Sebel. Huazhu holds a 30% stake in AccorHotels' Upscale and Luxury business in China, and will help accelerate future development in that country thanks to its close ties with key Chinese business partners and investors. All AccorHotels establishments in China will continue to operate in accordance with their existing international standards, benefiting from the global distribution and loyalty platforms already in place, together with the added support of Huazhu's networks and domestic reputation. They will maintain their identities and unique features, while benefiting from Huazhu's extensive on-the-ground support capabilities and local expertise.

Huazhu plans to open 350 to 400 new hotels under the AccorHotels brands in the medium term. The agreement offers the 75 million cardholders in the two partners' guest loyalty programs the opportunity to stay in a combined network of more than 6,500 hotels around the world.

The arrangement provides for AccorHotels to have a 10.8% stake in Huazhu and a seat on the company's Board of Directors.

CONSOLIDATED INCOME STATEMENTS

Unless stated otherwise, the amounts presented are in millions of euros, rounded to the nearest million. Gene rally speaking, the amounts presented in the consolidated financial statements and the notes to the financial statements are rounded to the nearest unit. This may result in a non-material difference between the sum of the rounded amounts and the reported total. All ratios and variances are calculated using the underlying amounts rather than the rounded amounts.

Consolidated Income Statements

(en millions d'euros)	2014*	2015
CONSOLIDATED REVENUE	**5,454**	**5,581**
Operating expense	(3,682)	(3,801)
EBITDAR	**1,772**	**1,780**
Rental expense	(849)	(794)
EBITDA	**923**	**986**
Depreciation, amortization and provision expense	(321)	(321)
EBIT	**602**	**665**
Net financial expense	(52)	(71)
Share of profit of associates after tax	28	10
OPERATING PROFIT BEFORE TAX AND NON RECURRING ITEMS	**578**	**605**
Restructuring costs	(11)	(23)
Impairment losses	(55)	(67)
Gains and losses on management of hotel properties	(11)	(31)
Gains and losses on management of other assets	(82)	(75)
OPERATING PROFIT BEFORE TAX	**419**	**408**
Income tax expense	(175)	(136)
PROFIT FROM CONTINUING OPERATIONS	**244**	**273**
Net profit or Loss from discontinued operations	(4)	(1)
NET PROFIT OR LOSS	**240**	**271**
Net Profit or Loss, Group Share	**223**	**244**
Net Profit, Minority interests from continuing operations	17	27

(in euro)	2014*	2015
Diluted earnings per share	0.96	0.88
Ordinary dividend per share	0.95	1.00 [1]

* *Including the retrospective impact of the application of IFRIC 21 (see Note 2).*
(1) *Ordinary dividend per share recommended by the Board of Directors to the Annual Shareholders' Meeting of April 22, 2016.*

Statements of financial position

ASSETS

(in millions of euros)	2014*	2015
GOODWILL	**701**	**697**
INTANGIBLE ASSETS	**283**	**307**
PROPERTY, PLANT AND EQUIPMENT	**3,157**	**3,024**
TOTAL NON-CURRENT FINANCIAL ASSETS	**586**	**654**
Deferred tax assets	66	73
Total non-current assets	**4,794**	**4,756**
Total current assets	**3,614**	**3,990**
Assets held for sale	347	208
ASSETS	**8,754**	**8,953**

* *Including the retrospective impact of the application of IFRIC 21 (see Note 2).*

EQUITY AND LIABILITIES

(in millions of euros)	2014*	2015
Shareholders' equity, Group share	**3,657**	**3,762**
Total shareholders' equity and minority interests	**3,869**	**3,987**
Total non-current liabilities	**2,957**	**2,916**
Total current liabilities	**1,907**	**2,031**
Liabilities associated with assets classified as held for sale	**20**	**19**
LIABILITIES AND SHAREHOLDERS' EQUITY	**8,754**	**8,953**

* *Including the retrospective impact of the application of IFRIC 21 (see Note 2).*

FINANCIAL FLOWS

(in millions of euros)	2014	2015
Funds from operations(1)	**769**	**816**
Renovation & maintenance capex	(262)	(269)
Free cash-flow	**507**	**547**
Recurring expansion capex	(203)	(205)
Recurring free cash flow	**304**	**341**
Acquisitions	(1,110)	(161)
Proceeds from disposals	128	356
Dividends	(137)	(174)
Working capital	103	72
Hybrid financial instruments & interest (2)	887	(37)
Others	(109)	(43)
Cash flow from discontinued operations	1	0
(INCREASE)/DECREASE IN NET DEBT	**(67)**	**(354)**

(1) Restated for discontinued operation.
(2) Includes the issuance of the hybrid instrument in the amount of €887 million in 2014 and the coupon of €37 million paid in 2015.

Revenue from all of the Company's operations amounted to €881.1 million in 2015, *versus* €825.3 million the year before. This increase in revenue of 6.8%, or €55.8 million, reflected the increases in fees billed to subsidiaries and to non-related parties of €21.3 million and €15.2 million respectively, as well as the €20.2 million increase in services provided by Accor SA (corporate services, purchases, technical support, etc.).

Revenue includes hotel royalties, rental and business-lease revenue and service fees.

Operating profit stood at €8.8 million in 2015 compared to €58.9 million in 2014, representing a reduction of €50.1 million.

Net financial income came out at €44.3 million compared to €169.1 million in 2014, down €124.8 million, mainly as a result of a decrease in dividends from subsidiaries.

Recurring profit before tax stood at €53.0 million, compared to €228.0 million in 2014.

Net non-recurring income stood at €56.4 million, compared to a net non-recurring expense of €2.3 million in 2014.

It primarily comprised capital gains on the sale of shares in Katerinska (€55.6 million), China Lodging Group (€2.4 million) and La Falaise de Dinard (€0.9 million), as well as a €10.6 million reversal of a provision for a legal dispute and €9.0 million in moving costs for the Group's Paris headquarters.

Accor SA ended the year with a **net profit** of €129.7 million *versus* a net profit of €239.3 million in 2014.

Five-year financial summary

(in millions of euros)	2011	2012	2013	2014	2015
Capital at year-end					
Share capital	682	682	684	696	706
Number of shares in issue	227,251,446	227,277,972	228,053,102	231,836,399	235,352,425
Results of operations					
Net revenues	725	753	807	825	881
Profit before tax, depreciation, amortization and provisions	751	67	124	261	209
Income tax	(24)	(32)	(20)	(14)	(20)
Net profit (loss)	771	(584)	101	239	130
Dividends	261	173	183	220	235(1)
Per-share data *(in euros)*					
Earnings per share after tax, before depreciation, amortization and provisions	3.41	0.44	0.63	1.18	0.97
Earnings (loss) per share	3.39	(2.57)	0.44	1.03	0.55
Dividend per share (before tax credit/allowance)	1.15	0.76	0.80	0.95	1.00(1)
Employees					
Number of employees	1,042	1,069	1,051	1,033	1,145(2)
Total payroll and employee benefits	130	127	158	146	133

(1) Recommended dividend for 2015 proposed at the Annual Shareholders' Meeting of April 22, 2016 based on 235,352,425 shares outstanding at December 31, 2015.
(2) Number of employees on the Accor SA payroll at December 31, 2015.

Agenda
OF THE SHAREHOLDERS' MEETING ON APRIL 22, 2016

1. Approval of the 2015 financial statements of the Company;
2. Approval of the 2015 consolidated financial statements;
3. Appropriation of profit and dividend payment;
4. Dividend reinvestment option;
5. Re-election of Sophie Gasperment as a director;
6. Re-election of Nadra Moussalem as a director;
7. Re-election of Patrick Sayer as a director;
8. Approval of the transfer of the Company's registered office;
9. Authorization to trade in the Company's shares;
10. Authorization for the Board of Directors to grant free shares to employees or executive officers of the Company;
11. Restriction on the number of free shares that may be granted to executive officers of the Company;
12. Advisory vote on the compensation due or awarded to Sébastien Bazin for the year ended December 31, 2015;
13. Advisory vote on the compensation due or awarded to Sven Boinet for the year ended December 31, 2015;
14. Powers to carry out formalities.

Presentation of the proposed resolutions
TO BE SUBMITTED AT THE COMBINED ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING ON APRIL 22, 2016

APPROVAL OF THE 2015 FINANCIAL STATEMENTS OF THE COMPANY AND THE GROUP

The purpose of the **first resolution** is to approve the parent company financial statements for the year ended December 31, 2015 as approved by the Board of Directors at its February 17, 2016 meeting, and which show net profit of €129,661,495.97, as well as the transactions reflected therein.

In the **second resolution,** shareholders are invited to approve the consolidated financial statements of the AccorHotels Group for 2015, which show consolidated revenue of €5,581 million.

APPROPRIATION OF PROFIT AND DIVIDEND

The purpose of the **third resolution** is to appropriate the Company's net profit for 2015 and set the amount of the dividend.

The Board of Directors recommends paying a **dividend of €1 per share.** If the dividend is approved, the ex-dividend date will be set as April 27, 2016 and it will be paid on May 18, 2016.

Eligible shareholders will qualify for the 40% tax relief provided for in Article 158-3-2 of the French Tax Code (*Code général des impôts*) on their total dividend.

In the **fourth resolution,** the Board of Directors is seeking approval for shareholders to be given an option of receiving half of their dividend in shares.

The dividend reinvestment option will be exercisable from April 27 to the close of business on May 10, 2016. Shareholders that have not exercised their option by May 10, 2016 will automatically receive a cash dividend.

The new shares will be issued on May 18, 2016 at a price corresponding to 95% of the average of the opening prices quoted for Accor shares over the twenty trading days preceding the date of this Meeting, less the net dividend (€1). They will carry dividend rights from January 1, 2016.

Cash dividends (representing either the total dividend or 50% of the dividend if the reinvestment option is exercised) will also be paid on May 18, 2016.

If the amount of the reinvested dividend does not correspond to a whole number of shares, the shareholder will receive the nearest lower whole number of shares with the difference paid in cash.

If all of the shareholders were to elect to reinvest half of their dividend, this would result in the issuance of a maximum of around 3,471,069 new shares.

The Company also offered this reinvestment option for previous dividends. By offering this option again, the Company is providing shareholders with an opportunity to demonstrate their confidence in the Group's strategy and long-term prospects.

RE-ELECTION OF DIRECTORS

In the **fifth to seventh resolutions,** shareholders are invited to re-elect **Sophie Gasperment, Nadra Moussalem and Patrick Sayer** as directors for three-year terms (as provided for in the Company's Bylaws), expiring at the close of the Annual Shareholders' Meeting to be called to approve the 2018 financial statements.

Sophie Gasperment is a graduate of ESSEC business school and of Insead. After 14 years in operational and strategic marketing positions developing brands and product/service innovations, Sophie Gasperment was appointed General Manager of L'Oréal Paris, then of the L'Oréal group, in the UK. She remained UK based for the next 14 years, notably as Chairman and Chief Executive Officer of The Body Shop International, the emblematic English brand spanning 60 countries and ca. 20,000 people strong. Since 2014, Sophie Gasperment is the L'Oréal Group General Manager leading Financial Communication and Strategic Prospective. Sophie Gasperment was appointed French Foreign Trade Advisor in 2005 and elected to the UK Executive board. She is also a member of the Business Advisory Council of Saïd Business School, Oxford University.

Nadra Moussalem is a graduate of École Centrale de Lyon with a master's degree in information technology. In his role as Executive Director, Head of Europe at Colony Capital Europe, he oversees the sourcing, structuring, execution and management of the fund's investments in Europe. Before joining Colony Capital in 2000, he worked in the fi nancial engineering department of AXA Conseil in Paris.

A graduate of École Polytechnique and École des Mines de Paris, **Patrick Sayer** has been Chairman of Eurazeo's Executive Board since May 2002. He previously held the positions of Managing Partner at Lazard Frères et Cie in Paris and Managing Director of Lazard Frères & Co. in New York. He was formerly the President of the Association Française des Investisseurs pour la Croissance (AFIC) and is currently a director of the Musée des Arts Décoratifs in Paris and a lecturer in finance (Master 225) at Paris-Dauphine University. He is also a member of the Club des Juristes and a judge at the Paris Commercial Court.

Following the decision by Colony Capital and Eurazeo to reduce their shareholding in Accor in March 2015, Virginie Morgon and Jonathan Grunzweig informed the Company of their intention to resign as directors at the close of the Annual Shareholders' Meeting, provided that Patrick Sayer and Nadra Moussalem, respectively, are re-elected as directors.

If the shareholders re-elect them as directors, the Board will re-appoint Sophie Gasperment as a member of the Compensation, Appointments and Corporate Governance Committee and the Commitments Committee, Nadra Moussalem as a member of the Audit and Risks Committee and the Commitments Committee, and Patrick Sayer as Chairman of the Commitments Committee and member of the Compensation, Appointments and Corporate Governance Committee.

At the close of the Annual Shareholders' Meeting and after these resolutions have been adopted, the proportion of women directors on the Board will be 40% (33% without including the director representing employees) and the proportion of independent directors will be 60% (66% without including the director representing employees). The AFEP/MEDEF Corporate Governance Code recommends that 40% of board members should be women (without including the director representing employees) at the close of the 2016 Annual Shareholders' Meeting, and that over 50% of Board members should be independent. However, the situation described above will be transitory as an Extraordinary Meeting will be held in the coming months in which shareholders will be asked to approve the appointment of new directors. The Board's compliance with the recommendations of the AFEP/MEDEF Code will therefore be reviewed again following said Meeting.

APPROVAL OF THE TRANSFER OF THE COMPANY'S REGISTERED OFFICE

In the **eighth resolution,** shareholders are invited to approve the decision made by the Board of Directors at its meeting of February 17, 2016 to transfer the Company's registered office from 110, avenue de France, 75013 Paris to 82, rue Henri-Farman, 92130 Issy-les-Moulineaux, as from May 9, 2016, and to amend Article 4 of the Company's Bylaws accordingly.

AUTHORIZATIONS TO TRADE IN THE COMPANY'S SHARES

In the **ninth resolution,** shareholders are invited to renew, for a period of 18 months, the authorization for the Board of Directors to trade in Accor's shares on the Company's behalf, subject to compliance with the applicable laws and in accordance with the General Regulations of the *Autorité des marchés financiers*.

This authorization cannot be used while a takeover bid for the Company was in progress.

If this resolution is approved, the number of Accor shares that the Company may acquire will not exceed **23 million** (representing approximately 9.77% of the capital at December 31, 2015). The maximum purchase price per share would be set at €70. Consequently, the total investment in the buyback program would not exceed **€1.61 billion.**

AUTHORIZATION TO GRANT FREE SHARES TO EMPLOYEES OR EXECUTIVE OFFICERS OF THE COMPANY

In the **tenth resolution,** shareholders are invited to renew the authorization given to the Board of Directors to issue, on one or more occasions, shares (existing or new) to all employees, certain categories of employees or executive officers of the Group. The total number of performance share rights that could be granted and the total number of new or existing shares that could be acquired would not represent more than 2.5% of the Company's capital.

No more than 15% of the performance share rights authorized in the **eleventh resolution** could be granted to executive officers, and the rights would vest only if performance targets based on the three following indicators were to be met:

- EBIT margin;
- free cash flow;
- Accor's stock market performance.

The granting of share rights to Group employees are also be subject to them meeting performance targets, as was the case in previous years.

In addition, the performance shares are subject to a lock-up period and the recipients are required to retain a certain proportion of the shares (or shares purchased on the market) for as long as they serve as executive officers of the AccorHotels Group.

The detailed exercise and vesting conditions applicable to the performance share plans would be set by the Board of Directors.

This authorization is being sought for a period of 38 months from the date of this Meeting.

At its meeting of February 17, 2016, the Board of Directors authorized the implementation of a share grant plan for executive officers and employees of the Company, subject to this resolution being approved by the Annual Shareholders' Meeting. Under this plan, the granting of shares to both executive officers and employees will be subject to the achievement of the three performance conditions mentioned above, assessed over a three-year period. If the performance conditions are met and the grantees have not left the Group, the shares will vest at the end of the three-year vesting period.

ADVISORY VOTE ON THE COMPENSATION DUE OR AWARDED TO EACH EXECUTIVE OFFICER FOR THE YEAR ENDED DECEMBER 31, 2015

In accordance with the recommendations of the AFEP/MEDEF Code, which the Company uses as its corporate governance framework, in the **twelfth and thirteenth resolutions,** shareholders are invited to issue an advisory "say-on-pay" vote on the compensation due or awarded for 2015 to Sébastien Bazin, Chairman and Chief Executive Officer, and Sven Boinet, Deputy Chief Executive Officer, as presented in the appendix to this report (Appendix 1).

POWERS TO CARRY OUT FORMALITIES

The purpose of the **fourteenth resolution** is to authorize the bearer of an original, extract or copy of the minutes of this Meeting to carry out any and all filing and other formalities required by law.

Appendix 1

PRESENTATION OF THE COMPENSATION DUE OR AWARDED TO THE COMPANY'S EXECUTIVE OFFICERS FOR 2015

In accordance with the AFEP/MEDEF Code, shareholders are asked to issue an advisory vote on the compensation due or awarded to the Company's executive officers for 2015, as presented in the following tables.

All of the figures and information shown in these tables are also provided in Chapter 3, sections 3.5.1 and 3.5.2 of the 2015 Registration Document, which is available on the Group's website (accorhotels-group.com) or on request from the Company.

1. Sébastien Bazin

Compensation due or awarded for 2015	Amounts (or accounting value) submitted to the advisory vote	Description
Fixed compensation	€850,000	
Annual variable compensation	€1,506,875	Sébastien Bazin's variable compensation could have represented between 0% and 150% of an annual reference amount of €1,250,000, based on the achievement of the objectives set by the Board of Directors. At its meeting on February 17, 2016, the Board of Directors assessed the degree to which his objectives had been achieved as follows: *(i) for the quantitative objectives:* ▪ consolidated EBIT in line with the 2015 budget: 101% ▪ free cash flow (excluding disposals and acquisitions), after change in working capital, in line with the 2015 budget: 150% ▪ share performance: Accor's TSR compared with that of eight other international hotel groups (Marriott, Starwood, Choice, Hyatt, Whitbread, Intercontinental Hotels, NH Hoteles and Sol Melia); 100% ▪ Accor's TSR compared with that of other CAC 40 companies: 0% *(ii) for the qualitative objectives:* ▪ implementation of the strategic roadmap (organizational performance, employee relations, business strategy and market perception): 150% ▪ general assessment by the Board: 150%
Deferred variable compensation	NA	Sébastien Bazin does not receive any deferred variable compensation.
Multi-year variable compensation	NA	Sébastien Bazin does not receive any multi-year variable compensation.
Exceptional compensation	NA	Sébastien Bazin did not receive any exceptional compensation in 2015.

Compensation due or awarded for 2015	Amounts (or accounting value) submitted to the advisory vote	Description
Stock options, performance shares and any other long-term compensation	Stock options = NA	Sébastien Bazin was not granted any stock options during the year.
	Performance shares = 40,000	Sébastien Bazin was awarded 40,000 performance share rights during the year. The performance conditions are based on: ■ actual *versus* budgeted EBIT margin (30% weighting); ■ actual *versus* budgeted operating cash flow (excluding disposals and acquisitions) (30% weighting); ■ actual *versus* budgeted asset disposals (15% weighting); ■ Accor's TSR compared with that of eight other international hotel groups (12.5% weighting) and relative to that of other CAC 40 companies (12.5% weighting). Performance is measured for each of the four years of the plan, with between 0% and 25% of the performance share rights vesting based on actual performance relative to the targets. Under-performance relative to a target in a given year may be offset by over-performance relative to another target in the same year. The number of shares that vest at the end of the four-year vesting period is capped at 100% of the number of performance share rights originally granted, without it being possible to use over-performance in one year to offset under-performance in another.
Directors' fees	€0	Sébastien Bazin does not receive any directors' fees.
Benefits-in-kind	€58,474	Sébastien Bazin has the use of a Company car and is a member of a private unemployment insurance plan. He was also entitled to up to 50 hours' advice from tax and financial advisors in 2015.
Termination benefits	€0	Mr. Bazin is entitled to compensation for loss of office equal to twice the amount of the total fixed and variable compensation payable to him for the fiscal year preceding that of the loss of office. This compensation would be payable if Mr. Bazin's term of office as Chairman and Chief Executive Officer is either terminated or not renewed (except in the event of gross or willful misconduct) and would be subject to the following performance criteria being met: ■ consolidated return on capital employed for the previous three years must have exceeded the Group's cost of capital as published in the Registration Documents for those years; ■ the Group must have reported positive operating free cash flow in at least two of the previous three years; ■ like-for-like EBITDAR margin must have exceeded 27.5% in at least two of the previous three years. Moreover, no compensation would be due if Mr. Bazin were to resign from his position or to decide not to stand for re-election, or if he were to move to another position within the Group or if he would be able to claim his full-rate pension benefit within a short period of time.
Non-compete indemnity	NA	Sébastien Bazin is not entitled to any non-compete indemnity.
Supplementary pension benefits	€9,510	This amount corresponds to the employer contributions paid into the plan in 2015. Full details of the plan are provided in section 3.5.1 of the Registration Document.

2. Sven Boinet

Compensation due or awarded for 2015	Amounts (or accounting value) submitted to the advisory vote	Description
Fixed compensation	€600,000	Compensation for his duties as Deputy Chief Executive Officer in charge of Transformation, and Director in charge of Legal Affairs and South America (paid to him as an executive officer and under his employment contract).
Annual variable compensation	€723,300	Mr. Boinet's variable compensation for his duties as Deputy Chief Executive Officer can range from 0% to 150% of an annual reference amount of €600,000 depending on the achievement of objectives set by the Board of Directors. At its meeting on February 17, 2016, the Board of Directors assessed the degree to which his objectives had been achieved as follows: *(i) for the quantitative objectives:* ■ consolidated EBIT in line with the 2015 budget: 101% ■ free cash flow (excluding disposals and acquisitions), after change in working capital, in line with the 2015 budget: 150% ■ share performance: Accor's TSR compared with that of eight other international hotel groups: 100% ■ Accor's TSR compared with that of other CAC 40 companies: 0% *(ii) for the qualitative objective:* ■ management of the Group's transformation process (performance of the HotelServices/HotelInvest organization, employee relations): 150%
Deferred variable compensation	NA	Sven Boinet does not receive any deferred variable compensation.
Multi-year variable compensation	NA	Sven Boinet does not receive any multi-year variable compensation.
Exceptional bonus	NA	Sven Boinet did not receive any exceptional compensation in 2015.
Stock options, performance shares and any other long-term compensation	Stock options = NA	Sven Boinet was not granted any stock options during the year.
	Performance shares = 20,000	Sven Boinet was awarded 20,000 performance share rights during the year. The performance conditions are based on: ■ actual *versus* budgeted EBIT margin (30% weighting); ■ actual *versus* budgeted operating cash flow (excluding disposals and acquisitions) (30% weighting); ■ actual *versus* budgeted asset disposals (15% weighting); ■ Accor's TSR compared with that of eight other international hotel groups (12.5% weighting) and relative to that of other CAC 40 companies (12.5% weighting). Performance is measured for each of the four years of the plan, with between 0% and 25% of the performance share rights vesting based on actual performance relative to the targets. Under-performance relative to a target in a given year may be offset by over-performance relative to another target in the same year. The number of shares that vest at the end of the four-year vesting period is capped at 100% of the number of performance share rights originally granted, without it being possible to use over-performance in one year to offset under-performance in another.
Directors' fees	NA	Sven Boinet does not receive any directors' fees.
Benefits-in-kind	€17,676	Sven Boinet has the use of a Company car and was entitled to up to 25 hours' advice from tax and financial advisors in 2015.

Compensation due or awarded for 2015	Amounts (or accounting value) submitted to the advisory vote	Description
Termination benefits	€0	Compensation payable to Mr. Boinet in the event of loss of office would amount to €600,000, plus the amount of variable compensation due to him for the fiscal year preceding that of the loss of office, and less any termination benefit due for the termination of his employment contract. This compensation would be payable if Mr. Boinet's term of office as Deputy Chief Executive Officer were either terminated or not renewed (except in the event of gross or willful misconduct). In accordance with the AFEP/MEDEF Code, the compensation would not be due if, at the date of his departure, Mr. Boinet would be able to claim his full-rate pension benefit within a short period of time. The compensation payable to Mr. Boinet in the event of loss of office as Deputy Chief Executive Officer would be subject to the following performance criteria: ■ consolidated return on capital employed for the previous three years must have exceeded the Group's cost of capital as published in the Registration Documents for those years; ■ the Group must have reported positive operating free cash flow in at least two of the previous three years; ■ like-for-like EBITDAR margin must have exceeded 27.5% in at least two of the previous three years.
Non-compete indemnity	NA	Sven Boinet is not entitled to any non-compete indemnity.
Supplementary pension benefits	€9,510	This amount corresponds to the employer contributions paid into the plan in 2015. Full details of the plan are provided in section 3.5.1 of the Registration Document.

Proposed resolutions

SUBMITTED TO THE COMBINED ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 22, 2016

FIRST RESOLUTION

APPROVAL OF THE 2015 FINANCIAL STATEMENTS OF THE COMPANY

Having considered the Board of Directors' Management Report and the Statutory Auditors' report on the financial statements of Accor, the Ordinary Meeting approves the financial statements of the Company for the year ended December 31, 2015 as presented.

The Ordinary Meeting also approves the transactions reflected in those financial statements and/or described in those reports.

SECOND RESOLUTION

APPROVAL OF THE 2015 CONSOLIDATED FINANCIAL STATEMENTS

Having considered the Board of Directors' Management Report and the Statutory Auditors' report on the consolidated financial statements, the Ordinary Meeting approves the consolidated financial statements for the year ended December 31, 2015 as presented.

THIRD RESOLUTION

APPROPRIATION OF PROFIT AND DIVIDEND PAYMENT

The Ordinary Meeting approves the recommendation of the Board of Directors and resolves:

1. to appropriate net profit for 2015 in the amount of €129,661,495.97 as follows:
   - €1,054,807.40 to the legal reserve,
   - €128,606,688.57 to retained earnings, increasing the amount from €16,726,782.81 to €145,333,471.38;
2. to approve the payment of a dividend of €1 per share, based on 235,352,425 shares outstanding at December 31, 2015, *i.e.*, a total amount of €235,352,425 per share, to be deducted from:
   - the retained earnings account €145,333,471.38, reducing the balance to 0, and
   - the "additional paid-in capital" reserves account €90,018,953.62;
3. that if fewer or more than 235,352,425 shares carry rights to the 2015 dividend, the amount of the dividend will be reduced or increased as appropriate and the amount appropriated to the additional paid-in capital account will be adjusted on the basis of the total dividend actually paid.

Eligible shareholders will qualify for the 40% tax relief provided for in Article 158-3-2 of the French Tax Code on their total dividend.

As required by law, the Ordinary Meeting notes that dividends for the last three years were as follows:

(in €)	2012	2013	2014
Net dividend	0.76	0.80	0.95

FOURTH RESOLUTION

DIVIDEND REINVESTMENT OPTION

Having considered the Board of Directors' report and subject to adoption of the third resolution above, the Ordinary Meeting resolves in accordance with Articles L. 232-18 *et seq.* of the French Commercial Code:

1. to offer each shareholder the option of receiving their dividend in cash or in shares.
2. that the reinvestment option will apply to half of the dividend;
3. that the option exercise period will run from April 27 to May 10, 2016, that the shares purchased by reinvesting the dividend will be delivered on May 18, 2016 and that shareholders that have not exercised their option by May 10, 2016 will receive the full amount of their dividend in cash. Shares purchased by reinvesting the dividend will be issued cum rights on January 1, 2016;
4. to set the payment date of the cash dividend as May 18, 2016;
5. that the price of the new shares purchased by reinvesting the dividend will be equal to 95% of the average of the opening prices quoted for Accor shares over the twenty trading days preceding the date of this Meeting, less the net dividend. The Board of Directors may round up the price thus determined to the nearest euro cent;
6. that if the amount of the reinvested dividend does not correspond to a whole number of shares, the shareholder will receive the nearest lower whole number of shares with the difference paid in cash;

7. that the Board of Directors shall have full powers to take all necessary measures to pay the scrip dividend. Accordingly, the Board shall determine the issue price of the shares on the basis described above, place on record the number of shares issued and the ensuing capital increase and amend the Company's Bylaws to reflect the new capital and carry out all the required legal publication formalities. These powers may be delegated subject to compliance with the law.

FIFTH RESOLUTION

RE-ELECTION OF SOPHIE GASPERMENT AS A DIRECTOR

The Ordinary Meeting re-elects Sophie Gasperment as a director for a three-year term commencing at the close of this Meeting and expiring at the close of the Annual Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2018.

SIXTH RESOLUTION

RE-ELECTION OF NADRA MOUSSALEM AS A DIRECTOR

The Ordinary Meeting re-elects Nadra Moussalem as a director for a three-year term commencing at the close of this Meeting and expiring at the close of the Annual Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2018.

SEVENTH RESOLUTION

RE-ELECTION OF PATRICK SAYER AS A DIRECTOR

The Ordinary Meeting re-elects Patrick Sayer as a director for a three-year term commencing at the close of this Meeting and expiring at the close of the Annual Shareholders' Meeting to be called to approve the financial statements for the year ending December 31, 2018.

EIGHTH RESOLUTION

APPROVAL OF THE TRANSFER OF THE COMPANY'S REGISTERED OFFICE

Having considered the report of the Board of Directors, the Ordinary Meeting approves the decision made by the Board of Directors on February 17, 2016 to transfer the Company's registered office to 82, rue Henri-Farman, 92130 Issy-les-Moulineaux, as from May 9, 2016, and to amend Article 4 of the Company's Bylaws accordingly.

NINTH RESOLUTION

AUTHORIZATION TO TRADE IN THE COMPANY'S SHARES

Having considered the Board of Directors' report, the Ordinary Meeting:

1. authorizes the Board of Directors to trade in the Company's shares in compliance with Articles L. 225-209 *et seq.* of the French Commercial Code. Consequently, the Board may buy, sell or otherwise transfer the Company's shares for the following purposes in compliance with the above provisions of the Code:
   - to purchase shares for cancellation, in connection with a capital reduction, authorized by shareholders in the eleventh resolution of the Shareholders' Meeting of April 28, 2015,
   - to purchase shares for allocation on exercise of stock options granted under plans governed by Articles L. 225-177 *et seq.* of the French Commercial Code, or to members of an employee stock ownership plan governed by Articles L. 3332-1 *et seq.* of the French Labor Code or to recipients of stock grants made under plans governed by Articles L. 225-197-1 *et seq.* of the Commercial Code,
   - to purchase shares for allocation on the conversion, redemption, exchange or exercise of securities carrying rights to shares in the Company,
   - to purchase shares representing up to 5% of the Company's capital to be held in treasury for subsequent remittance in exchange or payment in connection with external growth transactions, a merger, demerger or asset contribution,
   - to make a market in the Company's shares under a liquidity contract that complies with the Code of Ethics recognized by the Autorité des marchés financiers (AMF).

   The program may also be used for any other purpose currently authorized or that may be authorized at a future date under the applicable laws or regulations, provided that the Company notifies shareholders of said use by means of a press release;

2. sets the maximum number of shares that may be acquired under this authorization at 23 million and the maximum per-share purchase price at €70 (representing a maximum total investment in the buyback program of €1.61 billion). These ceilings do not include the number and price of any shares sold during the period this authorization is in effect, if the shares concerned were originally bought back for market-making purposes in accordance with the terms and conditions defined in the General Regulations of the Autorité des marchés financiers.

3. resolves that (i) the purchase, sale or transfer of shares may be effected and settled by any method, on the basis of and within the limits prescribed by the laws and regulations in force on the transaction date, on one or more occasions, on the market or over-the-counter, including through the use of options, derivatives – particularly, the purchase or sale of puts or calls – or securities carrying rights to shares in the Company, (ii) the transactions may be carried out at any time except when a public offer for the Company's shares is in progress, and (iii) the entire buyback program may be implemented through a block trade;

4. gives full powers to the Board of Directors to use this authorization and determine the terms and conditions of said use, to enter into any and all agreements, carry out any and all reporting and other formalities and generally do whatever is necessary to implement this resolution. These powers may be delegated subject to compliance with the law;
5. resolves that this authorization shall be valid for a period of 18 months as from the date of this Meeting and shall supersede, with immediate effect, any previous authorization granted for the same purpose.

TENTH RESOLUTION

AUTHORIZATION FOR THE BOARD OF DIRECTORS TO GRANT FREE SHARES TO EMPLOYEES OR EXECUTIVE OFFICERS OF THE COMPANY

Having considered the report of the Board of Directors and the Statutory Auditors' special report, the Extraordinary Meeting resolves, in accordance with Articles L. 225-197-1, L. 225-197-2 *et seq.* of the French Commercial Code:

1. to authorize the Board of Directors to implement one or several share grant plans involving either the issuance of new shares or the allocation of existing shares;
2. that the free shares may be granted to all employees, certain categories of employees or executive officers of the Company or of directly or indirectly related companies within the meaning of Article L. 225-197-2 of the French Commercial Code;
3. that the Board of Directors shall draw up the list of grantees and shall determine the vesting conditions applicable to performance share grants;
4. that this authorization may be used to grant free shares to executive officers of the Company only if the eleventh resolution of this Meeting is adopted;
5. that free shares granted to executive officers of the Company shall vest only if performance targets for the following indicators are fully or partly met:
   - EBIT margin,
   - free cash flow,
   - Accor's stock market performance;
6. that, for the free shares granted to executive officers of the Company, the Board of Directors shall have full powers to set lock-up conditions and additional share purchase requirements (including the conditions under which this requirement could be fulfilled);
7. that the total number of free shares granted pursuant to this authorization shall be subject to and included in the blanket ceiling of 2.5% of the Company's capital, as determined as of the date of this Meeting. In accordance with the applicable regulations, this ceiling does not include any additional shares to be issued or allocated to protect grantees' rights in the case of a corporate action;
8. that the Board of Directors may decide that the free shares will be subject to a vesting period of at least three years, followed if applicable by a lock-up period;
9. that the shares may vest early in the event that the grantee becomes a victim of category 2 or 3 disability as defined in Article L. 341-4 of the French Social Security Code (*Code de la Sécurité sociale*), in which case they shall immediately become freely transferable;
10. that the Board of Directors shall be authorized to adjust the number of free shares if necessary to protect grantees' rights in the event of any corporate actions;
11. that in the event that new shares are issued to grantees, leading automatically at the end of the vesting period to a capital increase paid up by capitalizing reserves, profit or additional paid-in capital, existing shareholders will be considered as having automatically waived their rights to a share of the capitalized amounts;
12. that the Board of Directors shall have full powers to use this authorization and to delegate said powers subject to compliance with the law. Accordingly, the Board of Directors shall be authorized to set the dates, terms and conditions of the grants, the vesting period and any lock-up period, and generally to take all useful measures and enter into any and all agreements to permit the completion of the planned share grants, place on record the capital increase(s) resulting from the use of this authorization and amend the Bylaws to reflect the new capital;
13. that this authorization shall be valid for a period of 38 months as from the date of this Meeting and shall supersede, with immediate effect, any previous authorization granted for the same purpose.

ELEVENTH RESOLUTION

RESTRICTION ON THE NUMBER OF FREE SHARES THAT MAY BE GRANTED TO EXECUTIVE OFFICERS OF THE COMPANY

The Extraordinary Meeting resolves that free shares granted to executive officers of the Company under the tenth resolution of this Meeting shall not represent more than 15% of the total shares granted under that resolution.

TWELFTH RESOLUTION

ADVISORY VOTE ON THE COMPENSATION DUE OR AWARDED TO SÉBASTIEN BAZIN FOR THE YEAR ENDED DECEMBER 31, 2015

The Ordinary Meeting issues a positive advisory vote on the compensation due or awarded to Sébastien Bazin for the year ended December 31, 2015, as presented in the notice of meeting.

THIRTEENTH RESOLUTION

ADVISORY VOTE ON THE COMPENSATION DUE OR AWARDED TO SVEN BOINET FOR THE YEAR ENDED DECEMBER 31, 2015

The Ordinary Meeting issues a positive advisory vote on the compensation due or awarded to Sven Boinet for the year ended December 31, 2015, as presented in the notice of meeting.

FOURTEENTH RESOLUTION

POWERS TO CARRY OUT FORMALITIES

The shareholders give full powers to the bearer of an original, extract or copy of the minutes of this Meeting to carry out any and all filing and other formalities required by law.

Members of the Board of Directors AFTER THE SHAREHOLDERS' MEETING OF APRIL 22, 2016

If the proposed resolutions in this Notice of Meeting are adopted, as of the close of the Annual Shareholders' Meeting on April 22, 2016, the Accor Board of Directors will have ten members:

Sébastien Bazin
Chairman and Chief Executive Officer

Term of office expires
2017 Shareholders' Meeting

Philippe Citerne (1)
President of Télécom *École de Management (Institut Mines-Télécom)*

Term of office expires
2018 Shareholders' Meeting

- *Vice-Chairman of the Board of Directors*
- *Chairman of the Audit and Risks Committee*
- *Member of the Commitments Committee*

Jean-Paul Bailly (1)
Honorary Chairman of the La Poste Group

Term of office expires
2018 Shareholders' Meeting

- *Member of the Audit and Risks Committee*
- *Member of the Compensation, Appointments and Corporate Governance Committee*

Iliane Dumas (2)
Business project manager within the Group's Talent & Culture Department

Term of office expires
May 2, 2017

- *Member of the Compensation, Appointments and Corporate Governance Committee*

Mercedes Erra (1)
Executive President of Havas Worldwide

Term of office expires
2018 Shareholders' Meeting

- *Member of the Audit and Risks Committee*
- *Member of the Commitments Committee*

Sophie Gasperment (1)
Group General Manager, L'Oréal Financial Communication & Strategic Foresight

Term of office expires
2019 Shareholders' Meeting

- *Member of the Compensation, Appointments and Corporate Governance Committee*
- *Member of the Commitments Committee*

Iris Knobloch (1)
Chairman of Warner Bros. Entertainment France

Term of office expires
2017 Shareholders' Meeting

- *Member of the Audit and Risks Committee*

Bertrand Meheut (1)
Chairman of the Groupe Canal+ Management Board until September 2015

Term of office expires
2018 Shareholders' Meeting

- *Chairman of the Compensation, Appointments and Corporate Governance Committee*

Nadra Moussalem
Executive Director, Head of Europe of Colony Capital

Term of office expires
2019 Shareholders' Meeting

- *Member of the Audit and Risks Committee*
- *Member of the Commitments Committee*

Patrick Sayer
Chairman of the Executive Board of Eurazeo

Term of office expires
2019 Shareholders' Meeting

- *Member of the Compensation, Appointments and Corporate Governance Committee*
- *Chairman of the Commitments Committee*

At December 31, 2015, the Board of Directors comprised the abovementioned members, as well as Virginie Morgon, Member of the Executive Board and Chief Executive Officer of Eurazeo, and Jonathan Grunzweig, Executive Director and Global Head – Special Situations at Colony Capital Inc. As indicated in the presentation of the proposed resolutions, Virginie Morgon and Jonathan Grunzweig have informed the Company of their intention to resign as directors at the close of the Annual Shareholders' Meeting, provided that Patrick Sayer and Nadra Moussalem, respectively, are re-elected as directors.

(1) Independent director.
(2) Director representing employees.

Statutory auditors' report
ON THE FINANCIAL STATEMENTS

Year ended December 31, 2015

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 users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2015 on:

- the audit of the accompanying financial statements of ACCOR;
- the justification of our assessments;
- the specific verification and information required by law.

These financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. OPINION ON THE FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2015 and of the results of its operations for the year then ended in accordance with French accounting principles.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of article L.823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matter:

- Note 1.c to the financial statements sets out the accounting policies and methods used to value shares in subsidiaries and affiliates and other long-term investments. We have verified the appropriateness of these accounting policies and methods and of the related disclosures in the notes to the financial statements. We have also examined the consistency of the data and assumptions used and the supporting documentation provided, and on these bases have assessed the reasonableness of the estimates made.

This assessment was made as part of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. SPECIFIC PROCEDURES AND DISCLOSURES

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of Board of Directors and in the documents addressed to shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of article L.225-102-1 of the French Commercial Code (Code de commerce) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the management report contains the appropriate disclosures as to the acquisition of equity and controlling interests, and the identity of shareholders and holders of voting rights.

Paris-La Défense and Neuilly-sur-Seine, March 17, 2016

The Statutory Auditors

ERNST & YOUNG et Autres	DELOITTE & ASSOCIÉS
Jacques Pierres	Pascale Chastaing-Doblin

Statutory auditor's report
ON THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended December 31, 2015

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 users. The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.

This report also includes information relating to the specific verification of information given in the management report and in the documents addressed to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meeting, we hereby report to you, for the year ended December 31, 2015, on:

- the audit of the accompanying consolidated financial statements of ACCOR;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2015 and of the results of its operations for the year then ended in accordance with the IFRSs as adopted by the European Union.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of article L. 823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- notes 2.E.4., 2.E.6. and 2.E.7. to the consolidated financial statements describe the accounting policies and methods used to account for leases and sale-and-leaseback transactions as well as the policies and methods used to assess the recoverable amount of property, plant and equipment, intangible assets, and goodwill. We have verified the appropriateness of these accounting policies and methods and of the related disclosures provided in notes 6, 10 et 25.2 to the consolidated financial statements. We have also examined the consistency of the data and assumptions used and the supporting documentation, and on these bases assessed the reasonableness of the estimates made;
- note 30 to the consolidated financial statements describes the legal proceedings currently underway regarding tax audits in various countries, as well as Management's positions concerning these disputes. Our work consisted of assessing the reasonableness of the elements on which these positions are based and verifying that the note to the consolidated financial statements provides appropriate disclosures.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. SPECIFIC VERIFICATION

As required by law, we have also verified in accordance with professional standards applicable in France the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Paris-La Défense and Neuilly-sur-Seine, March 17, 2016

The Statutory Auditors

ERNST & YOUNG et Autres
Jacques Pierres

DELOITTE & ASSOCIÉS
Pascale Chastaing-Doblin

Statutory auditors' special report ON RELATED PARTY AGREEMENTS AND COMMITMENTS

Shareholders' Meeting to approve the financial statements for the year ended December 31, 2015

This is a free translation into English of the statutory auditor's special report on regulated agreements and commitments with third parties that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code (Code de Commerce) and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Shareholders,

In our capacity as Statutory Auditors of Accor, we hereby report to you on related party agreements and commitments.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or merit or identifying any other agreements or commitments. In accordance with Article R.225-31 of the French Commercial Code (Code de Commerce), it is the responsibility of the shareholders to determine whether the agreements and commitments are appropriate and should be approved.

It is also our responsibility to provide shareholders with the information required under Article R.225-31 of the French Commercial Code, on the performance during 2015 of any agreements and commitments already approved by shareholders.

We conducted our procedures in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures involved verifying that the information provided to us is consistent with the underlying documents.

AGREEMENTS AND COMMITMENTS SUBMITTED FOR SHAREHOLDER APPROVAL

Pursuant to Article L.225-38 of the French Commercial Code, we hereby advise you that we have not been informed of any agreements or commitments signed during the year to be approved by the Annual Shareholders' Meeting.

AGREEMENTS AND COMMITMENTS ALREADY APPROVED BY SHAREHOLDERS

A. Agreements and commitments approved in prior years that were implemented during 2015

Pursuant to Article R.225-30 of the Commercial Code, we have been advised of the following agreements and commitments that were approved by shareholders in previous years and were implemented during 2015.

With Sébastien Bazin, Chairman and Chief Executive Officer

a) **Type of commitment and purpose:** Inclusion of Mr. Sebastien Bazin in the supplementary pension plan set up for Accor senior executives.

Terms and conditions:

The Board of Directors authorized Mr. Sebastien Bazin's inclusion in the supplementary pension plan whose members comprise several dozen Accor senior executives.

Under the terms of this overall plan, except in specific cases provided for by law, if a plan member leaves the Group before retirement, he or she only retains the rights accrued under the defined contribution plan (based on annual employer contributions of up to 5% of five times the annual cap on the basis for calculating social security contributions) and forfeits the rights accrued under the defined benefit plan.

The pension annuities payable to Mr. Sebastien Bazin on retirement would not exceed 30% of his end-of-career salary and the overall replacement rate to which he would be entitled (under government-sponsored plans and the Accor supplementary pension plan) is capped at 35% of the average of his best three years' compensation (fixed plus variable) in the ten years prior to retirement.

In respect of 2015, the Company paid €9,510 under this plan.

b) Type of commitment and purpose: Private unemployment insurance plan.

Terms and conditions:

The Board of Directors authorized the Company to set up a private insurance plan with Association pour la Garantie Sociale des Chefs et Dirigeants d'Entreprise (GSC) to provide Mr. Bazin with unemployment benefits should the need arise. The benefits under this plan would be paid as from the 31st unbroken day of unemployment. The maximum length of time that Sebastien Bazin could be paid benefits under the plan has been increased from 12 to 24 months as he has been a member of the plan for more than one year.

The premiums paid by the Company to GSC in 2015 on behalf of Mr. Bazin amounted to €30,298.81.

With Sven Boinet, Deputy Chief Executive Officer

Type of commitment and purpose: Employment contract with Mr. Sven Boinet.

Terms and conditions:

The Board of Directors authorized the Company to enter into an employment contract with Mr. Sven Boinet covering his position as Director of Human Resources and Legal Affairs. Pursuant to this contract, Mr. Sven Boinet receives a gross annual salary of €400,000, paid in twelve equal monthly installments.

Under his employment contract, Mr. Sven Boinet is eligible for membership in the defined contribution and defined benefit supplementary plans set up within the Company whose members comprise several dozen Accor Group senior executives.

With Institut Paul Bocuse

Type of commitment and purpose: Agreement providing for a cash advance in the form of a loan.

Executive officer concerned and other related party: Sven Boinet, Deputy Chief Executive Officer of Accor and Accor's representative on the Board of Directors of Institut Paul Bocuse; and Gerard Pelisson, Founding Co-Chairman of Accor and Chairman of Institut Paul Bocuse.

Terms and conditions:

The Board of Directors authorized Accor, in its capacity as a member of the non-profit organization, to grant to Institut Paul Bocuse, a €200,000 cash advance to the organization for a five-year period that bears interest at 2% per year.

Under this agreement – whose purpose is to help Institut Paul Bocuse invest in new equipment – Accor will play a part in expanding the operations, notably outside France, of one of its long-standing partners.

The Company paid the €200,000 grant and received the related interest in 2014.

In 2015, the Institut Paul Bocuse paid €4,055.56 in annual interest on the loan.

With Edenred

Type of commitment and purpose: Signature of a tax-related agreement between Edenred and Accor.

Executive officer concerned and other related party:

Messrs. Jean-Paul Bailly, Philippe Citerne, Bertrand Meheut and Nadra Moussalem, directors of both Accor and Edenred.

Terms and conditions:

The Italian tax authorities notified an Accor subsidiary and several Edenred subsidiaries of a €27.4 million reassessment of registration fees due on transactions carried out as part of the reorganization of Accor's Services division in Italy prior to the demerger. Accor and Edenred are contesting the reassessments before the Italian courts and have signed an agreement to equally share the associated risks and costs of the proceedings between the two groups.

Given that the Asset Contribution-Demerger Agreement of April 19, 2010, before the dispute had arisen, does not contain any provisions covering this type of tax dispute, the agreement signed with Edenred has now protected the Group in the event of an unfavorable outcome of the aforementioned proceedings.

Following the appeal court decision of September 9, 2015 which ruled against the Italian tax authorities, the latter reimbursed the disputed sums and the interest on arrears and did not file an appeal.

No revenue was recognized in 2015 concerning the principal tax amount, since no expense had been recorded with respect to the proceedings. However, the share of the interest on arears owed to the AccorHotels subsidiary in regard to the agreement with Edenred, i.e. 50% of the sums collected, for an amount of €797,707, was recorded in 2015 revenue.

With ColSpa SAS

Type of commitment and purpose: Hotel management contract between ColSpa SAS and Accor.

Executive officer concerned and other related party:

Mr. Nadra Moussalem, Executive Director, Head of Europe of Colony Capital and Director of Accor and Mr. Jonathan Grunzweig, Executive Director and Global Head – Special Situations of Colony Capital Inc. and Director of Accor.

Terms and conditions:

As part of Colony Capital SAS's project to redevelop the site of the former Molitor swimming pool in Paris through its ColSpa SAS subsidiary, ColSpA undertook to grant a contract to Accor to manage, under the MGallery banner, the 124-room hotel and various related facilities to be built on the site.

This 10-year management contract will be automatically renewable for five years and its financial terms and conditions are comparable to those usually negotiated by the Group for similar contracts.

The transaction fits with the Group's development strategy and will enable it to manage a hotel at a prestigious location in western Paris under its fast-growing MGallery brand.

Pursuant to this contract, the Company invoiced €728,534.73 excluding taxes, to ColSpa SAS in 2015.

B. Agreements and commitments approved in prior years but not implemented in 2015

We were also informed of the following agreements and commitments that were approved by shareholders but were not implemented during 2015.

With Sébastien Bazin, Chairman and Chief Executive Officer

Type of commitment and purpose: Compensation for loss of office payable to Mr. Sébastien Bazin as Chairman and Chief Executive Officer or non-renewal of his Director's term of office.

Terms and conditions:

The Board of Directors authorized the Company to enter into an agreement for the payment to Mr. Sébastien Bazin of a termination benefit as compensation for loss of office in the event that his appointment as Chairman and Chief Executive Office is terminated (except in the event of gross or willful misconduct) or his Director's term of office is not renewed. The amount of the termination benefit would be equal to twice the amount of Mr. Bazin's total fixed and variable compensation for the fiscal year preceding his loss of office, and its payment would be subject to the following performance criteria:

- consolidated return on capital employed for the previous three years must have exceeded the Group's cost of capital as published in the Registration Document for those years;
- the Group must have reported positive operating free cash flow in at least two of the previous three years;
- like-for-like EBITDAR margin must have exceeded 27.5% in at least two of the three previous years.

These performance criteria would be applied as follows:

- if all three criteria were met, the compensation would be payable in full;
- if two of the three criteria were met, half of the compensation would be payable;
- if none or only one of the three criteria were met, no compensation would be due.

With Sven Boinet, Deputy Chief Executive Officer

Type of commitment and purpose: Compensation for loss of office payable to Sven Boinet as Deputy Chief Executive Officer.

Terms and conditions:

The Board of Directors authorized the Company to enter into an agreement providing for the payment to Mr. Boinet of a termination benefit as compensation for loss of office in the event that his position as Deputy Chief Executive Officer is either terminated or not renewed (except in the event of gross or willful misconduct), compensation of €600,000 in addition to (i) variable compensation paid to him for the fiscal year preceding his loss of office, less (ii) any termination benefit due for the termination of his employment contract. The compensation would not be due if, at the date of his departure, Mr. Boinet would be able to claim his full-rate pension benefit within a short period of time.

Payment of the termination benefit would be subject to the following performance criteria:

- consolidated return on capital employed for the previous three years must have exceeded the Group's cost of capital as published in the Registration Documents for those years;
- positive operating free cash flow in at least two of the previous three years;
- like-for-like EBITDAR margin must have exceeded 27.5% in at least two of the previous three years.

These performance criteria would be applied as follows:

- if all three criteria were met, the compensation would be payable in full;
- if two of the three criteria were met, half of the compensation would be payable;
- if none or only one of the three criteria were met, no compensation would be due.

Paris-La Défense and Neuilly-sur-Seine, March 17, 2016

The Statutory Auditors

ERNST & YOUNG et Autres
Jacques Pierres

DELOITTE & ASSOCIÉS
Pascale Chastaing-Doblin

Statutory auditors' report
ON THE FREE ALLOCATION OF EXISTING SHARES OR SHARED TO BE ISSUED

Combined general meeting of shareholders of April 22, 2016

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

Tenth and eleventh resolutions

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article L.225-197-1 of the French commercial code (Code de commerce), we hereby report on the proposed free allocation of existing shares or shares to be issued, with performance conditions, reserved for employees or corporate officers – or certain categories thereof - of your company or of group companies directly or indirectly affiliated to it under the conditions set out in article L.225-197-1 of the French commercial code, an operation upon which you are called to vote.

The total number of free shares allocated pursuant to the tenth resolution may not exceed 2.5% of the company's share capital as recorded at the end of this general meeting, it being specified that the shares allocated to your company's corporate officers pursuant to the tenth resolution may not represent more than 15% of all the shares allocated pursuant to the tenth resolution, if you adopt the eleventh resolution of this general meeting, and their acquisition shall be conditional upon the fulfilment of all or part of the performance conditions, as described in the board of directors' report.

Your board of directors proposes that on the basis of its report it be authorized, for a period of thirty-eight months as from this general meeting, to allocate, for free, existing shares or shares to be issued.

It is the responsibility of the board of directors to prepare a report on the proposed operation. Our role is to report to you on any matters relating to the information provided to you regarding the proposed operation.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie nationale des commissaires aux comptes) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the board of directors' report comply with the legal provisions governing such operations.

We have no matters to report as to the information provided in the board of directors' report relating to the proposed free allocation of shares.

Paris-La Défense and Neuilly-sur-Seine, March 17, 2016

The Statutory Auditors

ERNST & YOUNG et Autres
Jacques Pierres

DELOITTE & ASSOCIÉS
Pascale Chastaing-Doblin

Request
FOR DOCUMENTS

Form to be returned to:

Société Générale
Service des Assemblées Générales
32, rue du Champ-de-Tir
CS 30812
44308 Nantes Cedex 3, France

ACCORHOTELS
Feel Welcome

COMBINED ANNUAL
AND EXTRAORDINARY
SHAREHOLDERS' MEETING

Friday, April 22, 2016

The undersigned: ....

Address: ....

....

Owner of: .... registered shares [(1)]

and/or: .... bearer shares

Requests that the Company send the additional documents mentioned in Article R. 225-83 of the French Commercial Code to the abovementioned address.

Signed in: ....

On: 2016

Signature:

(1) Holders of registered shares may make a one-time request that the documents and information mentioned in Article R. 225-83 of the French Commercial Code be sent to them prior to all future Shareholders' Meetings.

Accor, *Société Anonyme*. Share capital: €706,057,275
Headquarters: 110, avenue de France – 75013 Paris, France
Registered in Paris under number 602 036 444

www.accorhotels-group.com

Design and production: côtécorp. Tel.: +33 (0)1 55 32 29 74

Feel Welcome