

Decisions made by the Board of Directors on December 16, 2013

**Concerning Sébastien Bazin's Compensation
and Termination Benefits Payable to Yann Caillère**

At its meeting on December 16, 2013, the Board of Directors defined the procedure for determining Sébastien Bazin's termination benefit and his participation in an unemployment insurance plan, as well as the termination benefits payable to Yann Caillère, as follows.

Sébastien Bazin's termination benefit and unemployment insurance

The Board of Directors decided that the compensation payable to Mr. Bazin if he is removed from office (except as a result of gross or willful misconduct), or if his term of office as Chairman and Chief Executive Officer is not renewed, shall be equal to 24 months' basic compensation and bonus, determined based on the amounts paid to him for the fiscal year preceding that of the loss of office.

The Board also determined that payment of this termination benefit shall be subject to the following performance criteria being met:

- Consolidated return on capital employed for the previous three years must have exceeded the Group's cost of capital as published in the Registration Documents for those years.
- Hotel operations must have positive recurring free cash flow in at least two of the three previous years.
- Like-for-like EBITDAR margin must have exceeded 25% in at least two of the previous three years.

The Board also decided that the Company will set up a private insurance plan with the Association pour la Garantie Sociale des Chefs et Dirigeants d'Entreprise (GSC) to provide the Chairman and Chief Executive Officer with unemployment benefits should the need arise. This insurance coverage would come into effect after an unbroken 12 months of participation in the plan. The benefits would be based on net taxable professional-source income for the previous year, and would be payable for a period of 24 months as from the 31st unbroken day of unemployment.

Yann Caillère's departure

In connection with the termination of Mr. Caillère's employment contract on December 31, 2013 following his removal from office as Chief Executive Officer on August 27, 2013, the Board of Directors revised the termination benefits payable to Mr. Caillère upon his removal from office and dismissal, which now stand as follows:

- The payment of a termination benefit in an amount of €1,940,000, reflecting the degree to which his previously defined performance criteria had been met and including the salary payable since his removal from office as Chief Executive Officer on August 27 until the termination of his employment contract on December 31.

As explained in the Registration Document, payment of this termination benefit to Mr. Caillère was subject to the following performance criteria being met:

- Consolidated return on capital employed for the previous three years must have exceeded the Group's cost of capital as published in the Registration Documents for those years.
 - Hotel operations must have positive recurring free cash flow in at least two of the three previous years.
 - Like-for-like EBITDAR margin must have exceeded 25% in at least two of the previous three years.
- The payment of an incentive bonus in an amount of €386,000 for 2013, prorated for the period up to Mr. Caillère's removal from office on August 27, in recognition of the achievement of his previously defined objectives for the period.
 - The payment of a transition bonus in an amount of €400,000 as compensation for serving as Chief Executive Officer during the period from April 23 to August 27, 2013 to help ensure a seamless management transition.
 - The retention of the stock options and performance shares that had been granted to Mr. Caillère during his term in office, thereby waiving the requirement that he remain with the Group.