



A French *société anonyme* (limited liability company) with a management board and supervisory board and authorised capital of 599,018,052 euros
Registered office: 2, rue de la Mare-Neuve, 91000 Evry
Company registration: 602 036 444 R.C.S. Evry

**TRANSLATION INTO ENGLISH FOR INFORMATION PURPOSES ONLY
ORIGINAL IN FRENCH**

Issue of 6,965,325 “ORANEs”¹ (bonds redeemable either in new shares or cash) subject to pre-emptive subscription rights for a total of 278,613,000 euros, at a unit price of 40 euros offering 3 bonds for every 86 shares held From 20 July to 26 July 2004 inclusive

A legal notice has been published in the BALO²
on 14 July 2004.



Pursuant to Articles L.412-1 and L.621-8 of the French Monetary and Financial Code, the AMF³ registered this prospectus under number 04-668 on 12 July 2004, in accordance with the provisions of Regulation 98-01. This document has been compiled by the issuer and engages the responsibility of its signatories. This registration does not imply approval of the opportunity of the operation or ratification of the financial and accounting information presented. It has been registered after examination of the relevance and coherence of the information provided in the context of the proposed operation for investors.

NOTICE

The AMF draws the public's attention to the following points:

- the theoretical value of the pre-emptive subscription right is nil based on the closing price of the Accor share on 9 July 2004;
- redemption of the bonds in shares is dependent upon the completion of the acquisition of 4,100,000 Club Méditerranée shares from the Agnelli group;
- in the event that other shareholders do not subscribe to the offer, la Caisse des Dépôts et Consignations, which has undertaken to subscribe to the entire issue, would hold 7.7% of capital and 7.2% of Accor votes after the operation.

The prospectus comprises:

¹ ORANEs = *Obligations remboursables en actions nouvelles ou en numéraire*, i.e. bonds redeemable into either new shares or cash

² BALO = *Bulletin des Annonces Légales Obligatoires*, the French official journal for legal notices

³ AMF = *Autorité des Marchés Financiers*, the French financial markets regulatory authority

- Accor's reference document filed with the AMF on 8 April 2004, under number D. 04-437
- This offering circular.

Copies of the prospectus are available free of charge from Accor's General Management at Direction Générale de Accor, Tour Maine Montparnasse, 33 avenue du Maine, 75755 Paris Cedex 15, and on the websites of Accor (www.accor.com/finance) and the AMF (www.amf-france.org).



Lead Bank



Lead Bank

ACCOR

<p style="text-align: center;">PRINCIPAL FEATURES OF THE ISSUE OF ORANE_s (BONDS REDEEMABLE EITHER IN NEW SHARES OR CASH) (The “Bonds”)</p>
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Issuer:	Accor
Purpose of the issue:	The purpose of the Bond issue is to enable Accor (the “ Company ”) to finance the acquisition of a 28.9% stake in the capital of Club Méditerranée (the “ Acquisition ”), through the proceeds of subscriptions to the Bonds.
Amount of issue:	The total amount of the issue is 278,613,000 euros
Number of Bonds issued:	The number of Bonds issued is 6,965,325 Bonds
Nominal value per Bond:	40 euros
Issue price:	The issue price is the par value, payable in one instalment on the settlement-delivery date.
Gross proceeds of the issue	278,613,000 euros
Pre-emptive subscription right:	The right to subscribe to a guaranteed number of 3 Bonds for every 86 shares held, and to excess new shares, if available. In order to enable subscription to the Bonds at this exercise rate, one shareholder has specifically waived the exercise of the pre-emptive rights attached to 34 of his shares.
Theoretical value of the pre-emptive subscription right:	Based on the closing price of 34.23 euros on 9 July 2004, the theoretical value of the pre-emptive subscription right is nil.
Subscription period:	From 20 July to 26 July 2004 inclusive
Intention of the principal shareholders:	The Caisse des Dépôts et Consignations has undertaken to subscribe to the issue for the guaranteed number of shares represented by its holding in the Company’s capital, and to any excess shares making up the remainder of the issue, which would result in it subscribing to the entire issue if the other shareholders failed to take up their entitlement.
Form of the Bonds:	The Bonds may be held in registered or bearer form.
Settlement date and date from which interest begins to run:	6 August 2004
Maturity:	6 August 2005 unless redeemed early into shares or cash

Maximum life:	12 months (unless redeemed early into shares or cash)
Interest instalments:	<p>The Bonds will bear interest at 2-month Euribor increased by 40 bp on an annual basis. This interest will be payable at the end of every two months after the settlement-delivery date of the Bonds, i.e. on 6 October 2004, 6 December 2004, 6 February 2005, 6 April 2005, 6 June 2005 and 6 August 2005, subject to the following.</p> <p>As an exception, for the two-month period in which the Bonds are redeemed:</p> <ul style="list-style-type: none"> (i) if the redemption is in shares, no interest will be due for the period. (ii) if the redemption is in cash, the interest will be calculated on a time-proportional basis. <p>2-month Euribor refers to the interbank rate in euros applicable to operations of 2 months' duration, as calculated by the European Union Banking Federation and published for information on Moneyline Telerate page 248 (or any other page replacing this or failing that on equivalent Reuters or Bloomberg pages), at 11 am (Brussels time) on the second Target Business Day preceding the first day of the interest period in question.</p> <p>A Target Business Day means any full day when the system "Trans-European Automated Real-Time Gross Settlement Express Transfer" (TARGET) or other system replacing it, is operating. For information, on the basis of 2-month Euribor on 9 July 2004, i.e. 2.094%, plus 40 bp, the interest rate would be 2.494% on 9 July 2004.</p> <p>For a more comprehensive description of the interest rate applicable to the Bonds, please see sub-section 2.3.5.1 of the offering circular.</p>
Gross yield to maturity on issue:	The gross yield to maturity on the settlement date equals 2-month Euribor increased by 40 basis points on an annual basis (if not redeemed into shares and if not redeemed early).
Normal redemption in shares:	On the Redemption Date (as defined in sub-section 2.3.6.1 of the offering circular), the Bonds will be redeemed in full by the delivery of one share per Bond (subject to the adjustments specified in sub-section 2.6.2 of the offering circular).
Date from which shares bear interest following redemption:	The shares issued following redemption of the Bonds will be entitled to any dividend or distribution voted by the Company's General Meeting of Shareholders, as well as any interim dividend decided by the Management Board, after the Redemption Date of the Bonds.
Redemption in cash:	If the sale of 4,100,000 Club Méditerranée shares has not been completed by the companies in the Agnelli group two weeks prior to the Maturity Date (as defined in sub-section 2.3.6.2 below), the Company will redeem all the Bonds on the Maturity Date in cash, at par plus the interest instalment specified above.

If (i) any of the competition authorities to which the case was referred as specified in each of the agreements entered into by Accor with the companies in the Agnelli group and the Caisse des Dépôts et Consignations (described in sub-section 7.1.1.3 of the offering circular) refuses to authorise the Acquisition or attaches conditions to their authorisation, which are for good reason deemed unacceptable by the Company, or if (ii) the acquisition of 4,100,000 Club Méditerranée shares from the companies in the Agnelli group is not made within five business days following notification by the Company of the fulfilment of the condition precedent dependent on securing the necessary authorisations from the French, Community, or foreign competition authorities to which the case was referred (decision in writing from a competition authority to which the case was referred being equivalent to authorisation, considering that the operation does not fall within the scope of notifiable operations under applicable regulations), the Company will redeem in cash, within 10 days of publication by the Company, unless redeemed in cash on the Maturity Date specified above, all the Bonds at par plus the interest instalment under the conditions specified above.

Public notification on redemption of the Bonds:

If the Bonds are redeemed following the Acquisition of 4,100,000 Club Méditerranée shares from companies in the Agnelli group, or if the Acquisition is not completed due to any of the above-mentioned conditions precedent not being met in the specified time, Accor will publish a press release, an information notice in the Official Journal, and a notice via EuronextParis SA.

Rating:

The Bonds are not rated.

Applicable law:

French law.

Listing of the Bonds:

Application will be made to the Premier Marché of Euronext Paris to list the Bonds and the new shares on redemption of the Bonds.

Share price:

Closing price on 9 July 2004: 34.23 euros per share.

Timetable for the operation:

Registration of the offering circular by the AMF	12 July 2004
Publication of the legal notice in the BALO	14 July 2004
Opening of the subscription period, shares go ex-rights and start of listing of pre-emptive subscription rights	20 July 2004
Close of subscription period, end of listing of pre-emptive subscription rights	26 July 2004
Settlement-delivery of Bonds	6 August 2004
Admission of the Bonds to trading	6 August 2004

Availability to public:

The Bonds to be issued in this issue will be available through a public offering subject to pre-emptive subscription rights in France.

Financial intermediaries:

Subscription to the Bonds and payment of funds:

BNP Paribas

Centralisation of funds:

BNP Paribas Securities Services, GIS Emetteurs, Les Collines de l'Arche – 75450 Paris Cedex 9

Investor contact:

Benjamin Cohen, Vice Chairman of the Management Board.
Tel: +33 (0)1 45 38 86 00.

Jacques Stern, Finance Director. Tel: +33 (0)1 45 38 86 36

Eliane Rouyer, Financial Communications Director. Tel: +33 (0)1 45 38 86 26.

Address: Tour Maine-Montparnasse, 33, avenue du Maine, 75755 Paris Cedex 15. Tel: +33 (0)1 45 38 86 00.

NOTICE

In some countries, the distribution of this prospectus, the offering, subscription to the Bonds and the pre-emptive subscription rights, may be subject to specific regulations. Persons in possession of this prospectus should check for any local restrictions and comply with them.

No person (including nominees and trustees) receiving this prospectus may distribute it or circulate it in any jurisdiction where such distribution or circulation would contravene the legislation or regulations in force in that jurisdiction, including the United States of America.

If this prospectus is received by a person or that person's agent or nominee in such a jurisdiction, that person may only subscribe to the Bonds with Accor's express approval. Any person who, for any reason whatsoever, transmits or allows the transmission of this prospectus in such a jurisdiction must draw the attention of the addressee to the provisions of this paragraph.