

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD IMMEDIATELY CONSULT THEIR OWN FINANCIAL, LEGAL, ACCOUNTING OR TAX ADVISERS.**

**24 May 2017**



**ACCOR**

A *société anonyme* established under the laws of the Republic of France  
having a share capital of €854,428,095  
with its registered office at 82, rue Henri Farman, 92130 Issy-les-Moulineaux, France  
602 036 444 RCS Nanterre

**NOTICE OF MEETING OF THE HOLDERS OF THE FOLLOWING BONDS**

€600,000,000 2.50 per cent. Bonds due 21 March 2019 issued on 21 March 2013 (of which €335,100,000 are currently outstanding)

ISIN: FR0011452291 – Common Code: 090788965  
(the “**Bonds**”)

issued by Accor  
(the “**Company**”)

NOTICE IS HEREBY GIVEN that, pursuant to Condition 9(d) of the terms and conditions of the Bonds (the “**Terms and Conditions**”), the Board of Directors of the Company has decided to convene the holders of the Bonds to a general meeting (the “**General Meeting**”) at 1, rue d'Astorg, 75008 Paris, France on 13 June 2017 at 10.30 a.m. (Paris time) on first convocation and if no quorum is reached, on 28 June 2017 at the same time on second convocation.

The General Meeting is convened in order to deliberate on the following agenda and, if thought fit, to approve the following resolutions (the “**Resolutions**”).

Unless the context otherwise requires, capitalized terms used in this notice shall have the same meaning ascribed to them in the Terms and Conditions.

The Board of Directors has agreed that the following agenda shall be presented for approval at the General Meeting:

**AGENDA**

- Approval of the proposed partial asset contribution governed by the legal regime for spin-offs (*apport partiel d'actifs soumis au régime des scissions*) made by the Company to its subsidiary AccorInvest and which will form part of the implementation of the Booster Project, remunerated by the allocation of shares of AccorInvest, in accordance with article L. 236-18 of the French *Code de commerce*;
- Filing at the Company's registered office of the attendance sheet, the relevant powers of represented bondholders set out in the Participation Form and the minutes of the General Meeting.

Please note the following important dates relating to the General Meeting:

Events	Dates
First convocation of the General Meeting	24 May 2017
Required time and date for the book-entry statement evidencing the right of each Bondholder to participate at the General Meeting	8 June 2017 at 0.00 (Paris time)
Deadlines for sending Participation Forms	8 June 2017 at 0.00 (Paris time)
General Meeting for the Bonds	13 June 2017 at 10.30 a.m. (Paris time) to 11.00 a.m. (Paris time)
Announcement and publication of results or, if the quorum is not met at the General Meeting held on first convocation, convocation of the adjourned General Meeting	As soon as possible on 13 June 2017
Required time and date for the book-entry statement evidencing the right of each Bondholder to participate at the adjourned General Meeting	23 June 2017
Deadlines for sending Participation Forms in view of the adjourned General Meeting	23 June 2017
Adjourned General Meeting (if applicable)	28 June 2017
Announcement of the final results of the adjourned General Meeting (if applicable)	As soon as possible on 28 June 2017
Extraordinary general meeting of shareholders of the Company	30 June 2017
Payment of the Consent Fee (as defined below), if the Resolutions are adopted and subject to the approval of the Contribution by the extraordinary general meeting of Accor's shareholders	On or about 4 July 2017

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THE TEXT OF THE RESOLUTIONS is as follows:

### **Proposed Resolutions**

**First resolution** – Contemplated partial asset contribution governed by the legal regime for spin-offs (*apport partiel d'actifs soumis au régime des scissions*) made by the Company to its subsidiary AccorInvest of its Contributed AccorInvest Business (as defined in the Partial Asset Contribution Agreement) (the “**Contribution**”).

The General Meeting having deliberated pursuant to article L.228-65, I 3° of the French *Code de commerce* and having decided in accordance with the applicable quorum and majority criteria required for general meeting and having taken formal note of:

- the report of the Board of Directors of the Company;
- the draft partial asset contribution agreement governed by the legal regime for spin-offs approved by the Board of Directors of the Company on 18 May 2017 (*Projet de Traité d'apport partiel d'actifs soumis au régime des scissions*, the “**Partial Asset Contribution Agreement**”) in the French language and dated 18 May 2017 between the Company and its subsidiary AccorInvest, a limited liability company incorporated in France, with a share capital of EUR 65 415, whose registered office is located at 2, rue de la Mare Neuve, 91000 Evry, France, registered with the Register of Commerce and Companies of Evry under number 420 462 046 (“**AccorInvest**”);
- the English translation of the Partial Asset Contribution Agreement, provided for information purposes only;

1. Takes notice that the contemplated Partial Asset Contribution Agreement does not lead to AccorInvest assuming the obligations of the Company under the Bonds and, as a result, does not involve any amendments to the Terms and Conditions;

2. Unconditionally approves, in accordance with article L. 236-18 of the French *Code de commerce*, the Partial Asset Contribution Agreement and the Contribution, all as more fully described in the report of the Board of Directors and the Partial Asset Contribution Agreement;

3. Decides, consequently, not to raise any objections to the Contribution and the Booster Project (as defined in the consent solicitation memorandum);

4. Grants, in light of the foregoing, all powers to the bearer of an original, a copy or an extract of the presents, to the extent needed, to make all determinations, conclusions, communications and formalities, including the publication of this decision in accordance with the Terms and Conditions, which shall be deemed necessary for the implementation of the contribution made by the Company to AccorInvest.

**Second resolution** - Deposit location of the attendance sheet, powers of the represented holders of the Bonds and minutes

The General Meeting decides, in accordance with article R.228-74 paragraph 1 of the French *Code de commerce* that the attendance sheet, the powers of the represented holders of the Bonds set out in the Participation Form and the minutes of the present General Meeting will be deposited at the registered office of the Company in order to allow any holder to exercise the right of communication granted by the law.

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This notice is issued on this 24 May 2017 by the Company and is published in accordance with the Terms and Conditions.

***Documents available for inspection***

In accordance with Condition 9(f) of the Terms and Conditions and articles L.228-69 and R.228-76 of the French *Code de commerce*, each Bondholder or, as the case may be, its representative, has the right, as from the date hereof and during the 15 day period preceding the General Meeting, to consult or make a copy of the text of the Resolutions which will be proposed and of the report which will be presented at the General Meeting.

The following report and documents (together, the “**Documents**”) are available as from the date of this notice of meeting for consultation, copy or upon request by filling out the information request form attached to this notice of meeting (the “**Information Request Form**”):

- the proposed Resolutions (the text of which is reproduced on pages 2 and 3 of this notice);
- the report of the Board of Directors of the Company on the proposed Resolutions (a copy of which is attached hereto);
- the Partial Asset Contribution Agreement (as defined in the first Resolution) in French language (*Projet de Traité d'apport partiel d'actifs soumis au régime des scissions*) approved by the Board of Directors of the Company on 18 May 2017;
- the English translation of the Partial Asset Contribution Agreement provided for information purposes only;
- this notice of meeting (including the Information Request Form, Participation Form and the Form of Book Entry Statement (as defined below)); and
- the consent solicitation memorandum dated 24 May 2017.

Copies of the Documents can be obtained from and will be made available for inspection by the Bondholders at:

- the registered office of the Company (82, rue Henri Farman, 92130 Issy-les-Moulineaux, France); and
- the offices of the Centralizing Agent for the transaction, *i.e.* Société Générale Securities Services, at the following address: 32, rue du Champ de Tir – CS 30812, 44308 Nantes Cedex 3, France; and
- the office of Société Générale as Fiscal Agent and Principal Paying Agent of the Bonds, at the following address: 32, rue du Champ de Tir – 44312 Nantes Cedex 3, France; and
- on the website of the Company ([www.accorhotels.group](http://www.accorhotels.group)).

If any Bondholder has any question, they should feel free to contact, including by phone, the Centralizing Agent for matters regarding the submission of participation forms and associated documents, or the Joint Consent Solicitation Agents for questions on the consent solicitation itself.

### **Consent Fee**

Subject to (i) the approval of all of the Resolutions by the General Meeting and (ii) the approval of the Contribution by the extraordinary general meeting of shareholders of the Company, the Company will pay to each Bondholder of the Bonds an amount denominated in Euros (the “**Consent Fee**”) of 0.15% of the aggregate nominal amount of the Bonds held by such Bondholder if the Resolutions are approved by the General Meeting on first or second convocation.

For the avoidance of doubt, if all of the Resolutions are approved on first or second convocation, any and all Bondholders shall be entitled to receive the Consent Fee, whether or not they voted in favour of the Resolutions. If the Resolutions are not approved, the Consent Fee will not be due or payable to any Bondholder, whether or not such Bondholder has voted in favour of the Resolutions.

Subject to and as provided above, the right of each Bondholder to receive the Consent Fee will be evidenced by the entries in the books of the relevant Account Holder (as defined below) of the name of such Bondholder on the relevant Record Date (as defined below).

The payment of the Consent Fee is expected to take place on or about 4 July 2017.

Bondholders are invited to submit their inquiries regarding the Consent Fee to the Paying Agents (contact details indicated hereunder).

### ***General***

Bondholders should pay particular attention to the requirements in respect of the quorum for the General Meeting and the adjourned General Meeting (if applicable), which are described below. In light of such requirements, Bondholders are strongly urged either to attend the General Meeting in person or to take the steps referred to below as soon as possible in order to attend the General Meeting by correspondence or to be represented by Proxy (as defined below) at the General Meeting.

### ***Quorum and Adjournment***

Pursuant to Condition 9(e) of the Terms and Conditions, General Meeting may deliberate validly on first convocation only if Bondholders present or represented hold at least a fifth (1/5) of the principal amount of the Bonds then outstanding. On second convocation, no quorum shall be required. Decisions at meetings shall be taken by a simple majority of votes cast by the Bondholders attending such meeting or represented thereat.

Notice of the adjourned General Meeting for lack of quorum shall be given in the same manner as notice of the original General Meeting.

### ***Voting Procedures***

The relevant provisions governing the convening and holding of the General Meeting are set out in the Terms and Conditions.

Each Bondholder or Proxy (as defined below) is entitled to one vote for each Bond held or represented by such Bondholder. Any Bondholder entitled to more than one vote shall not be required to cast all of such votes in the same manner.

Each Bondholder has the right to participate in the General Meeting in person, by proxy or by correspondence, in accordance with applicable laws and regulations.

In the event that a Bondholder wishes to participate in person in the General Meeting, it shall (i) complete the participation form attached to this notice of meeting (the “**Participation Form**”), and in particular paragraph 2(a) of such form, and (ii) provide evidence of its right to participate in such General Meeting by presenting (a) an admission card obtained from the Centralizing Agent, or (b) absent such admission card, any evidence that the Bondholder is registered in the books of the relevant Account Holders subject to, and in accordance with, paragraph entitled "Voting requirements" below.

If a Bondholder wishes to vote on the Resolutions and the Bonds it owns are held by a financial intermediary such as a broker, dealer, commercial bank, trustee, custodian or other nominee, such Bondholder should contact such financial intermediary and instruct it to vote in respect of its Bonds on his/its behalf.

In the event that a Bondholder does not wish to participate in person in the General Meeting, such Bondholder may:

1. by filling in the attached Participation Form, give a proxy to the Chairman (as defined below) of the meeting; in this case, the Bondholder shall complete paragraph 2(c) of the Participation Form without indicating the name of the representative;
2. by filling in the attached Participation Form, give a proxy to a representative of his choice (a “**Proxy**”) to act on its behalf in connection with the General Meeting, provided, however, that, in

accordance with articles L.228-62 and L.228-63 of the French *Code de commerce*, a Bondholder shall be prohibited from appointing as Proxy certain persons, including, without limitation, the directors, auditors and employees of the Company. In that case, the Bondholder shall complete paragraph 2(c) of the Participation Form and indicates the last name, first name(s) and address of such Proxy; or

3. if he wishes to vote on the Resolutions and does not want to attend the General Meeting in respect of its Bonds in person or appoint a Proxy to do so on its behalf in accordance with (1) or (2) above, such Bondholder may vote by correspondence. In that case, the Bondholder shall complete the paragraph 2(b) of the Participation Form.

Any proxy must be given in writing, signed by the relevant Bondholders and indicate the last name, first name(s) and address of the Proxy, if different from the Chairman of the meeting.

Participation Forms will only be taken into account for the calculation of the quorum and for the votes, if such forms: (i) are duly completed and signed, (ii) attach a form of book entry statement substantially in the form attached to this notice of meeting (a “**Form of Book Entry Statement**”) or in such form as is regularly used by the Account Holder, duly completed and signed by the relevant Account Holder (a “**Valid Book Entry Statement**”), and (iii) are received by the Centralizing Agent at least three (3) business days before the date of the General Meeting, (i.e. for the General Meeting on first convocation at the latest on 8 June 2017 at 00.00 (midnight) (Paris Time) or on 23 June 2017 at 00.00 (midnight) (Paris Time) if the General Meeting meets on a second convocation), such forms being a “**Valid Participation Form**” if the above listed conditions are met.

An Information Request Form, a Participation Form and a Form of Book Entry Statement are attached hereto. These forms as well as admission cards are available upon request from the Centralizing Agent (contact details below). The Bondholders must send the relevant Participation Form fully completed and signed to their Account Holder, who shall send it with a Valid Book Entry Statement to the Centralizing Agent by mail or email.

Valid Participation Forms will be valid for the adjourned General Meeting convened with the same agenda, subject as set out in paragraph entitled "Voting requirements" below.

### ***Voting requirements***

In accordance with Condition 9(e) of the Terms and Conditions, the right of each Bondholder to participate in the General Meeting will be evidenced by the entries in the books of the relevant Account Holder (as defined below) of the name of such Bondholder **as of 0:00 (Paris time) on the third business day in Paris preceding the date set for the General Meeting (i.e., on 8 June 2017 at 00.00 (midnight) (Paris Time) on first convocation or on 23 June 2017 at 00.00 (midnight) (Paris Time) if the General Meeting meet on a second convocation)** (the “**Record Date**”).

In accordance with article R. 228-71 of the French *Code de commerce*, a Bondholder having already sent a Participation Form will have the right to sell all or part of its Bonds. It is however specified that if such sale is made before the Record Date, the Company will invalidate or modify accordingly such vote as may have been exercised in the Participation Form of such Bondholder sent prior to the Record Date. The relevant Account Holder shall notify such assignment to the Company with all necessary information.

In accordance with Condition 1 of the Terms and Conditions, “**Account Holder**” means any authorised intermediary institution entitled to hold accounts, directly or indirectly, with Euroclear France, and includes Euroclear Bank SA/NV and the depositary bank for Clearstream Banking, S.A.

### ***Chairman of the General Meeting***

The chairman of the General Meeting (the “**Chairman**”) shall be the Representative in respect of the Bonds, as designated in the Terms and Conditions.

### ***Expenses***

In accordance with Condition 9(g) of the Terms and Conditions, the Company will pay all expenses relating to calling and holding the General Meeting and more generally, all administrative expenses resolved upon by the General Meeting. No expenses may be imputed against interest payable on the Bonds.

### ***Attachments***

- Information Request Form
- Participation Form
- Form of Book Entry Statement
- Report of the Board of Directors of the Company on the proposed Resolutions

***The Company confirms that it has authorised (i) Banco Santander S.A., HSBC Bank plc and Société Générale (the “Joint Consent Solicitation Agents”) to act on its behalf in connection with the Bondholders' solicitation and (ii) each of the Joint Consent Solicitation Agents to use and/or disseminate the relevant materials in connection with the Bondholders' solicitation.***

***Neither the Paying Agents, the Centralizing Agent nor the Joint Consent Solicitation Agents express any view or make any recommendations as to the merits of the Resolutions or any view on whether a Bondholder would be acting in his/its best interests in voting for or against the Resolutions. Bondholders should thoroughly examine the information contained in this notice, consult their personal legal, tax and investment advisers and make an independent decision taken on the basis of the information disclosed in connection with the General Meeting.***

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having a share capital of €854,428,095  
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602 036 444 RCS Nanterre

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**INFORMATION REQUEST FORM  
GENERAL MEETING ON 13 JUNE 2017 AT 10.30 A.M. (PARIS TIME)  
AT 1, RUE D'ASTORG 75008 PARIS, FRANCE,  
OF THE HOLDERS OF  
EUR 600,000,000 2.50 PER CENT. BONDS DUE 21 MARCH 2019  
ISSUED ON 21 MARCH 2013 (OF WHICH EUR 335,100,000 ARE CURRENTLY  
OUTSTANDING)  
(ISIN: FR0011452291 – COMMON CODE: 090788965)  
(the "Bonds")**

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**Form to be sent to:**

Société Générale Securities Services  
32, rue du champ de tir  
CS 30812  
44308 NANTES Cedex 03  
Contacts: Elisabeth Bulteau  
Tel: +33 2 51 85 65 93

[participation-assemblee-obligataire@socgen.com](mailto:participation-assemblee-obligataire@socgen.com)

First name and Family name *or* Legal name: .....

Address *or* registered office: .....

E-mail: .....@ .....

☐ Kindly request to receive the documents stated in the paragraph entitled "*Documents available for inspection*" of the notice of meeting issued by Accor in view of the general meeting of the holders of the Bonds scheduled for 13 June 2017 at 10.30 a.m. (Paris time).

Delivery mode (*by default, the document will be delivered electronically*):

☐ By e-mail

☐ By mail

Signed at ..... on .....

Signature

**IMPORTANT NOTICE:** A book entry statement will need to be attached to the present form for the information request to be valid.



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 with its registered office at 82, rue Henri Farman, 92130 Issy-les-Moulineaux, France  
 602 036 444 RCS Nanterre

**PARTICIPATION FORM**

**GENERAL MEETING ON 13 JUNE 2017 AT 10.30 A.M. (PARIS TIME) AT 1, RUE D'ASTORG 75008 PARIS, FRANCE, OF THE HOLDERS OF EUR 600,000,000 2.50 PER CENT. BONDS DUE 21 MARCH 2019 ISSUED ON 21 MARCH 2013 (OF WHICH EUR 335,100,000 ARE CURRENTLY OUTSTANDING) (ISIN: FR0011452291 – COMMON CODE: 090788965)**  
 (the "Bonds")

Please note that in order for this form to be taken into account for the General Meeting, paragraphs 1, 2 and 3 of this form must be duly and fully completed.

For instructions on how to participate in this General Meeting, please carefully read the back of this form.

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the notice of meeting issued by Accor in view of this General Meeting.

**1/ BONDHOLDER INFORMATION**

First name and Family name or Legal name			
Address or Registered office			
Number of Bonds held			The Bonds are in bearer form (join a Form of Book Entry Statement, please read on the back)

**2/ PARTICIPATION AT THE GENERAL MEETING (tick a box)**

*In all cases, the form delivered for a General Meeting is valid for successive meetings convened on the same agenda*

a. ☐ **I WISH TO ATTEND** this General Meeting and ask for an admission card.

**b. ☐ I VOTE BY CORRESPONDENCE**

Having taken formal note of the (2) two Resolutions proposed for the vote of the Bondholders at the General Meeting scheduled for 13 June 2017 at 10.30 a.m. (Paris time) at 1, rue d'Astorg 75008 Paris, France and pursuant to article L. 228-61 of the French *Code de commerce*, I hereby cast my vote on the (2) two Resolutions as follows:

	For	Against	Abstain (equivalent to « Against »)
Resolutions n°1 and 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**This vote shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.**

c. ☐ **I APPOINT AS PROXY**, without possibility of substitution or subdelegation:

First name and Family name or Legal name or leave blank if you wish to appoint the Chairman	
Address or Registered office or leave blank if you wish to appoint the Chairman	

1. to represent me at the General Meeting, scheduled for 13 June 2017 at 10.30 a.m. (Paris time) at 1, rue d'Astorg 75008 Paris, France or at any adjournment thereof; and

2. to attend the General Meeting, to review all documents and receive all information, to sign the attendance sheets and any other documents, to take part in all proceedings, to cast all votes on the issues on the General Meeting's agenda or abstain himself/herself, and to do any and all other acts necessary.

**The present proxy shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.**

**3/ SIGNATURE (complete and sign)**

*Warning: this form must be received by the Société Générale Securities Services at the latest on 8 June 2017 at 00.00 (midnight) (Paris Time)*

First name and Family name of the signatory		Date	
Quality		Signature	

## HOW TO PARTICIPATE IN THIS GENERAL MEETING

To participate, your Bonds must have been entered in your name on a securities account maintained by an account holder on the third (3<sup>rd</sup>) business day in Paris preceding the date of the General Meeting at 00.00 (midnight) (Paris Time).

### **RETURN OF THIS FORM**

Please return this Participation Form fully completed to your account holder, who shall send it with a Valid Book Entry Statement to the Centralizing Agent Société Générale Securities Services:

**Société Générale Securities Services**  
32, rue du champ de tir - CS 30812  
44308 NANTES Cedex 03  
Contacts: Elisabeth Bulteau - Tel: +33 2 51 85 65 93  
[participation-assemblee-obligataire@socgen.com](mailto:participation-assemblee-obligataire@socgen.com)

**In order to be taken into account for the General Meeting, this form fully completed must be received by the Centralizing Agent Société Générale Securities Services at least three (3) business days before the General Meeting, i.e. on 8 June 2017 at 00.00 (midnight) (Paris Time) at the latest.**

### **OPTIONS FOR ATTENDING THE GENERAL MEETING**

#### **1/ Attending the General Meeting in person**

You must ask an admission card by ticking the corresponding box on the form in paragraph 2(a).

To access the General Meeting, you must present (i) this admission card or a book entry statement remitted by your account holder which attests that the Bonds have been entered in your name on 8 June 2017 at 00.00 (midnight) (Paris Time) and (ii) a current identity card or a passport, with a power of attorney, if relevant. You will not enter the meeting without one of these documents.

#### **2/ Vote by correspondence**

You must complete paragraph 2(b) by ticking (i) the box "I vote by correspondence" of the form and (ii) one of the three boxes "FOR", "AGAINST" or "ABSTAIN" the Resolutions n°1 and 2. Forms not indicating any vote or expressing an abstention shall be considered as negative votes.

#### **3/ Appoint a proxy (subject to certain legal prohibition)**

In this case, you must complete paragraph 2(c) by (i) ticking the box "I appoint as proxy" of the form and (ii) either specify the name of your proxy or leave this box blank, in which case, you shall be deemed to have appointed the Chairman as your proxy.

In accordance with the provisions of Article L. 228-62 of the French *Code de commerce*, please note that (i) the *Président* of Accor, (ii) the members of its board of directors (*conseil d'administration*), (iii) its general managers (*directeurs généraux*), (iv) its statutory auditors, or (v) its employees as well as (vi) their ascendants, descendants and spouses, **may not be appointed as a proxy**. Additionally, in accordance with the provisions of Article L. 228-63 of the French *Code de commerce*, persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company, **may not be appointed as a proxy**.

### **IMPORTANT NOTICE:**

**In accordance with the provisions of Article L. 228-61 of the French *Code de commerce*, any ballot that does not have a voting direction or indicating abstention with regards to the Resolutions will be counted as a vote against the Resolutions.**

**Any ballot with two contradictory votes for the Resolutions will be counted as a vote against the Resolutions.**

**A Bondholder cannot both vote by correspondence and appoint a proxy. However, if both paragraphs 2(b) and 2(c) are completed in this form, only the proxy will be taken into account.**

The holders of redeemed Bonds that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the General Meeting.

A company which holds at least 10% of the debtor company's capital shall not vote with the Bonds it holds at the General Meeting.

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having a share capital of €854,428,095  
with its registered office at 82, rue Henri Farman, 92130 Issy-les-Moulineaux, France  
602 036 444 RCS Nanterre

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**FORM OF BOOK ENTRY STATEMENT  
GENERAL MEETING ON 13 JUNE 2017 AT 10.30 A.M. (PARIS TIME)  
AT 1, RUE D'ASTORG 75008 PARIS, FRANCE,  
OF THE HOLDERS OF  
EUR 600,000,000 2.50 PER CENT. BONDS DUE 21 MARCH 2019  
ISSUED ON 21 MARCH 2013 (OF WHICH EUR 335,100,000 ARE CURRENTLY  
OUTSTANDING)  
(ISIN: FR0011452291 – COMMON CODE: 090788965)  
(the "Bonds")**

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**This form shall be filed in by your account holder and shall be returned to:**

Société Générale Securities Services  
32, rue du champ de tir  
CS 30812  
44308 NANTES Cedex 03  
Contacts: Elisabeth Bulteau - Tel: +33 2 51 85 65 93  
[participation-assemblee-obligataire@socgen.com](mailto:participation-assemblee-obligataire@socgen.com)

WE, THE UNDERSIGNED,

Account holder: \_\_\_\_\_

Represented by: \_\_\_\_\_

ACTING AS ACCOUNT HOLDER,

HEREBY CERTIFY THAT

First name and Family name or Legal name: \_\_\_\_\_

Address or Registered office: \_\_\_\_\_

is the holder of \_\_\_\_\_ Bonds (nominal amount €100,000 per Bond).

WE HEREBY CERTIFY THAT, unless otherwise indicated by us to the Centralizing Agent of the General Meeting referred to herein in case of assignment of all or part of the above-mentioned Bonds before 00.00 midnight (Paris Time) on the third business day preceding the date of such meeting (*i.e.*, before 00.00 midnight (Paris Time) on 8 June 2017), the above-mentioned holder of Bonds is entitled to participate at such General Meeting of Bondholders, scheduled for 13 June 2017, 10.30 a.m. (Paris time) at 1, rue d'Astorg 75008 Paris, France.

Signed at \_\_\_\_\_ on \_\_\_\_\_

**Signature**

**Stamp of the Account holder**

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the notice of meeting issued by Accor in 24 May 2017 in view of this General Meeting.

**REPORT OF THE BOARD OF DIRECTORS  
TO THE GENERAL MEETING OF HOLDERS OF**

**€600,000,000 2.50 per cent. Bonds due 21 March 2019 issued on 21 March 2013 (of which  
€335,100,000 are currently outstanding) (ISIN: FR0011452291 – Common Code: 090788965)  
(the “Bonds”)**

**issued by**

**ACCOR**

*A société anonyme* established under the laws of the Republic of France  
having a share capital of €854,428,095  
with its registered office at 82, rue Henri Farman, 92130 Issy-les-Moulineaux, France  
602 036 444 RCS Nanterre (the “**Company**”)

Dear Bondholders,

In accordance with provisions of Articles L.228-65, I 3° and L.236-18 of the French *Code de commerce*, we have convened a general meeting in order to submit for your approval a proposed asset contribution by way of spin-off governed by the laws on demergers (the “**Contribution**”) from Accor (the “**Contributor**” or the “**Company**”) to its subsidiary AccorInvest, a French simplified joint stock company (*société par actions simplifiée*) wholly-owned by the Company, with share capital of of €65,415, having its headquarters at 2, rue de la Mare Neuve, 91000 Évry, registered with the Évry Trade and Companies Registry under number 420 462 046 (the “**Contributtee**” or “**AccorInvest**”), pursuant to the terms and conditions of the contribution and spin-off agreement entered into by and between the Company and AccorInvest on May 18, 2017 (the “**Contribution Agreement**”).

For the vote of the **first resolution**, the Company's General Meeting of holders of the Bonds is requested, in accordance with Articles L.228-65, I 3° and L.236-18 of the French *Code de commerce* to approve in its entirety the Contribution Agreement and the Contribution agreed upon therein as described in more details below and under which the Company would contribute to the Contributtee its Contributed AccorInvest Business (as defined in the Contribution Agreement), followed by the distribution by the Company to AccorHotels Luxembourg, a Luxembourg *société anonyme*, which will adopt the name AccorInvest Group (“**AccorInvest Group**”) of the shares of the Contributtee issued as consideration for the contribution following then by the transfer of the AccorInvest Group's controlling interest to third parties investors (the “**Booster Project**”).

For the vote of the **second resolution**, the Company's General Meeting of holders of the Bonds is requested to decide, in accordance with article R.228-74 paragraph 1 of the French *Code de commerce* that the attendance sheet, the powers of the represented holders of the Bonds set out in the Participation Form and the minutes of the present General Meeting will be deposited at the registered office of the Company.

Subject to the approval of all of the resolutions set out above and the approval of the Contribution by the extraordinary general meeting of shareholders of the Company to be held on June 30, 2017, the Company will pay to each holder of the Bonds an amount denominated in Euros of 0.15% of the aggregate nominal

amount of the Bonds held by such bondholder if the resolutions are approved by the General Meeting on first or second convocation.

This report is available to bondholders on the website (<http://www.accorhotels.group/en/investors>) and can also be obtained from the Company's headquarters pursuant to the applicable laws and regulations.

## **PROPOSED ASSET CONTRIBUTION BY WAY OF SPIN-OFF GOVERNED BY THE LAWS ON DEMERGERS**

### **INTRODUCTION**

In 2013, AccorHotels reorganized its business operations into two separate complementary business lines: (i) the **HotelServices** business, which encompasses hotel franchising and management (hotels owned by HotelInvest, partners and/or franchisees), development of AccorHotels Group brands and management of the AccorHotels online booking system, and (ii) the **HotelInvest** business, which encompasses hotel business operations and management of the corresponding real estate, whether owned or leased.

The AccorHotels Group now proposes to legally separate the HotelServices business from the HotelInvest business and to combine the entities comprising the HotelInvest business.

The future HotelInvest business will be controlled by Accor Hotels Luxembourg, a Luxembourg *société anonyme*, which will adopt the name "**AccorInvest Group**" and will comprise all of the hotels operated by HotelInvest, with the exception of those operated in Eastern Europe and some hotels, mainly in Brazil, operated under variable lease contracts, which are not considered to be compatible with the owner-operator strategy (the "**AccorInvest Business**").

The AccorInvest Business will thus combine some 960 hotels employing around 40,000 people across 26 countries. To operate these hotels, the AccorInvest Business will use management and marketing services to be provided by HotelServices under hotel management or franchise agreements. AccorInvest Group will maintain and actively manage its portfolio of buildings, land and businesses, including acquiring and divesting assets, investing in renovation work and building hotels.

As part of this strategy, the Company intends to contribute to AccorInvest, by way of spin-off governed by the law on demergers, all of the assets, liabilities, rights and obligations comprising the Company's AccorInvest Business in continental Europe, which includes business operations owned directly by the Company, the shares of the company employing the head office employees assigned to the AccorInvest Business, the shares of the holding company that will own all of the French hotels and some companies that operate European hotels, the real estate assets used in the operation of some French hotels, and the partnership agreements and guarantees granted by the Company to its lessee subsidiaries which, on the Completion Date (as defined below), will become subsidiaries of the Contributor (the "**Contributed AccorInvest Business**"). On the Completion Date (as defined below), the AccorInvest shares will then be contributed to AccorInvest Group. After the proposed transactions, AccorInvest will own all of the assets and liabilities comprising the AccorInvest Business in continental Europe.

The company's staff representative bodies have been informed and consulted. The Health and Safety Committee gave its opinion on March 22, 2017 and the central Works Council on April 12, 2017.

Didier Kling and Patrice Cousin were appointed as demerger auditors by order of the Presiding Magistrate of the Évry commercial court on February 2, 2017 to draw up reports on the valuation of the Contribution and the fairness of the exchange ratio pursuant to the provisions of Article L.236-10 of the French *Code de commerce*.

Against this background, we are inviting you to approve the Contribution Agreement signed on May 18, 2017 by Sébastien Bazin, Chairman and Chief Executive Officer of the Company, the terms of which were approved by the Company's Board of Directors on May 18, 2017, as well as the Contribution agreed therein.

This report explains the legal and business rationale behind the Contribution and describes how the exchange ratio and valuation of the Contribution were determined.

### **Key characteristics of the Contribution**

#### **1. Purpose and objectives of the transaction**

The Contribution forms part of the AccorHotels Group strategy described in the introduction to this report.

#### **2. Relationships between the companies**

Accor owns 4,361 AccorInvest shares representing 100% of its share capital and voting rights. Accor and AccorInvest have no corporate officers in common.

#### **3. Description of the Contribution**

The Contribution will include all of the Company's assets, rights, liabilities and obligations comprising the Contributed AccorInvest Business as defined above.

#### **4. Demerger auditor**

Pursuant to the provisions of Article L.236-10 of the French *Code de commerce*, Didier Kling of Didier Kling & Associés and Patrice Cousin of Action Expertise were appointed as demerger auditors by order of the Presiding Magistrate of the Évreux commercial court on February 2, 2017.

The report on the valuation of the Contribution prepared by the demerger auditors will be filed at the commercial court registry in accordance with the applicable rules.

#### **5. Legal regime applicable to the transaction and rights of opposition**

The Contribution is subject to the provisions of Articles L.236-16 to L.236-21 of the French *Code de commerce* pursuant to the option provided for in Article L.236-22 of the French *Code de commerce*. Accordingly, the Contribution will entail the transfer to the Contributor of all the assets and liabilities comprising the Contributed AccorInvest Business and the Contributor will be subrogated to all the rights and obligations of the Contributor with respect to the Contributed AccorInvest Business as of the Completion Date (as defined below).

The Contributor and Contributor have expressly agreed that there will be no joint or several liability between them, either as regards the Contributor's liabilities or the liabilities transferred, in accordance with the provisions of Article L.236-21 of the French *Code de commerce*. Accordingly, the Contributor will be solely liable for the liabilities transferred pursuant to the Contribution as of the Completion Date (as defined below) and the Contributor will remain solely liable for the liabilities retained by it.

Pursuant to the provisions of Articles L.236-14 and L.236-21 of the French *Code de commerce*, creditors other than bond holders of the Contributor and Contributor whose claims date before publication of the Contribution Agreement may oppose the Contribution within the time period and on the conditions provided for under applicable laws and regulations.

Furthermore, pursuant to the provisions of Article L.236-18 of the French *Code de commerce* and as described above, the Contribution will be subject to approval at general meetings of the Contributor's bondholders.

6. Conditions precedent and completion date

Completion of the Contribution is subject to fulfillment of the following conditions precedent (the "**Conditions Precedent**"):

- a) full and final completion of the prior transactions described in the Contribution Agreement;
- b) receipt of the demerger auditors' reports on the valuation of the Contribution and the fairness of the exchange ratio pursuant to the provisions of Article L. 236-10 of the French *Code de commerce*;
- c) approval of the Contribution Agreement, the valuation of and consideration for the Contribution at an extraordinary general meeting of the Company's shareholders; and
- d) approval of the Contribution Agreement, the valuation of and consideration for the Contribution by AccorInvest's sole member.

If the Conditions Precedent are not fulfilled by June 30, 2017 at the latest, the provisions of the Contribution Agreement will be considered as null and void, unless such time period is extended by mutual agreement of the Contributor and Contributor.

The Contribution will become effective (including for accounting and fiscal purposes) on the date of approval of the Contribution Agreement, valuation of and consideration for the Contribution by the Contributor's sole member (the "**Completion Date**"), provided that all of the other Conditions Precedent are fulfilled no later than the Completion Date.

7. Financial statements of the relevant companies used to set the terms and conditions of the proposed Contribution

- a) For the Company

The terms and conditions of the Contribution were determined on the basis of the Company's statutory financial statements at December 31, 2016, which were signed off by the Company's Board of Directors on February 21, 2017 and approved at the annual shareholders' meeting held on May 5, 2017.

The assets and liabilities transferred pursuant to the Contribution Agreement have been provisionally valued on the basis of an estimated pro forma balance sheet for the Contributed AccorInvest Business on the Completion Date drawn up from the Company's statutory financial statements at December 31, 2016 (the "**Provisional Contribution Balance Sheet**").



b) For AccorInvest

The terms and conditions of the Contribution were determined on the basis of AccorInvest's statutory financial statements at December 31, 2016, which were approved at AccorInvest's annual shareholders' meeting held on May 3, 2017.

8. Method of valuing the Contribution

Pursuant to the provisions of regulation no. 2014-03 of June 5, 2014 of the French national accounting standards authority (*Autorité des normes comptables*), the Contribution is treated as the spin-off of a stand-alone business activity to a subsidiary that will subsequently be transferred to a company under separate control, and it will therefore be completed at market value. If a controlling interest in the AccorInvest Group is not acquired by outside investors before December 31, 2018, the Contribution will be revalued at book value.

9. Valuation of the Contribution

The Contributed AccorInvest Business has been valued using the adjusted net asset value method, which consists of revaluing the assets and liabilities transferred at their market value.

Based on the Company's reference financial statements and the Provisional Contribution Balance Sheet, the market value of the Contributed AccorInvest Business on the Completion Date is estimated at €816,919,129.

10. Consideration for the Contribution

a) Method used to determine the consideration for the Contribution

Based on the Contribution valuation of €816,919,129, AccorInvest will make a capital increase of €758,130 by issuing 50,542 new shares each with a par value of €15 to the Company.

The new shares will be issued cum dividend and will rank *pari passu* with the Contributor's existing shares. They will carry the same rights and obligations, in particular as regards the benefit of any tax exemptions or the burden of any tax charges. They will also be subject to all the provisions of the by-laws and resolutions passed at the Contributor's shareholders' meetings. The New Shares will be tradable as of the Completion Date.

b) Contribution premium

The difference between the value of the Contribution, i.e., €816,919,129, and the par value of the Contributor's capital increase, i.e., €758,130, will constitute a share premium of €816,160,999, which will be recorded in additional paid-in capital in the Company's balance sheet. The contribution premium may be freely appropriated by decision of the general meeting of the Contributor's shareholders.

11. Adjustment of the value of assets and liabilities on the Completion Date

The terms and conditions for determining the value of the Contribution have been provisionally based on the Provisional Contribution Balance Sheet. A final contribution balance sheet reflecting the value of the assets and liabilities transferred on the Completion Date will be signed off by mutual agreement of the Contributor and Contributor after the Completion Date (the "**Final Contribution Balance Sheet**").

Any difference in the values of the assets and liabilities between the Provisional and Final Contribution Balance Sheets will be adjusted as follows:

- If the net assets in the Final Contribution Balance Sheet are lower than the net assets in the Provisional Contribution Balance Sheet, the Contributor will make an additional cash contribution sufficient to pay in the entire amount of shares issued pursuant to the Contribution, such that the net asset value contributed is equal to €816,919,129;
- If the net assets in the Final Contribution Balance Sheet are higher than the net assets in the Provisional Contribution Balance Sheet, the entire amount of the surplus will constitute a contribution premium in the Contributor's balance sheet.

The amount of the Contributor's capital increase will under no circumstances be altered.

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For further information, please consult the Contribution Agreement and the reports of the demerger auditors on the valuation of and consideration for the contributions, which are available on the website (<http://www.accorhotels.group/en/investors>) and from the Company's headquarters, in accordance with the applicable laws and regulations.

In the event that the Contribution is not approved at the first or second meeting, the Board of Directors of the Company may decide, in accordance with the provisions of Article L.228-73 of the French *Code de commerce*, to proceed with the transaction notwithstanding the rejection. Such decision will be published in accordance with applicable laws.

The Board of Directors

*The Joint Consent Solicitation Agents do not express any view or make any recommendations as to the merits of the Resolutions or any view on whether a Bondholder would be acting in his/its best interests in voting for or against the Resolutions, but the Joint Consent Solicitation Agents have authorized it to be stated that they have no objection to the Resolutions being put to Bondholders for their consideration. The Joint Consent Solicitation Agents have not been involved in formulating or negotiating the Resolutions and do not make any representation that all relevant information has been disclosed to the Bondholders in or pursuant to this notice of meeting. The Joint Consent Solicitation Agents do not make any representation, warranty or undertaking, express or implied, and no responsibility or liability is accepted by the Joint Consent Solicitation Agents as to the accuracy or completeness of the information disclosed in connection with the General Meeting. The Joint Consent Solicitation Agents shall not be liable for any financial loss or any decision taken on the basis of the information disclosed in connection with the General Meeting. Accordingly the Joint Consent Solicitation Agents recommend that Bondholders who are unsure of the impact of the Resolutions should seek their own independent financial, accounting, legal and tax advice. Certain of the Joint Consent Solicitation Agents have, directly or indirectly through affiliates, provided investment and commercial banking, financial advisory and other services to the Company and its affiliates from time to time, for which they have received monetary compensation. Certain of the Joint Consent Solicitation Agents may from time to time also enter into swap and other derivative transactions with the Company and its affiliates. In addition, certain of the Joint Consent Solicitation Agents and their affiliates may in the future engage in investment banking, commercial banking, financial or other advisory transactions with the Company or its affiliates.*

**For further information on this notice of meeting, in addition to the Company, the Paying Agent and the Centralizing Agent, the following Joint Consent Solicitation Agents may be contacted:**

#### **JOINT CONSENT SOLICITATION AGENTS**

**Banco Santander, S.A.**

Avenida de Cantabria, s/n

Boadilla del Monte

28660 Madrid

Spain

Tel: +44 207 756 6909 / x6646

Attention: Liability Management

Email: [tommaso.grospietro@santanderpcb.com](mailto:tommaso.grospietro@santanderpcb.com) /

[king.cheung@santanderpcb.com](mailto:king.cheung@santanderpcb.com)

**HSBC Bank plc**

8 Canada Square

London E14 5HQ

United Kingdom

Tel: +44 20 7992 6237

Attention: Liability Management Group

Email: [LM\\_EMEA@hsbc.com](mailto:LM_EMEA@hsbc.com)

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