

Free translation

**ACCOR**

A French *société anonyme* (joint stock company) with share capital of €812,797,050  
Registered office: 82, rue Henri-Farman – 92130 Issy-les-Moulineaux, France  
Registered in Nanterre under number 602 036 444

(the “Company”)

**Board of Directors’ additional report on the use of the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 30, 2019 for the implementation of the SHARE 19 international employee share ownership plan**

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This additional report has been prepared in accordance with Article R. 225-116 of the French Commercial Code (*Code de commerce*) in connection with the use of the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 30, 2019 for the implementation of the SHARE 19 international employee share ownership plan.

**I. Presentation of the SHARE 19 international employee share ownership plan**

As part of its efforts to closely involve employees in the Group’s development and earnings performance, the Company decided to give them the opportunity to invest in Accor shares through an employee share offer (the “**Offer**”).

The Offer, which is described below and was restricted to employees who were members of the Accor employee share ownership plan (**SHARE 19**), was decided in principle by the Company’s Board of Directors at its meeting on December 20, 2018.

The shares subscribed under the Offer by eligible employees were issued pursuant to the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Shareholders’ Meeting of April 30, 2019 authorizing the Board of Directors to issue shares representing up to 2% of the Company’s share capital at April 30, 2019 (i.e., a maximum of 5,652,156 shares) at a discount to their market price.

The main terms of the Offer were as follows:

***Eligible employees***

The Offer was available to (i) employees of Participating Companies (as defined below) who were employed under a contract in force as of the last day of the subscription/cooling-off period (November 28, 2019) and had completed at least three months’ service between January 1, 2018 and that date, (ii) executive officers of Participating Companies with fewer than 250 employees and (iii) former employees of Participating Companies that have their registered office in France, who retired from said company or took early retirement and continued to hold Accor shares acquired through the Accor employee share ownership plan (“**Eligible Employees**”).

The Participating Companies were as follows:

- Accor S.A.;
- The following Accor Group consolidated companies that have their registered office in France and participate in the Accor Group employee share ownership plan (the “**PEEG**”): AH Fleet Services, Orient Express, Soluxury HMC, SNC Académie Accor, CAH, SMI, New Lifestyle Hotels, SHDM, Shema, SHNM – SHDGA, SNC Management Hotels, SNC Roissy Pole, SNC Tour Eiffel, Fastbooking; and
- Accor Group consolidated companies that have their registered office in one of the following countries: Austria, Belgium, Germany, Hungary, Italy, Netherlands, Poland, Spain, Switzerland,

Turkey and United Kingdom, and participate in the Accor Group international employee share ownership plan (the “**IPEG**”);

(together, the “**Participating Companies**”)

### **Offer vehicles**

Two investment vehicles were set up to enable Eligible Employees to acquire shares through the PEEG or IPEG:

Eligible Employees in Austria, France, Germany, Hungary, the Netherlands, Switzerland, Turkey and the United Kingdom were given the opportunity to purchase shares through a corporate mutual fund (“**FCPE**”). Employees choosing this option benefited from a capital guarantee corresponding to their initial investment plus a multiple of the protected average increase in the Accor share price compared to the reference price (“**the FCPE Formula**”).

In Belgium, Italy, Poland and Spain, due to local legal and/or tax restrictions, Eligible Employees were offered a formula combining an investment in shares with stock appreciation rights (“**Share + SAR Formula**”). The financial benefits for employees were broadly the same as under the FCPE Formula, but for the “Share + SAR Formula” a restricted share issue was also carried out in favor of Société Générale, the arranging bank.

### **Subscription price**

The reference price and the subscription/cooling-off period were set by the Chairman and Chief Executive Officer pursuant to a delegation of authority given to him by the Board of Directors, on November 25, 2019. The price corresponded to the arithmetical average of the closing prices quoted for Accor S.A. shares on Euronext Paris over the 20 trading days preceding November 25, 2019 (i.e., from October 28 to November 22, 2019 inclusive), rounded to the nearest second decimal place, i.e., €38.95 per share (the “**Reference Price**”).

The subscription price was set at the same time at €33.11 per share, corresponding to the Reference Price less a 15% discount, rounded to the nearest second decimal place (the “**Subscription Price**”).

### **Timeline**

The Offer timeline was as follows:

- Reservation period: October 7 to 24, 2019 inclusive;
- Reference pricing period: the 20 trading days between October 28 and November 22, 2019 inclusive;
- Decision of the Chairman and Chief Executive Officer setting the subscription/cooling-off period, the Reference Price and the Subscription Price: November 25, 2019;
- Subscription/cooling-off period: November 26 to 28, 2019 inclusive;
- Share issue: December 19, 2019.

### **Cap on number of shares per employee**

In accordance with the PEEG and IPEG rules and Article L. 3332-10 of the French Labor Code (*Code du travail*), Eligible Employees could invest up to one quarter of their 2019 gross annual compensation in the plan.

To check that this limit was not exceeded, Eligible Employees took into account ten times their voluntary payment and, for Eligible Employees of Participating Companies in France, nine times their personal contribution funded by the sale of their investment in the Accor Monétaire FCPE.

### ***Lock-up period applicable to Accor shares acquired through the SHARE 19 plan***

The shares acquired under the Offer and held by Eligible Employees either directly or through the FCPE are subject to a lock-up period expiring at the close of business on December 19, 2024. However, the lock-up may be lifted in the nine cases provided for in Article R. 3324-22 of the French Labor Code.

In Belgium, Italy, Poland and Spain, where the “Share + SAR Formula” applied, the lock-up may be lifted only in three cases: termination of the employee’s employment contract<sup>1</sup>, disability or death of the employee.

## **II. Framework for the share issue carried out for the purpose of the Offer and conditions for the use of the shareholder authorizations**

### **(a) Board of Directors’ decision dated December 20, 2018**

At its meeting on December 20, 2018, the Board of Directors decided to use the authorization given in the 13<sup>th</sup> resolution of the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 20, 2018 and to approve the launch of a new employee share ownership plan, SHARE 19, and the related Offer. In light of the expiry date of the 13<sup>th</sup> resolution and the timeline for implementing the Offer, at the same meeting the Board also decided to table the following two financial resolutions at the Shareholders’ Meeting called to approve the 2018 financial statements:

- (i) Resolution authorizing the Board of Directors to issue ordinary shares and/or securities carrying rights to shares to members of an Accor Group employee share ownership plan without pre-emptive subscription rights for existing shareholders (“PEG Resolution”); and
- (ii) Resolution authorizing the Board of Directors to issue securities reserved for certain categories of employees under an employee share ownership transaction, without pre-emptive subscription rights for existing shareholders (“SAR Resolution”).

Subject to the adoption of the PEG and SAR Resolutions by the 2019 Annual Shareholders’ Meeting, the Board of Directors decided on December 20, 2018 to (i) launch the Offer, (ii) issue shares, without pre-emptive subscription rights, to members of the PEEG and IPEG plans under the Share + SAR Formula or FCPE Formula, and to give full powers to the Chairman and Chief Executive Officer, including the power to subdelegate as permitted by law, to implement the Offer and set its terms and conditions, and (iii) issue shares without pre-emptive subscription rights. To this end, the Chairman and Chief Executive Officer was given full powers to use this authorization, including the option to subdelegate such powers as permitted by law. Accordingly, the Board of Directors was authorized to implement the Offer and (a) set the issue price of the shares at an amount corresponding to the subscription price offered to employees under the Offer pursuant to the PEG Resolution, (b) set the execution date of the restricted share issue in favor of Société Générale, and (c) set the amount of the issue based on the number of shares subscribed directly pursuant to the PEG Resolution by Eligible Employees concerned by the Share + SAR Formula.

### **(b) Decision of the Combined Ordinary and Extraordinary Shareholders’ Meeting of April 30, 2019**

The Combined Ordinary and Extraordinary Shareholders’ Meeting of April 30, 2019 authorized the Board of Directors (i) to issue ordinary shares and/or securities carrying rights to shares to members of an Accor Group employee share ownership plan (“PEG”) without pre-emptive subscription rights for existing shareholders (29<sup>th</sup> resolution) and (ii) to issue securities reserved for certain categories of employees under an employee share ownership transaction, without pre-emptive subscription rights for existing shareholders (30<sup>th</sup> resolution).

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<sup>1</sup> In Belgium, only in the case of retirement or termination.

(c) Decision of the Chairman and Chief Executive Officer dated April 30, 2019

Using the powers delegated to him by decision of the Board of Directors (see II. (a) above), the Company's Chairman and Chief Executive Officer set the Offer's terms and conditions, including setting the maximum number of shares to be issued under the Offer pursuant to the 29<sup>th</sup> and 30<sup>th</sup> resolutions at 2% of the Company's share capital at April 30, 2019 (i.e., a maximum of 5,652,156 shares).

(d) Decision of the Chairman and Chief Executive Officer dated November 25, 2019

Using the powers delegated to him by decision of the Board of Directors (see II. (a) above), on November 25, 2019, the Company's Chairman and Chief Executive Officer set the opening and closing dates of the subscription/cooling-off period, as well as the Reference Price and Subscription Price of the shares proposed under the Offer.

(e) Decision of the Chairman and Chief Executive Officer dated December 19, 2019

Using the powers delegated to him by decision of the Board of Directors (see II. (a) above), on December 19, 2019, the Chairman and Chief Executive Officer placed on record the issuance of shares to a named investor – Société Générale – in application of the authorization given in the 30<sup>th</sup> resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019, at the Subscription Price, representing a total of €489,001.59, comprising share capital of €44,307 and additional paid-in capital of €444,694.59 recorded in equity to which all existing and new shareholders have equal rights.

He also placed on record the issuance of shares to members of the PEG employee share ownership plan in application of the authorization given in the 29<sup>th</sup> resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019, for a total of €19,809,348.79, comprising share capital of €1,794,867 and additional paid-in capital of €18,014,481.79 recorded in equity to which all existing and new shareholders have equal rights.

**III. Use of the 29<sup>th</sup> resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019**

The number of shares issued pursuant to the 29<sup>th</sup> resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 was calculated as the sum of the subscriptions received from Eligible Employees divided by the Subscription Price per share, rounded down to the nearest whole number of shares.

On December 19, 2019, the Company's Chairman and Chief Executive Officer placed on record the issuance of a total of 598,289 new shares with a par value of €3 each to members of the PEEG and IPEG employee share ownership plans, representing a total of €1,794,867 as follows:

- 596,648 shares subscribed through the SHARE 19 compartment of the Accor Share Plans FCPE; and
- 1,641 shares subscribed directly by employees.

The new shares were issued *cum* rights as of the issue date and rank *pari passu* with all existing shares.

#### **IV. Use of the 30<sup>th</sup> resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019**

The number of shares issued pursuant to the 30<sup>th</sup> resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 was calculated as the sum of the subscriptions received from Eligible Employees divided by the Subscription Price per share, rounded down to the nearest whole number of shares.

The share issue carried out pursuant to the 30<sup>th</sup> resolution of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 was restricted to Société Générale, a French *société anonyme* with share capital of €1,066,714,367.50, which has its registered office at 29 boulevard Haussmann, 75009 Paris, France, registered in Paris under number 552 120 222.

The purpose of the share issue was to permit the implementation of the Share + SAR Formula of the SHARE 19 Offer. This formula was structured around the purchase by the arranging bank, at the Subscription Price of €33.11 per share, of a number of shares equal to nine times the number of shares subscribed by participants in the Share + SAR Formula. In exchange, Société Générale covered the commitments in respect of Stock Appreciation Rights given by the Accor Group companies under the SHARE 19 plan (excluding payroll taxes, other tax deductions and the currency effect).

The number of shares issued to Société Générale under the restricted share issue was equal to nine times the number of shares subscribed by Eligible Employees under the Share + SAR Formula (after the reductions described above). The final number of shares issued to Société Générale was set at the close of the subscription/cooling-off period, based on the subscriptions received from Eligible Employees and other rights holders, after applying the reduction.

On December 19, 2019, the Company's Chairman and Chief Executive Officer placed on record the issuance of a total of 14,769 new shares with a par value of €3 each to Société Générale under the restricted share issue related to the Offer, for a total of €44,307.

The new shares were issued *cum* rights as of the issue date and rank *pari passu* with all existing shares.

**V. Impact on the situation of shareholders of the capital increase resulting from the use of the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019**

The dilutive effect of the 613,058 new shares issued pursuant to the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 is presented below for a shareholder who held 1% of the Company's capital prior to the issue and did not subscribe for any of the new shares. It is based on the number of shares outstanding as of June 30, 2019 (i.e., 270,267,513 shares), and takes into account all share equivalents and all other rights to shares (i.e., based in total on 273,074,626 shares and potentially dilutive securities and rights).

	Shareholder's stake as a % of the capital		Total number of shares	
	Undiluted base	Diluted base <sup>2</sup>	Undiluted base	Diluted base <sup>2</sup>
Prior to the issuance of 613,058 shares pursuant to the 29 <sup>th</sup> and 30 <sup>th</sup> resolutions of the Shareholders' Meeting of April 30, 2019	1%	0.991%	2,702,675	2,702,675
After the issuance of 613,058 shares pursuant to the 29 <sup>th</sup> and 30 <sup>th</sup> resolutions of the Shareholders' Meeting of April 30, 2019	0.999%	0.988%	2,702,675	2,702,675

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<sup>2</sup> Assuming that all stock options are exercised and all free share are delivered.

**VI. Theoretical impact of the capital increase resulting from the use of the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 on the share of net assets attributable to the owner of one Accor share**

Based on the Company's net assets at June 30, 2019 (date of the most recent interim balance sheet to be used for the report prepared in application of Article R. 225-116 of the French Commercial Code<sup>3</sup>), i.e., €5,644,088,218 and (a) based on the number of shares outstanding at June 30, 2019 (i.e., 270,267,513 shares before dilution) and (b) taking into account all share equivalents and all other rights to shares (i.e., based on a total of 273,074,626 shares and potentially dilutive securities and rights), the impact on the net assets attributable to the holder of one Accor share of the issuance of 613,058 new shares pursuant to the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 would be as follows at June 30, 2019:

	Share of Company net assets (in €)	
	Undiluted base	Diluted base <sup>4</sup>
Prior to the issuance of 613,058 shares pursuant to the 29 <sup>th</sup> and 30 <sup>th</sup> resolutions of the Shareholders' Meeting of April 30, 2019	20.883	20.691
After the issuance of 613,058 shares pursuant to the 29 <sup>th</sup> and 30 <sup>th</sup> resolutions of the Shareholders' Meeting of April 30, 2019	20.908	20.716

<sup>3</sup> If the planned transaction takes place more than six months after the most recent fiscal year-end, the impact of the proposed issue on the situation of holders of shares and securities with rights to shares is assessed based on an interim balance sheet prepared using the same methods and presentation as the balance sheet at the most recent fiscal year-end.

<sup>4</sup> Assuming that all stock options are exercised and all free share are delivered.

**VII. Theoretical impact of the capital increase resulting from the use of the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 on the share of consolidated net assets attributable to the owner of one share**

Based on the Group's consolidated net assets at June 30, 2019<sup>5</sup>, i.e., €6,362,854,173 and (a) based on the number of shares outstanding at June 30, 2019 (i.e., 270,267,513 shares before dilution) and (b) taking into account all share equivalents and all other rights to shares (i.e., based on a total of 273,074,626 shares and potentially dilutive securities and rights), the impact on the consolidated net assets attributable to the holder of one Accor share of the issuance of 613,058 new shares pursuant to the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 would be as follows at June 30, 2019:

	Share of consolidated net assets (in €)	
	Undiluted base	Diluted base <sup>6</sup>
Prior to the issuance of 613,058 shares pursuant to the 29 <sup>th</sup> and 30 <sup>th</sup> resolutions of the Shareholders' Meeting of April 30, 2019	€23.54	€23.32
After the issuance of 613,058 shares pursuant to the 29 <sup>th</sup> and 30 <sup>th</sup> resolutions of the Shareholders' Meeting of April 30, 2019	€23.56	€23.34

**VIII. Theoretical impact of the capital increase resulting from the use of the 29<sup>th</sup> and 30<sup>th</sup> resolutions of the Combined Ordinary and Extraordinary Shareholders' Meeting of April 30, 2019 on the Accor share price**

The theoretical impact of the issue, as determined based on the average of the prices of Accor shares over the twenty trading days preceding the issue, is as follows:

	Impact on the share price	
	Undiluted base	Diluted base <sup>7</sup>
Prior to the issuance of 613,058 shares pursuant to the 29 <sup>th</sup> and 30 <sup>th</sup> resolutions of the Shareholders' Meeting of April 30, 2019	€39.40	€39.40
After the issuance of 613,058 shares pursuant to the 29 <sup>th</sup> and 30 <sup>th</sup> resolutions of the Shareholders' Meeting of April 30, 2019	€39.38	€39.38

The theoretical impact on the share price of the issuance of 613,058 shares at a price of €33.11 per share can be calculated as follows:

<sup>5</sup> If the planned transaction takes place more than six months after the most recent fiscal year-end, the impact of the proposed issue on the situation of holders of shares and securities with rights to shares is assessed based on an interim balance sheet prepared using the same methods and presentation as the balance sheet at the most recent fiscal year-end.

<sup>6</sup> Assuming that all stock options are exercised and all free share are delivered.

<sup>7</sup> Ditto.



Pre-transaction share price = average of the closing prices of Accor shares over the 20 trading days preceding December 19, 2019 (average price for the period between [November 21 and December 18, 2019]). On this basis, the pre-transaction price is €39.40.

Theoretical post-transaction share price = (average of the closing prices of Accor shares over the 20 trading days preceding the transaction x pre-transaction number of shares) + (issue price x number of new shares)/pre-transaction number of shares + number of new shares).

This theoretical approach is presented for information purposes only and under no circumstances should it be considered as representative of how the share price is expected to perform in the future.

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This report, and the Statutory Auditors' additional report, will be made available to shareholders at the Company's registered office and will be presented to shareholders at the next Shareholders' Meeting.

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The Board of Directors