Accor

(a company established with limited liability in France)

€400,000,000
5 per cent. Bonds due 2006
Issue Price: 99.796 per cent.

The €400,000,000 5 per cent. Bonds due 2006 (the "Bonds") of Accor (the "Issuer") will be issued outside the Republic of France and will mature on20 December 2006.

Interest on the Bonds will accrue at the rate of 5 per cent. per annum from 20 December 2002 (the "Issue Date") and will be payable in Euro annually in arrear on 20 December in each year, commencing on 20 December 2003. Payments of principal and interest on the Bonds will be made without deduction for or on account of taxes of the Republic of France (See "Terms and Conditions of the Bonds—Taxation").

Unless previously purchased and cancelled, the Bonds may not be redeemed prior to 20 December 2006. The Bonds may, and in certain circumstances shall, be redeemed, in whole but not in part, at their principal amount together with accrued interest in the event that certain French taxes are imposed (See "Terms and Conditions of the Bonds—Redemption and Purchase").

The Bonds will, upon issue on 20 December 2002, be inscribed (*inscription en compte*) in the books of Euroclear France which shall credit the accounts of the Account Holders (as defined in "Terms and Conditions of the Bonds—Form, Denomination and Title") including Euroclear Bank S.A./N.V. as operator of the Euroclear System ("Euroclear") and the depository bank for Clearstream Banking, société anonyme ("Clearstream, Luxembourg").

The Bonds will be in bearer form in the denomination of €1,000. The Bonds will at all times be represented in book entry form (*dématérialisé*) in the books of the Account Holders in compliance with Article L.211-4 of the French Code *monétaire et financier*. No physical document of title (including *certificats représentatifs* pursuant to Article 7 of Decree No. 83-359 of 2 May 1983) will be issued in respect of the Bonds.

The long term debt of the Issuer has been rated BBB by Standard & Poor's Rating Services, a division of the McGraw-Hill Companies Inc. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.

Application has been made to list the Bonds on the Luxembourg Stock Exchange.

Joint Lead Managers and Joint Book Runners

BNP PARIBAS **CDC IXIS Capital Markets**

Lehman Brothers **Schroder Salomon Smith Barney**

The date of this Offering Circular is 19 December 2002

The Issuer, having made all reasonable enquiries, confirms that this Offering Circular contains all information with respect to the Issuer, the Issuer and its subsidiaries and affiliates taken as a whole (the "Group") and the Bonds which is material in the context of the issue and offering of the Bonds, that the information and statements contained in this Offering Circular relating to the Issuer, the Group and the Bonds are in every material particular true and accurate and not misleading, that the opinions and intentions expressed in it with regard to the Issuer and the Group are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions, that there are no other facts in relation to the Issuer, the Group or the Bonds the omission of which would in the context of the issue of the Bonds make any information or statement in this Offering Circular misleading in any material respect and that all reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements. The Issuer accepts responsibility accordingly.

This Offering Circular does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Managers (as defined in "Subscription and Sale" below) to subscribe or purchase, any of the Bonds. The distribution of this Offering Circular and the offering of the Bonds in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer and the Managers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers and sales of Bonds and distribution of this Offering Circular, see "Subscription and Sale" below.

No person is authorised to give any information or to make any representation not contained in this Offering Circular and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of the Issuer or the Managers. The delivery of this Offering Circular at any time does not imply that the information contained in it is correct as at any time subsequent to its date.

The Bonds have not been and will not be registered under the U.S. Securities Act of 1933 (the "Securities Act"). Subject to certain exceptions, the Bonds may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")).

Schroder is a trademark of Schroders Holdings plc and is used under licence by Salomon Brothers International Limited.

In connection with this issue, Salomon Brothers International Limited may over-allot or effect transactions with a view to supporting the market price of the Bonds at a level higher than that which might not otherwise prevail. However, there may be no obligation on Salomon Brothers International Limited to do this. Such stabilising, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilising will be carried out in compliance with all applicable laws and regulations and will be undertaken solely for the account of the Joint Lead Managers and not for or on behalf of the Issuer.

TABLE OF CONTENTS

INCORPORATION BY REFERENCE

The audited consolidated financial statements and the related notes thereto of the Issuer for the financial years ended 31 December 2000 and 2001 and the unaudited consolidated financial statements for the six months ended 30 June 2002 shall be deemed to be incorporated in, and to form a part of, this Offering Circular. Copies of such documents are available free of charge on request at the principal office of (i) the Issuer, (ii) the Fiscal Agent and (iii) the Paying Agent in Luxembourg, subject to the provisions of “Subscription and Sale”.

TERMS AND CONDITIONS OF THE BONDS

The terms and conditions of the Bonds will be as follows:

The issue outside the Republic of France of €400,000,000 5 per cent. Bonds due 2006 (the "Bonds") of Accor (the "Issuer") has been authorised by a resolution of the Management Board (*Directoire*) of the Issuer adopted on 6 December 2002 pursuant to the approval of the Supervisory Board of the Issuer adopted on 5 March 2002 and a resolution of the *Assemblée Générale Mixte* of the shareholders of the Issuer adopted on 7 May 2002. The Issuer has entered into a fiscal agency agreement (the "Fiscal Agency Agreement") dated 20 December 2002 with, *inter alia*, BNP Paribas Securities Services, as fiscal agent and principal paying agent. The fiscal agent and principal paying agent and paying agents for the time being are referred to in these Conditions as the "Fiscal Agent", the "Principal Paying Agent" and the "Paying Agents" (which expression shall include the Principal Paying Agent), each of which expression shall include the successors from time to time of the relevant persons, in such capacities, under the Fiscal Agency Agreement, and are collectively referred to as the "Agents". References below to "Conditions" are, unless the context otherwise requires, to the numbered paragraphs below.

1 Form, Denomination and Title

The Bonds are issued in bearer form in the denomination of €1,000. Title to the Bonds will be evidenced in accordance with Article L.211-4 of the French *Code monétaire et financier* by book-entries ("*dématérialisation*"). No physical document of title (including *certificats représentatifs* pursuant to Article 7 of Decree No. 83-359 of 2 May 1983) will be issued in respect of the Bonds.

The Bonds will, upon issue, be inscribed in the books of Euroclear France, which shall credit the accounts of the Account Holders. For the purpose of these Conditions, "Account Holders" shall mean any authorised intermediary institution entitled to hold accounts, directly or indirectly, with Euroclear France, and includes Euroclear Bank S.A./N.V., as operator of the Euroclear System ("Euroclear") and the depository bank for Clearstream Banking, société anonyme ("Clearstream, Luxembourg").

Title to the Bonds shall be evidenced by entries in the books of Account Holders and will pass upon, and transfer of Bonds may only be effected through, registration of the transfer in such books.

2 Status and Negative Pledge

(a) *Status of the Bonds*

The obligations of the Issuer in respect of the Bonds constitute direct, unconditional, (subject as provided below) unsecured and unsubordinated obligations and rank and will rank *pari passu* and without any preference among themselves and (subject to such exceptions as are from time to time mandatory under French law) equally and rateably with all other present or future unsecured and unsubordinated obligations of the Issuer.

(b) *Negative Pledge*

So long as any of the Bonds remains outstanding (as defined below), the Issuer will not create or permit to subsist any mortgage, charge, lien, pledge or other security interest (*sûreté réelle*) upon the whole or any part of its present or future assets or revenues for the benefit of any holders of any Relevant Debt (as defined below) to secure (1) payment of any sum due in respect of any such Relevant Debt or (2) any payment under any guarantee of or indemnity or other like obligation relating to any Relevant Debt, unless the Issuer's obligations under the Bonds are equally and rateably secured (A) by such mortgage, charge, lien, pledge or security interest or (B) by such other security as shall be approved by the *Masse* (as defined in Condition 9) pursuant to Condition 9.

"Relevant Debt" means any present or future indebtedness for borrowed money which is in the form of, or represented by, bonds or notes (*obligations*) which are at the relevant time listed on any stock exchange.

"Outstanding" means, in relation to the Bonds, all the Bonds issued other than: (a) those which have been redeemed in accordance with the Conditions, (b) those in respect of which the date for redemption in accordance with the Conditions has occurred and the redemption moneys (including all interest accrued on such Bonds to the date for such redemption and any interest payable under Condition 3 after such date) have been duly paid to the Fiscal Agent and (c) those which have been purchased and cancelled as provided in Condition 4.

3 Interest

The Bonds bear interest at the rate of 5 per cent. per annum, from and including 20 December 2002 (the "Interest Commencement Date") payable annually in arrear on 20 December in each year (each an "Interest Payment Date"), commencing on 20 December 2003. The period commencing on and including the Interest Commencement Date and ending on but excluding the first Interest Payment Date and each successive period commencing on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is called an "Interest Period". Bonds will cease to bear interest from the date provided for their redemption, unless the Issuer default in making due provision for their redemption on said date. In such event, interest will continue to accrue on the principal amount of such Bonds at the rate of 5 per cent. per annum (as well after as before judgment) until whichever is the earlier of (i) the day on which all sums due in respect of such Bonds up to that day are received by or on behalf of the relevant holder and (ii) the day after the Fiscal Agent has notified the Bondholders in accordance with Condition 10 of receipt of all sums due in respect of all the Bonds up to that day. If interest is required to be calculated for a period of less than one year, it will be calculated on the basis of a day count fraction which will be calculated by taking the number of days in the relevant period, from and including the date from which interest begins to accrue to but excluding the date on which it falls due, divided by the number of days in the Interest Period in which the relevant period falls (including the first such day but excluding the last).

4 Redemption and Purchase

The Bonds may not be redeemed otherwise than in accordance with this Condition 4.

(a) *Final Redemption*

Unless previously redeemed or purchased and cancelled as provided below, the Bonds will be redeemed by the Issuer at their principal amount on the Interest Payment Date falling on 20 December 2006.

(b) *Redemption for Taxation Reasons*

(i) If, by reason of a change in French law or regulator, or any change in the official application or interpretation of such law, becoming effective after the Issue Date, the Issuer would on the occasion of the next payment due in respect of the Bonds, not be able to make such payment without having to pay additional amounts as specified in Condition 6 below, the Issuer may on any Interest Payment Date, subject to having given not more than 45 nor less than 30 days' prior notice to the Bondholders (which notice shall be irrevocable), in accordance with Condition 10, redeem all, but not some only, of the outstanding Bonds at their principal amount provided that the due date for redemption of which notice hereunder may be given shall be no earlier than the latest practicable Interest Payment Date on which the Issuer could make payment of principal and interest without withholding for French taxes.

(ii) If the Issuer would on the occasion of the next payment in respect of the Bonds be prevented by French law from making payment to the Bondholders of the full amount then due and payable, notwithstanding the undertaking to pay additional amounts contained in Condition 6 below, then the Issuer shall forthwith give notice of such fact to the Fiscal Agent and the Issuer shall upon giving not less than seven days' prior notice to the Bondholders in accordance with Condition 10 redeem all, but not some only, of the Bonds then outstanding at their principal amount plus any accrued interest on the latest practicable date on which the Issuer could make payment of the full amount payable in respect of the Bonds without withholding for French taxes, or, if such date is past, as soon as practicable thereafter.

(c) *Purchases*

The Issuer may at any time purchase Bonds together with rights to interest relating thereto in the open market or otherwise at any price.

(d) *Cancellation*

All Bonds which are redeemed or purchased pursuant to paragraphs (b)(i) or (b)(ii) or (c) of this Condition will forthwith be cancelled and accordingly may not be reissued or sold.

5 Payments

(a) *Method of Payment*

Payments of principal and interest in respect of the Bonds will be made in Euro by credit or transfer to a Euro-denominated account (or any other account to which Euro may be credited or transferred) specified by the payee in a city in which banks have access to the TARGET System.

Such payments shall be made for the benefit of the Bondholders to the Account Holders (including Euroclear Bank S.A./N.V. as operator of Euroclear and the depository bank for Clearstream, Luxembourg) and all payments validly made to such Account Holders in favour of the Bondholders will be an effective discharge of the Issuer and the Paying Agents, as the case may be, in respect of such payments.

Payments of principal and interest on the Bonds will be subject in all cases to any fiscal or other laws and regulations applicable thereto in the place of payment, but without prejudice to the provisions of Condition 6.

(b) *Payments on Business Days*

If any due date for payment of principal or interest in respect of any Bond is not a business day, then the holder thereof shall not be entitled to payment of the amount due until the next following day which is a business day and the holder shall not be entitled to any interest or other sums in respect of such postponed payment.

In this Condition "business day" means a day (other than a Saturday or a Sunday or any public holiday in France) on which Euroclear France is open for general business and which is a TARGET Business Day.

No commission or expenses shall be charged to the Bondholders in respect of such payments.

(c) *Fiscal Agent and Paying Agents*

The names of the initial Agents and their specified offices are set out below.

The Issuer reserves the right at any time to vary or terminate the appointment of the Fiscal Agent or Paying Agent and/or appoint additional or other Paying Agents or approve any change in the office through which any such Agent acts, provided that there will at all times be (i) a Fiscal Agent and a Principal Paying Agent having a specified office in a European city and (ii) so long as the Bonds are listed on the Luxembourg Stock Exchange and the rules of that exchange so require, a Paying Agent having a specified office in Luxembourg (which may be the Principal Paying Agent). Any termination or appointment shall only take effect (other than in the case of insolvency, when it shall be of immediate effect) after not more than 45 nor less than 30 calendar days' notice thereof shall have been given to the Bondholders by the Issuer in accordance with Condition 10.

6 Tax Status

(a) *Tax Exemption*

The Bonds being issued outside the Republic of France, interest and other revenues in respect of the Bonds benefit under present law from the exemption from deduction or withholding at source provided for in Article 131 *quater* of the *Code Général des Impôts* (General Tax Code). Accordingly, such interest and other revenues do not give the right to any tax credit from any French source.

(b) *Additional Amounts*

If, pursuant to French laws or regulations, payments of principal or interest in respect of any Bond become subject to deduction or withholding in respect of any present or future taxes, duties, assessments or other governmental charges of whatever nature imposed by or on behalf of the Republic of France or any authority therein or thereof having power to tax, the Issuer shall, to the fullest extent then permitted by law, pay such additional amounts as may be necessary in order that the holder of each Bond, after such deduction or withholding, will receive the full amount then due and payable thereon in the absence of such withholding; provided, however, that the Issuer shall not be liable to pay any such additional amounts in respect of any Bond:

(i) to or to a third party on behalf of a Bondholder who is liable to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of his having some connection with the Republic of France other than the mere holding of such Bond;

(ii) where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to any European Union Directive on the taxation of savings implementing the conclusions of the ECOFIN Council meeting of 26-27 November 2000 or any law implementing or complying with, or introduced in order to conform to, such Directive; or

(iii) more than 30 days after the Relevant Date (as defined below), except to the extent that the holder thereof would have been entitled to such additional amounts the last day of such period of 30 days.

For this purpose, the “Relevant Date” in relation to any Bond means whichever is the later of (A) the date on which the payment in respect of such Bond first becomes due and payable, and (B) if the full amount of the moneys payable on such date in respect of such Bond has not been received by the Fiscal Agent on or prior to such date, the date on which notice is given to Bondholders that such moneys have been so received, notice to that effect shall have been duly published in accordance with Condition 10.

Any references to these Conditions to principal and interest shall be deemed also to refer to any additional amounts which may be payable under the provisions of this Condition 6.

7 Events of Default

If any of the following events (each an “Event of Default”) shall have occurred and be continuing:

(i) default in any payment when due of interest on any of the Bonds, if such default shall not have been remedied within 5 business days (as defined in Condition 5(*a*)) thereafter; or

(ii) default in the performance of, or compliance with, any other obligation of the Issuer under the Bonds other than as referred to in Condition 7(i) above, if such default shall not have been remedied within 30 calendar days after receipt by the Fiscal Agent of written notice of such default given by the Representatives (as defined in Condition 9); or

(iii) the Issuer makes any proposal for a general moratorium in relation to its debts; or applies for the appointment of a *mandataire* ad hoc or a conciliator (*conciliateur*) in each case in the context of solvency concerns; or enters into an amicable settlement (*accord amiable*) with its creditors pursuant to Articles L.611-3 to L.611-6 of the *Code de Commerce*; or a judgment is issued for the judicial liquidation (*liquidation judiciaire*) or for the transfer of the whole of the business (*cession totale de l’entreprise*) of the Issuer; or, to the extent permitted by applicable law, if the Issuer is subject to any other insolvency or bankruptcy proceedings; or if the Issuer makes any conveyance, assignment or other arrangement for the benefit of, or enters into a composition with, all or a substantial number of its creditors with a view to a restructuring or rescheduling of its indebtedness; or if the Issuer is wound up or dissolved except with the prior approval of the *Masse* for the purposes of an amalgamation, reorganisation, consolidation or merger which is implemented; or

(iv) any other present or future indebtedness of the Issuer for or in respect of borrowed money becomes due and payable (*exigible*) prior to its stated maturity by reason of the occurrence of a default, event of default or other similar condition or event (however described) with equivalent effect (together, “default”), provided that the aggregate amount of the relevant indebtedness equals or exceeds € 100,000,000 or its equivalent unless such default is contested in good faith by the Issuer before a competent court or by other appropriate proceedings provided that the claim alleging the occurrence of such default is withdrawn, dismissed or stayed within 90 calendar days from the date on which the relevant indebtedness was first alleged to have become due and payable; or

(v) all or any substantial part of the property, assets or revenues of the Issuer shall be attached or shall become subject at any time to any order of court or the enforcement of any security interests (*sûretés réelles*) and such attachment or order shall remain in effect and not be discharged for, or the steps taken to enforce any such security interests shall not be withdrawn or stayed within 30 calendar days,

then the Representatives may, by notice in writing to the Issuer and the Fiscal Agent given on behalf of the Bondholders before all continuing Events of Default shall have been remedied, cause the Bonds to become immediately due and payable whereupon they shall become immediately due and payable without further formality at the principal amount of the Bonds together with any accrued interest thereon.

8 Issuer Authorisations

If at any time an authorisation becomes necessary to permit the Issuer to pay the principal of, or interest on, the Bonds as a result of any change in the official application of, or any amendment to, the laws or regulations of France, the Issuer shall immediately apply for the necessary authorisations and forthwith provide copies of such application to the Fiscal Agent. The Issuer shall provide copies of such authorisations to the Fiscal Agent within a reasonable period after they are obtained.

9 Representation of the Bondholders

The Bondholders will be grouped automatically for the defence of their respective common interests in a masse (hereinafter referred to as the "*Masse*").

The *Masse* will be governed by the provisions of the French *Code de Commerce* with the exception of Articles L.228-48, L.228-59, L.228-71 and L.228-72 thereof (the "Law"), by the decree no. 67-236 of 23 March 1967, as amended, with the exception of Articles 222, 224, 226 and 234 thereof, and by the conditions set out below, provided that notices calling a general meeting of the Bondholders (a "General Meeting") and the resolutions passed at any General Meeting and any other decision to be published pursuant to French legal and regulatory provisions will be published only as provided under Condition 10 below:

(a) *Legal Personality*

The *Masse* will be a separate legal entity, by virtue of Article L.228-46 of the French *Code de Commerce* acting in part through a representative (the "Representative") and in part through a General Meeting.

The *Masse* alone, to the exclusion of all individual Bondholders, shall exercise the common rights, actions and benefits which now or in the future may accrue with respect to the Bonds.

(b) *Representative*

The office of Representative may be conferred on a person of any nationality. However, the following persons may not be chosen as Representative:

(i) the Issuer;

(ii) any entity holding (directly or indirectly) at least 10 per cent. of the share capital of the Issuer or at least 10 per cent. of the share capital of which is held by the Issuer;

(iii) any entity guaranteeing all or part of any obligations of the Issuer;

(iv) any member of the Supervisory Board (*Conseil de Surveillance*) or of the Management Board (*Directoire*) of the Issuer, the Statutory Auditors of the Issuer, or any employee, managing director or director (or their respective ascendants, descendants and spouses) of the entities referred to in (i), (ii) and (iii) above; and

(v) persons who have been prohibited from practising as a banker or who have been deprived of the right to direct, administer or manage an enterprise in any capacity whatsoever.

The initial Representative shall be:

Association de Représentation des Masses d'Obligataires

electing domicile at

Centre Jacques Ferronière
32, rue du Champ de Tir
BP 81236
44312 Nantes Cedex 3
France

The Representative will initially be represented by Mr. Alain Foulonneau, Chairman and President.

In the event of retirement or revocation of the Representative, a replacement will be elected by a General Meeting.

All interested parties will at all times have the right to obtain the name and the address of the Representative at the head office of the Issuer and at the offices of any of the Paying Agents.

(c) *Powers of the Representative*

The Representative shall, in the absence of any decision to the contrary of the General Meeting of Bondholders, have the power to take all acts of management to defend the common interests of the Bondholders.

All legal proceedings against the Bondholders or initiated by them must be brought against the Representative or by it, and any legal proceedings which shall not be brought in accordance with this provision shall not be legally valid.

The Representative may not interfere in the management of the affairs of the Issuer.

(d) *General Meetings*

General Meetings may be held at any time, on convocation either by the Issuer or the Representative. One or more Bondholders, holding together at least one-thirtieth of outstanding Bonds may address to the Issuer and the Representative a demand for convocation of the General Meeting; if such General Meeting has not been convened within two months from such demand, such Bondholders may commission one of themselves to petition the competent court in Paris to appoint an agent (*mandataire*) who will call the meeting.

Notice of the date, hour, place, agenda and quorum requirements of any General Meeting will be published as provided in Condition 10 not less than 15 days prior to the date of the General Meeting.

Each Bondholder has the right to participate in General Meetings in person or by proxy. Bondholders will be notified of the procedures for voting by proxy. Each Bond carries the right to one vote.

(e) *Powers of General Meetings*

A General Meeting is empowered to deliberate on the fixing of the remuneration of the Representatives and on their dismissal and replacement, and also may act with respect to any other matter that relates to the common rights, actions and benefits which now or in the future may accrue with respect to the Bonds, including authorising the Representative to act at law as plaintiff or defendant.

A General Meeting may further deliberate on any proposal relating to the modification of these Conditions, including:

(i) any proposal, whether for arbitration or settlement, relating to rights in controversy or which were the subject of judicial decisions; and

(ii) any proposal relating to the issue of securities carrying a right of preference compared to the rights of Bondholders),

it being specified, however, that a General Meeting may not increase amounts payable by the Bondholders, nor establish any unequal treatment between the Bondholders, nor decide to convert the Bonds into shares of the Issuer or any other entity.

General Meetings may deliberate validly on first convocation only if Bondholders present or represented hold at least one-quarter of the principal amount of the Bonds then outstanding. On second convocation, no quorum shall be required. Decisions at meetings shall be taken by a simple majority of votes cast by the Bondholders attending such meeting or represented thereat.

(f) *Information to the Bondholders*

Each Bondholder or representative thereof will have the right, during the 15 day period preceding the holding of each General Meeting, to consult or make a copy of the text of the resolutions which will be proposed and of the reports which will be presented at the meeting, which will be available for inspection at the principal office of the Issuer, at the offices of the Paying Agents and at any other place specified in the notice of meeting.

(g) *Expenses*

The Issuer will pay all reasonable expenses incurred in the operation of the *Masse*, including expenses relating to the calling and holding of meetings and the expenses which arise by virtue of the remuneration of the Representative, and more generally all administrative expenses resolved upon by a General Meeting of the Bondholders, it being expressly stipulated that no expenses may be imputed against interest payable on the Bonds.

(h) *Notice of Decisions*

Decisions of the meetings shall be published in accordance with the provisions set out in Condition 10 not more than 90 days from the date thereof.

10 Notices

Any notice to the Bondholders shall be validly given in a leading newspaper having general circulation in Luxembourg, which, so long as the Bonds are listed on the Luxembourg Stock Exchange and the rules of that stock exchange so require, is expected to be the *Luxemburger Wort*, or if publication therein shall not be practicable, in such other newspaper as the Fiscal Agent shall deem necessary to give fair and reasonable notice to the Bondholders. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once or on different dates, on the first date on which such publication is made.

11 Prescription

Claims against the Issuer for the payment of principal and interest in respect of the Bonds shall become prescribed 10 years (in the case of principal) and five years (in the case of interest) from the due date for payment thereof.

12 Further Issues

The Issuer may, from time to time without the consent of the Bondholders, issue further Bonds to be assimilated (*assimilables*) with the Bonds as regards their financial service, provided that such further Bonds and the Bonds shall carry rights identical in all respects (or in all respects except for the first payment of interest thereon) and that the terms of such further Bonds shall provide for such assimilation. In the event of such assimilation, the Bondholders and the holders of any assimilated Bonds will, for the defence of their common interests, be grouped in a single *Masse* having legal personality.

13 Governing Law and Jurisdiction

The Bonds are governed by the laws of the Republic of France.

For the benefit of the Bondholders, the Issuer submits to jurisdiction of the competent courts in Paris. This submission shall not limit the right of any Bondholder to take proceedings in any other court of competent jurisdiction.

FISCAL AGENT AND PRINCIPAL PAYING AGENT

BNP Paribas Securities Services
Les Collines de l'Arche
92057 La Défense
France

PAYING AGENT

BNP Paribas Luxembourg
23 Avenue de la Porte Neuve
L-2085 Luxembourg

USE OF PROCEEDS

The net proceeds from the issue of the Bonds, which will be approximately €397,984,000, will be used for the general purposes of the Issuer.

DESCRIPTION OF ACCOR

Accor was established on the 22 April 1960 and duly registered with the *Registre du commerce et des sociétés* of Evry under the registration no. RCS EVRY B602036444. It is a *société anonyme* (limited liability company) governed by the French *Code de commerce* with a *Directoire* (Management Board) and a *Conseil de surveillance* (Supervisory Board). Accor, present in 140 countries with 147,000 employees, is the leading European and one of the world's leading groups in its two worldwide activities, hotels and services. Accor is also involved in travel agency activities, casinos, restaurants and on-board train services.

Hotels

Accor is one of the world's largest hospitality groups, with 3,654 properties and 415,769 rooms in 84 countries at 31 December 2001. Accor's unique position in the global hospitality industry is based on a presence across all market segments, from economy lodging to luxury hotels. Accor is a leading operator in the economy segment, with the Ibis, Etap Hotel, Formule 1, Red Roof Inns and Motel 6 chains, as well as in business and leisure hotels through the Sofitel, Novotel and Mercure chains, the Coralia (resorts), Atria (conference centres) and Thalassa (spas) brands, and the Parthenon flat hotels in Brazil.

Accor's unique position is also derived from the global presence of its brands, which express its expertise around the world. According to the MKG Conseil database (February 2002 figures), Accor is the largest hospitality group in Europe, with a network of 202,128 rooms accounting for 49 per cent. of its room base at 31 December 2001. Another 32 per cent. of its room base is offered in North America, while Latin America accounts for 4 per cent., Africa and the Middle East 4 per cent. and the Asia-Pacific region 11 per cent.

Geographical breakdown of hotel portfolio at 31 December 2001

	France		Europe (excl. France)		North America		Latin America		Africa Middle-East		Asia Pacific		Total	
	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*
Sofitel	41	*6,954*	31	*5,519*	8	*2,632*	11	*2,032*	21	*4,069*	39	*8,411*	151	*29,617*
Novotel	125	*15,947*	113	*18,930*	6	*1,834*	14	*1,884*	13	*2,160*	70	*17,125*	341	*57,880*
Mercure	296	*27,277*	174	*22,130*			83	*8,814*	23	*2,988*	79	*11,218*	655	*72,427*
Ibis	327	*28,877*	210	*25,395*			15	*1,871*	12	*1,357*	19	*3,371*	583	*60,871*
Etap Hotel	172	*12,722*	63	*5,048*							1	*120*	236	*17,890*
Formule 1	284	*21,179*	42	*3,020*			1	*300*	24	*1,667*	12	*993*	363	*27,159*
Red Roof Inns					360	*39,563*							360	*39,563*
Motel 6					852	*90,276*							852	*90,276*
Others	16	*1,835*	42	*7,295*	1	*242*			23	*3,348*	31	*7,366*	113	*20,086*
Total	1,261	*114,791*	675	*87,337*	1,227	*134,547*	124	*14,901*	116	*15,589*	251	*48,604*	3,654	*415,769*
Total in %	35%	*28%*	18%	*21%*	34%	*32%*	3%	*4%*	3%	*4%*	7%	*11%*	100%	*100%*

A third aspect of Accor's unique position concerns the diversity of its types of operation. Most hotels are operated directly, with 65 per cent. of rooms being owned or leased, while another 19 per cent. are operated under management contracts and 16 per cent. are franchised.

Accor believes that supporting its global brand presence across all market segments, with appropriate type of operation, is critical to maintaining a balanced hotel portfolio capable of mitigating cyclical exposure.

Breakdown of hotel portfolio by type of operation at 31 December 2001

	Owned		Leased		Managed		Franchised		Total		Breakdown in % of number of rooms
	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	Number of hotels	*Number of rooms*	
Sofitel	26	*3,849*	39	*8,877*	77	*14,538*	9	*2,353*	151	*29,617*	7%
Novotel	65	*9,324*	142	*21,368*	95	*21,495*	39	*5,693*	341	*57,880*	14, %
Mercure	63	*7,414*	198	*25,835*	219	*25,015*	175	*14,163*	655	*72,427*	17%
Ibis	139	*15,278*	210	*25,879*	54	*6,858*	180	*12,856*	583	*60,871*	15%
Etap Hotel	72	*5,224*	85	*6,774*	6	*559*	73	*5,333*	236	*17,890*	4%
Formule 1	218	*15,948*	131	*10,255*	3	*231*	11	*725*	363	*27,159*	7%
Red Roof Inns	102	*12,294*	158	*18,040*			100	*9,229*	360	*39,563*	10%
Motel 6	229	*25,546*	492	*56,019*	1	*59*	130	*8,652*	852	*90,276*	22%
Others	7	*1,473*	10	*1,411*	57	*10,501*	39	*6,701*	113	*20,086*	4%
Total	921	*96,350*	1,465	*174,458*	512	*79,256*	756	*65,705*	3,654	*415,769*	100%
Total in %	25%	*23%*	40%	*42%*	14%	*19%*	21%	*16%*	100%	*100%*	

Services

Accor is the world's leading issuer of service vouchers for public and private sector employees. Present in 31 countries with 13 million daily users, Accor Services had 345,000 corporate customers and 1,000,000 affiliates at 31 December 2001. Its product range provides employers with efficient solutions for enhancing their company image, while reducing their operating costs.

The business' core product is Ticket Restaurant, the meal voucher created in the late 1960s to enable employers who did not have a staff restaurant to offer employees a subsidised lunch. Since then, the voucher principle has been extended to a broad array of services, which are today delivered by five product families:

- Food Vouchers offer a flexible, cost-effective alternative to staff restaurants (Ticket Restaurant, Ticket Alimentation, Luncheon Vouchers).
- Personal Assistance and Services contribute to employee well-being by facilitating support programmes (Ticket Emploi Domicile, Familylife Solutions, Americare) or childcare services (Childcare Vouchers).
- Expense Management offers practical solutions to manage employee business expenses; in particular, those related to company cars (Ticket Car, Ticket Combustible) and uniform cleaning (Clean Way).
- Public Sector Services improve the effectiveness of public assistance programs, by helping people purchase basic necessities and providing transportation for jobseekers.
- Incentives/Events cover a variety of employee incentive and award programs (Top Premium, Suprême Award, Incentive House).

The service voucher principle works as follows. Companies or institutions purchase vouchers from Accor at face value plus a service commission. They then sell the vouchers on to their employees at a price lower than face value and, in most countries, benefit from a tax rebate, whose amount varies according to local legislation (€4.60 in France since 1 January 2002). The employee spends the vouchers at face value at affiliated restaurants or merchants, which redeem the vouchers for the face value less a refund commission. Between the time Accor is paid the value of the vouchers sold and the time it repays the affiliate, the funds are invested and generate interest income, which, in addition to the service and refund fees, constitutes the business' revenue.

Service vouchers have demonstrated their economic and social usefulness in both developed and emerging markets. Since 1995, Accor Services has been transitioning the vouchers from paper to magnetic strip or smart cards, which are easier to use, more secure and less costly to manage. At year-end 2001, there were nearly 885,000 users of Accor Services cards, primarily in Brazil, Argentina, France, Sweden and Italy.

Other Activities

Travel Agencies

Through its 50 per cent. interest in Carlson Wagonlit Travel, Accor is the world's second largest provider of business travel services, in terms of traffic booked. The joint venture was created in January 1997 by the merger of Accor's travel services business and US-based Carlson Companies, following on from the business agreement signed in 1994. It operates in 140 countries worldwide, advising large international companies and organisations of all sizes on implementation of their travel policies and management of their business travel expenses. Growth is being driven by new technologies and high-value added services, with a B2B portal offering customers direct access to information, online booking and travel expense statistics.

Casinos

France's third largest casino operator, Accor is committed to becoming a European leader in this business with its financial partner, Colony Capital. As part of this strategy, Colony Capital acquired during 2002 a 50 per cent. interest in Accor Casinos, with Accor retaining responsibility for the company's management. The transaction will further enhance Accor Casinos' credibility with local authorities, while strengthening the company's financial resources to drive successful implementation of its strategic vision. As of 31 December 2001, Accor managed a total of 16 casinos, including one in Belgium and another in Malta. Two new concessions were recently awarded in Switzerland.

Restaurants

Accor is active in all segments of the gourmet food industry through its Lenôtre subsidiary. As Accor's world famous luxury brand, Lenôtre provides premium catering services and manages a chain of 40 boutiques in eight countries, including Germany, the United States, Japan, South Korea and Kuwait. In France, the company operates eight boutiques, manages three prestigious restaurants in Paris, including Pré Catalan and Pavillon de l'Elysée, and trains nearly 3,000 food service professionals in its school every year. As of 31 December 2001, Accor had ten employees who have been awarded *Meilleur Ouvrier de France* status, a wine steward who was elected the World's Best Sommelier in 2000, and a portfolio of more than 30,000 recipes. In 2001, synergies between Lenôtre and Accor's hotel restaurants were actively developed throughout the year.

The Restaurants business also includes managed food services in Italy through the Gemeaz Cusin subsidiary and in Brazil as part of a joint venture with Britain's Compass Group plc.

On-board train services

Accor is the European leader in food services onboard trains, through its Compagnie des Wagons-Lits subsidiary. The company is particularly active on railways in Southern and Northern Europe, where it helps enhance the travel experience with dining and sleeping car services.

Personnel of managed activities

	1999	2000	2001
Hotels	**90,546**	**101,317**	**102,067**
Services	**3,548**	**3,933**	**3,449**
Other activities			
Travel agencies	7,015	7,702	8,083
Casinos	1,123	1,448	1,802
Restaurants	19,811	22,557	20,805
On board train services	4,816	5,130	5,115
Other	1,991	3,260	5,427
Total	**128,850**	**145,347**	**146,748**

RECENT DEVELOPMENTS, OUTLOOK & STRATEGY

Important events since the beginning of 2002

Nine-Month Sales for 2002

Consolidated sales for the first nine months of 2002 were down 1.7 per cent. On a like-for-like basis, sales held steady over the period (-0.1 per cent.), with a 1.0 per cent. increase in the third quarter.

Hotels

Hotel sales at 30 September were down 0.6 per cent., reflecting the impact of the economic slowdown, which reduced like-for-like sales by 1 per cent., and a weaker dollar. The contribution from newly opened hotels added 3.4 per cent.

On a comparable basis, third-quarter sales were stable, declining 0.1 per cent. This represents an improvement over the first half, when sales contracted by 1.5 per cent.

Hotel RevPAR[1] by market segment September 2002, year to date	**Occupancy Rate**		**Average Room Rate**	**RevPAR[1]**
	(in %)	*(var. in pts)*	*(var. in %)*	*(var. in %)*
Business and Leisure Europe	64.1%	- 2.8	+ 2.0%	- 2.2%
Economy Europe....................	75.5%	- 1.4	+ 4.8%	+ 2.9%
Economy U.S.	66.7%	- 2.0	- 1.4%	- 4.2%

Note:

(1) Revenue per average room

Services

Sales of Services enjoyed sustained growth during the first nine months, rising 16.8 per cent. like-for-like. The reported decline of 3.6 per cent. was due to currency devaluations in Latin America. In terms of earnings, the currency effect has only a limited impact, however, because of higher interest rates and the fact that expenses are denominated in the local currency.

First Half 2002 results

	June 2001	**June 2002**	**% Change**
		In EUR millions	
Sales	3,600	3,585	-0.4%
EBITDAR..	960	933	-2.8%
Profit before tax......................................	355	303	-14.7%
Net income	224	221	-1.3%
Earnings per share (EUR)......................	1.14	1.12	-1.7%

In an environment shaped by the impact of 11 September and the global economic slowdown, Accor maintained its EBITDAR margin for the six months ending 30 June

2002 at 26.0 per cent., versus 26.7 per cent. for the prior-year period, while reporting earnings per share of EUR 1.12, comparable to the EUR 1.14 posted in first-half 2001.

Earnings resilience was supported by sustained demand for Economy Hotels in Europe and the responsiveness of Accor teams in keeping operating costs under control.

Business and Leisure Hotels in Europe and the United States were adversely affected by the slowdown in business, especially in major cities.

Services again enjoyed strong earnings growth, which was partially offset by currency devaluations in South America.

Development

Hotel business

Early 2002 was marked by the opening of several new Sofitel hotels, the Group's luxury chain, including the Sofitel Saint James London (186 rooms) in Mayfair, the Sofitel Palm Beach Marseille (160 rooms) on the Corniche Kennedy, the Sofitel Chicago Water Tower (415 rooms) near the Magnificent Mile and The Loop, the city's business district, and Sofitel Lafayette Square Washington D.C. (237 rooms), just minutes from the White House. The Sofitel network will thus include 160 properties (32,203 rooms) in 53 countries. In all, 11 new Sofitels totalling 3,194 rooms have recently been or will soon be opened at prestigious addresses and in unique locations.

With 164 new hotels totalling 20,439 rooms opened as of 30 September, Accor pursued its growth while reducing its expansion investments by 17 per cent. compared to the first half 2001. Europe is the priority region for investments and the vast majority of new hotels are in the mid-range and economy segments.

In October 2002, Accor signed final agreements with German hotel-industry Dorint AG and its primary shareholder Dr. Herbert Ebertz and now holds a 17 per cent. interest in the German group.

Under the terms of these agreements, Accor is to buy another 13 per cent. interest. As a result, Accor will own 30 per cent. of Dorint AG. From 2008 to 2010 Accor has a possibility to increase its share by another 25 per cent. interest, through a call option exercisable at its own initiative. Accor is expected to be represented at the Supervisory Board of Dorint.

Furthermore, Corporate bodies of Dorint AG have approved a strategic partnership based on franchise contracts and commercial agreements. Under these agreements, all Dorint Hotels will be co-branded as Dorint-Sofitel, Dorint-Novotel and Dorint-Mercure. Sales and Marketing teams of Dorint will be integrated into the Accor network. The co-branded hotels will benefit from the distribution and sales forces of Accor through its Central Reservation System, Internet Web Site and international recognition of its brands. This will also enable some cost improvements.

Through these agreements, Accor will strengthen its position in one of the largest European Market, extending its Sofitel Network by around twenty properties, and at the same time, Dorint will benefit from the commercial integration into Accor network while increasing its financial position.

The implementation of these agreements is subject to the approval of the Competition Authorities.

Services business

In the services sector, Accor pursued its international development in new employee assistance and human resources consulting markets with the acquisition of Davidson and Trahaire, one of Australia's leading corporate human resources consulting and employee assistance company.

With 14 years of experience, Davidson and Trahaire serves 450 of Australia's largest corporations and public institutions with a range of human resources support services, including employee assistance programmes, trauma debriefing and counselling, skills assessment and training.

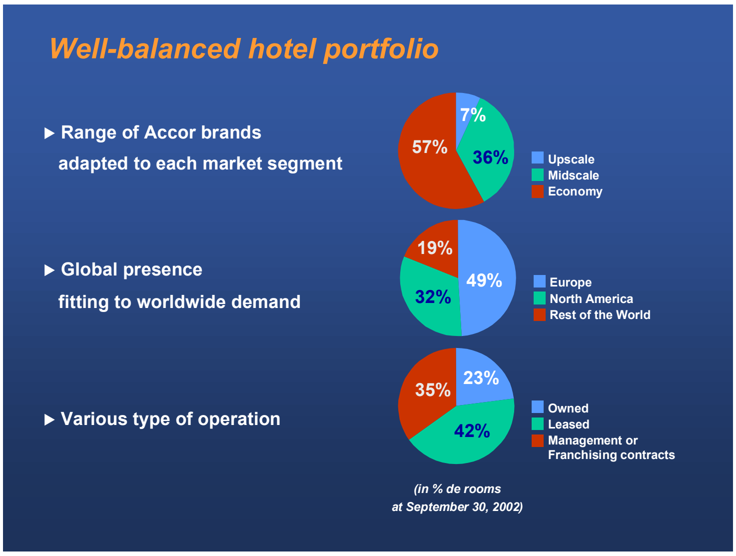
In October 2002, Accor also announced its partnership with Natexis Banques Populaires to launch "Tesorus", an innovative employee savings product developed within the framework of France's "Fabius" Law on employee savings plans. Tesorus for companies with fewer than 100 employees. It combines ease of management for the company and flexibility for employees.

Outlook and Strategy

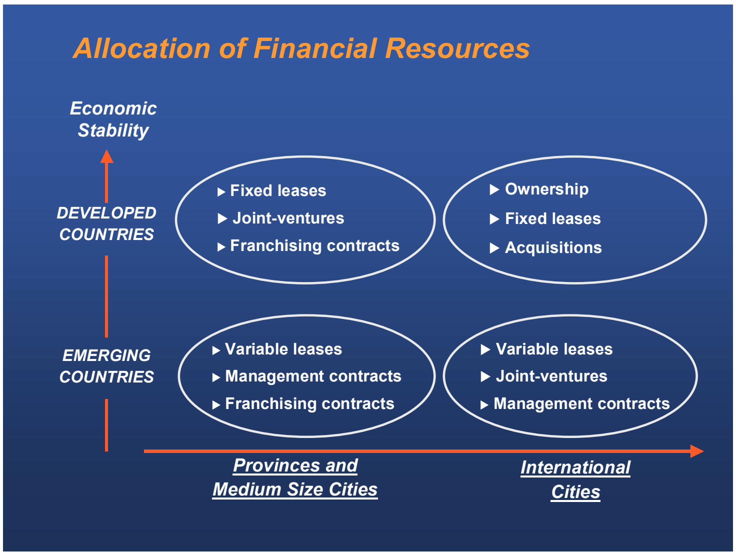
Hotels

The effectiveness of the Accor business model was demonstrated in last year's difficult environment, when the travel and tourism industry was adversely affected in the second half by the economic slowdown in the United States and the tragic events of 11 September. Accor expects that it should deliver better results once the economy starts to improve since the businesses that were hit hardest by the slowdown should be the first to benefit from the recovery.

The model focuses on striking a balance between both the various geographic sources of revenue and the different businesses' sensitivity to economic cycles. A similar balance is maintained between directly-operated hotels, where Accor invests its own capital, and businesses not requiring any capital investment (franchise operations and hotels managed under contract), allowing risks to be managed more effectively.

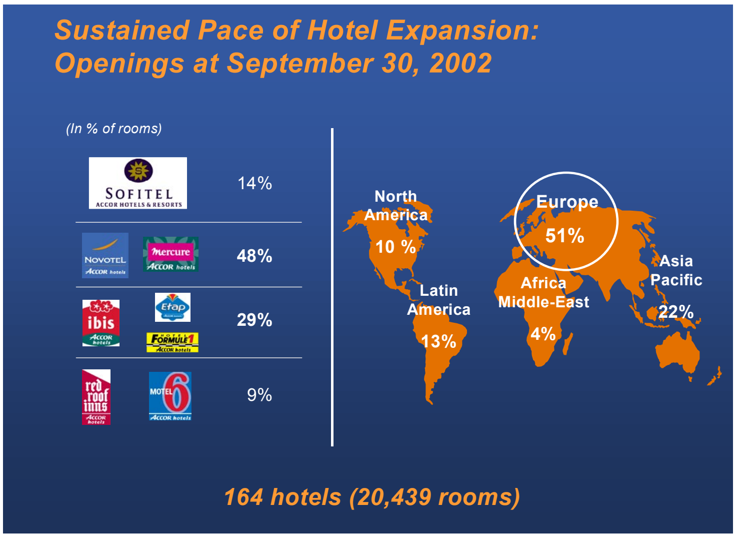


The related financial strategy, which focuses on raising appropriate forms of financing, helps to support business growth. It is designed to maximise shareholder value, notably by increasing earnings per share, while keeping risks to a minimum and maintaining financial ratios at appropriate levels.



The policy concerning rental expenses consists of paying fixed rentals, wherever possible, in developed countries and for hotels in the economy and mid-price ranges, to mirror the overall stability of the related revenues. In emerging countries and for premium hotels, variable rentals may be negotiated, to take account of the generally more volatile revenue streams.

One of the drivers of profitable growth is the sustained development of the hotel base. In 2002 and subsequent years, Accor plans to add around 25,000 rooms per year, excluding acquisitions. This fast pace will be underpinned by Accor's ability to integrate the new projects into existing chains, each of which manages its own sales, marketing and distribution processes, uses the same construction techniques for all its units, and operates centralised purchasing systems. the new projects into existing chains, each of which manages its own sales, marketing and distribution processes, uses the same construction techniques for all its units, and operates centralised purchasing systems.



Services

Expansion in the Services business is being led by a three-pronged strategy. First, every year, Accor enters new geographic markets, such as Australia in 2002, China in 2000 (Beijing) and 2001 (Shanghai) and Lebanon in 2001. Second, new products are being developed for marketing alongside the traditional offering. And third, products are being extended to new customers, such as government workers in France and Italy.

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001

In accordance with the terms of our appointment at the Annual Meeting, we have audited the consolidated financial statements of Accor, prepared in euros for the year ended 31 December 2001, as attached to this report.

These financial statements have been prepared by the Management Board. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with professional standards applied in France. These standards require that we plan and perform the audit to obtain reasonable assurance that the consolidated financial statements are free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management in preparing the financial statements, as well as the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements have been properly prepared in accordance with accounting principles generally accepted in France and give a true and fair view of the assets and liabilities, financial position and results of the consolidated companies.

In addition, we have verified the information given in the Management Board Report. We are satisfied that this information is fairly stated and agrees with the consolidated financial statements.

Neuilly, 6 March 2002

The Statutory Auditors		The Independent Accountants
Barbier Frinault & Autres	Deloitte Touche Tohmatsu--Audit	Deloitte Touche Tohmatsu

Members of the Versailles Chamber of Auditors

Christian Chochon   Alain Pons

CONSOLIDATED FINANCIAL STATEMENTS OF ACCOR

The following tables are summaries of the audited consolidated financial statements of Accor as at, and for the years ended, 31 December 1999, 2000 and 2001 and should be read in conjunction with the audited consolidated financial statements and related notes of Accor which are incorporated by reference in this Offering Circular.

Consolidated Balance Sheet

	at 31 December		
	1999	**2000**	**2001**
		(€ millions)	
Assets			
Goodwill (net of amortisation)	**1,684**	**1,911**	**1,879**
Intangible fixed assets	**530**	**581**	**533**
Property, plant and equipment net of accumulated depreciation	**4,518**	**4,696**	**5,026**
Long-term loans	280	294	334
Investments in associated equity companies	204	303	266
Other financial assets	163	176	282
Financial assets	**647**	**773**	**882**
Fixed assets	**7,379**	**7,961**	**8,320**
Inventories	78	85	89
Trade accounts receivables	1,052	1,201	1,218
Other receivables	803	876	926
Service vouchers reserve funds	230	259	305
Receivables on short-term asset disposals	265	102	101
Short-term loans	138	79	47
Marketable securities	619	792	830
Cash and equivalents	488	599	264
Current assets	**3,673**	**3,993**	**3,780**
Total assets	**11,052**	**11,954**	**12,100**

Consolidated Balance Sheet (continued)

	at 31 December		
	1999	**2000**	**2001**
		(€ millions)	
Liabilities and Shareholders'Equity Share capital			
Share capital	556	591	592
Additional paid-in capital	1,655	1,894	1,892
Reserves (retained earnings)	627	724	926
Translation adjustments	89	187	255
Net income for the year	352	447	474
Shareholders' equity	**3,279**	**3,843**	**4,139**
Minority interests	185	141	140
Shareholders' equity and minority interests	**3,464**	**3,984**	**4,279**
Provisions	604	609	537
Repackaged Perpetual Subordinated Floating Rate Notes (TSDI)	363	270	214
Convertible bonds	291	—	—
Exchangeable bonds	434	434	—
Other long-term debt	1,667	2,477	3,007
Capital leases	242	216	220
Long-term debt	**2,997**	**3,397**	**3,441**
Non-current liabilities and shareholders' equity	**7,065**	**7,990**	**8,257**
Trade accounts payable	584	677	683
Other payables	1,083	1,241	1,064
Service vouchers in circulation	1,142	1,325	1,446
Short-term debt	831	251	537
Due to banks	347	470	113
Current liabilities	**3,987**	**3,964**	**3,843**
Total liabilities and shareholders' equity	**11,052**	**11,954**	**12,100**

Consolidated Income Statement

	1999	2000	2001
		(€ millions)	
Revenues	**6,044**	**6,946**	**7,218**
Other operating revenues	61	62	72
Consolidated sales	**6,105**	**7,007**	**7,290**
Operating expenses	(4,545)	(5,117)	(5,319)
EBITDAR	**1,560**	**1,891**	**1,971**
Rental expense	(478)	(616)	(698)
EBITDA	**1,082**	**1,275**	**1,273**
Depreciation and operating provision expense	(359)	(428)	(443)
EBIT	**723**	**847**	**830**
Net financial expense	(143)	(121)	(92)
Net income from associated equity companies, Group share	15	25	20
Total income from operations	**595**	**751**	**758**
Result from management of hotel portfolio	18	19	29
Current income before taxes	**613**	**770**	**787**
Result from management of other assets	(29)	23	66
Goodwill amortisation	(68)	(96)	(102)
Income taxes	(222)	(256)	(246)
Exceptional items (net of taxes)	82	35	—
Minority interests	(24)	(28)	(31)
Consolidated net income, Group share	**352**	**447**	**474**
Average number of shares outstanding (in thousands)	**181,280**	**196,002**	**197,042**
Earnings per share (in €)	**1.94**	**2.28**	**2.40**
Net income, fully diluted	**1.89**	**2.27**	**2.39**

Consolidated Statement of sources and uses of Funds

	1999	2000	2001
		(€ millions)	
EBITDA	1,082	1,275	1,273
Finance (including financial provision)	(143)	(121)	(92)
Income tax (including tax provision)	(206)	(170)	(161)
Cancellation of financial and tax provisions	35	(6)	(21)
Dividends from associated equity companies	10	6	6
Consolidated cash flow from operations	**778**	**984**	**1,005**
Investments for renovation and maintenance(1)	(431)	(422)	(405)
Free cash flow	**347**	**562**	**600**
New capital and technology expenditure(2)	(2,680)	(1,251)	(923)
Proceeds from asset disposals (excluding Europcar)(3)	1,428	843	535
Net impact of the sale of Europcar(4)	440	—	—
Decrease/(increase) in working capital(5)	14	116	(115)
Non operating gains (losses)	(72)	(56)	(36)
Net sources / (uses) from operations	**(523)**	**214**	**61**
Dividends(6)	(218)	(248)	(271)
Capital increases / (decrease)(7)	101	274	(1)
Currency translation adjustments on fixed assets and shareholders' equity(8)	(243)	(97)	(93)
Changes in the scope of consolidation on provisions and minority interests(9)	52	(24)	2
Decrease/(increase) in net indebtedness	**(831)**	**119**	**(302)**
Net indebtedness (beginning of the period)	(1,834)	(2,665)	(2,547)
Net indebtedness (end of the period)	(2,665)	(2,547)	(2,849)
Decrease/(increase) in net indebtedness	**(831)**	**119**	**(302)**
Cash flows from operating activities	**719**	**1,044**	**854**
Cash flows from investing activities(1)+(2)+(3)+(4)	**(1,243)**	**(830)**	**(793)**
Cash flow from financing activities(6)+(7)	**(117)**	**26**	**(272)**
Net effect of exchange rate and scope changes(8)+(9)	**(190)**	**(121)**	**(91)**
Decrease/ (increase) in net indebtedness	**(831)**	**119**	**(302)**

Changes in Consolidated Shareholders' Equity (before minority interests)

	Number of outstanding Shares	Capital	Additional paid-in capital	Cumulative translation adjustment[1]	Reserves (retained earnings)	Consolidated shareholders' equity
			(in € millions)			
At 31 December 1999	**185,481,982**	**556**	**1,655**	**89**	**979**	**3,279**
Impact of change in accounting method (2).					(30)	(30)
Capital increases:						
– Conversions of bonds	11,296,983	34	254			288
– Exercise of stock options	779,590	2	9			11
– Treasury shares	(1,282,070)	(4)	(48)			(52)
– Through merger / transfer of assets						
– Through employee subscription	766,050	3	24			27
Dividend					(225)	(225)
Changes in cumulative translation adjustments				98		98
Net income					447	447
At 31 December 2000	**197,042,535**	**591**	**1,894**	**187**	**1,171**	**3,843**
Capital increases:						
– Conversions of bonds						
– Exercise of stock options	568,810	2	7			9
– Treasury shares	(246,661)	(1)	(9)			(10)
– Through merger / transfer of assets						
– Through employee subscription						
Dividend					(245)	(245)
Changes in cumulative translation adjustments				68		68
Net income					474	474
At 31 December 2001	**197,364,684**	**592**	**1,892**	**255**	**1,400**	**4,139**

Notes:

(1) including €-18 million for the Euro countries on 31 December 1999
including €-17 million for the Euro countries on 31 December 2000
including €-14 million for the Euro countries on 31 December 2001

(2) see Note 1 to Accor's 2000 audited consolidated financial statements on Accounting Principles

The change in translation adjustments between 1999 and 2000, and between 2000 and 2001, primarily stems from the impact on the Group's North American assets (mainly the Motel 6 and Red Roof Inn chains) of the higher or lower US dollar exchange rate relative to the Euro. The US Dollar versus Euro exchange rates used were, respectively:

– 1.0046 on 31 December 1999

– 0.9305 on 31 December 2000

– 0.8813 on 31 December 2001

Key Management Ratios

	Notes	1999	2000	2001
Gearing	1	77%	64%	67%
FFO/Net Debt	2	21.0%	23.4%	22.9%
Financial Charge Cover	3	x 4.6	x 5.1	x 5.4
Return On Capital Employed	4	11.2%	11.7%	11.5%
Economic Value Added (in € millions)	5	224	265	291

Notes:

(1) Gearing is the ratio used by Accor to assess its indebtedness. It is the ratio of net debt to shareholders' equity, including minority interests.

(2) Funds from operations/Net debt restated. Pursuant to the methodology applied by major rating agencies, the ratio of funds from operations to net debt is established as follows:

- Consolidated cash flow from operations (see consolidated statement of sources and uses of funds) are adjusted to reflect $^2/_3$ of rents paid during the year;
- Net debt is restated to take into account investments and divestitures, prorated on the basis of their impact in the income statement. For example, proceeds generated by a divestments occurring on 31 December of year N will be fully restated under "Net debt". In addition, restated net debt is adjusted to include five times rents paid during the current year.

(3) Financial Charge Cover is the ratio of EBITDAR to net financial expense, adjusted to reflect 1/3 of rents paid during the year.

(4) Return on Capital Employed, or ROCE, is defined on page 32.

(5) Economic Value Added (EVA)

The calculation of Economic Value Added at the end of December 1999, December 2000 and December 2001 was established as follows:

	Notes	1999	2000	2001
Cost of equity	(1)	8.74%	8.60%	9.05%
Cost of debt after tax		3.39%	3.68%	2.85%
Equity/Debt Ratio				
– Equity		56.18%	61.01%	60.03%
– Debt		43.62%	38.99%	39.97%
WACC	(2)	**6.39%**	**6.68%**	**6.57%**
ROCE net of Income Taxes	(3)	**8.69%**	**9.04%**	**9.06%**
Capital employed (in € millions)		**9,757**	**11,214**	**11,689**
EVA (in € millions)	(4)	**224**	**265**	**291**

Notes:

(1) The Beta used in calculating the Cost of equity during 1999, 2000 and 2001 is 0.9, 0.9 and 1.0 respectively.

(2) The WACC is determined as follows:

$$\text{Cost of Equity X } \frac{\text{Equity}}{\text{Equity} + \text{Debt}} + \text{Cost of Debt } \frac{\text{Debt}}{\text{Equity} + \text{Debt}}$$

(3) ROCE net of Income taxes is determined as follows:

$$\frac{\text{EBITDA - [(EBITDA - operational amortisation) X tax rate]}}{\text{Capital employed}}$$

For example, for 31 December 2001, the data is as follows:

EBITDA:	€1,340M (see ROCE Note)	Tax rate:	31.3%
Amortisation:	€443M	Capital employed:	€11,689M (see ROCE Note)

(4) The EVA is determined as follows:

(ROCE net of Income taxes—WACC) X Capital employed

The variation of the Beta of +/-0.1 during 1999, 2000 and 2001 is €20 million, €27 million and €28 million respectively.

Return on Capital Employed

Return On Capital Employed ("ROCE") is a key management tool used internally by Accor to measure the performance of the various activities it controls. It is also a key indicator of the profitability of assets which are either non-consolidated or accounted for by the equity method.

It is calculated on the basis of aggregated amounts derived from the consolidated financial statements:

- *EBITDA*: for each activity, total of EBITDA and financial revenues (dividends and financial income) generated by unconsolidated assets, plus share in net income of associated equity companies;
- *capital employed*: for each activity, total value of fixed assets, based on their average gross value during the year, plus working capital requirements.

ROCE is calculated as the ratio between the EBITDA and the average capital employed during the period. On 31 December 2001, ROCE amounts to 11.5 per cent. compared to 11.7 per cent. on 31 December 2000.

Excluding hotels under development (capital employed without EBITDA), the ROCE would be 11.9 per cent. and 12.1 per cent. on 31 December 2001 and 31 December 2000, respectively.

Finally, the inclusion of employee profit sharing under personnel expenses had a negative impact of 0.2 per cent. on the ROCE in 2000. Excluding this, the ROCE amounted to 11.9 per cent. on 31 December 2000 (+0.7 per cent. compared to 31 December 1999).

		1999	2000	2001
		(in € millions)		
Capital employed at 31 December..		10,470	11,276	12,020
Adjustments pro rata temporis on capital employed	(1)	(674)	(280)	(355)
Translation adjustments on capital employed..	(2)	(39)	220	24
Capital employed		**9,757**	**11,216**	**11,689**
EBDIT..		1,082	1,275	1,273
Financial interest on external loans and dividends		12	15	47
Net income of companies accounted for by the Equity Method (EM), Group share...........		15	25	20
Other adjustments..........................		(13)	—	—
EBITDA..		**1,096**	**1,315**	**1,340**
ROCE (EBITDA / Capital employed)		**11.2%**	**11.7%**	**11.5%**

Notes:

(1) In calculating the ROCE, the capital employed is considered pro rata temporis within the EBITDA. Thus, no capital employed would be held for an acquisition implemented on 31 December and no EBITDA would be taken into account in the income statement.

(2) The capital employed is converted at the average exchange rate in order to be comparable to the EBITDA.

Return on capital employed over a 12-month rolling period (ratio of these two factors) breaks down as follows:

Activities	**1999**	**2000**	**2001**
		(%)	
Hotels..	**11.4**	**11.9**	**11.3**
Business and Leisure	10.3	11.0	10.5[1]
Economy Hotels	14.3	14.6	15.3[2]
Economy Hotels United States......................	10.9	11.4	10.0
Services..	**23.5**	**19.7**	**25.8**
Other activities			
Travel Agencies	3.8	5.0	3.0
Casinos...	16.9	16.9	16.6

Activities	1999	2000	2001
		(%)	
Restaurants	13.7	14.7	11.9
On-board Train Services	4.6	13.6	7.5
Other	6.5	2.2	1.4
Total Group	**11.2%**	**11.7%**	**11.5%**

Notes:

(1) 11.8 per cent. and 11.5 per cent. excluding hotels under development in 2000 and 2001, respectively.

(2) 15.6 per cent. and 16.1 per cent. excluding hotels under development in 2000 and 2001, respectively.

STATUTORY AUDITOR'S REPORT ON THE UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2002

To the Shareholders of Accor S.A.

In our capacity as statutory auditors and in accordance with article L.232-7 of the Commercial Code, we have performed a limited review of the activity and results, presented in the form of consolidated interim financial statements, of Accor for the period from January 1 to June 30, 2002, as attached to this report. We have also verified the information provided in the interim report.

The consolidated interim financial statements are the responsibility of the Management Board. Our responsibility, based on our limited review, is to report our conclusions on these interim financial statements.

We conducted our limited review in accordance with the standards generally accepted in France. A limited review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters, in order to obtain reasonable assurance that the consolidated interim financial statements do not contain any material errors. It is substantially less extensive in scope than an audit.

Based on our limited review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial statements, which have been established in accordance with accounting standards generally accepted in France, in order to present fairly the results of operations and the consolidated financial position and assets of Accor S.A. and its consolidated subsidiaries as of June 30, 2002.

We have also verified, in accordance with the standards generally accepted in France, the information given in the interim report corresponding to the consolidated interim financial statements for which we have carried out our limited review. We are satisfied that this information is fairly stated and agrees with the consolidated interim financial statements.

Neuilly-sur-Seine, September 11, 2002

The Statutory Auditors		**The Independent Accountants**
Barbier Frinault & Autres	Deloitte Touche Tohmatsu--Audit	Deloitte Touche Tohmatsu
Members of the Versailles Chamber of Auditors		
Christian Chochon	Alain Pons	

CONSOLIDATED INTERIM FINANCIAL STATEMENTS OF ACCOR

The following tables are summaries of the unaudited consolidated financial statements of Accor as at, and for the six months ended, 30 June 2001 and 2002 and should be read in conjunction with the unaudited interim consolidated financial statements of Accor which are incorporated by reference in this Offering Circular.

Consolidated Balance Sheet

	As at 30 June	
	2002	**2001**
	(€ millions)	
Assets		
Goodwill (net of amortisation)	**1,711**	**1,940**
Intangible fixed assets	**475**	**623**
Property, plant and equipment net of accumulated depreciation	**4,728**	**5,068**
Long term loans	406	359
Investments in associated equity companies	254	234
Other financial assets	430	268
Financial assets	**1,090**	**861**
Fixed assets	**8,004**	**8,492**
Inventories	88	172
Trade accounts receivables	1,320	1,360
Other receivables	993	979
Service vouchers reserve funds	327	288
Receivables on short-term asset disposals	138	52
Short-term loans	125	68
Marketable securities	473	720
Cash and equivalents	228	549
Current assets	**3,692**	**4,188**
Total assets	**11,696**	**12,680**

Consolidated Balance Sheet (continued)

	As at 30 June	
	2002	**2001**
	(€ millions)	
Liabilities and Shareholders' Equity		
Share capital	592	591
Additional paid in capital	1,892	1,889
Reserves (retained earnings)	1,100	926
Translation adjustments	(49)	345
Net income for the year	221	224
Shareholders' equity	**3,756**	**3,975**
Minority interests	98	137
Shareholders' equity and minority interests	**3,854**	**4,112**
Provisions	561	594
Repackaged Perpetual Subordinated Floating Rate Notes (TSDI)	183	242
Convertible or exchangeable bonds in Accor Bonds	570	—
Other long-term debt	2,686	2,918
Capital leases	178	241
Long-term debt	**3,617**	**3,401**
Non-current liabilities and shareholders' equity	**8,032**	**8,107**
Trade accounts payable	721	786
Other payables	1,236	1,290
Service vouchers in circulation	1,266	1,355
Short-term debt	369	742
Due to banks	72	400
Current liabilities	**3,664**	**4,573**
Total liabilities and shareholders' equity	**11,696**	**12,680**

Consolidated Income Statement

	Six Months ended 30 June	
	2002	**2001**
	(€ millions)	
Revenues	**3,548**	**3,566**
Other operating revenues	37	34
Consolidated sales	**3,585**	**3,600**
Operating expenses	(2,652)	(2,640)
EBITDAR	**933**	**960**
Rental expense	(365)	(344)
EBITDA	**568**	**616**
Depreciation and operating provision expense	(243)	(223)
EBIT	**325**	**393**
Net financial expense	(26)	(42)
Net income from associated equity companies, Group share	4	4
Total income from operations	**303**	**355**
Result from management of hotel portfolio	17	(2)
Result from management of other assets	5	54
Goodwill amortisation	(50)	(49)
Income taxes	(111)	(121)
Exceptional items (net of taxes)	70	—
Minority interests	(13)	(13)
Consolidated net income, Group share	**221**	**224**
Average number of shares outstanding (in thousands)	**197,365**	**196,947**
Earnings per share (in €)	**1.12**	**1.14**
Net income, fully diluted	**1.11**	**1.13**

Consolidated Statement of sources and uses of Funds

	30 June	
	2002	**2001**
	(€ millions)	
EBITDA	568	616
Finance (including financial provision)	(26)	(42)
Income tax (including tax provision)	(83)	(86)
Cancellation of financial and tax provisions	3	8
Dividends from associated equity companies	3	8
Consolidated cash flow from operations	**465**	**504**
Investments for renovation and maintenance[(1)]	(159)	(203)
Free cash flow	**306**	**301**
New capital and technology expenditure[(2)]	(407)	(493)
Proceeds from asset disposals (excluding Europcar)[(3)]	392	228
Decrease/(increase) in working capital[(4)]	(167)	(170)
Non operating gains (losses)	(28)	(28)
Net sources/(uses) from operations	**96**	**(162)**
Dividends[(5)]	(314)	(257)
Capital increases/ (decrease)[(6)]	—	(5)
Currency translation adjustments on fixed assets and shareholders' equity[(7)]	175	(182)
Changes in the scope of consolidation on provisions and minority interests[(8)]	3	—
Reclassifying of Compass bond to investment in unconsolidated companies	(205)	—
Decrease/(increase) in net indebtedness	**(245)**	**(606)**
Net indebtedness (beginning of the period)	(2,849)	(2,547)
Net indebtedness (end of the period)	(3,094)	(3,153)
Decrease/(increase) in net indebtedness	**(245)**	**(606)**
Cash flows from operating activities	**66**	**306**
Cash flows from investing activities[(1)+(2)+(3)]	**(175)**	**(468)**
Cash flow from financing activities[(5)+(6)]	**(314)**	**(262)**
Net effect of exchange rate and scope changes[(7)+(8)]	**178**	**(182)**
Decrease/(increase) in net indebtedness	**(245)**	**(606)**

CAPITALISATION OF ACCOR

The following table sets out the unaudited consolidated capitalisation and indebtedness of the Issuer as at 30 June 2002

	As at 30 June 2002	
	Actual	**As Adjusted**[1]
	(in EUR millions)	
Cash and cash equivalents	701	701
Short term financial debt:		
Bank debt	72	72
Debentures	369	369
Total short-term financial debt	441	441
Long-term financial debt:		
Bonds offered hereby	—	400
Capital leases	178	178
Other long term debt	2,686	2,288
Exchangeable bonds	570	570
Repackaged subordinated perpetual notes (TSDI)	183	183
Total long-term financial debt	3,617	3,619
Total financial debt	4,058	4,060
Share capital[2]	592	592
Additional paid-in capital	1,892	1,892
Reserves (retained earnings)	1,100	1,100
Translation adjustments	(49)	(49)
Net income for the year	221	221
Total shareholder's equity	3,756	3,756
Total consolidated capitalisation	77,373	77,375

Except as disclosed in this Offering Circular, there has been no material change in the capitalisation of Accor since 30 June 2002.

Notes:

(1) Adjusted to take into account this €400,000,000 5 per cent. Bond issue.

(2) As at 30 June 2002, the authorised and issued share capital of Accor was 198,894,415 ordinary shares of par value €3 each.

MANAGEMENT AND SUPERVISION OF ACCOR

In accordance with the French *code de commerce*, Accor is administered by a five-member Management Board (*directoire*) responsible for Group management and a Supervisory Board (*conseil de surveillance*) responsible for overseeing Group management. The Supervisory Board is comprised of eleven members, including six representatives of major shareholders, and five independent members. The business address of each member of the Management Board and the Supervisory Board is 2, rue de la Mare-Neuve, 91021 Evry Cedex, France.

Management Board

Jean Marc Espalioux, Chairman and CEO

Sven Boinet

Benjamin Cohen

John du Monceau

Paul Dubrule

Co Chairmen and Founders

Paul Dubrule, Gérard Pélisson

Supervisory Board

Chairman Gérard Pélisson
Vice President Etienne Davignon,*
Vice President, Société Générale de Belgique

BNP Paribas,
represented by Baudouin Prot, CEO

Isabelle Bouillot,
Chairman of the Management Board of CDC Ixis

Renaud d'Elissagaray,*
Former Management Board member, Banque Louis Dreyfus

IFIL Finanziara di Participazioni SpA,
represented by Gabriele Galateri di Genola, CEO

Franck Riboud
Chairman and CEO, Danone

Jérôme Seydoux,*
Chairman of the Supervisory Board, Pathé

Maurice Simond,*
former Group Director IBM Europe

Société Générale,
represented by Patrick Duverger, Honorary CEO

* Independent members

SUBSCRIPTION AND SALE

Subscription Agreement

BNP Paribas, CDC IXIS Capital Markets, Lehman Brothers International (Europe) and Salomon Brothers International Limited (the "Joint Lead Managers") have, pursuant to a Subscription Agreement dated 19 December 2002 (the "Subscription Agreement"), jointly and severally agreed with the Issuer, subject to the satisfaction of certain conditions, to subscribe for the Bonds at a price equal to 99.796 per cent. of the principal amount of the Bonds, less a selling concession of 0.15 per cent. and a management and underwriting commission (the "Underwriting Commission") of 0.15 per cent., in each case of the principal amount of the Bonds. In addition, the Issuer will pay certain costs incurred by it and the Joint Lead Managers in connection with the issue of the Bonds.

The Joint Lead Managers are entitled to terminate the Subscription Agreement in certain limited circumstances prior to the issue of the Bonds. The Issuer has agreed to indemnify the Managers against certain liabilities in connection with the offer and sale of the Bonds.

General Restrictions

Each Joint Lead Manager has agreed to comply with all applicable laws and regulations in each jurisdiction in or from which it may offer or sell Bonds. Furthermore, each Joint Lead Manager has agreed that it will not, directly or indirectly, offer, sell or deliver any Bonds or distribute or publish any prospectus, form of application, offering circular (including the Offering Circular in proof or in final form), advertisement or other offering material in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations, and all offers, sales and deliveries of Bonds will be made in accordance with the terms of this clause. Unless otherwise herein provided, no action will be taken to obtain permission for public offering of the Bonds in any country where action would be required for such purpose.

France

Each of the Joint Lead Managers and the Issuer has agreed that the Bonds are being issued outside the Republic of France and that it has not offered and will not offer, directly or indirectly, any Bonds in the Republic of France and has not distributed and will not distribute or cause to be distributed in the Republic of France the Offering Circular or any other offering material relating to the Bonds, except to qualified investors (*investisseurs qualifiés*), as defined in Article L.411-2 of the French *Code monétaire et financier* and Decree no 98-880 dated 1 October 1998.

United States

The Bonds have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act ("Regulation S").

Each Joint Lead Manager has agreed that, except as permitted by the Subscription Agreement, it will not offer or sell the Bonds (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the offering and the

Closing Date, within the United States or to, or for the account or benefit of, U.S. persons, and it will have sent to each dealer to which it sells Bonds during the distribution compliance period a confirmation or other notice setting forth the restrictions on offers and sales of the Bonds within the United States or to, or for the account or benefit of, U.S. persons. Terms used in this paragraph have the meanings given to them by Regulation S.

The Bonds are being offered and sold outside the United States to non-U.S. persons in reliance on Regulation S.

In addition, until 40 days after the commencement of the offering of the Bonds, an offer or sale of Bonds within the United States by a dealer that is not participating in the offering may violate the registration requirements of the Securities Act.

United Kingdom

Each of the Joint Lead Managers has represented and agreed that:

(i) it has not offered or sold and, prior to the date six months after the date of issue of the Bonds, will not offer or sell, any Bonds to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995;

(ii) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) received by it in connection with the issue or sale of any Bonds in circumstances in which section 21(1) of the FSMA does not apply to the Issuer;

(iii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Bonds in, from or otherwise involving the United Kingdom.

GENERAL INFORMATION

1. The Bonds have been accepted for clearance through Clearstream, Luxembourg and Euroclear with the Common Code number of 015980958 and Euroclear France with the number 47107. The International Securities Identification Number (ISIN) for the Bonds is FR 0000471070.

2. In connection with the application to list the Bonds on the Luxembourg Stock Exchange, a legal notice relating to the issue of the Bonds and copies of the *Statuts* of the Issuer will be deposited with the Chief Registrar of the District Court in Luxembourg (*Greffier en Chef du Tribunal d'Arrondissement de et à Luxembourg*) where such documents may be examined and copies obtained.

3. The Issuer has obtained all necessary consents, approvals and authorisations in the Republic of France in connection with the issue and performance of its obligations under the Bonds. The issue of the Bonds was authorised by a resolution of the Management Board (*Directoire*) of the Issuer dated 6 December 2002, acting pursuant to the approval of the Supervisory Board of the Issuer dated 5 March 2002 and a resolution of the *Assemblée Générale Mixte* of the shareholders of the Issuer passed on 7 May 2002.

4. Except as disclosed in this Offering Circular, there has been no change (nor any development or event involving a prospective change) which is materially adverse to the Condition (financial or other), prospects, results of operations or general affairs of Accor since 31 December 2001.

5. Except as disclosed in this Offering Circular, neither Accor, nor any of its subsidiaries are involved in any litigation, arbitration or administrative proceedings relating to amounts which, individually or in the aggregates, are material in the context of the issue of the Bonds and, to the best of the knowledge of Accor, there are no such litigation, arbitration or administrative proceedings pending or threatened.

6. So long as any of the Bonds remain outstanding, copies of the Offering Circular and the *Statuts* of the Issuer and copies of the most recent annual and semi-annual consolidated financial statements of the Issuer will be obtainable, free of charge, at the specified offices for the time being of the Fiscal Agent in Paris and of the Paying Agent in Luxembourg during normal business hours. The Issuer does not publish annual or interim financial statements on a non-consolidated basis.

7. Barbier Frinault & Autres and Deloitte Touche Tohmatsu-Audit, the statutory auditors of Accor, have audited, and rendered unqualified reports on, the consolidated financial statements of Accor at, and for the three years ended, 31 December 2001. They have also given and have not withdrawn their written consent to the issue of this Offering Circular with the inclusion of their audit report on the consolidated financial statements of Accor at, and for the year ended, 31 December 2001.

8. Legal opinions relating to the validity of the Bonds under French law will be given by Mr. Pierre Todorov, General Counsel to Accor and Linklaters, legal advisers to the Managers as to French law.

9. The European Union is currently considering proposals for a new directive regarding the taxation of savings income. Subject to a number of important conditions being met, it is proposed that Member States will be required to provide to the tax authorities of another Member State details of payments of interest or other similar income paid by a person within its jurisdiction to an individual resident in that other Member State, subject to the right of certain Member States to opt instead for a withholding system for a transitional period in relation to such payments.

REGISTERED OFFICE OF ACCOR

2, rue de la Mare-Neuve
91021 Evry Cedex
France

STATUTORY AUDITORS OF ACCOR

Barbier, Frinault et Autres
41, rue Ybry
92200 Neuilly-sur-Seine
France

Deloitte Touche Tohmatsu—Audit
185, avenue Charles de Gaulle
92576 Neuilly-sur-Seine
France

LEGAL ADVISORS

To Accor

Pierre Todorov
General Counsel

To the Managers

Linklaters
25, rue de Marignan
75008 Paris
France

FISCAL AGENT AND PRINCIPAL PAYING AGENT

BNP PARIBAS SECURITIES SERVICES
Les Collines de l'Arche
92057 La Défense

PAYING AGENT

BNP PARIBAS Luxembourg
23 Avenue de la Porte Neuve
L-2085 Luxembourg

LUXEMBOURG LISTING AGENT

BNP PARIBAS SECURITIES SERVICES, Luxembourg Branch
23 Avenue de la Porte Neuve
L-2085 Luxembourg

Merrill Corporation, Paris
02PRS1059