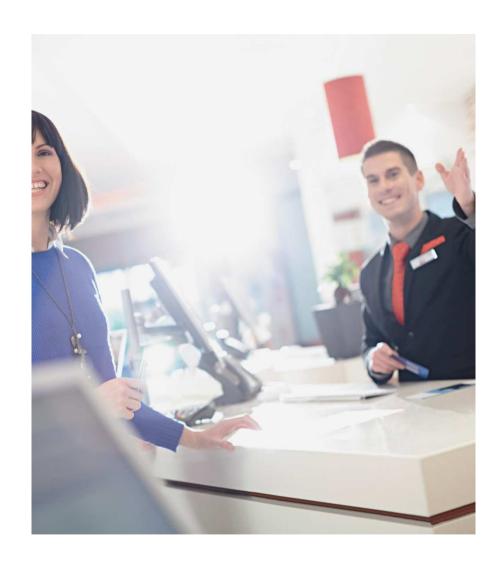




# **2015** ANNUAL SHAREHOLDERS' MEETING

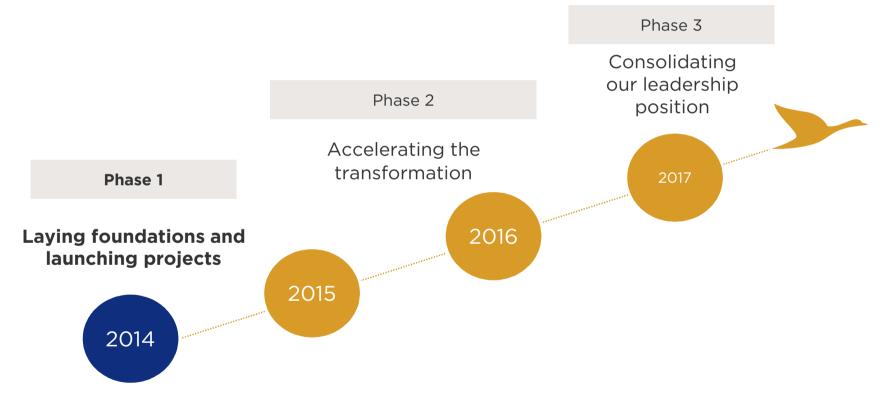
April 28, 2015



# TRANSFORMATION ON TRACK



#### **GROWTH DYNAMICS**





#### **MAIN ACHIEVEMENTS IN 2014**

#### **Thorough** reorganization

of the Group completed at the end of first-half 2014

Launch of the **Digital Plan** in October

€1 billion invested in property portfolios



Numerous successful financing transactions: €3.7 billion

to support Accor's strategy

Acquisition of a 30% interest in **Mama Shelter** 

**Agreement with Orbis** for Central and Eastern Europe

Partnership with **Huazhu** to speed up Accor's expansion in China



1. Mama Shelter Bordeaux, France 2. Balthazar Hôtel & Spa MGallery Rennes, France



#### TWO COMPLEMENTARY BUSINESSES THAT INTERACT **OWNERS** AND **INVESTORS FRANCHISEES** Management contract Franchise agreement **MAXIMIZING THE IMPROVING HOTELSERVICES HOTELINVEST VALUE OF THE ASSET** HOTEL 3,717 **PORTFOLIO PERFORMANCE** HOTELS OPERATED: 1,354 2,211 UNDER MANAGEMENT, OWNED AND INCLUDING 1,354 FOR LEASED HOTELS HOTELINVEST, AND HotelServices 1,506 UNDER FRANCHISE operates **Iln**vest hotels Management HotelInvest pays contract fees to HotelServices

#### **HOTELINVEST:**

#### HOTEL OWNER AND INVESTOR

FIGURES AT DECEMBER 31, 2014

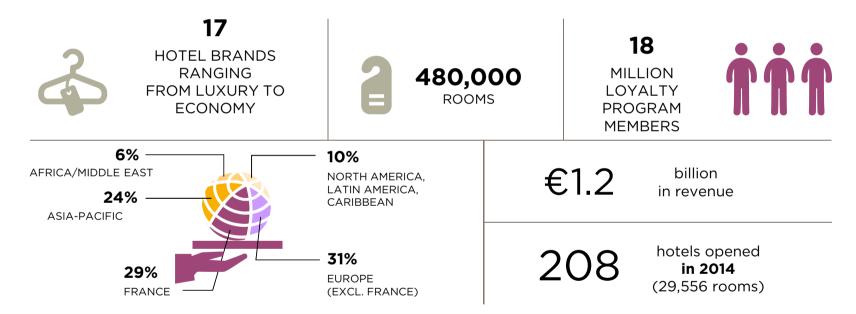




#### **HOTELSERVICES:**

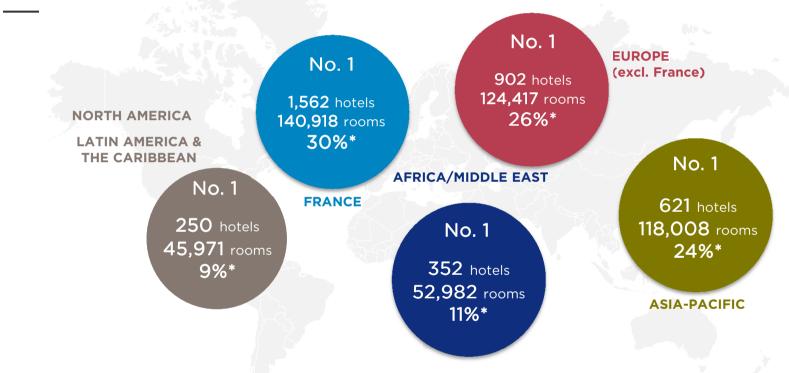
#### HOTEL OPERATOR AND BRAND FRANCHISOR

FIGURES AT DECEMBER 31, 2014





#### THE WORLD'S LEADING HOTEL OPERATOR



\* At March 31, 2015, in number of rooms in the hotel portfolio

**3,717 hotels and 482,296 rooms in 92 pays** 



#### **208 HOTELS** OPENED IN 2014



1. So by Sofitel Singapore, Singapore I 2. Sofitel Downtown Dubai, United Arab Emirates 3. Pullman Surabaya City Center, Indonesia



4. Novotel London Brentford, United Kingdom I 5. Adagio Premium Doha, Qatar 6. MGallery Molitor Paris, France I 7. ibis Styles Wroclaw Centrum, Poland I 8. Mercure Istanbul Taksim, Turkey



#### RECORD DEVELOPMENT PIPELINE

OF 156,000 ROOMS

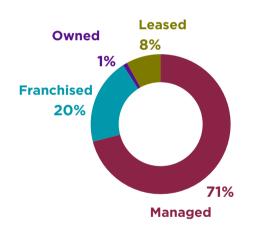


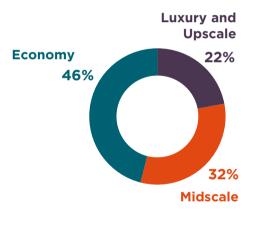


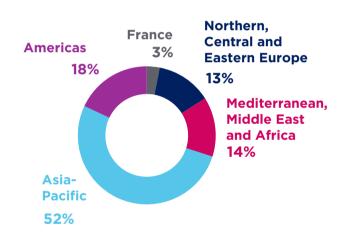






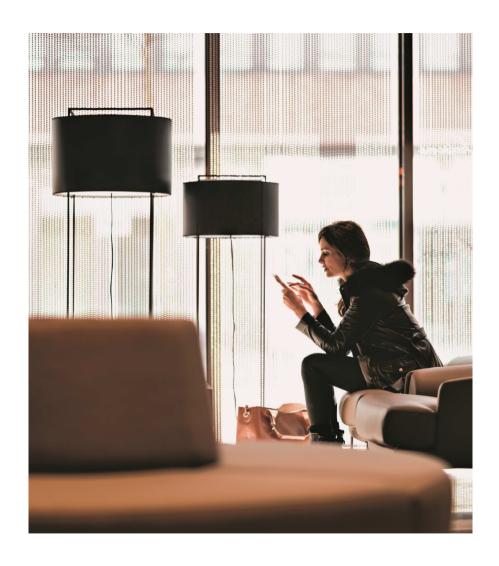








<sup>\*</sup> At December 31, 2014, in number of rooms in the hotel development pipeline



RECORD FINANCIAL RESULTS IN 2014



#### **HOTELSERVICES & HOTELINVEST**

#### SUSTAINED GROWTH IN 2014

	Hotel    Services	Hotel	Corporate	Accor
		Invest		Group
Revenue	1,248	4,794	(588)	5,454
EBITDAR	435	1,401	(64)	1,772
EBITDAR margin	34.8%	29.2%	N/A	32.5%
EBITDA	411	573	(61)	923
EBITDA margin	32.9%	11.9%	N/A	16.9%
EBIT	376	292	(66)	602
EBIT margin	30.1%	6.1%	N/A	11.0%
BIT 2013 (RESTATED)	380	197	(56)	521
BIT MARGIN (RESTATED)	30.3%	4.1%	N/A	9.6%



#### **HOTELSERVICES:** STRONG PERFORMANCE LIFTED BY **EXPANSION**

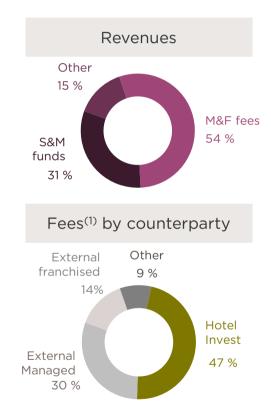
Key P&L elements (in €m)	<b>2013</b> Restated	2014
Gross Revenues	€11,6bn	€11,9bn
Revenue	1,254	1,248
EBITDA	412	411
EBITDA margin	32.8%	32.9%
Margin excl. S&M Fund and loyalty	47.4%	49.0%
Cash-Flow elements (in €m)		
Systems Capex	(36)	(44)
Development Capex	(38)	(37)
EBITDA - Total Capex	338	331
% EBITDA	82.0%	80.5%



(1) Fees comprising revenues from Management, Franchise and S&M

"S&M": Sales & Marketing

"M&F": Management & Franchise





#### **HOTELINVEST:**

#### STRONG CASH FLOW CONVERSION

Key P&L elements (in €m)	<b>2013</b> Restated	2014
Revenue	4,798	4,794
EBITDAR	1,354	1,401
EBITDAR margin	28.2%	29.2%
EBITDA	486	573
EBITDA margin	10.1%	11.9%
EBIT	197	292
EBIT margin	4.1%	6.1%
Cash-Flow elements (in €m)		
Renovation & Maintenance Capex	(224)	(209)
NOI (EBITDA - Maintenance Capex)	262	364
% EBITDA	53.9%	63.5%
Development Capex	(182)	(202)
EBITDA - Total Capex	80	162
% EBITDA	16.5%	28.4%
	+12/	ots







#### 2014 REVENUE: **5,454 M€**

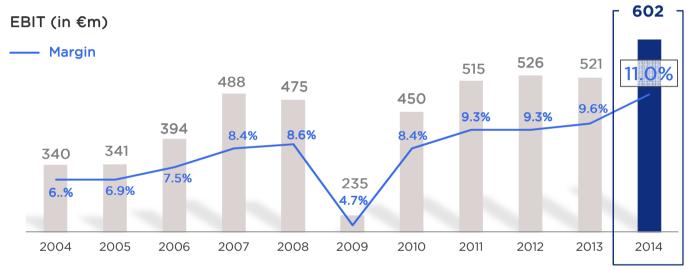
#### **UP 3.8% L/L**

+3.8%	<i>Like-for-Like</i> €208.6m	HotelServices: +5.5% comp (1); HotelInvest: +3.0% L/L
+0.8%	Expansion €44.4m	29,556 new rooms (208 hotels) opened in 2014
-3.0%	<b>Disposals</b> €(162.0)m	Impact of the Asset Management
-1.1%	<b>Currency</b> €(62.0)m	Significant impact of Brazilian Real and Australian dollar
+0.5%	<b>Reported</b> €29m	

NB: 2013 and 2014 Revenue figures are restated from the IFRS 11 impacts (1) Comparable (comp.) revenue growth - includes fees linked to expansion, at constant exchange rates



#### **RECORD EBIT AND EBIT MARGIN IN 2014**



Accor figures, restated from Edenred / Motel 6 / Red Roof Inn / GLB

#### POSITIVE EFFECTS FROM THE TRANSFORMATION OF ACCOR AND OPERATING MOMENTUM

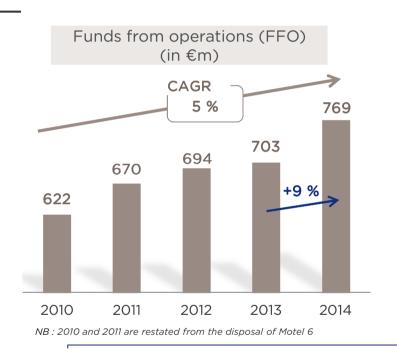


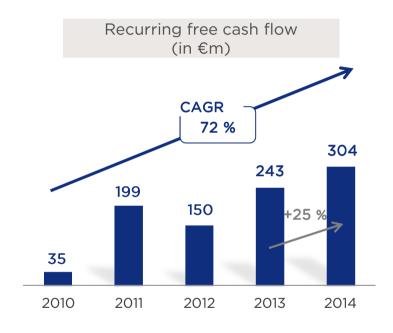
#### **NET PROFIT UP C. 80%**

In € millions	<b>2013</b> Restated	2014
EBIT	521	602
Net financial expense	(90)	(52)
Share of profits/(losses) of associates	11	28
Operating profit before tax and non-recurring items	442	578
Non-recurring items	(186)	(159)
Income tax expense	(120)	(175)
Minority interests	(11)	(17)
Net profit/(loss) before discontinued operations	125	227
Profit or loss from discontinued operations	1	(4)
Net profit/(loss) attributable to shareholders	126	223



#### SHARP INCREASE IN FFO GENERATING RECORD CASH FLOW





#### STABLE CAPEX LEVELS WITH OPTIMIZED ALLOCATION



#### PROPOSED 2014 DIVIDEND: +19% VS 2013, IN LINE WITH OPERATIONAL PERFORMANCE

	2013	2014
Operating profit before non-recurring items, net of tax <sup>(1)</sup> (in € millions)	362	435
Operating profit before non-recurring items, net of tax per share (in €)	1.6	1.9
Ordinary Dividend per share <sup>(2)</sup> (50% payout ratio) (in €)	0.80	0.95
Ordinary Dividend (in € millions)	183	218

#### **PAYMENT METHOD:** OPTION BETWEEN 100% CASH OR 50% CASH / 50% SHARES(3)

- (1) Operating profit before tax and non-recurring items, less operating tax, less minority interests
- (2) Subject to shareholder approval at the Annual General Meeting on April 28, 2015
- (3) 50% shares with a 5% discount



#### **SOUND FINANCING** TO SUPPORT GROUP'S STRATEGY

#### Various successful financing transactions in 2014 for €3.7bn

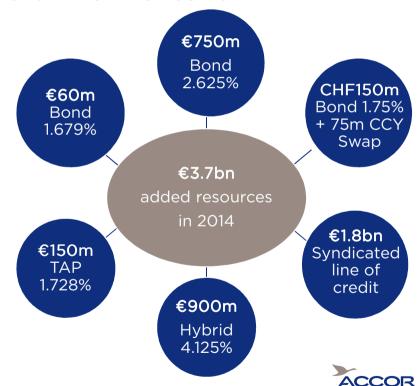
- Average cost of debt decreased to 3.11% (3.4% including the Hybrid bond)
- Extension of the maturity of the debt

#### €900m Perpetual Hybrid

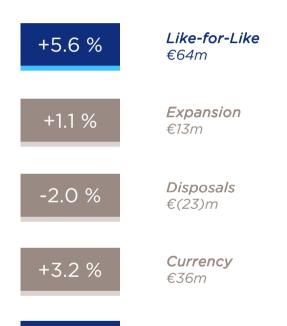
- Bond issue in June 2014
- Record low coupon of 4.125%
- Oversubscribed 5x

#### €750m Bond

- Issue in January 2014
- Record low coupon of 2.625%
- Oversubscribed 6x



#### Q1 2015 REVENUE: €1,225M



Ouartarly	Dayranua	arouth
Quarterly	Revenue	growth

In € million	T1 2014 proforma	T1 2015 proforma	Comp.(1) Revenue growth
HotelServices	262	290	+10.6%
HotelInvest	992	1,055	+6.4%
Holding et Intercos	(119)	(120)	(1.2%)
Total Group	1,135	1,225	+7.9%

Reported **HOTELSERVICES: +7.6%** €90m **HOTELINVEST : +4.8 %** 



+7.9 %

#### **ACCOR SHARE PERFORMANCE VERSUS THE CAC 40**

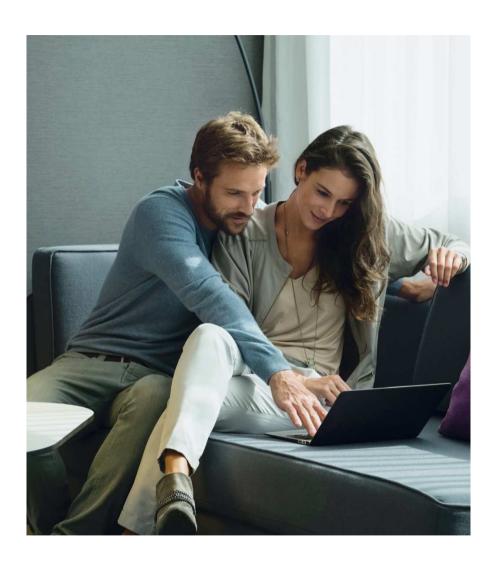


#### **CONCLUSION**

- 1 Record 2014 results
- Margins improve substantially thanks to sound operating performances and the implementation of the strategy
- The Accor share has gained 40%\* since the last AGM, for the second consecutive year

\*At 27 April 2015 market close



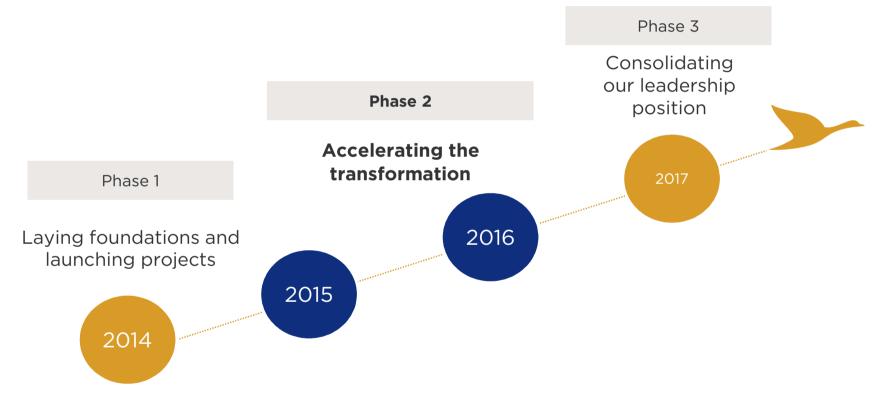


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## TOWARDS CONSOLIDATED GROWTH



#### **GROWTH DYNAMICS**





#### **FIVE PRIORITIES FOR 2015**

- 1 Deploy the HotelInvest asset management strategy
- 2 Succeed in implementing key digital plan initiatives
- Optimize expansion and further strengthen our brands
- Implement key projects to lift performance and profits: food & beverage and procurement
- 5 Revamp Accor's management culture



# ASSET RESTRUCTURING: FIRST SUCCESS STORIES OF 2015

#### Sale and management-back of the Zurich MGallery

Enterprise value of €55 million - In line with HotelInvest's strategy of focusing on economy and midscale segments in Europe

# Sale of 29 hotels in Germany and the Netherlands TBC

 Sale price: €209 million - Completion of the restructuring of the Moor Park portfolio acquired in 2014







#### ACCOR-HUAZHU PARTNERSHIP A NEW AMBITION IN CHINA

- Huazhu will become Accor's exclusive partner in China for ibis, ibis Styles, Novotel, Mercure and Grand Mercure
- These brands' assets in China will be sold to Huazhu
- Accor will have a 10% interest in Huazhu and a seat on the Board of Directors
- Huazhu will become a minority shareholder of Accor's Luxury/Upscale segment in China to support the segment's growth













#### TAKEOVER OF FASTBOOKING

#### FASTBOOKING, A DIGITAL SERVICES PROVIDER FOR THE HOTEL INDUSTRY

Serves nearly 4,000 hotels worldwide



- Key areas of expertise:
  - > Hotel website development
  - > Distribution channel management solutions
  - > Digital marketing campaign management
  - > Revenue management and competitive intelligence optimization tools
- Main markets: Europe and Asia

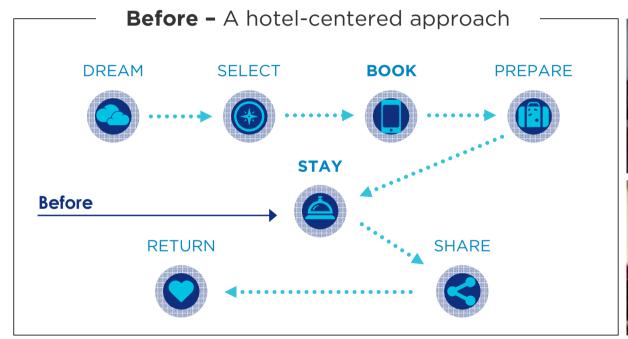


## ACCOR LEADING DIGITAL HOSPITALITY

➤ A DIGITAL TRAVEL INDUSTRY



#### **CUSTOMER EXPERIENCE**









#### **ACCOR'S AMBITION**

**Today -** Extend our excellence









#### THE DIGITAL PLAN'S 8 PROGRAMS

#### TO MEET OUR STAKEHOLDERS' NEEDS

AND STRENGTHEN OUR FOUNDATIONS

\_





#### TARS: A POWERFUL BOOKING ENGINE



WEB/MOBILE

24 M **VISITS PER MONTH** 

+30% **VISITS TO THE MOBILE APP** 

54 K RECORD **NUMBER OF** 

DAY

**BOOKINGS IN 1** 

18 LANGUAGES

**32** SALES **OFFICES** 

123 **CURRENCIES ACCEPTED** 

ONLINE **PAYMENTS PER MINUTE** 

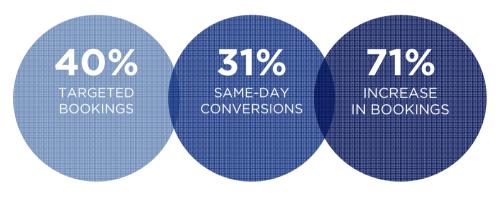
ONLINE **CONTRIBUTION** 



#### THE CENTRAL ROLE OF MOBILE TECHNOLOGY



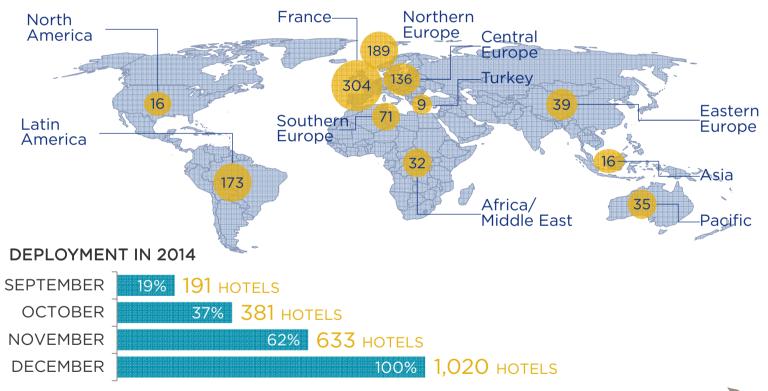




DEVELOPING DEDICATED MOBILE SOLUTIONS



# DEPLOYMENT OF WELCOME BY "LE CLUB ACCORHOTELS" IN 2,500 HOTELS BY END-2015





## STRENGTHEN THE LE CLUB ACCORHOTELS LOYALTY PROGRAM - 18 MILLION MEMBERS IN SIX YEARS

- More generous offers since July 2014 with up to 25% more points
- A global program synonymous with generosity, simplicity and attentive service





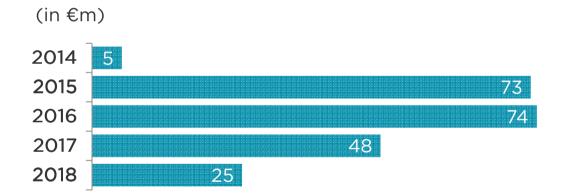




#### **€225 MILLION TO DRIVE GROWTH**

A 5-YEAR

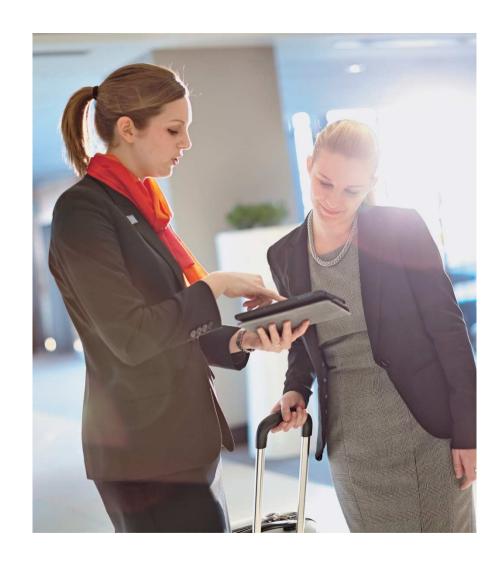
STRATEGIC APPROACH



OFFENSIVE: 40% DEFENSIVE: 60%

**CAPEX: 55% OPEX: 45%** 





4

## HUMAN RESOURCES: A NEW DYNAMIC



#### **HOSPITALITY IS OUR BUSINESS**

FIGURES AT DECEMBER 31, 2014

IN 2014

6.4

MILLION VISITS TO ACCORJOBS.COM

56%

OF EMPLOYEES ARE UNDER 34



180,000

EMPLOYEES WORKING UNDER ACCOR BANNERS WORLDWIDE



**73**%

OF HOTEL GENERAL MANAGERS WORK RECRUITED LOCALLY



122,000

EMPLOYEES TRAINED BY ACADÉMIE ACCOR

**EVERY** 

**7 MINUTES** 

WE HIRE AN EMPLOYEE





#### **DRIVING A COLLECTIVE TRANSFORMATION**

- A new dynamic based on three management principles: AGILITY, CLARITY AND ACCOUNTABILITY
- A culture of ethics and responsibility
- Collective innovation, a performance driver ACCORLIVE - ACCORLOUNGE - OPEN IDEAS







# PREPARING THE NEXT GENERATION OF ENTERPRISING INTERNATIONAL MANAGERS

- Career management
- Recognition of talent
- International mobility
- International Hospitality Management Program
- School of Excellence at Sofitel, Pullman and MGallery







# PROFESSIONALIZING SKILLS CLUSTERS AND ATTRACTING THE PROFILES OF THE FUTURE

- Accor, the world's leading hotel school
- New expertise tracks









- A multi-channel digital HR strategy
- Accor, a school partner
- Take Off! challenge





5

## CORPORATE SOCIAL RESPONSIBILITY



#### **ACCOR, A RESPONSIBLE CORPORATE CITIZEN**

DUE TO THE NATURE OF ITS ACTIVITIES, THE GROUP HAS A SIZABLE LOCAL FOOTPRINT









#### ACCOR, A COMMITTED CORPORATE CITIZEN

#### PLANT FOR THE PLANET



- 2,000 trees planted per day
- 10 million trees by 2021

### FIGHT AGAINST THE SEXUAL ABUSE OF CHILDREN

 37 countries have signed the Code of Conduct for the Protection of Children



 30,000 employees trained every year





- More than 1,000 certified ibis and Novotel hotels
- 10 years of committed action



- Creation of an Ethics
   & CSR Committee
- Global deployment of the Charter





#### ACCOR, A BENEVOLENT CORPORATE CITIZEN



"Demonstrating hospitality of the heart beyond borders"

Local know-how

Training and insertion

Humanitarian and emergency aid

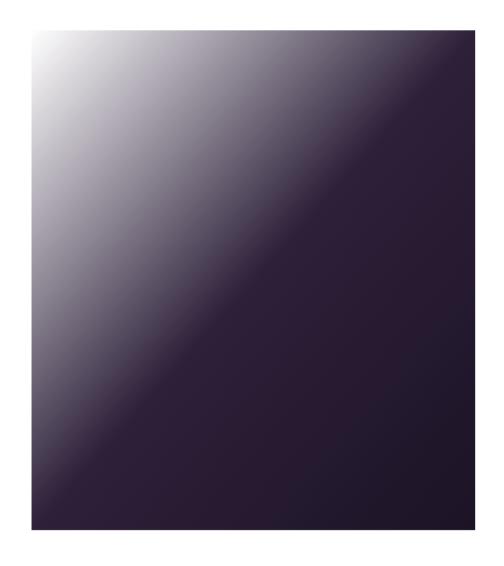
212 projects supported in 41 countriesMore than 9,500 Accor employees involved200,000 direct and indirect beneficiaries



3 new countries receiving aid in 2014



Jean-Marc BORELLO
 Chief Executive Officer of Groupe SOS





GOVERNANCE AND WORK OF THE BOARD OF DIRECTORS



#### **BOARD OF DIRECTORS**



Sébastien Bazin



Philippe Citerne



Jean-Paul Bailly



Iliane Dumas



Mercedes Erra



Sophie Gasperment



Jonathan Grunzweig



Iris Knobloch



Bertrand Meheut



Virginie Morgon



Nadra Moussalem



Patrick Sayer

- ▶ 6 independent directors
- ▶ 5 women and 7 men
- ▶ 1 director representing employees



#### SENIOR INDEPENDENT DIRECTOR

- ▶ Represents the interests of shareholders not represented on the Board
- Serves as the preferred contact for shareholders
- Leads the other independent directors
- Oversees formal assessments of the Board
- ▶ Deals with conflicts of interest involving Board members



#### WORK OF THE BOARD OF DIRECTORS

- Digital plan
- Acquisition of significant real-estate assets (Moor Park, Axa, etc.)
- Strategic alliance with Huazhu
- Bond issues
- ▶ Executive officers' compensation
- ▶ Assessing the Board of Directors' operating procedures

10 meetings with a 92% attendance rate



#### **AUDIT AND RISKS COMMITTEE**



Philippe Citerne
Chairman



Jean-Paul Bailly



Iliane Dumas



Mercedes Erra



Iris Knobloch



Virginie Morgon



Nadra Moussalem

- ▶ 6 meetings in 2014
- ▶ 80.5% attendance rate



#### **COMMITMENTS COMMITTEE**







Philippe Citerne



Mercedes Erra



Sophie Gasperment



Nadra Moussalem

- ▶ 5 meetings in 2014
- ▶ 92% attendance rate



# COMPENSATION, APPOINTMENTS AND CORPORATE GOVERNANCE COMMITTEE



Bertrand Meheut
Chairman



Jean-Paul Bailly



Iliane Dumas



Sophie Gasperment



Jonathan Grunzweig



Patrick Sayer

- ▶ 3 meetings in 2014
- ▶ 60% attendance rate





COMPENSATION, APPOINTMENTS AND CORPORATE GOVERNANCE COMMITTEE



#### **COMMITTEE WORK IN 2014**

- ▶ Follow-up of the Board of Directors' formal assessment
- ▶ Executive officers' compensation
- ▶ Membership of the committees
- ▶ Directors' independence
- ▶ Performance share plans



#### **COMPENSATION PAYABLE TO SÉBASTIEN BAZIN**

#### COMPENSATION PRINCIPLES FOR 2014 AND 2015

- ► Fixed annual compensation: €850,000
- Variable annual compensation: 0%-150% of a reference amount of €1,250,000, subject to performance conditions
- Stock options or performance shares subject to performance conditions

#### COMPENSATION RECEIVED IN RESPECT OF 2014

- ▶ Fixed compensation: €850,000
- ▶ Variable compensation: €1,369,188
- Performance share plan: 50,000 shares
- ▶ Benefits-in-kind: €61,004



#### **COMPENSATION PAYABLE TO SVEN BOINET**

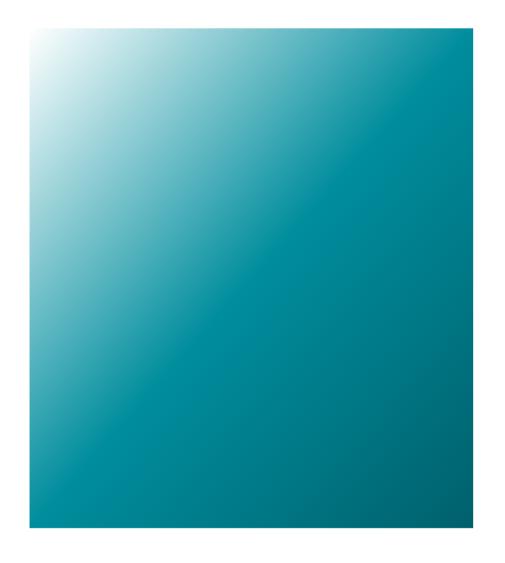
#### COMPENSATION PRINCIPLES FOR 2014 AND 2015

- ► Fixed annual compensation for his term of office: €200.000
- ► Fixed annual compensation under his employment contract: €400,000
- Variable compensation for his term of office: 0%-150% of a reference amount of €1,250,000, subject to performance conditions
- Stock options or performance shares subject to performance conditions

#### COMPENSATION RECEIVED IN RESPECT OF 2014

- ▶ Fixed compensation: €600,000
- Variable compensation: €711,978 (including variable compensation for December 2013)
- Performance share plan: 25,000 shares
- ▶ Benefits-in-kind: €17,676

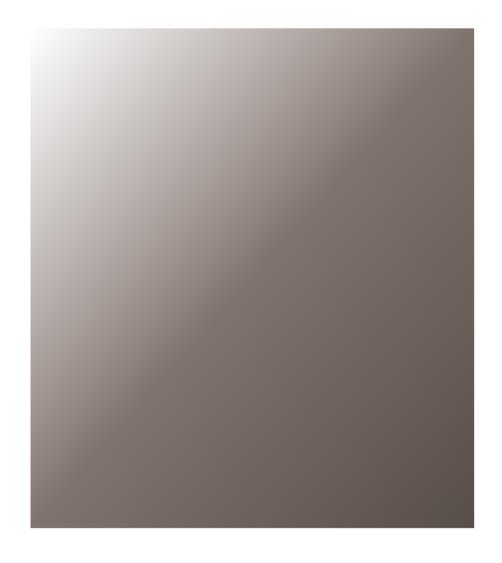






# REPORT BY THE AUDIT AND RISKS COMMITTEE

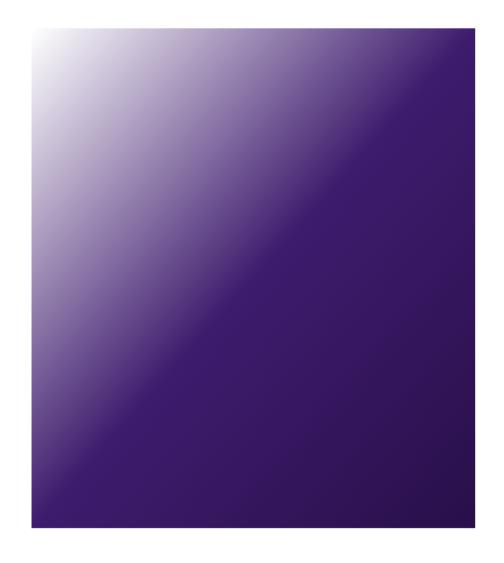






STATUTORY AUDITORS' REPORT

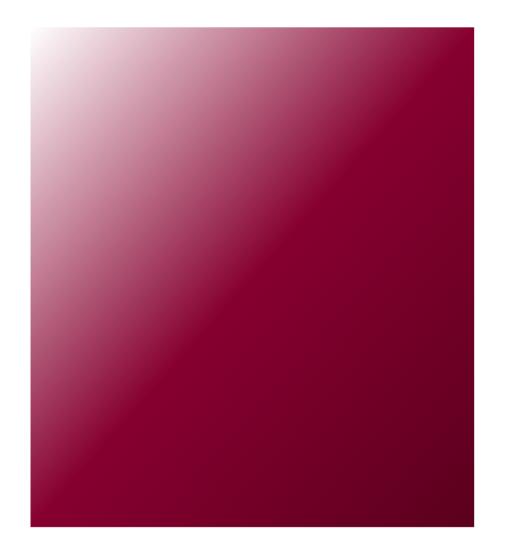




10

CENTRAL WORKS
COUNCIL
PRESENTATION





11

**RESOLUTIONS** 



#### 1<sup>ST</sup> AND 2<sup>ND</sup> RESOLUTIONS

Approval of the parent company and consolidated financial statements for the year ended December 31, 2014



#### **3RD AND 4TH RESOLUTIONS**

Appropriation of profit and dividend payment

- ▶ Ordinary dividend of €0.95 per share
- Payment date: June 3, 2015
- ▶ Option to reinvest half of the dividend in shares
- ▶ Price of shares purchased by reinvesting the dividend: €46.198



#### **5<sup>TH</sup> TO 8<sup>TH</sup> RESOLUTIONS**

#### Re-election of four directors for three-year terms



Jean-Paul Bailly



Philippe Citerne



Mercedes Erra



Bertrand Meheut



#### **9<sup>TH</sup> RESOLUTION**

Renewed approval of related-party commitments given to Sébastien Bazin, which were approved by the Annual Shareholders' Meeting of April 28, 2014

- ▶ Termination benefits
- ▶ Supplementary pension plan
- ▶ Unemployment insurance



#### 10<sup>TH</sup> AND 11<sup>TH</sup> RESOLUTIONS

Authorizations to trade in and cancel the Company's shares

▶ Maximum number of shares that can be acquired: 23 million (i.e., 9.92% of the share capital at December 31, 2014)

▶ Maximum purchase price: €70 per share

Maximum investment: €1.61 billion



#### 12<sup>TH</sup> TO 18<sup>TH</sup> RESOLUTIONS

#### Authorizations to issue new shares

- ▶ With pre-emptive subscription rights for a maximum amount of €347 million (around 50% of the share capital)
- ▶ Without pre-emptive subscription rights and by way of a public offer or private placement for a maximum amount of €69 million (around 10% of the share capital)



#### 19<sup>TH</sup> TO 21<sup>ST</sup> RESOLUTIONS

Employee share issue

Authorization to grant free shares to Group employees or executive officers within the limit of 2.5% of the share capital (overall limit that includes stock options)

- ▶ Conditions for granting shares to executive officers:
  - Cannot account for more than 15% of all shares granted
  - Subject to performance conditions



#### 22<sup>ND</sup> RESOLUTION

Amendment of the Bylaws relating to new regulations governing participate at Shareholders' Meetings



#### 23<sup>RD</sup> AND 24<sup>TH</sup> RESOLUTIONS

Advisory vote on the compensation due or paid to each executive officer for the year ended December 31, 2014

- ▶ Sébastien Bazin
- Sven Boinet



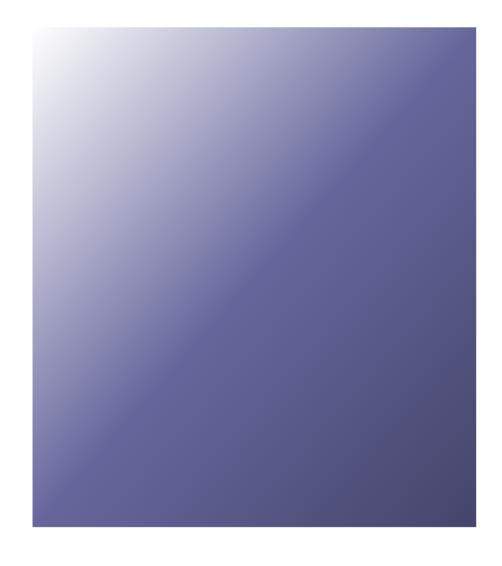
Tree planting resolution

- ▶ Accor's firm commitment to preserving the global ecosystem
- ▶ Accorr's Plant for the Planet program:
  - 4 million trees planted since 2009
  - Target of 10 million trees by 2021
  - The only initiative of its kind in the hotel industry



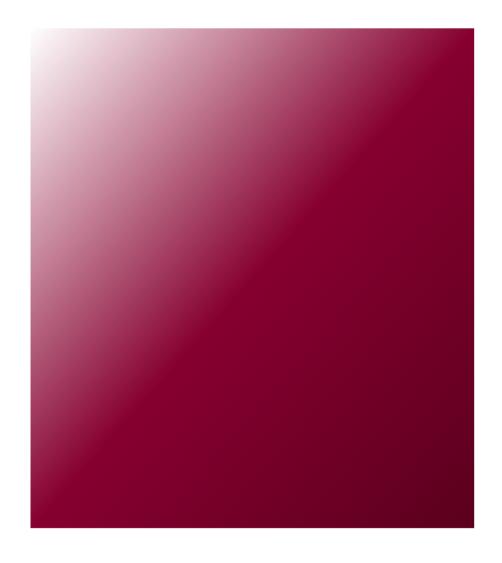
Powers to carry out formalities





QUESTIONS & ANSWERS





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VOTING ON RESOLUTIONS



Approval of the 2014 financial statements of the Company



## **2ND RESOLUTION**

Approval of the 2014 consolidated financial statements



# **3RD RESOLUTION**

Appropriation of profit and dividend payment



Dividend reinvestment option



Re-election of Jean-Paul Bailly as a director



Re-election of Philippe Citerne as a director



Re-election of Mercedes Erra as a director



Re-election of Bertrand Meheut as a director



Renewed approval of related-party commitments given to Sébastien Bazin



Authorization to trade in the Company's shares



Authorization for the Board of Directors to reduce the Company's capital by canceling shares



Authorization for the Board of Directors to issue ordinary shares and/or securities carrying rights to shares with pre-emptive subscription rights for existing shareholders



Authorization for the Board of Directors to issue shares and/or securities carrying rights to shares, through a public offer without pre-emptive subscription rights for existing shareholders



Authorization for the Board of Directors to issue shares and/or securities carrying rights to shares, through an offer governed by Article L.411-2 II of the French Monetary and Financial Code without pre-emptive subscription rights for existing shareholders



Authorization for the Board of Directors to increase the size of an issue with or without pre-emptive subscription rights



Authorization for the Board of Directors to issue shares and/or securities carrying rights to shares in payment for contributed assets



Authorization for the Board of Directors to increase the Company's capital by capitalizing retained earnings, profit, additional paid-in capital or any other eligible amounts



Blanket ceiling on the authorizations to issue shares and/or other securities carrying rights to shares



Authorization for the Board of Directors to issue shares and/or securities carrying rights to shares to employees who are members of an Accor Group employee stock ownership plan



Authorization for the Board of Directors to grant free shares to employees or executive officers of the Company



Restriction on the number of free shares that may be granted to executive officers of the Company



Amendment of Article 24 of the Bylaws to comply with the new regulations governing participation at Shareholders' Meetings



#### 23RD RESOLUTION

Advisory vote on the compensation due or awarded to Sébastien Bazin for the year ended December 31, 2014



Advisory vote on the compensation due or awarded to Sven Boinet for the year ended December 31, 2014

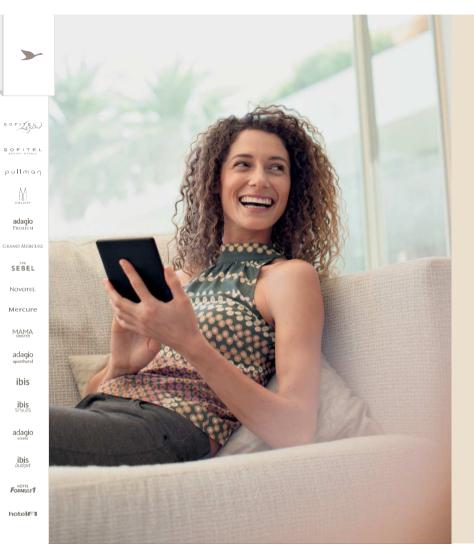


Tree planting resolution



Powers to carry out formalities







# **2015** ANNUAL SHAREHOLDERS' MEETING

April 28, 2015