

NOTICE OF MEETING
COMBINED ORDINARY
AND EXTRAORDINARY
SHAREHOLDERS' MEETING

Tuesday, May 13th 2008
at 2:30 pm

at Novotel Paris Est
1, avenue de la République
93177 Bagnolet
France

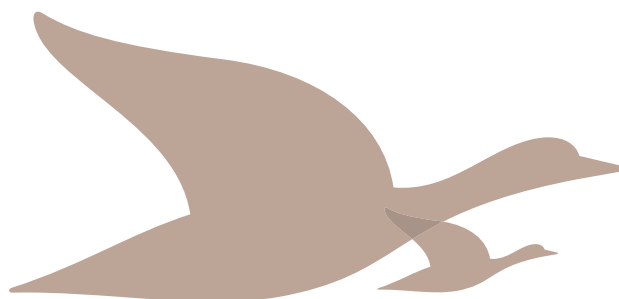
With operations in nearly 100 countries and 150,000 employees, Accor is a major global hotel group and the European market leader, as well as the world leader in corporate services. It offers to its clients over 40 years of expertise in its two core businesses:

ACCOR
Hospitality

Hotels, with the Sofitel, Pullman, Novotel, Mercure, Suitehotel, Ibis, all seasons, Etap Hotel, Formule 1 and Motel 6 brands, representing 4,000 hotels and nearly 500,000 rooms in 90 countries, as well as strategically related activities, such as Lenôtre.

ACCOR
Services

Services, 30 million people in 40 countries benefit from Accor Services products (benefits, rewards and loyalty, and expense management).





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Members of the Board of Directors

Chairman

Serge Weinberg*

Chairman and Chief Executive Officer of Weinberg Capital Partners

Thomas J. Barrack

Founder, Chairman, and Chief Executive Officer of Colony Capital LLC

Sébastien Bazin

Chief Executive Officer Europe of Colony Capital SAS

Isabelle Bouillot*

Chairman of China Equity Links

Philippe Camus*

Co-Managing Partner of Lagardère Group

Aldo Cardoso*

Corporate Director

Philippe Citerne

Director and Chief Operating Officer of Société Générale

Étienne Davignon

Vice-Chairman of Suez-Tractebel

Gabriele Galateri di Genola*

Chairman of Telecom Italia

Sir Roderic Lyne*

Former British Ambassador

Dominique Marcel

*Vice-President, Finance and Strategy, and member
of the Executive Committee of Caisse des Dépôts et Consignations*

Gilles Pélisson

Chief Executive Officer of Accor

Baudouin Prot

Director and Chief Executive Officer of BNP Paribas

Franck Riboud*

Chairman and Chief Executive Officer of Danone

**Augustin de Romanet
de Beaune**

Chief Executive Officer of Caisse des Dépôts et Consignations

Jérôme Seydoux*

Chairman and Member of the Executive Board of Pathé SAS

Theo Waigel*

Former German Finance Minister

* Independent Director.

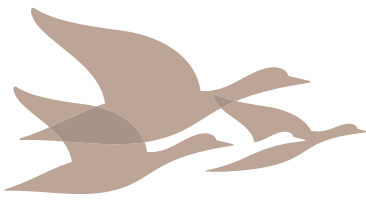


Executive Committee

Gilles Pélisson	<i>Director and Chief Executive Officer</i>
Philippe Adam	<i>Executive Vice President, Strategy and Hotel Development</i>
Firmin Antonio	<i>Chief Operating Officer, Accor Latin America</i>
Yann Caillère	<i>Chief Operating Officer, Hotels France, Southern Europe, Africa and Middle East, and CEO Sofitel Worldwide</i>
Michael Flaxman	<i>Chief Operating Officer, Hotels Northern Europe</i>
Michael Issenberg*	<i>Chief Operating Officer, Accor Asia Pacific</i>
Cathy Kopp	<i>Executive Vice President, Human Resources and Sustainable Development</i>
Éric Lepleux	<i>Executive Vice President, Hotels and Brand Marketing</i>
Serge Ragozin	<i>Chief Operating Officer, Accor Services</i>
Jacques Stern	<i>Chief Financial Officer, in charge of Purchasing and Information Systems</i>
Pierre Todorov	<i>Corporate Secretary and Secretary of the Board of Directors</i>

Roberto Cusin and Georges Le Mener have decided to retire in June and in late December 2007, respectively.

* Michael Issenberg replaced David Baffsky who has decided to retire in February 2008.



How to Vote at the Shareholders' Meeting?

To be eligible to vote

In compliance with 2007 French legislation, shareholders may be eligible to vote at the Annual Meeting only if their shares have been recorded in the Company share register or with an authorized financial intermediary on the third day preceding the date of the Annual Meeting.

For the Combined Ordinary and Extraordinary Shareholders' Meeting on May 13, this record date will therefore be **12:00 midnight CEST on Wednesday, May 7th, 2008.**

If you sell your shares between the time you send in your proxy and 12:00 midnight CEST on May 7, your broker or bank should notify the company and submit the necessary information. After that date, there is no need for notification.

As a result,

- ▶ if your shares are registered in the Company share register (managed by Société Générale in Nantes), they are automatically recorded and you do not have to do anything;

- ▶ if your shares are held in bearer form, you should ask your banker or broker to issue a **certificate of ownership** indicating that the shares have been recorded in your account.

In addition, if you would like to submit **written questions** to the Meeting, you should send them by registered letter, return receipt requested, to the Chairman of the Board of Directors,

Accor

Immeuble Odyssey

110, avenue de France

75210 Paris cedex 13 - France

Your questions should arrive **before Wednesday, May 7th, 2008**, along with the certificate of ownership from your banker or broker.

How to vote

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

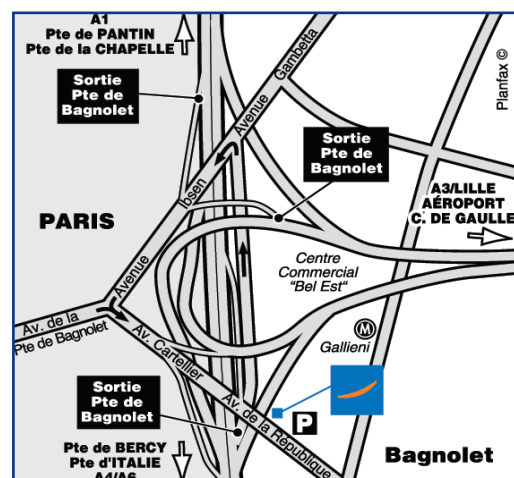
- ▶ **you can attend the Meeting in person;**
- ▶ **you can give proxy to the Chairman of the Meeting;**
- ▶ **you can give proxy to another shareholder or your spouse;**
- ▶ **you can vote by mail.**

In all cases, you should **fill out the attached form** and send it to your banker or broker, no later than **Saturday, May 10th, 2008.**

- ▶ Registered shareholders should send the form to Société Générale, Service des Assemblées Générales – 32, rue du Champ de Tir – BP 81236 – 44312 Nantes cedex 3 – France.

- ▶ Bearer shareholders should send the form to their banker or broker.

You plan to attend the Meeting in person



At Novotel Paris Est

1, avenue de la République - 93177 Bagnolet - France

Subway: 3, station Gallieni

(exit "Centre commercial" at the head of the train;
on your right outside the station)

Paying car park (hotel or commercial center nearby)



How to Vote at the Shareholders' Meeting?

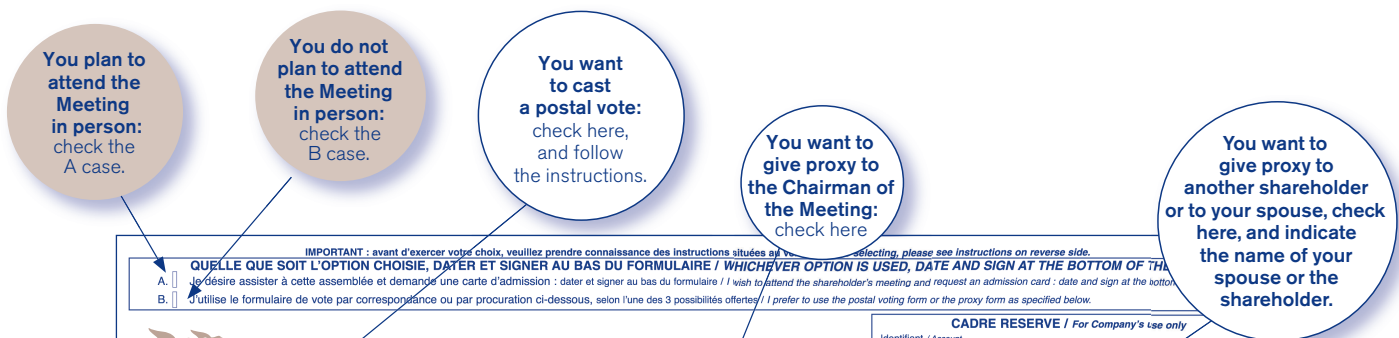
If you plan to attend the Meeting in person, you should inform Société Générale of your intention to attend by requesting an admittance card as soon as possible. Simply check **box A** in the upper left corner of the proxy form, date and sign the form in the section at the bottom, and indicate your name and address in the space at the bottom right (or if your name and address are already printed, verify that they are correct). An admittance card will be sent to you. If you hold your shares in bearer form and you do not receive the card in time, you will nevertheless be granted admittance to the Meeting if you present the certificate of ownership issued by your banker or broker in the three days preceding the Meeting.

You do not plan to attend the Meeting in person

If you are unable to attend the Meeting, you may vote in one of the three ways described below. In all cases, you should check **box B** on the proxy form, date and sign the form in the section at the bottom, and indicate your name and address in

the space at the bottom right (or if your name and address are already printed, verify that they are correct).

- ▶ **You want to cast a postal vote.** Check the ❶ **"I vote by post"** box and indicate your vote for each resolution. Note that by casting a postal vote, you are no longer entitled to attend the Meeting in person or give proxy to vote on your behalf.
- ▶ **You want to give proxy to the Chairman of the Meeting to vote on your behalf.** Check the ❷ **"I hereby give my proxy to the Chairman of the Meeting"** box. The Chairman will vote on your behalf in favour of all the resolutions submitted by the Board.
- ▶ **You want to give proxy to another shareholder or to your spouse.** Check the ❸ **"I hereby appoint..."** box and indicate the name of your spouse or the shareholder to whom you are giving proxy to attend the Meeting and vote on your behalf.



IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso de ce formulaire. / Selecting, please see instructions on reverse side.
QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM.

A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
 B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

ACCOR
 Société Anonyme
 au Capital de 689 753 382 €
 Siège Social : 2, rue de la Mare-Neuve
 91000 EVRY
 602 036 444 RCS EVRY

**ASSEMBLÉE GÉNÉRALE MIXTE
 DU 13 MAI 2008
 COMBINED GENERAL MEETING
 OF MAY 13, 2008**

CADRE RESERVE / For Company's Use only
 Identifiant / Account
 Nominatif Registered / VS / single vote
 Porteur / Bearer / VD / double vote
 Nombre d'actions / Number of shares
 Nombre de voix / Number of voting rights

1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso renvoi (3) - See reverse (3)

2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 dater et signer au bas du formulaire, sans rien remplir
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING
 date and sign the bottom of the form without completing it
 cf. au verso renvoi (2) - See reverse (2)

3 JE DONNE POUVOIR A : (soit le conjoint, soit un autre actionnaire - cf. renvoi (2) au verso) **pour me représenter à l'assemblée**
 // I HEREBY APPOINT (you may give your PROXY either to your spouse or to another shareholder - see reverse (2)) **to represent me at the above mentioned meeting.**
 M, M^m ou M^{me} / Mr, M^r or Miss
 Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement enregistrées par votre teneur de comptes.
Caution : if you're voting on bearer securities, the present instructions will only be valid if they are directly registered with your custodian bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
 - Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
 Cf. au verso renvoi (1) - See reverse (1)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote against or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noirissant comme ceci ■ la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ■.

1	2	3	4	5	6	7	8	9	Oui/Yes	Non/No	Oui/Yes	Non/No
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	F	<input type="checkbox"/>
10	11	12	13	14	15	16	17	B	<input type="checkbox"/>	G	<input type="checkbox"/>	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	C	<input type="checkbox"/>	H	<input type="checkbox"/>	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D	<input type="checkbox"/>	J	<input type="checkbox"/>	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E	<input type="checkbox"/>	K	<input type="checkbox"/>	

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting:
 - Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the meeting to vote on my behalf.....
 - Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote against).....
 - Je donne procuration (cf. au verso renvoi 2) à M, M^m ou M^{me} pour voter en mon nom / I appoint (see reverse (2)) M, M^r or Miss / to vote on my behalf

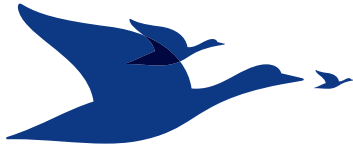
Pour être prise en considération, toute formule doit parvenir au plus tard :
 In order to be considered, this completed form must be returned at the latest

Date & Signature

à la BANQUE / to the Bank 10/05/2008, MAY 10, 2008
 à la SOCIÉTÉ / to the Company 10/05/2008, MAY 10, 2008

In all cases, date and sign the form here.

Write your name and address here or verify them if they are already



Summary Management Report of the Group

Accor reported record earnings in 2007, reflecting a still favorable hotel cycle in Europe and the promising business environment in Services. Margin improvement was also led by changes in the scope of consolidation and the application of the new Hotels business model.

The balance sheet was further strengthened by the steep reduction in net debt, resulting from the strategy of divesting non-strategic assets and hotel properties.

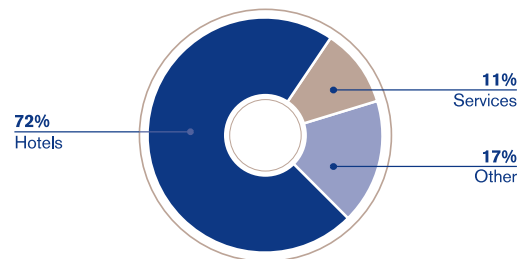
The year also saw sustained execution of the Hotel business' expansion plan and the Services business' acquisitions program, in line with objectives.

2007 Consolidated Results

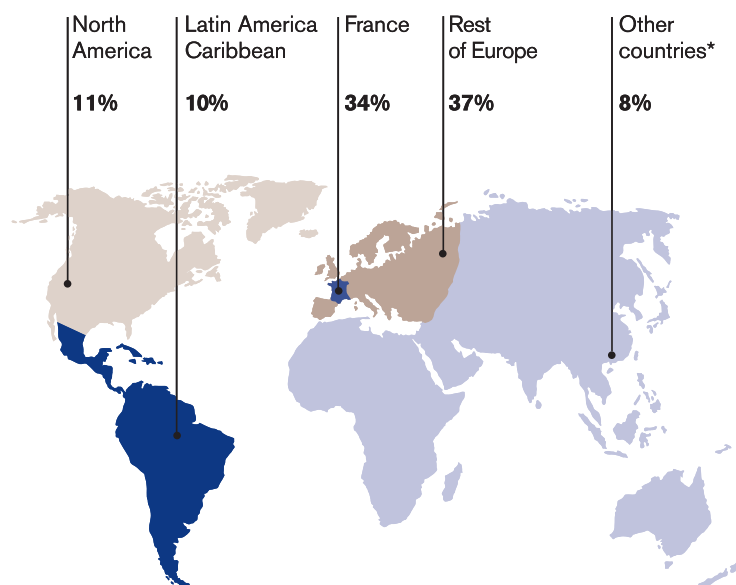
Consolidated revenue rose by 6.8% to €8,121 million in 2007. Excluding changes in scope of consolidation and exchange rates, the like-for-like increase was 6.5%.

The expansion strategy boosted revenue for the year by 7.9%, while the disposals carried out under the ongoing "Asset-right" strategy (hotel asset management) and divestments of non-strategic businesses led to a 6.5% reduction. The currency effect for the year was a negative 1.1%.

Revenue by business



Revenue by region



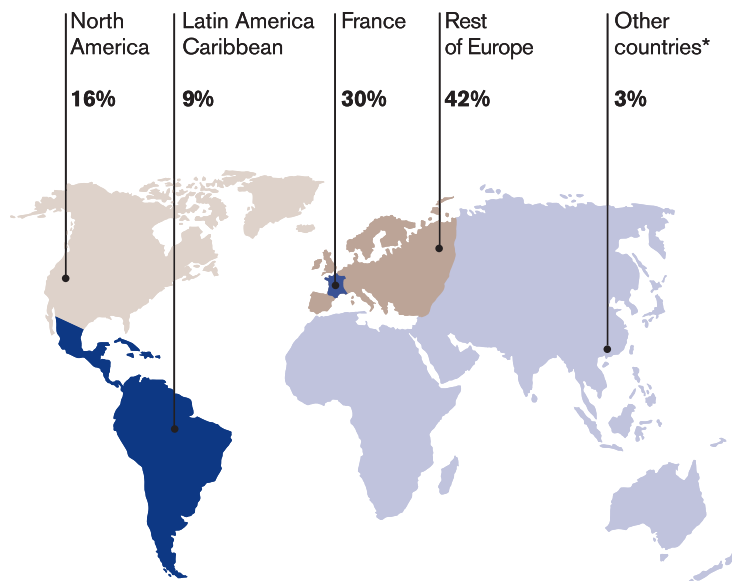
* Includes worldwide structures.



Earnings before interest, taxes, depreciation, amortization, provisions and rental expense (**EBITDAR**) represents a key

financial performance indicator. It totaled €2,321 million in 2007, an increase of 11.4% on 2006.

EBITDAR by region



* Includes worldwide structures.

EBITDAR corresponded to 28.6% of consolidated revenue in 2007, up 1.2 points on 2006 or 0.7 points like-for-like, representing a record high for the Group. In 2006 and 2005 EBITDAR margin was 27.4% and 26.7% respectively. The increase was driven by the favorable hotel cycle in Europe; the impact of the new Hotels business model; the improved operating performance in both the Hotels and Services businesses; and the positive impact of changes in the scope of consolidation.

EBITDAR margin in the **Hotels** business widened to 32% from 30.9% the year before. The Upscale and Midscale Hotels business reported a 0.7 point like-for-like increase to 27.9%, with a flow-through rate [†] of 37.1%. In the non-US Economy

Hotels business EBITDAR margin improved by 0.9 points to 36.3% with a flow-through rate [†] of 50.4%, and the US Economy Hotels business posted a 1.3-point rise to 39.7% with a flow-through rate [†] of 116%.

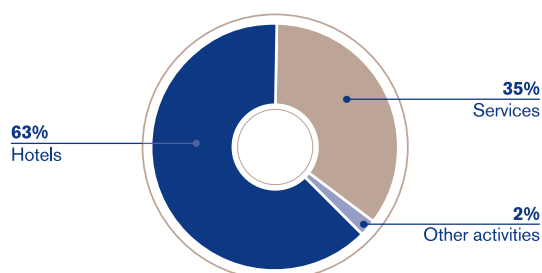
Services EBITDAR margin climbed to 42.6% from 40.8% in 2006, representing a 2.1-point like-for-like increase.

EBIT, corresponding to EBITDAR after rental expense, depreciation, amortization and provisions, rose 19.6% to €971 million from €812 million in 2006. Depreciation, amortization and provisions represented 12.6% of the carrying amount of property, plant and equipment.

[†] The flow-through rate corresponds to the like-for-like change in EBITDAR expressed as a percentage of the like-for-like change in revenue.



Ebit by Business



Operating profit before tax and non-recurring items

- corresponding to EBIT less net financial expense plus share of profit of associates – represents the result of operations after the cost of financing Group businesses and before tax. In 2007, it totalled to €907 million, 24.8% higher than in 2006.

Total fixed asset holding costs (rental expense plus depreciation and interest) represented 17.8% of revenue, practically unchanged from 18.0% reported in 2006.

Net income, Group share, increased sharply, thanks to the increase of results before taxes and to gains and losses on the management of hotel properties (transactions carried out in the Netherlands and Germany, in the United Kingdom, and in Sofitel hotels in the United States; and a loss on the sale of Red Roof Inn in the US); gains and losses on the management of other assets relate to disposals of non-strategic assets carried out during the year as part of the Group's strategy of refocusing on its core businesses (disposals of GO Voyages and the Italian foodservices business).

The effective tax rate (expressed as a percentage of operating profit before tax and non-recurring items) was 26.0% in 2007, compared with 24.2% the year before.

The Group ended the year with net profit attributable to shareholders of €883 million, up 76.2% from the €501 million reported in 2006.

As a result, earnings per share rose to €3.92 from €2.23, based on the weighted average 225,012,870 shares outstanding in 2007.

Cash flows

Funds from operations before non-recurring items increased 8.6% to €1,112 million, from €1,024 million in 2006.

Renovation and maintenance expenditure amounted to €466 million (€454 million in 2006) and represented 5.7% of revenue for the year.

Free cash flow came to €646 million, up 13.5% on the previous year.

Development expenditure totaled €1,198 million, versus €671 million in 2006, with the Hotels business accounting for €821 million and Services €335 million.

Proceeds from disposals of assets amounted to €1,635 million, up from €1,459 million the year before, primarily reflecting the following:

- ▶ €541 million from non-strategic assets, including €280 million from the disposal of GO Voyages and €135 million from the sale of the Italian foodservices business;
- ▶ €1,094 million from the sale of hotel assets including €377 million on the sale of Red Roof Inn.

The €710 million in net proceeds from the issue of share capital includes the combined impact of a €499 million capital increase following the conversion of convertible bonds held by Colony Capital and a €1,200 million capital reduction following share buybacks carried out during the year. In 2007 the Group purchased 10,623,802 Accor shares at an average price of €65.89 per share under a €700 million share buyback program that ran from May to August, and 8,507,150 shares at an average price of €58.78 under a €500 million program implemented from September to December. In addition, in December 2007, Accor purchased 763,000 shares at an average price of €53.03, for a total cost of €40 million.

As a result of the above cash flows, **net debt was reduced by €265 million** over the year.

All of the Group's **main financial ratios** improved significantly, reflecting the solidity of its balance sheet at December 31, 2007.

Net debt decreased to €204 million from €469 million at December 31, 2006, reducing the **gearing ratio** to 5% from 11% a year earlier.



The ratio of **funds from ordinary activities to adjusted net debt** is calculated according to a method used by the main rating agencies, with net debt adjusted for the 8% discounting of future minimum lease payments. This ratio stood at 26.2% at December 31, 2007, versus 22.2% at December 31, 2006.

Return on capital employed (ROCE), corresponding to EBITDA expressed as a percentage of non-current assets at cost plus working capital, rose to 13.6% from 11.9% in 2006.

Value created is calculated as follows:

$$\left(\text{ROCE after tax} - \text{Weighted average cost of capital} \right) \times \text{Capital employed}$$

Based on a ROCE after tax of 10.76%, a weighted average cost of capital of 8.6% and capital employed of €10.606 billion, the *Economic Value Added (EVA®)* created by Accor totaled €229 million, versus €232 million in 2006.

A strategy which is paying off: two global businesses with strong growth potential and a high-performing, less cyclical Group

Accor is solidly anchored in two global core businesses: Services and Hotels.

In Services, we are committed to enhancing our global market leadership with highly innovative voucher products under the "Ticket" umbrella brand, through targeted acquisitions and geographic diversification.

In Hotels, our ambition is to be the leader, on five continents, in economy and midscale hotels and a major player in the upscale segment by broadening our hotel brand portfolio, promoting our expertise and adapting our ownership structures.

Divesting non-strategic businesses

Accor is refocusing on its core Services and Hotels businesses by divesting non-strategic assets.

After the disposal of €759 million in assets in 2006, GO Voyages was sold in early 2007 to Financière Agache Investissement (part of the Arnault Group) for €280 million, giving rise to a €204 million capital gain.

In August, the Italian food services business was sold to Barclay's Private Equity for €135 million. The business contributed €312 million to consolidated revenue in 2006 and €249 million in the first nine months of 2007.

In addition, after the partial divestment in 2006, Accor still owned an 11.4% stake in Club Méditerranée at the beginning

of 2007. During the year, 1,049,719 Club Méditerranée shares were sold at an average price of €42.97, giving rise to a €4 million capital gain. In this way, the stake was reduced to 6%, the minimum Accor agreed in 2006 to hold until June 8, 2008.

In all, non-strategic asset disposals totalled €541 million for the year.

In early February 2008, Accor sold its remaining 50% interest in the Brazilian foodservice operations to Compass Group for BRL 305 million (around €117 million). Sale of the business, which contributed €248 million to consolidated revenue in 2007, is expected to be completed in the first half of 2008.



Services

Four main organic growth drivers

Organic growth in the Services business will be led by four main drivers: increasing the penetration rate, extending the product lines, deploying products outside France and entering new country markets. In this way, the business could achieve organic growth (excluding acquisitions and the currency effect) of 8% to 16% a year between 2006 and 2010.

In 2007, deployment of products outside France led to the launch of Ticket Transport® in Hungary in May, with 150 customer companies already signed up by early 2008. Ticket Service®, the prepaid service voucher that disadvantaged people can use to buy food or essential services, was introduced in the Czech Republic and Turkey.

The Services business is also stepping up the pace of geographic diversification, increasing the number of host countries from 22 in 1995 to 35 in 2005 and 40 in 2008.

A value-driven acquisitions program

Acquisitions represent another important driver of future growth in Services. Accor is therefore planning to invest €500 million between 2006 and 2010 to enable the business to acquire market share or expertise. This could potentially drive 5% growth per year in addition to organic expansion.

After €95 million invested in five acquisitions in 2006, €124 million was invested in eight acquisitions in 2007. In addition to this amount, which was in line with the above-mentioned plan to invest an average €100 million a year on acquisitions between 2006 and 2010, Accor Services spent €211 million during the year to purchase Kadéos from PPR. This major new acquisition has positioned the business as the leader in the French gift cards and vouchers market, thanks

to the integration, now underway, with Ticket Compliments®, with the goal of creating a single product range in 2008. These products enjoy a vast distribution network, with access to 380 chains totaling 42,500 sales outlets.

Among the other acquisitions carried out in 2007 by Accor Services, two in the United Kingdom were particularly important for the business future development: PrePay Technologies Ltd. and Motivano UK. The UK pioneer and market leader in prepaid card, PrePay Technologies manages authorization platforms in real time, is authorized to issue e-money and is a MasterCard Member Service provider. It serves the leading British retail chains with cards that can be reloaded at more than 30,000 top-up terminals. The acquisition has strengthened Accor Services' leadership and diversified its portfolio of products and services in the UK.

Motivano UK has enabled Accor Services to establish a foothold in the market for HR management technology. Motivano UK's solutions enable employers to let employees individually manage their social benefits via Internet or Intranet. The company currently has one million employee users at 160 UK clients, including many FTSE 500 companies, government organizations and SMEs. Over the medium term, the business is expected to expand in around 20 countries worldwide.

In the rewards and loyalty program segment, acquisitions other than Kadéos included Tintelingen in the Netherlands, Quasar in Germany and Surf Gold, Asia's leading provider of loyalty and incentive solutions for employees, partners or customers, with operations in China, South Korea, Hong Kong, India, Singapore and Taiwan. Already present in Australia, China and India, Accor Services has now broadened its geographic footprint in Asia, with access to a customer portfolio that includes large companies based in the region.

Hotels

The new Hotels business model is based on deploying a brand strategy, optimizing the network and its operating performance, and adapting ownership structures to each segment and region. Now that most of our expansion is based on low capital-intensive ownership structures, the hotel management expertise we have developed and honed over the past 40 years should enable us to offer hotel owners a full range of high value-added know-how and services.

Brand strategy

The brand portfolio was broadened and deepened in 2007, with the repositioning of existing brands and the launch of new ones.



As part of this process, Sofitel has been clearly repositioned in the international luxury hotel segment. This new identity has led to the creation of two new brands, "Sofitel Legend" for a selected number of prestigious properties like the Metropole in Hanoi and "So by Sofitel" for our future boutique hotels. The Sofitel portfolio is also being remodeled, with rebranding or disposals reducing the base to a current 172 properties from 201 at the end of 2006. Nine hotels have been rebranded as Pullmans and 20 have been sold or converted to Mercure or other brands. By 2010, Sofitel will have an aligned network of 139 hotels. After three outstanding openings in 2007 (El Gezira Cairo, Wanda Beijing and The Palace Old Town Dubai), other major openings are already scheduled for 2008 in London, Dubai and Bangkok.

Pullman, our new upscale business traveler brand, comprised 11 hotels in 4 countries at year-end 2007. In 2008, another 45 units are being converted or built in 23 countries in Europe, the Asia-Pacific region, the Middle East and Latin America, with the objective of operating 300 hotels by 2015, primarily under management contracts or franchise agreements.

The first hotel under our new non-standardized economy brand, All Seasons, opened in September 2007. Development will be driven by franchising and rebranding, and by the end of 2008, the chain is expected to comprise at least 40 units in downtown and business district locations across Europe.

Lastly, in the French budget hotel market, Formule 1 has introduced a new brand identity, hotel F1, to support the renovation of the hotel base. 19 units had been renovated by the end of 2007, with another 84 scheduled for upgrade in 2008.

Optimizing operating performance

Improving profitability primarily depends on winning the "battle for revenue" by adapting marketing strategy to each market; deploying highly efficient booking systems, effective distribution processes, particularly online, and dynamic pricing policies; coordinating hotel operations by city, region or country through the marketplace strategy; and building guest loyalty with a new, rationalized program to be presented in 2008. To optimize costs, a number of action plans have been deployed to improve operating conditions.

Asset-right ownership structures

Accor is pursuing the asset-right policy launched in 2005 to improve return on capital employed and reduce cash flow volatility by adapting hotel ownership structures to each segment's profitability profile.

In the upscale, this process involves selling hotel properties and business assets, then signing long-term management contracts and, sometimes, retaining around a 25% interest in the acquiring company. In the midscale segment, fixed-rent leases with an option to buy are being transformed into variable-rent leases, with rents based on a percentage of hotel revenue. This strategy requires finding investors with different profiles, depending on the market segment and country, but with the same ability to support the Group's expansion.

From 2005 to the end of 2007, €3,486 million had been realized through the management of property assets (502 hotels), of which €1.6 billion in cash and €1.9 billion eliminated from off-balance sheet commitments*. In 2007, 2 Sofitel properties in the United States were divested through sale and

* Minimum lease payments discounted at 8% to net present value.



management-back arrangements, with a 25% minority interest retained. In Europe, 30 hotel properties were sold in the United Kingdom, 68 in Germany and 19 in the Netherlands.

A further 60 hotels were restructured in January and February 2008, of which 57 hotels have been announced in late December 2007 (47 in France and 10 in Switzerland). Proceeds for those 57 hotels amounted to €373 million, of which €312 million in cash and €61 million eliminated from off-balance sheet commitments*. The properties were sold to AXA Real Estate Investment Managers and Caisse des Dépôts et Consignations, then leased back under 12-year leases, whose variable rents are based on 16% of revenue with no guaranteed minimum. The leases are renewable six times, for a total of 84 years. The transaction offers a 5.70% yield, very similar to the yields on the previous two transactions closed on June 2007.

From March to December 2008, another 233 hotels will be restructured for a total of €601 million, of which €284 million in cash and €317 million eliminated from off-balance sheet commitments*.

An additional program of 614 hotels is scheduled for implementation in 2009 and 2010, comprising 400 Motel 6 units, 14 Sofitels and Pullmans (after the brands have been repositioned, for total projected proceeds of €652 million), 100 hotelF1 properties and 100 other brand hotels.

Following the strategic review initiated in 2006, 341 Red Roof Inn units were sold in the United States in 2007 for \$1.320 billion. The transaction helped to reduce adjusted net debt (adjusted rents) by €751 million, of which €425 million was added to the Group's cash reserves. The business contributed €289 million to consolidated revenue in 2006 and €183 million in the first eight months of 2007. Accor has now refocused on the Motel 6 brand, a leader in the US Economy Hotels segment.

Once all these programs to adapt hotel ownership structures have been completed at year-end 2010, 77% of the current portfolio (excluding new expansion properties) will be operated under management contracts, franchise agreements or variable-rent leases.

High growth potential in the Hotel business

The expansion plan calls for the opening of 200,000 new rooms from 2006 to 2010, representing an investment of €2.5 billion for Accor.

On top of 21,675 rooms opened in 2006, a total of 28,409 rooms in 215 hotels were opened in 2007, of which 93% are operated under management contracts and franchise agreements. 38% of these rooms were opened in emerging markets and 40% in Europe, while 92% were opened in the midscale and economy segments.

The pipeline (i.e. rooms already committed, at the end of December 2007, out of the 200,000 in the 2006-2010 program) is filling up more rapidly, rising to 93,000 rooms at year-end 2007, of which 39,500 scheduled for 2008.

75% of these 93,000 rooms will be managed under variable-rent leases, management contracts or franchise agreements, and 88% will be in midscale or economy hotels. Most of them will be opened in Asia (39%) and Europe (29%), with the rest in Africa and the Middle East (19%), Latin America (9%) and North America (4%).

For example, 180 hotels (40,000 rooms) will be opened in China by 2010, under every Accor brand. In particular, 118 Ibis hotels will open by 2011, including 11 already operating at end-February 2008, 35 now being built and 17 planned for construction, and 55 for which negotiations are well advanced.

Of the €2.5 billion projected in the 2006-2010 investment plan, €745 million had been spent by year-end 2007, of which 52% in Europe and 36% in Asia.

A Group more resilient to economic cycles

Accor's profile has evolved significantly since the last business cycle in 2001-2003. The effect of the Group's strategies can be seen by simulating what the last cycle's impact would have been based on the current portfolio.

Operating profit (EBIT), for example, would have declined by only 9% between 2001 and 2003 instead of the 27% actually reported, which represents a three-fold decrease in volatility.

With the divestment of non-strategic, more cyclical operations, the Group's reduced sensitivity reflects a significant change in its two businesses.

The major expansion of the Services business, which is non-cyclical and enjoys strong growth potential, has doubled its percentage contribution to consolidated EBIT, to 38% in 2007 from 21% in 2001.

* Minimum lease payments discounted at 8% to net present value.



The Hotels business has considerably attenuated its cyclical nature thanks to:

- ▶ Reduced exposure to the United States, whose percentage contribution to EBIT has been reduced by two-thirds, to 8% in 2007 from 25% in 2001;
- ▶ A greater contribution from European economy hotels, which are less cyclical and offer substantial potential for expansion.

This segment has increased its share of consolidated EBIT by 43% since 2001, to 30% from 23%;

- ▶ An asset-right strategy supporting less-capital intensive, less cyclical ownership structures. In 2001, 35% of the hotel base was operated under management contracts and franchise agreements, whereas in 2007 the figure, including variable-rent leases, was 55%.

Optimizing the financial structure

The financial structure is being optimized by the proceeds from the disposal of non-strategic assets and any surplus cash from the sale of property assets are being used to optimize the balance sheet. The funds from operations to adjusted net debt ratio is maintained at more than 20% in order to preserve the Group's BBB credit rating. In 2006 and 2007, Accor returned more than €2 billion to shareholders, in the form of three share buyback programs (€500 million in 2006, followed by successively €700 million and €500 million in 2007) and the payment of a special €1.50-a-share dividend in 2007 (€336 million).

At the Annual Meeting on May 13, 2008, shareholders will be asked to approve the return of a further €750 million, via a €400 million share buyback program and the payment of another special €1.50-a-share dividend (around €350 million).



Consolidated Financial Statements - Summary

Consolidated Income Statements – Summary

<i>(in € millions)</i>	2004*	2005*	2006	2007
CONSOLIDATED REVENUE	6,601	7,136	7,607	8,121
Operating Expense	(4,849)	(5,230)	(5,523)	(5,800)
EBITDAR	1,752	1,906	2,084	2,321
Rental Expense	(766)	(810)	(836)	(931)
EBITDA	986	1,096	1,248	1,390
Depreciation, Amortization and Provision Expense	(407)	(416)	(436)	(419)
EBIT	579	681	812	971
Net Financial Expense	(100)	(120)	(96)	(92)
Share of Profit of Associates After Tax	1	8	11	28
OPERATING PROFIT BEFORE TAX AND NON RECURRING ITEMS	480	569	727	907
Restructuring Costs	(13)	(39)	(69)	(58)
Impairment Losses	(49)	(107)	(94)	(99)
Gains and Losses on Management of Hotel Properties	(8)	73	109	208
Gains and Losses on Management of Other Assets	(26)	(38)	15	188
OPERATING PROFIT BEFORE TAX	384	458	688	1,146
Income Tax Expense	(144)	(117)	(258)	(234)
Profit or Loss from Discontinued Operations	16	23	104	-
NET PROFIT	256	364	534	912
NET PROFIT, GROUP SHARE	233	333	501	883
Net Profit, Minority Interests	23	31	33	29
<i>Weighted Average Number of Shares Outstanding (in thousands)</i>	<i>199,126</i>	<i>214,783</i>	<i>224,738</i>	<i>225,013</i>
<i>(in €)</i>				
EARNINGS PER SHARE	1.17	1.55	2.23	3.92
ORDINARY DIVIDEND PER SHARE	1.05	1.15	1.45	**1.65
SPECIAL DIVIDEND PER SHARE	0.25	-	1.50	**1.50

* In accordance with IFRS 5 "Non-Current Assets Held for Sale and Discontinued Operations", in the consolidated income statements for the year ended December 31, 2004 and the year ended December 31, 2005 the profits or losses of 2006 discontinued operations are reported on a separate line.

** Proposed to the Combined Ordinary and Extraordinary Shareholders' Meeting of May 13, 2008.



Consolidated Balance Sheets – Summary

<i>(in € millions)</i>	2004	2005	2006	2007
ASSETS				
Goodwill	1,667	1,897	1,735	1,967
Intangible Assets	400	437	390	369
Property, Plant and Equipment	3,717	3,891	3,506	3,321
Total Non-Current Financial Assets	1,220	1,212	839	710
Total Non-Current Assets	7,283	7,824	6,767	6,566
Total Current Assets	4,070	5,094	3,821	3,991
TOTAL CURRENT ASSETS	11,353	13,178	11,133	10,834
EQUITY AND LIABILITIES				
Shareholders' Equity, Group Share	3,128	4,301	4,098	3,691
Total Shareholders' Equity and Minority Interests	3,198	4,396	4,164	3,752
Total Non-Current Liabilities	7,202	6,754	5,843	5,312
Total Current Liabilities	4,151	6,424	5,061	5,522
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	11,353	13,178	11,133	10,834

Cash Flow

<i>(in € millions)</i>	2004	2005	2006	2007
Funds from Operations	853	935	1,024	1,112
Renovation and Maintenance Expenditure	(304)	(436)	(454)	(466)
FREE CASH FLOW	549	499	570	646
Development Expenditure	(636)	(476)	(671)	(1,198)
Expenditure on Assets Held for Sale	-	-	(95)	(26)
Proceeds from Disposals of Assets	423	310	1,459	1,635
Dividends	(284)	(287)	(276)	(344)
Special Dividends	-	-	-	(336)
Change in Equity	312	822	(258)	(490)
Change in Working Capital Requirement	161	297	265	388
Other	(134)	(342)	(43)	(10)
DECREASE/(INCREASE) IN NET DEBT	391	823	951	265



Financial Results of Accor SA for the Past Five Years

Parent Company Financial Statements

Total revenue from all of the Company's activities, including hotel royalties, business lease revenues and service fees, totaled €638 million in 2007 up 7.6% from the €593 million in the previous year.

Net profit for the year came to €805 million in 2007, versus €487 million in 2006.

Non-recurring items represented net income of €659 million in 2007 compared with €422 million the previous year. The increase was primarily attributable to the sale of Accor's interests in Belgium subsidiaries.

Financial Results of Accor SA for the Past Five Years

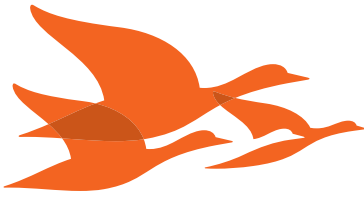
<i>(in € thousands)</i>	2003	2004	2005	2006	2007
1 - CAPITAL AT YEAR-END					
Share capital	597,779	620,132	651,797	637,229	689,753
Number of shares in issue	199,259,550	206,710,509	217,265,774	212,409,741	229,917,794
Number of convertible bonds in issue	18,719,772	18,719,772	10,043,270	6,415,546	0
2 - RESULTS OF OPERATIONS					
Net revenues	503,980	529,043	576,133	592,479	637,678
Profit before tax, depreciation, amortization and provisions	293,509	327,995	236,590	610,749	875,570
Income tax	(30,634)	(56,429)	(14,581)	(38,531)	(64,675)
Net profit	178,462	221,467	166,097	487,210	805,415
Dividends	268,223	268,724	249,856	625,628	724,241 ⁽¹⁾
3 - PER SHARE DATA (in €)					
Earnings per share after tax, before depreciation, amortization and provisions	1.63	1.86	1.15	3.06	4.09
Earnings per share	0.90	1.07	0.76	2.29	3.50
Dividend per share (before tax credit/allowance)	1.05	1.30	1.15	2.95	3.15 ⁽¹⁾
4 - EMPLOYEES					
Number of employees	1,225	1,294	1,273	1,271	1,176 ⁽²⁾
Total payroll and employee benefits ⁽³⁾	112,942	116,904	120,413	142,140	128,621

(1) Recommended dividend for 2007 based on 229,917,794 shares.

(2) Number of employees on the Accor SA payroll at December 31, 2007.

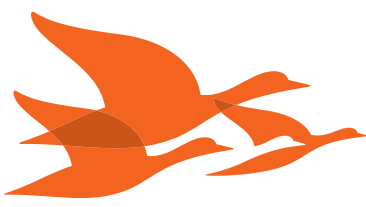
(3) The published figures for 2004 and 2005 did not reflect income corresponding to the rebilling of salaries and payroll taxes.

This comments are excerpted from the analysis of 2007 results published in the Board of Directors' Report in the 2007 Registration Document filed with the *Autorité des marchés financiers*. This document may be downloaded from www.accor.com/finance or requested by phone (+33 (0)1 45 38 86 26), by e-mail (comfi@accor.com), or by mail (Accor – Investor Relations & Financial Communications – Immeuble Odyssey, 110, avenue de France – 75210 Paris cedex 13 – France).



Agenda of the Combined Ordinary and Extraordinary Shareholders' Meeting

▶ Approval of the 2007 financial statements of the Company	20
▶ Approval of the 2007 financial statements of the Group	20
▶ Appropriation of 2007 profit	21
▶ Approval of a related-party agreement	22
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▶ Authorization to be given to the Board of Directors to trade in the Company's shares	24
▶ Authorization to reduce the Company's capital by canceling shares	25
▶ Authorization to grant stock options	26
▶ Authorization to issue shares and/or share equivalents to employees who are members of an Accor Group employee stock ownership plan	27
▶ Authorization to be given to the Board of Directors to set up performance stock grant plans	28
▶ Review and approval of the agreement concerning the transfer of the Sofitel hotels management business in France by Accor SA to its subsidiary SoLuxury HMC, as well as approval of the transaction and the related valuation and consideration	30
▶ Powers to carry out formalities	30



Purpose and Text of the Resolutions Submitted to Shareholders at the Combined Ordinary and Extraordinary Meeting

Approval of the 2007 financial statements

Purpose

The purpose of the first resolution is to approve the 2007 financial statements of Accor SA. In accordance with the provisions of Article L. 225-100, paragraph 3, of the Commercial Code, shareholders will also be invited to approve the consolidated financial statements, in the second resolution.

First resolution

APPROVAL OF THE 2007 FINANCIAL STATEMENTS OF THE COMPANY

The Ordinary Meeting, having considered the Report of the Chairman of the Board of Directors on the Preparation and Organization of Board of Directors' Meetings and Internal Control Procedures, as well as the management report prepared by the Board of Directors and the Auditors' Report on the financial statements of Accor SA, approves the financial statements of the Company for the year ended December 31, 2007, as presented.

The Ordinary Meeting also approves the transactions reflected in the financial statements and the management measures taken by the Board of Directors during the year.

Second resolution

APPROVAL OF THE 2007 FINANCIAL STATEMENTS OF THE GROUP

The Ordinary Meeting, having considered the management report of the Board of Directors and the Auditors' Report on the consolidated financial statements, approves the consolidated financial statements for the year ended December 31, 2007, as presented.

Appropriation of profit and determination of the dividend

Purpose

The purpose of the third resolution is to appropriate net profit for the year and set the amount of the dividend.

The Board of Directors recommends the payment of an ordinary dividend of €1.65 per share.

In addition, following the divestment of non-strategic assets and in view of the success of the hotel asset management strategy, the Board of Directors is recommending the payment of a special dividend of €1.50 per share.

The total recommended dividend for 2007 is therefore €3.15 per share.

Dividends for the previous three fiscal years amounted to €1.30 (including a €0.25 special dividend) for 2004, €1.15 for 2005, and €2.95 (including a €1.50 special dividend) for 2006.

Eligible shareholders will be entitled to the 40% tax allowance on the total dividend, as provided for in Article 158.3.2 of the French General Tax Code, except if they have opted for the flat-rate dividend withholding tax introduced under Article I.1 of the French Finance Act for 2008.

Purpose and Text of the Resolutions Submitted
to Shareholders at the Combined Ordinary and Extraordinary Meeting



Third resolution

APPROPRIATION OF 2007 PROFIT

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

1. to appropriate

▶ 2007 net profit of:	€805,415,292.00
plus:	
▶ retained earnings	€216,224,285.58
▶ prior-year dividends not paid out on treasury stock	€2,138,750.00
▶ Total profit available for distribution	€1,023,778,327.58

As follows, based on the 229,917,794 shares outstanding at December 31, 2007:

▶ to the payment of an ordinary dividend (€1.65 per share)	€379,364,360.10
▶ to the payment of a special dividend (€1.50 per share)	€344,876,691.00
▶ to the legal reserve	€3,795,606.20
▶ to retained earnings	€295,741,670.28

2. accordingly, after noting the existence of profit available for distribution, the Ordinary Meeting resolves to pay an ordinary dividend of €1.65, as well as a special dividend of €1.50 per share for all shares carrying dividend rights. If the number of shares carrying rights to the 2007 dividend is below or exceeds 229,917,794, the amount of the ordinary and special dividends will be decreased or raised as appropriate and the amount allocated to retained earnings will be adjusted on the basis of the total amount of dividends actually paid;

3. the entire amount of the dividend is eligible for the 40% tax allowance provided for in Article 158.3.2 of the French General Tax Code. This allowance may not, however, be claimed by shareholders who have opted to pay the flat-rate dividend withholding tax introduced under Article I.1 of the French Finance Act for 2008;

4. the dividend will be paid as of May 20, 2008.

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

<i>(in euros)</i>	2004	2005	2006
Dividend	1.30 ⁽¹⁾	1.15	2.95 ⁽²⁾

(1) Including a special dividend of €0.25.

(2) Including a special dividend of €1.50.



Approval of related-party agreements

Purpose

In the fourth, fifth, sixth, seventh, eighth, ninth and tenth resolutions, shareholders are requested to approve the related-party agreements governed by Article L. 225-38 of the Commercial Code authorized by the Board of Directors in 2007 and the first quarter of 2008 (described in the Auditors' special report).

In accordance with good corporate governance practices, each related-party agreement entered into during 2007 and the first quarter of 2008 will be submitted for shareholder approval separately, as was the case for the meeting held on May 14, 2007.

In the fourth resolution shareholders are requested to approve a related-party agreement entered into with FNAC, which held a 16.66% stake in Kadéos, a company acquired by Accor in March 2007. The acquisition included a five-year sales and marketing agreement with FNAC, Redcats and Conforama, the three main banners of the PPR group. This related-party agreement concerns Serge Weinberg, Chairman of Accor's Board of Directors and a director of FNAC.

In the fifth resolution shareholders are asked to authorize a related-party agreement with Société Générale and BNP Paribas to set up a €2 billion syndicated bank credit line. The agreement concerns Philippe Citerne and Baudouin Prot, directors of Accor and respectively Director and Chief Operating Officer of Société Générale and Director and Chief Executive Officer of BNP Paribas.

The sixth resolution concerns a related-party agreement entered into with Compagnie Internationale des Wagons-Lits et du Tourisme (CIWLT, a 99.47%-owned Accor subsidiary) relating to the acquisition of the Pullman brand owned by CIWLT. The Board of Directors has authorized Accor to purchase this brand for a price based on a valuation performed by an independent valuer. The person involved in this agreement is Étienne Davignon, director of Accor and Chairman of the Board of Directors of CIWLT.

In the seventh resolution, shareholders are invited to approve a related-party agreement concerning the sale of hotel properties in France and Switzerland to a property investment trust (*OPCI*), in which Caisse des Dépôts et Consignations holds a 33% interest. The persons concerned are Augustin de Romanet de Beaune and Dominique Marcel, directors of Accor and respectively Chief Executive Officer of Caisse des Dépôts et Consignations and Vice-President, Finance and Strategy, and member of the Executive Committee of Caisse des Dépôts et Consignations.

The eighth resolution concerns a related-party agreement entered into with Gilles Pélisson, Accor's Director and Chief Executive Officer. Its purpose is to comply with Article 17 of the French Act dated August 21, 2007, by amending the terms and conditions applicable to the compensation payable to Gilles Pélisson (as decided in 2006) in the event that his duties as Chief Executive Officer are terminated by the Company. Under this agreement, the payment of any such compensation would be subject to conditions relating to the Group's financial performance.

In the ninth resolution, shareholders are invited to approve a related-party agreement entered into with Paul Dubrule and Gérard Pélisson, Co-Chairmen and Co-Founders of Accor. The agreement provides for exceptional fees of €300,000 (excluding VAT) to be paid to each of them as compensation for advisory and representative work carried out on behalf of the Group in 2007.

The purpose of the tenth resolution is to obtain shareholder approval for a related-party agreement entered into with Société Générale and BNP Paribas concerning assistance and advisory services relating to the Group's strategic and financial objectives. The persons concerned are Philippe Citerne and Baudouin Prot, directors of Accor and respectively Director and Chief Operating Officer of Société Générale and Director and Chief Executive Officer of BNP Paribas.

Fourth resolution

APPROVAL OF A RELATED-PARTY AGREEMENT

Having considered the Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* of the Commercial Code, the Ordinary Meeting approves the agreement entered into with FNAC.

Fifth resolution

APPROVAL OF A RELATED-PARTY AGREEMENT

Having considered the Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* of the Commercial Code, the Ordinary Meeting approves the agreement entered into with Société Générale and BNP Paribas.



Sixth resolution

APPROVAL OF A RELATED-PARTY AGREEMENT

Having considered the Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* of the Commercial Code, the Ordinary Meeting approves the agreement entered into with Compagnie Internationale des Wagons-Lits et du Tourisme.

Seventh resolution

APPROVAL OF A RELATED-PARTY AGREEMENT

Having considered the Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* of the Commercial Code, the Ordinary Meeting approves the agreement entered into with Caisse des Dépôts et Consignations.

Eighth resolution

APPROVAL OF A RELATED-PARTY AGREEMENT

Having considered the Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* of the Commercial Code, the Ordinary Meeting approves the agreement entered into with Gilles Pélisson.

Ninth resolution

APPROVAL OF A RELATED-PARTY AGREEMENT

Having considered the Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* of the Commercial Code, the Ordinary Meeting approves the agreement entered into with Paul Dubrule and Gérard Pélisson.

Tenth resolution

APPROVAL OF A RELATED-PARTY AGREEMENT

Having considered the Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* of the Commercial Code, the Ordinary Meeting approves the agreement entered into with Société Générale and BNP Paribas.



Authorization to trade in the Company's shares

Purpose

In the eleventh resolution, the Board of Directors is seeking an eighteen-month authorization to trade in Accor SA shares on the Company's behalf, subject to compliance with the applicable laws. This authorization would terminate, with immediate effect, the unused portion of the previous authorization given in the fifteenth resolution of the Ordinary Shareholders' Meeting held on May 14, 2007.

The aims of the share buyback program are listed in the resolution submitted to shareholders.

Under this authorization, buybacks may be carried out at any time except when the Company is the target of a takeover bid.

The maximum purchase price will be set at €100 per share and the minimum sale price at €45. The Company will not be authorized to purchase more than 22,500,000 shares, corresponding to 9.80% of the capital at December 31, 2007 and representing a maximum total investment of €2,250 million.

In 2007, the Board of Directors used the authorization granted by shareholders at the Ordinary Meeting of May 14, 2007 to buy back 19,893,952 shares at an average price of €62.40, representing 8.80% of the capital at May 14, 2007 and a total investment of €1,240 million.

Accor currently holds 8,390,150 treasury shares (representing 3.65% of the Company's issued capital at December 31, 2007), following the 2007 allocation of 130,000 shares held in treasury at December 31, 2006 upon conversion of OCEANE bonds issued in 2003 and due in 2008.

Eleventh resolution

AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO TRADE IN THE COMPANY'S SHARES

Having considered the report of the Board of Directors, the Ordinary Meeting authorizes the Board to trade in the Company's shares in accordance with Articles L. 225-209 *et seq.* of the Commercial Code, subject to the conditions set out below.

The Board of Directors may purchase, sell or transfer shares under this authorization, subject to compliance with the above-mentioned Code and in accordance with the practices authorized by the *Autorité des marchés financiers*, for the following purposes:

- ▶ To purchase shares for cancellation in connection with a capital reduction decided or authorized by the shareholders in Extraordinary Meeting;
- ▶ To purchase shares for allocation upon exercise of stock options granted under plans governed by Articles L. 225-177 *et seq.* of the French Commercial Code, or to members of an employee stock ownership plan governed by Articles L. 443-1 *et seq.* of the Labor Code or to recipients of stock grants made under plans governed by Articles L. 225-197-1 *et seq.* of the Commercial Code;
- ▶ To purchase shares for allocation on the conversion, redemption, exchange or exercise of share equivalents;

- ▶ To hold shares in treasury stock for subsequent delivery either as payment in connection with external growth transactions; or as part of a share-for-share exchange in connection with a merger, demerger or asset contribution, provided that the total number of shares used for such transactions does not exceed the equivalent of 5% of the Company's capital;
- ▶ To be used under a liquidity contract that complies with the code of ethics recognized by the *Autorité des marchés financiers*.

The share buyback program may also be used for any other purposes authorized by current or future laws and regulations, provided that the Company informs shareholders of the purpose of the buybacks in a specific press release.

The shares may not be bought back at a price of more than €100 per share and may not be sold at a price of less than €45 per share. However, the minimum price will not apply to shares sold upon exercise of stock options (or allocated to employees in the form of stock grants). In such cases, the sale price or consideration will be determined in accordance with the provisions of the plan concerned.

The maximum purchase price and the minimum sale price will be adjusted to reflect the impact of any corporate actions, including any bonus share issue, or any stock-split or reverse stock-split.



In application of Article 225-209 of the Commercial Code, the maximum number of shares that may be acquired under this authorization is set at 22,500,000, corresponding to a total investment of no more than €2,250 million based on the maximum purchase price of €100 per share authorized above.

The Ordinary Meeting resolves that the purchase, sale or transfer of shares may be effected and settled by any method allowed under the laws and regulations in force at the transaction date, in one or several installments, on the market or over-the-counter, including through the use of options, derivatives – particularly, the purchase or sale of call and put options – or securities carrying rights to Company shares, and that the entire buyback program may be implemented through a block trade.

The Ordinary Meeting gives full powers to the Board of Directors to use this authorization, place any and all buy and sell orders, enter into any and all agreements, carry out any and all reporting and other formalities, and generally do whatever is necessary to implement this resolution. These powers may be delegated subject to compliance with the law.

This authorization, which is given for an eighteen-month period as from the date of this meeting, terminates, with immediate effect, the unused portion of the previous authorization given in the fifteenth resolution of the Ordinary Shareholders' Meeting held on May 14, 2007.

Authorization to reduce the Company's capital by canceling shares

Purpose

The purpose of the twelfth resolution is to authorize the Board of Directors to cancel all or some of the shares bought back pursuant to the eleventh resolution and to reduce the capital accordingly. The number of shares cancelled in any given twenty-four month period may not exceed the equivalent of 10% of the total shares outstanding.

This authorization would terminate, with immediate effect, the unused portion of the previous authorization given in the sixteenth resolution of the Extraordinary Shareholders' Meeting held on May 14, 2007. It is being sought for a period of eighteen months and is the subject of a special report issued by the Auditors in accordance with the law.

Since May 14, 2007 the Board of Directors has used the authorization granted by the Extraordinary Shareholders' Meeting on that date to cancel 11,923,802 shares, representing 5.28% of the Company's capital at May 14, 2007.

Twelfth resolution

AUTHORIZATION TO REDUCE THE COMPANY'S CAPITAL BY CANCELING SHARES

Having considered the report of the Board of Directors and the Auditor's special report, the Extraordinary Meeting resolves, in accordance with Article L. 225-209 of the Commercial Code to:

1. Authorize the Board of Directors to reduce the Company's capital, on one or several occasions, by canceling some or all of the Accor shares held by the Company, provided that the number of shares cancelled in any twenty-four month period does not exceed the equivalent of 10% of the Company's total share capital as at the date of this meeting;
2. Give the Board full powers, which may be delegated in accordance with the law, to:
 - ▶ effect the capital reduction(s);
 - ▶ determine the amount and terms thereof;

- ▶ place on record the capital reduction(s) resulting from the cancellation of shares under this resolution;
- ▶ charge the difference between the carrying amount of the cancelled shares and their par value against additional paid-in capital or reserves;
- ▶ amend the Bylaws to reflect the new capital and generally carry out any necessary reporting and other formalities.

All in compliance with the laws and regulations in force when this authorization is used.

3. Terminate, with immediate effect, the unused portion of the previous authorization given in the sixteenth resolution of the Extraordinary Shareholders' Meeting held on May 14, 2007.
4. This authorization is given for an eighteen-month period as from the date of this meeting.



Stock option and stock grant plans

Purpose

Accor is a service company whose growth is rooted in the motivation and quality of its people. One of the basic tenets of its human resources policy is to build employee loyalty. This is achieved by nurturing individual skills and setting up reward systems such as profit-sharing systems, employee stock ownership plans, stock option plans and performance stock grants. All equity-based incentive programs are designed to limit the dilutive impact for existing shareholders.

The purpose of the thirteenth resolution is to authorize the Board of Directors to grant stock options to employees and/or corporate officers to purchase either new or existing shares.

The options granted under this authorization would be exercisable for shares representing a maximum of 2.5% of the Company's capital as of the date of this meeting, unchanged from the maximum amount authorized by the Extraordinary Shareholders' Meeting of January 9, 2006. As this authorization would be given for a period of thirty-eight months from the date of this meeting the maximum potential dilutive impact of stock options granted represents approximately 0.8% of the current capital per year.

The option exercise price will not be less than the average of the prices quoted for Accor shares over the twenty trading days preceding the option grant date, without any discount. For options exercisable for existing shares, the exercise price will not be less than the average price paid by the Company for the underlying shares purchased in accordance with Articles L. 225-208 and L. 225-209 of the Commercial Code. The maximum life of the options will be set at eight years.

In accordance with paragraph 1 of Article L. 225-129-6 of the Commercial Code, whenever companies decide to issue shares to be paid up in cash, except in the specific cases provided for by law, they must also submit to shareholders in an Extraordinary Meeting a resolution authorizing an employee rights issue for participants in an Accor Group employee stock ownership plan. When Accor's stock options are exercised, any newly-issued shares allocated to option holders will be paid up in cash. Consequently, in the fourteenth resolution the Board of Directors is seeking to renew the authorization to issue shares and/or share equivalents to employees who participant in an Accor Group employee stock ownership plan. The total number of shares and/or share equivalents that may be issued under this authorization would not exceed the equivalent of 2% of the Company's capital as of the date of this Meeting, unchanged from the maximum amount authorized by the Extraordinary Shareholders' Meeting of May 14, 2007.

The fifteenth resolution concerns an authorization to be given to the Board of Directors to make stock grants free of consideration to all or selected employees and/or corporate officers. These stock grants would be subject to vesting criteria based on individual or group performance targets defined by the Board of Directors.

The total number of shares granted would not exceed the equivalent of 0.5% of the Company's capital as at the date of this meeting, unchanged from the maximum amount authorized at the Extraordinary Shareholders' Meeting of January 9, 2006. As this authorization would be given for a period of thirty-eight months from the date of this meeting the maximum potential dilutive impact of stock grant plans concerning newly-issued shares would be approximately 0.15% of the current capital per year.

Thirteenth resolution

AUTHORIZATION TO GRANT STOCK OPTIONS

Having considered the report of the Board of Directors and the Auditors' special report, the Extraordinary Meeting authorizes the Board of Directors to grant options to purchase new or existing shares to selected employees and/or corporate officers as provided for in Articles L. 225-177 to L. 225-185 of the Commercial Code.

The conditions governing the option grants shall be as follows:

- ▶ The authorization is given to the Board of Directors for a period of thirty-eight months from the date of this meeting and may be used by the Board on one or several occasions;
- ▶ The stock options will have a maximum life of eight years as from the grant date;



Purpose and Text of the Resolutions Submitted to Shareholders at the Combined Ordinary and Extraordinary Meeting

- ▶ The options will be exercisable at the earliest as from the fourth anniversary of the grant date until the option expiry date;
- ▶ The total number of options granted under this authorization may not exceed the equivalent of 2.5% of the Company's capital as of the date of this meeting, before taking into account any options to be issued or allocated to protect the rights of existing grantees in the event that any corporate actions are carried out during the lock-up period;
- ▶ The option exercise price will be set by the Board of Directors. The price shall not be less than the average of the prices quoted for Accor shares over the twenty trading days preceding the option grant date. For options exercisable for existing shares, the exercise price shall not be less than the average price paid by the Company for the underlying shares purchased in accordance with Articles L. 225-208 and L. 225-209 of the Commercial Code.

If the Company carries out any of the transactions referred to in Article L. 225-181 of the Commercial Code, the Board of Directors shall take all necessary measures provided for in the regulations then in force to protect the option holders' interests. If appropriate, such measures may consist of adjusting the number of shares to be obtained on exercise of the options to take into account the impact of the transaction. In application of Articles R. 225-137 *et seq* of the Commercial Code, the exercise price may be adjusted if required as a result of any corporate actions carried out by the Company. The number of shares acquired on exercise of the options may also be adjusted so that the aggregate exercise price remains unchanged.

- ▶ No options may be granted under this authorization to employees and/or corporate officers who hold more than 10% of the Company's capital, in accordance with Article L. 225-182, paragraph 2, of the Commercial Code.
- ▶ Options may be granted to all or selected employees and/or officers of the Company and/or of entities directly or indirectly related to the Company within the meaning of Article L. 225-180 of the Commercial Code.

The Extraordinary Meeting gives full powers to the Board of Directors, which may be delegated in accordance with the law, to:

- ▶ Set the other terms and conditions of the options;
- ▶ Decide the eligibility conditions for option grants;
- ▶ Draw up the list of grantees;
- ▶ Provide for a temporary suspension of the right to exercise the options for a maximum of three months in the event of any

corporate actions requiring the exercise of rights attached to the Company's shares;

- ▶ Decide that the options may not be exercised by the Company's officers, as defined in Article L. 225-185 of the Commercial Code, prior to the termination or expiry of their duties, or that following the exercise of their options corporate officers are required to hold a certain number of acquired shares in registered form until the termination or expiry of their term of office.

The Board of Directors may also use any other new legal provisions that may come into effect during the period of validity of this authorization, provided that their use is not subject to a specific decision of a General Shareholders' Meeting.

This authorization automatically entails the waiver by existing shareholders of their preemptive right to subscribe for the shares to be issued on exercise of the options.

This authorization terminates, with immediate effect, the unused portion of the authorization given in the thirtieth resolution of the Extraordinary Shareholders' Meeting of January 9, 2006.

Fourteenth resolution

AUTHORIZATION TO ISSUE SHARES AND/OR SHARE EQUIVALENTS TO EMPLOYEES WHO ARE MEMBERS OF AN ACCOR GROUP EMPLOYEE STOCK OWNERSHIP PLAN

Having considered the report of the Board of Directors and the Auditors' special report, in accordance with Article L. 225-138-1 of the Commercial Code and Article L. 443-1 of the Labor Code relating to employee share ownership, the Extraordinary Meeting resolves:

1. To give the Board of Directors a twenty-six month authorization as from the date of this meeting to issue shares and/or share equivalents on one or more occasions to employees of the Company and French and foreign related companies within the meaning of Article L. 225-180 of the Commercial Code, who are participants in an Accor Group employee stock ownership plan ("*Plan d'Épargne d'Entreprise*");
2. To authorize the Board of Directors to grant shares and/or share equivalents to employees free of consideration, within the limits prescribed in Article L. 443-5, paragraph 4, of the Labor Code, within the framework of this or these capital increases;
3. That the total number of shares that may be issued under this authorization may not exceed the equivalent of 2% of the Company's capital as of the date of this meeting;



Purpose and Text of the Resolutions Submitted to Shareholders at the Combined Ordinary and Extraordinary Meeting

4. That the maximum subscription price for the shares issued under this authorization may not exceed the average of the prices quoted for Accor shares during the twenty trading days preceding the Board of Directors' decision setting the opening date of the subscription period and the minimum price may not represent said average less the maximum discount authorized by law, and that the characteristics of any share equivalents issued will be set in accordance with the applicable regulations;
5. That these decisions will automatically entail the waiver by shareholders of their preemptive rights to subscribe for any shares and/or share equivalents to be issued in accordance with this authorization, as well as their rights concerning any shares offered to employees free of consideration pursuant to this authorization;
6. That the Board of Directors shall have full powers to use this authorization and to delegate said powers subject to compliance with the law. Accordingly, the Board of Directors shall be authorized to:
 - ▶ Draw up the list of companies whose employees will be entitled to subscribe for the shares and/or share equivalents;
 - ▶ Decide that the securities may be acquired either directly or through a corporate mutual fund;
 - ▶ Allow employees a specified period of time to pay up their securities;
 - ▶ Set the terms and conditions of membership of the employee stock ownership plan, as well as draw up or amend the plan rules;
 - ▶ Set the opening and closing dates of the subscription period and the issue price of the securities;
 - ▶ Determine the number of new shares to be issued;
 - ▶ Place on record the capital increases;
 - ▶ Carry out any and all transactions and formalities, directly or through a duly authorized representative;
 - ▶ Amend the Company's Bylaws to reflect the new capital and, generally, take all appropriate measures and do whatever is necessary to comply with the applicable laws and regulations.

This authorization terminates, with immediate effect, the previous authorization given in the twenty-third resolution of the Extraordinary Shareholders' Meeting of May 14, 2007.

Fifteenth resolution

AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO SET UP PERFORMANCE STOCK GRANT PLANS

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

- ▶ To authorize the Board of Directors to grant, on one or several occasions, existing or newly-issued shares of the Company free of consideration;
- ▶ That said grants may be made to all or selected employees and/or officers of the Company and/or of entities directly or indirectly related to the Company within the meaning of Article L. 225-197-2 of the Commercial Code;
- ▶ That the Board of Directors shall draw up the list of grantees and set the individual or group performance conditions applicable to the grants;
- ▶ That the total number of shares granted free of consideration under this resolution may not exceed the equivalent of 0.5% of the Company's capital as of the date of this meeting, before taking into account any shares to be issued or allocated to protect the rights of existing grantees in the event that any corporate actions are carried out during the vesting period;
- ▶ That, at the discretion of the Board of Directors, the rights to said shares shall vest either (i) after a period of no less than two years, to be followed by a two-year lock-up period; or (ii) after a period of no less than four years, with no lock-up period;
- ▶ That the shares may vest before the expiry of the above-mentioned vesting period, and shall be freely transferable before the expiry of the above-mentioned lock-up period in the event that the beneficiary becomes disabled, within the definition set down in the second or third categories under Article L. 341-4 of the French Social Security Code;
- ▶ That the Board of Directors shall have full powers to use this authorization and to delegate said powers subject to compliance with the law. Accordingly, the Board of Directors shall be authorized to:
 - determine the amount of shares to be granted free of consideration that are subject to either a minimum vesting period of two years or a minimum vesting period of four years,



Purpose and Text of the Resolutions Submitted to Shareholders at the Combined Ordinary and Extraordinary Meeting

- increase where required the minimum vesting and/or lock-up periods in accordance with the law,
- decide in relation to shares issued free of consideration to officers of the Company, as defined in Article L. 225-197-1-II of the Commercial Code, either that the shares may be sold by the grantees before the termination or expiry of their term of office; or that a certain number of said shares must be held in registered form until the termination or expiry of the grantees' term of office.
- ▶ That during the vesting period, the Board of Directors may adjust the number of shares granted free of consideration to protect the rights of grantees in the event that any corporate actions are carried out;
- ▶ That this authorization shall result in a capital increase at the end of the vesting period, to be paid up by capitalizing retained earnings, profits or additional paid-in capital, and that shareholders shall automatically waive their right to the capitalized portion of retained earnings, profits or additional paid-in capital.

This authorization is given for a period of thirty-eight months from the date of this meeting and terminates, with immediate effect, the unused portion of the authorization given in the thirty-first resolution of the Extraordinary Shareholders' Meeting of January 9, 2006.

The Extraordinary Meeting gives the Board of Directors full powers to use this authorization, and to delegate said powers in accordance with the law, including to set the dates and terms of grant, take any necessary or appropriate measures, enter into any and all agreements to permit the completion of the stock grants, place on record the capital increase(s) resulting from any grants made under this authorization and amend the Bylaws to reflect the new capital.

Transfer of assets and liabilities currently held by Accor SA that relate to the management of the Sofitel brand in France

Purpose

Accor is strategically committed to making Sofitel a worldwide standard-setter in the luxury hotels industry by 2010. The Board of Directors is therefore recommending that all of the resources required to reposition the brand be consolidated within a single company dedicated to managing the hotels operated under the Sofitel name. This process would involve the transfer of all of the assets and liabilities currently held by Accor SA that relate to the management of the Sofitel brand in France to SoLuxury HMC, a newly-formed, wholly-owned Accor subsidiary.

Pursuant to Article 210 B of the French General Tax Code, this transfer meets the eligibility criteria for the preferential tax treatment applicable to mergers as provided for under Article 210 A of said Code. Consequently, the transfer would include all of the assets constituting a "stand-alone business line" corresponding to the brand name and related rights such as domain names; contracts relating to the brand such as management and franchise agreements; and all of the liabilities related to the business.

In the sixteenth resolution, shareholders are therefore invited to authorize this asset transfer and its valuation, as well as the related consideration to be received by Accor SA in the form of 10,226,352 new shares with a par value of €1 each to be issued by SoLuxury HMC.



Sixteenth resolution

REVIEW AND APPROVAL OF THE AGREEMENT CONCERNING THE TRANSFER OF THE SOFITEL HOTELS MANAGEMENT BUSINESS IN FRANCE BY ACCOR SA TO ITS SUBSIDIARY SOLUXURY HMC, AS WELL AS APPROVAL OF THE TRANSACTION AND THE RELATED VALUATION AND CONSIDERATION

Having considered the report of the Board of Directors; the reports of the Transaction Appraisers (*Commissaires aux apports et à la scission*) concerning the terms and conditions of the transfer and the valuation of the assets and specific benefits transferred; and the transfer agreement, signed on March 21, 2008 between Accor SA and its subsidiary SoLuxury HMC which provides for Accor SA to transfer to SoLuxury HMC all the assets and liabilities making up the stand-alone business line dedicated to managing the hotels operated under the Sofitel brand in France; the Extraordinary Meeting:

1. Approves the asset transfer agreement dated March 21, 2008, and consequently authorizes the asset transfer referred to therein between Accor SA and its subsidiary SoLuxury HMC, which is eligible for the preferential

tax treatment applicable to mergers as provided for in Article 210 A of the General Tax Code in accordance with Article 210 B of said Code, with retroactive effect from January 1, 2008; and the valuation of the transferred assets (corresponding to a total of €15,860,163) and the transferred liabilities (corresponding to a total of €5,633,811), representing an aggregate net asset value of €10,226,352, in accordance with the terms and conditions provided for in the asset transfer agreement;

2. Approves the consideration to be paid to Accor for this asset transfer, corresponding to 10,226,352 new shares with a par value of €1 each, to be issued by SoLuxury HMC. These shares will be fully paid up and carry dividend and voting rights as of January 1, 2008. From that date they will rank *pari passu* with all existing shares and be subject to the Company's Bylaws. They will be transferable once the related capital increase is completed, in accordance with Article L. 228-10 of the Commercial Code;

3. Notes that the asset transfer will only be completed at the close of the Extraordinary Meeting of partners of SoLuxury HMC to be called to approve the asset transfer and carry out the related capital increase.

Powers to carry out formalities

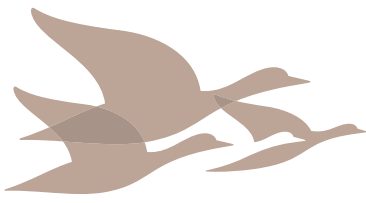
Purpose

In the seventeenth resolution, shareholders are asked to give full powers to the bearer of an original, extract or copy of the minutes of the meeting to carry out any and all filing and other formalities required by law.

Seventeenth resolution

POWERS TO CARRY OUT FORMALITIES

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



Request for Documents



ACCOR

NOTICE OF MEETING
Tuesday, May 13th 2008

The undersigned :

Address :

Owner of : registred shares ⁽¹⁾

and/or : bearer shares

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

REQUEST TO RETURN TO :
Société Générale
Service des Assemblées
Générales
BP 81236
44312 Nantes cedex 3
France

Signed in :

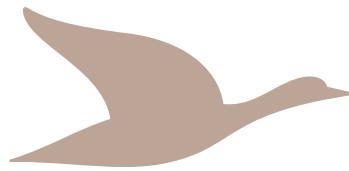
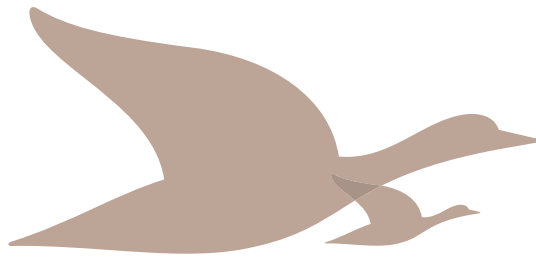
On :2008

Signature :

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







[accor.com](https://www.accor.com)



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