

COMBINED SHAREHOLDERS' MEETING

MARCH 7, 2019

Notice of meeting



COMBINED SHAREHOLDERS' MEETING OF 7 MARCH 2019

NOTICE OF MEETING

Dear Shareholder,

We are pleased to invite you to the Annual General Meeting of Compagnie des Alpes (hereinafter "the Company" or "CDA") which will be held on **7 March 2019 at 2:00 p.m** at Jardin d'Acclimatation Entrée Sablons, Bois de Boulogne, Route de la Porte Dauphine, Porte des Sablons, 75116 Paris.

If, however, you are unable to attend, we propose that you take part in this Meeting either by casting your absentee ballot by mail, or by appointing either a third party or the Chairman of the Meeting as a proxy to vote on your behalf.

Whichever you choose, we invite you to use the ballot attached to this document and to follow the process described below in the Guide to Participating in the Shareholders' Meeting.

The Shareholders' Meeting is convened in order to vote on the items on the agenda and the proposed resolutions described in this document, which contains all the information required by Article R.225-81 of the French Commercial Code.

You can obtain additional information from our website www.compagniedesalpes.com, where most of the documents we have made available to you have been posted.

In addition, should you so desire, you can request that we send you the documents and information specified in Article R. 225-88 of the French Commercial Code, at our expense. In such case, we invite you to fill in the form provided at the end of this brochure and send it to our centralising agent, Caceis Corporate Trust.

It is stated in this notice that, except otherwise specified, "Group" means or refers to Compagnie des Alpes and the subsidiaries controlled by Compagnie des Alpes.

We extend our thanks and look forward to your participation on 7 March.

The Board of Directors

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GUIDE TO PARTICIPATING IN THE ORDINARY GENERAL MEETING

How do I take part in the General Meeting?

In order to take part in the Meeting (in person or by proxy) you must certify your status as a shareholder by demonstrating the account registration of your shares in your name (or in the name of the intermediary registered in your name if you are domiciled outside France) on the second business day preceding the Meeting at 12:00 a.m. (Paris time), in this case 5 March 2019, at 12:00 a.m. (Paris time):

- in the securities accounts kept for COMPAGNIE DES ALPES by its agent, CACEIS Corporate Trust ("CACEIS CT"), or,
- in the securities accounts of bearer shares kept by the financial intermediary where your shares are registered.

If you wish to attend this Meeting in person:

You must have an admission card, which can be obtained in the following manner:

For **shareholders holding registered shares**: by sending your request to CACEIS CT, appointed by COMPAGNIE DES ALPES to centralise services for this Meeting, at the following address: CACEIS CT - Assemblées générales centralisées - 14 rue Rouget de Lisle - 92862 Issy-les-Moulineaux Cedex 09.

For **shareholders holding bearer shares**: by sending your request to your financial intermediary.

Upon receipt, the intermediary will produce a participation certificate, which it will attach to your admission card request. It will send both documents to CACEIS CT. If you hold securities accounts with several financial intermediaries, each intermediary will need to produce a participation certificate for each of the accounts.

CACEIS CT will send you your admission card by mail or, on short notice, will keep it for collection at the reception desk.

If you are unable to attend this Meeting in person:

A shareholder who is unable to attend the General Meeting can cast his or her vote either **(i) by proxy mandate, whereby s/he is represented by another person, who need not be a shareholder, or (ii) by absentee ballot, or, lastly, (iii) by appointing the Chairman as a proxy**, by filling out the relevant form.

For **shareholders holding registered shares**: this form is sent to you by CACEIS CT with your Notice of Meeting. It is therefore included with this Notice Documentation.

For **shareholders holding bearer shares**: you must send in your request to CACEIS CT (at the above address), a minimum of six days before the date of the Meeting, i.e. 1 March 2019 at the latest. The ballot can also be downloaded from the Compagnie des Alpes website (www.compagniedesalpes.com) - see the section on the General Meeting.

The completed form must then be sent to your financial intermediary, who will produce a **participation certificate** and send both documents to CACEIS CT. For due registration and processing, the forms must arrive at CACEIS CT no later than three days before the General Meeting, i.e. by **4 March 2019**.

(i) Voting by proxy:

To vote by proxy mandate, that is, to appoint an individual or a legal entity of your choice to represent you at the General Meeting, under the conditions provided for in Article L. 225-106 I of the French Commercial Code, you are invited to check the box marked "**Je donne pouvoir à**" [I hereby appoint as my proxy], and to state the family name, given name, and full address of your proxy in the space reserved for such information. You must also state your own family name, given name and full address in the space reserved for such information if the voting form was not pre-filled, and sign and date the form. A photocopy of a valid identity document of the mandated person in his/her name must also be included.

The shareholder should send a written and signed proxy mandate (specifying his/her family name, given name and full address and those of the mandated person) to CACEIS CT, together with a photocopy of a valid identity document of both the shareholder and the mandated person.

Revocation of a proxy mandate is conducted under the same formalities as it is conferred.

In compliance with the provisions of Article R. 225-79 of the French Commercial Code, notification of the designation and the revocation of a proxy can also be performed electronically, according to the following procedure:

- for shareholders holding registered shares: by sending an email bearing an electronic signature, obtained by themselves from a third-party agent empowered to certify same, in compliance with current legal and regulatory requirements, to the following email address: ct-mandataires-assemblees@caceis.com, stating their family name, given name, address and CACEIS Corporate Trust identification code for **directly registered** shareholders (this information is available on the top left of their securities account statement) or their identification code with the financial intermediary, for shareholders **under administered registration**, as well as the family name and given name of the proxy being designated or revoked;

- for shareholders holding bearer shares : by sending an email bearing an electronic signature, obtained by themselves from a third-party agent empowered to certify same, in compliance with current legal and regulatory requirements, to the following email address: ct-mandataires-assemblees@caceis.com , stating their family name, given name, address and full bank details, as well as the family name and given name of the proxy being designated or revoked, and furthermore, they must ask the financial intermediary who manages their securities account to send written confirmation by mail or fax to CACEIS Corporate Trust – Service Assemblées Générales - 14, rue Rouget de Lisle - 92862 ISSY-LES-MOULINEAUX Cedex 9, or by fax to +33 1 49 08 05 82 or +33 1 49 08 05 83.

Only those notifications of proxy, whether designated or revoked, which are duly signed, completed and received at the latest three days before the date of the General Meeting, will be considered valid. In addition, only notifications appointing or revoking proxies can be sent to the above email address; requests or notifications related to other matters cannot be considered and/or processed.

Shareholder votes will only be counted if their designated proxy presents him/herself to the reception desk of the General Meeting with valid identification.

(i) Voting by mail:

To vote by mail, you are invited to check the "Je vote par correspondance" [I wish to vote by mail] box of the unique voting form, and to state their choice for each of the proposed resolutions submitted to the General Meeting. You must also state your own family name, given name and full address in the space reserved for such information if the voting form was not pre-filled, and sign and date the form.

(iii) Appointing the Chairman as your proxy:

To appoint the Chairman of the General Meeting as your proxy, you are invited to check the "Je donne pouvoir au Président de l'Assemblée générale" [I hereby appoint the Chairman of the General Meeting as my proxy] box on the unique voting form. You must also state your own family name, given name and full address in the space reserved for such information if the voting form was not pre-filled, and sign and date the form.

Note: Shareholders who have voted by mail, sent a proxy mandate or requested an admission card cannot subsequently request a different type of participation in the General Meeting.

If you wish to sell your shares after you have voted, appointed a proxy or requested an admission card:

Shareholders who have already mailed their absentee vote, sent a proxy mandate or requested their admission card or participation certificate can sell all or part of their shares at any time. However, if the share transfer is effective before the second business day preceding the Meeting, i.e. 5 March 2019 at 12:00a.m. (Paris time), the Company will consequently void or change the absentee vote, proxy mandate, admission card or participation certificate, as applicable. In this event, the authorised intermediary who administers the account will notify the Company or its agent of the sale and forward the necessary information.

No share transfer completed after the second business day preceding the Meeting at 12:00a.m. (Paris time), irrespective of the method used, will be notified by the authorised intermediary or considered

by the Company, notwithstanding any agreement to the contrary.

AGENDA

Within the authority of the Ordinary General Meeting:

- Approval of the parent company and consolidated financial statements for the fiscal year ended 30 September 2018;
- Appropriation of results for the year;
- Statutory Auditors' special report on the regulated agreements and commitments referred to in Articles L. 225-38 et seq. of the French Commercial Code and approval of said report;
- Renewal of the term of office of Caisse d'Épargne Rhône-Alpes as director;
- Renewal of the term of office of Mrs Rachel Picard as director;
- Ratification of the appointment of Mr Serge Bergamelli as director by co-option;
- Renewal of the term of office of Mr Serge Bergamelli as director;
- Approval of the compensation package of Dominique Marcel, Chairman and Chief Executive Officer, in respect of the 2017/2018 fiscal year;
- Approval of the compensation package of Mrs Agnès Pannier-Runacher, Deputy Managing Director, in respect of the year 2017/2018;
- Approval of the principles and criteria for determining, distributing and allocating fixed, variable and exceptional items that comprise the total compensation and benefits of any kind attributable to Mr Dominique Marcel, Chairman and Chief Executive Office, for the 2018/2019 fiscal year;
- Approval of the principles and criteria for determining, distributing and allocating fixed, variable and exceptional items that comprise the total compensation and benefits of any kind attributable to Mrs Agnès Pannier-Runacher, Deputy Chief Executive Office, for the year 2018/2019;
- Resignation of the alternate Statutory Auditor;
- Authorisation for the Board of Directors to arrange for the Company to purchase treasury shares;
- Authorisation to carry out legal formalities subsequent to the Ordinary General Meeting.

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Within the authority of the Extraordinary General Meeting:

- Amendment of Article 19 of the by-laws of the Company – Statutory Auditors;
- Authorisation to carry out legal formalities subsequent to the Extraordinary General Meeting.

REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS' MEETING - PRESENTATION OF PROPOSED RESOLUTIONS

Dear Shareholder,

You are cordially invited to attend the Combined Shareholders' Meeting at which we will present information on the results for the fiscal year ended 30 September 2018. The parent company and consolidated financial statements for the fiscal year will be submitted for your approval.

In addition, we will submit for your approval a series of ordinary resolutions, relating notably to the (i) appointment of directors, (ii) approval of the compensation packages of Dominique Marcel, Chairman and Chief Executive Officer, and Agnès Pannier-Runacher, Deputy Managing Director, (iii) buyback by the Company of treasury shares, and a proposed extraordinary resolution relating to the amendment of an article from the by-laws of the Company.

Sixteen resolutions will be submitted to your vote.

WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING:

Approval of the parent company and Consolidated financial statements (resolutions 1 and 2)

For the purpose of reviewing the parent-company and consolidated financial statements for the 2017/2018 fiscal year, we invite you to examine the financial statements and the information on results and performance included in their entirety in the 2018 Registration Document (*Chapter 5 "Financial Information", pages 105 to 167*), which provide detailed information on the activity and results of the Company and Group for the fiscal year just ended. The notice of meeting¹ will present a summary review of the Company's business.

Resolution 1 concerns approval of the parent-company financial statements for the fiscal year ended 30 September 2018, which yielded net income of €16,961,031.09.

Resolution **2** concerns approval of the consolidated financial statements, in which the Net Income (Group share) was €57,199 thousand.

Appropriation of income and establishment of the dividend (resolution 3)

The Board of Directors proposes to the General Meeting a dividend for the year of €0.65 per share.

The ex-dividend date would be 12 March 2019 and the dividend would be payable as from 14 March 2019.

Statutory Auditors' special report on regulated agreements and commitments (resolution 4)

One regulated agreement was approved during the 2017/2018 financial year (Board of Directors meeting of 19 October 2017). It has already been mentioned in the Statutory Auditors' special report for the 2016/2017 financial year and was approved in advance by the Combined General Meeting of 8 March 2018.

As a reminder, it is a mandate agreement with Compagnie du Mont-Blanc SA (CMB) and Compagnie du Mont-Blanc Restauration SARL (CMBR), under which the Company is committed to negotiating and taking out Insurance policy covering civil liability and damage to property and related business interruption in the name and on behalf of the CMB and CMBR.

There is no invoicing in the case of this agreement. However, including CMB in the Group insurance programmes leads to an economy of scale due to higher insurable volume.

Directors/entities concerned: Mrs Agnès Pannier-Runacher, Deputy Managing Director of CDA and director of CMB.

Ratification of the co-option of one director and renewal of the terms of office of three directors (resolutions 5 to 8)

The terms of office of Caisse des Dépôts et Consignations, Mrs Rachel Picard and Mr Serge Bergamelli expire at the end of the present Meeting.

Caisse d'Épargne Rhône-Alpes - Mrs Rachel Picard

The **resolution 5** invites you to renew the term of office of Caisse d'Épargne Rhône Alpes, independent

¹ Document issued pursuant to Article R. 225-81 of the French Commercial Code, which will be made available to

director², for a term of four years, which will expire at the end of the Meeting called to approve the financial statements for the financial year ending 2022. The date of first appointment of the Caisse d'Epargne Rhône-Alpes is October 18, 2012 (appointment by co-option).

The **resolution 6** invites you to renew the directorship of Mrs Rachel Picard, independent director, for the same duration. Mrs Rachel Picard is director of the Company since December 15, 2009 (appointment through co-option). Mrs Rachel Picard has held positions in the various business divisions of Compagnie des Alpes, in the ski segment on the one hand (ski area in Chile), and in the leisure park segment on the other (with time spent at Eurodisney).

She brings her in-depth knowledge of the tourism and digital sectors to the Board of Directors.

Ratification of the co-option of Mr Serge Bergamelli and renewal of his term of office

Since Mrs Noëlle Lenoir resigned in 2017/2018, The Board of Directors appointed Mr Serge Bergamelli through co-option as director at its meeting held on 26 October 2018 for the remaining term of office of Mrs Noëlle Lenoir, i.e. until the end of the next Meeting.

The **resolution 7** invites you to ratify the co-option of Mr Serge Bergamelli and the **resolution 8** invites you to renew his term of office as director for four years, which will expire at the end of the Meeting called to approve the financial statements for the financial year ending 2022.

Mr Bergamelli has extensive digital, new IT technologies and communications skills and strong

on-the ground experience. Moreover, he was involved in the organisation of the Albertville Olympic Games and the 1998 football World Cup.

The complete biography of directors who are individuals whose term of office is renewed or whose appointment is proposed as well as the CDA shares that they hold can be found below.

Approval of the remuneration packages of senior officers in respect of the 2017/2018 fiscal year – vote ex-post (resolutions 9 & 10)

Section 3.3.1.2. Individual remuneration for the 2017/2018 fiscal year of the Registration Document (Chapter 3, section 3.1, pp. 40 to 54) describes all the remuneration package due or awarded to the executive corporate officers in respect of the 2017/2018 fiscal year and includes a summary table reproduced below.

In accordance with Article L. 225-100 of the French Commercial Code, we invite you to approve the remuneration packages due or allocated, respectively, to Dominique Marcel, Chairman and Chief Executive officer (**Resolution 9**), and Mrs Agnès Pannier-Runacher, Deputy Chief Executive Officer (**Resolution 10**), in respect of the fiscal year just ended.

It is specified that pursuant to the provisions of Article L. 225-100 of the French Commercial Code, the payment of the variable remuneration package due to Mr Dominique Marcel and Mrs Agnès Pannier-Runacher is subject to the approval of resolutions 9 and 10 by this Meeting.

Remuneration package due or allocated to Mr Dominique Marcel, Chairman and Chief Executive Officer, in respect of the 2017/2018 fiscal year (Resolution 9)

Compensation elements	Amounts due or awarded for fiscal year 2017/2018	Comments
Fixed remuneration	€400,000	Gross fixed remuneration for 2017/2018 (change in fixed remuneration to €400,000 on 9 March 2017, the date of renewal of his term)
Variable remuneration	€50,000	12.5% of the basic annual salary. Information is provided above on the targets on which the variable part is dependent and how their achievement is assessed.
Multi-year variable remuneration	N/A	Dominique Marcel does not receive any multi-year variable compensation.

² See the Company's 2018 Registration Document, Chapter 3 "Corporate Governance", section

3.1.1.2-*"Board and Committee Composition Principles"* - Review of Directors' Independence

Compensation elements	Amounts due or awarded for fiscal year 2017/2018	Comments
Directors' fees	N/A	Dominique Marcel receives no directors' fees for the mandates held within the Group.
Exceptional remuneration	N/A	Dominique Marcel does not receive any exceptional compensation.
Profit-sharing agreement	€19,803	Dominique Marcel benefits from the profit-sharing agreement in force within CDA.
Stock option or performance share grants	N/A	Dominique Marcel is not a beneficiary of the performance share plans.
Welcome or severance package	No payment	In certain cases Dominique Marcel will receive a severance package upon leaving the CDA Group. This will be equal to 2 years' remuneration (last fixed + variable remuneration), subject to the achievement of individual and Group performance criteria that have been verified by the Board. When Dominique Marcel's term was renewed, the renewal of this commitment was approved by the Combined Ordinary and Extraordinary Shareholders' Meeting of 9 March 2017.
Non-competition indemnity	N/A	Dominique Marcel is not subject to a non-competition clause.
Complementary retirement plan	The actuarial obligation at 30 September 2018 was €1,305,269.	Dominique Marcel is a member of the complementary retirement plan applicable to the Group's Executive corporate officers and senior executives, this comprises a defined-contribution plan and a defined-benefit plan that guarantees, upon retirement, a pension equal to 1% of his last annual compensation (fixed + variable) per year of seniority, up to a maximum of 10% of this last compensation. When Dominique Marcel's term was renewed, the renewal of this commitment was approved by the Combined Ordinary and Extraordinary Shareholders' Meeting of 9 March 2017.
Complementary health and pension plan	-	Dominique Marcel is covered by the collective health and pension plan in operation at CDA, in the same way and under the same conditions as other employees.
Benefits of all kinds	€6,331	Dominique Marcel has been allocated a company car.
Private unemployment	€31,000	On 9 March 2017, the Board of Directors approved the purchase by the Company of private unemployment insurance from the Association pour la Garantie Sociale des Chefs et Dirigeants d'Entreprise (GSC) for Dominique Marcel in his capacity as Chairman and Chief Executive Officer. This insurance pays a daily indemnity to corporate officers in the event of an involuntary termination of professional activity due to dismissal or non-renewal of term of office. The total amount of the indemnities paid is capped (see above).

Remuneration package due or granted to Mrs Agnès Pannier-Runacher, Deputy Chief Executive Officer, in respect of the 2017/2018 fiscal year (Resolution 10)

Compensation elements	Amounts due or awarded for fiscal year 2017/2018	Comments
Fixed remuneration	€260,000	2017/2018 gross fixed remuneration as at 1 January 2016, when it was increased. The annual fixed compensation of executive management has not changed since 2010.
Variable remuneration	€130,000	i.e. 50% of the basic annual salary. Information is provided above on the targets on which the variable part is dependent and how their achievement is assessed.
Multi-year variable remuneration	N/A	Agnès Pannier-Runacher did not receive any multi-year variable remuneration.
Directors' fees	N/A	None of the executive officers of CDA receives Directors' fees for the mandates held within the Group.
Exceptional remuneration	N/A	Agnès Pannier-Runacher did not receive any exceptional compensation.
Profit-sharing agreement	€19,803	Agnès Pannier-Runacher benefited from the profit-sharing agreement in force within CDA.
Stock option or performance share grants	N/A	As is the case for the Chairman and Chief Executive Officer, Agnès Pannier-Runacher was not a beneficiary of the performance share plans.
Welcome or severance package	No payment	Agnès Pannier-Runacher was the beneficiary of a departure bonus in the event of leaving the Group as a result of dismissal (except in the case of serious misconduct or gross negligence) equal to two years' compensation (last fixed + variable compensation), subject to the achievement of individual and Group performance criteria verified by the Board. This commitment, which was subject to prior approval by the Board meeting of 18 December 2012, was approved by the Shareholders' Meeting of 14 March 2013.
Non-competition indemnity	N/A	Agnès Pannier-Runacher was not subject to a non-competition clause.
Complementary retirement plan	The actuarial obligation at 30 September 2018 was €225,324.	Agnès Pannier-Runacher was a member of the complementary retirement scheme applicable to the Group's senior officers and senior executives. This comprised a defined-contribution plan and a defined-benefit plan that guaranteed, upon retirement, a pension equal to 1% of her last annual compensation (fixed + variable) per year of seniority, up to a maximum of 10% of this last compensation. This commitment, which was subject to prior approval by the Board meeting of 18 December 2012, was approved by the Shareholders' Meeting of 14 March 2013.
Complementary health and pension plan	-	Agnès Pannier-Runacher was covered by the collective health and pension plan in operation at CDA, in the same way and under the same conditions as other employees.
Benefits of all kinds	€3,673	Agnès Pannier-Runacher was allocated a company car.

Approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total remuneration and benefits of any kind awarded to executive corporate officers for the 2018/2019 fiscal year – ex ante vote (resolutions 11 & 12)

Mr Dominique Marcel, Chairman and Chief Executive Officer, was accompanied by Mrs Agnès Pannier-Runacher, Deputy Managing Director, in performing his duties until 15 October 2018. In fact, because of her appointment as Secretary of State to the Minister of Economy and Finance on 16 October 2018, she no longer holds this position since 16 October 2018. Therefore, her entire remuneration package for the 2018/2019 fiscal year will be granted on a *porata temporis* basis.

In accordance with the provisions of Article L. 225-37-2 of the French Commercial Code, we invite you to approve the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total remuneration and benefits of any kind awarded to Mr Dominique Marcel, Chairman and Chief Executive Officer (**Resolution 11**), and Mrs Agnès Pannier-Runacher, Deputy Chief Executive Officer, for the 2018/2019 fiscal year (**Resolution 12**).

These components are described in section 3.3.1.1. Of the Company's 2018 Registration Document. Report on the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items that comprise the total compensation and benefits of any kind attributable to the executive corporate officers (p. 57 to 59), which are reproduced below.

Report on the principles and criteria for determining, distributing and allocating fixed, variable and exceptional items that comprise the total compensation and benefits of any kind attributable to the executive corporate officers

Pursuant to Article L. 225-37 of the French Commercial Code, the principles and criteria for determining, distributing and allocating the components of compensation of Executive corporate officers are set out below. This report was drawn up with the assistance of the Appointments and Remuneration Committee and was approved by the Board of Directors on 24 January 2019.

Pursuant to Article L.225-37-2 of the French Commercial Code, it is specified that the payment of the variable remuneration package for this financial

year is subject to approval of the remuneration package of the person concerned by the Annual General Meeting under the conditions stipulated in Article L. 225-100 of the French Commercial Code.

Principles and criteria for determining the remuneration packages of executive corporate officers

The Board of Directors is responsible for determining the remuneration of the executive corporate officers and bases its decisions on the advice and recommendations of the Appointments and Remuneration Committee.

In the interests of transparency and balance, these bodies ensure that the compensation policy for executive officers takes into account all relevant principles of good governance, in particular those referred to in the AFEP-MEDEF Code.

The various elements that make up each package should result in measured, balanced and fair overall compensation that makes it possible to increase stability and motivation within the Company and reward performance.

Neither of the two executive officers has an employment contract.

Compensation structure

The compensation of Dominique Marcel and Agnès Pannier-Runacher each include:

- a fixed part;*
- a variable part;*
- benefits in kind, in the form of a company car;*
- the Group insurance plan (complementary retirement scheme), composed of membership of a defined-benefit pension plan and membership of a defined-contribution pension plan;*
- the complementary health and pension plan in operation at CDA;*
- a profit-sharing agreement.*

In addition, they may be granted a severance package in the event that they leave their jobs.

Neither of these executives benefits from the performance share plans implemented within the Group. They also do not receive any Directors' fees for the mandates they hold at various Group companies or any exceptional compensation.

Furthermore, the Chairman and Chief Executive Officer also receives private unemployment insurance.

Fixed remuneration

*The compensation of **Dominique Marcel** is paid in virtue of his Executive Management role, and not as*

Chairman of the Board, for which there is no remuneration.

Except in exceptional circumstances, the amount of the fixed part is only reviewed at relatively long intervals. The annual fixed compensation of the Chairman and Chief Executive Officer therefore did not change between 2010 and 2017.

The amount of fixed compensation for **Dominique Marcel** and **Agnès Pannier-Runacher** are provided in Section 3.3.1.2., "Individual compensation of executive corporate officers for the 2017/2018 fiscal year".

Variable remuneration

The variable parts of the Executive corporate officers' compensation are annual bonuses linked to the achievement of qualitative and quantitative targets set for a fiscal year. At the beginning of each Fiscal year, on the proposal of the Appointments and Remuneration Committee, the Board defines each of the targets set for the Executive corporate officers for the Fiscal year concerned.

During the 2017/2018 fiscal year, **Dominique Marcel** agreed that his total compensation should be capped and therefore reduced to comply with the rules imposed on public sector companies, even though *Compagnie des Alpes*, a private company, is not subject to this reduced regulation. As a result, the maximum amount of the Chairman and Chief Executive Officer's variable compensation was reduced to 12.5% of his fixed compensation (compared to 50% previously) as of 9 March 2017.

Agnès Pannier-Runacher's variable remuneration is capped at 50% of her fixed remuneration.

Following the end of the fiscal year, the Appointments and Remuneration Committee assesses the achievement of these targets and, on the basis of its appraisal, the Board then decides to grant all or part of the variable part of the remuneration to the Executive corporate officers. The variable portions allocated for a fiscal year are therefore liquidated and paid during the following year, after approval by the Annual General Meeting of Shareholders, in accordance with Article L. 225-37-2 of the French Commercial Code.

The compensation paid to the other members of the Executive Committee also comprises a fixed and a variable part, the latter of which can vary between 0% and 40% depending on the achievement of qualitative targets specific to each beneficiary and quantitative Group performance targets common to all Committee members, with the exception of Operations Directors, whose quantitative

performance objectives are based on the performance of their Business Unit and of the Group.

2018/2019 targets determining the granting of the variable part

The variable compensation for fiscal year 2018/2019 for **Dominique Marcel** and **Agnès Pannier-Runacher** will be calculated according to the following distribution:

- from 0 to 6.25% for **Dominique Marcel** and 0 to 25% for **Agnès Pannier-Runacher** according to the following quantitative criteria:
- from 0 to 3.125% for **Dominique Marcel** and 0 to 12.5% for **Agnès Pannier-Runacher** based on Group EBITDA for the fiscal year,
- from 0 to 2.125% for **Dominique Marcel** and 0 to 8.5% for **Agnès Pannier-Runacher** based on Group net debt calculated at the end of the fiscal year. This is the net debt as published in the Registration Document, which may be restated for changes in the scope of consolidation (disposals and acquisitions),
- from 0 to 1% for **Dominique Marcel** and 0 to 4% for **Agnès Pannier-Runacher** based on the free cash flow for the fiscal year,
- from 0 to 6.25% for **Dominique Marcel** and 0 to 25% for **Agnès Pannier-Runacher** based on criteria related to (i) the achievement of specific targets related to strategy deployment in each business unit, (ii) the deployment of the digital strategy and (iii) the preparation of shareholder and industrial partnerships that allow that strategy to be delivered and (iv) the CSR roadmap.

Conditional severance package

Dominique Marcel may be awarded severance pay linked to the end of his corporate term of office³.

Severance package for Dominique Marcel, Chairman and Chief Executive Officer

Dominique Marcel's severance package was determined by the Board of Directors on 19 March 2009 and approved for the first time by the Shareholders' Meeting of 18 March 2010. The continuation of this commitment was then submitted twice to the Shareholders' Meeting for approval when the term as Director of **Dominique Marcel** was renewed (Shareholders' Meetings held in 2013 and 2017).

³ Due to her departure from the Company on 15 October 2018, the severance payment of **Agnès Pannier-Runacher** has lapsed.

Severance pay may therefore be awarded to Dominique Marcel by the Company under the following conditions⁴:

(a) compensation will be paid in the event of forced departure from the Company, regardless of the form of such departure and in particular following the revocation or non-renewal of his position as Chairman and Chief Executive Officer, except in case of serious misconduct or gross negligence (as defined by the French Labour Code).

No compensation will be paid to Dominique Marcel if he leaves the Company on his own initiative to perform new duties or changes position within the Group, or if he has the option to claim his pension rights at full rate, or in the case of serious misconduct or gross negligence;

(b) severance pay is subject to individual and Group performance criteria. These performance criteria shall be assessed on the date the tenure of corporate office is terminated:

- individual performance criteria: shall be met if, averaged over the previous three full fiscal years, the average bonus awarded by the Board to Mr Marcel exceeds 30% of the maximum bonus,
- group performance criteria: shall be met if, averaged over the previous three full fiscal years, and on the basis of the consolidated accounts, the EBITDA margin is at least 20% like for like,

The Board may revise these performance criteria whenever a mandate is renewed;

(c) the amount of this severance pay will be twice Dominique Marcel's "basic annual salary".

The "basic annual salary" shall be his last gross basic annual salary, including the gross amount of the bonus paid him for the most recent full fiscal year, and excluding the amount of benefits in kind, reimbursements for professional expenses, and any financial instruments and stock options granted during that period.

Severance pay shall only be due after the CDA Board of Directors has ascertained that the above criteria have been met. It shall be deemed to include any compensation for unfair dismissal.

A regulated, collective complementary retirement plan

Compagnie des Alpes has put in place a mixed complementary retirement plan, comprising a

defined-contributions pension plan and a defined-benefits pension plan, in accordance with the provisions of Article L. 911-1 of the Social Security Code.

- The defined-contributions pension plan (Article L. 242-1 of the Social Security Code) benefits all of the staff of the headquarters entities, including Executive corporate officers, with no condition of presence or seniority. The defined contributions (individual accounts) are equal to 7% of the annual compensation for each beneficiary (capped at five times the social-security ceiling, or €196,140 on an annual basis in 2017). Contributions to the savings plan are split between the employer (4%) and employee (3%), notwithstanding the employee's status and age. The rights are acquired monthly and liquidated when the beneficiaries end their professional career.
- The defined-benefits pension plan (Article L. 137-11 of the Social Security Code), which is fully funded by Compagnie des Alpes, is open to corporate officers, senior executives and category-CIII managers (66 beneficiaries).

This second plan allows beneficiaries who end their professional career within the Group to benefit, when they take their pension, from a retirement pension equal to 1% of their basic annual salary (last basic annual salary comprising fixed and variable parts) per year of seniority, up to a maximum of 10% of this compensation, less the pension received under the defined contribution plan.

- Upon retirement the beneficiary may opt to receive a life annuity with a 60% survivor pension.

The pension plan contributions paid by the Company are not subject to employer social security contributions, nor to the CSG (general social contribution) or CRDS (social debt reimbursement contribution) levies. The Company must pay an employer social security contribution amounting to 32% of the pensions liquidated since 1 January 2013 and to 16% of the pensions liquidated before 1 January 2013.

In accordance with Article L. 225-42-1 of the French Commercial Code, the continuation of this commitment regarding Dominique Marcel was approved by the Combined Ordinary and Extraordinary Shareholders' Meeting of 9 March

⁴ Conditions for attribution and calculation comparable to those that had been decided for the duration of his previous mandate, but restated by the Board of Directors to take into account changes in the provisions of the AFEP-MEDEF Code in this regard.

2017, when his mandate as Chairman and Chief Executive Officer of the Company was renewed.

Profit-sharing agreement

Dominique Marcel and Agnès Pannier-Runacher are beneficiaries of the CDA profit-sharing agreement. For more information on this agreement, see section 4.2.4.2 "Compensation and benefits systems" of Chapter 4 "Statement of non-financial performance".

No granting of stock options and performance shares

At their request, the Executive corporate officers of Compagnie des Alpes have no longer been beneficiaries of the plans implemented by Compagnie des Alpes since 2009/2010.

Private unemployment insurance for Dominique Marcel, Chairman and Chief Executive Officer

On 9 March 2017, in accordance with the provisions of Article L. 235-38 of the French Commercial Code, the Board of Directors approved the purchase by the Company of private unemployment insurance from the Association pour la Garantie Sociale des Chefs et Dirigeants d'Entreprise (GSC) for Dominique Marcel in his capacity as Chairman and Chief Executive Officer. Note that Dominique Marcel does not have an employment contract with the Company.

This insurance pays a daily indemnity to corporate officers in the event of an involuntary termination of professional activity due to dismissal or non-renewal of term of office.

Accordingly, the corporate officer will receive, from the 31st day of the involuntary loss of professional activity and for its duration, daily unemployment benefits for a maximum period of 24 months (after the end of the first year of affiliation).

The total amount of compensation paid in the event of involuntary loss of professional activity may in no case exceed 70% of the annual net income of the previous fiscal year, excluding any dividends.

Resignation of the alternate Statutory Auditor (Resolution 13)

Mr Yves Nicolas, alternate Statutory Auditor appointed in this capacity by the Shareholders' Meeting of 15 March 2012 resigned from his position with effect from 11 December 2018.

As the regulations now only require the appointment of an alternate Statutory Auditor in certain cases (see the explanations given below in the section relating to Resolution 15), the Company proposes not to provide for his replacement.

The thirteenth **resolution** therefore invites you to note the resignation of Mr Yves Nicolas as alternate Statutory Auditor and decide on not providing for his replacement.

Authorisation for the Board of Directors to trade in the Company's shares – maximum purchase price: €40 per share (resolution 14)

As is customary at every annual Ordinary General Meeting, in the fourteenth **resolution**, we ask you to approve a new resolution authorising your Board of Directors, with the option to sub-delegate, to trade in the Company's shares.

With this authorisation, your Board will implement a new share buyback programme, limiting treasury stock to 10% of the share capital, with the same objectives as those of the previous programme, particularly to ensure an active market, using an investment services provider, via a liquidity contract compliant with the Code of Ethics recognised by the French Financial Markets Authority (Autorité des Marchés Financiers), i.e. the AMAFI Charter.

Use of this resolution will not be permitted during any public offer on the Company's shares.

In implementing this authorisation, we propose to set the maximum purchase price at €40 per share.

Authorisation would be granted for a new 18-month period, in compliance with the legal requirements.

Full details on the outcome of the trading conducted under the programme currently in force are provided in the 2018 Registration Document.

WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING:

Amendment of Article 19 of the Company's by-laws (resolution 15)

Law No. 2016-1691 of 9 December 2016, known as the "Sapin 2 Law", removed from Book 8 of the French Commercial Code the obligation to appoint an alternate statutory auditor when there is more than one person acting as statutory auditor.

As a result, in the **resolution 15**, we invite you to decide on the amendment of Article 19 of the by-laws, which, in its current version, provides for the appointment of a chief statutory auditor and an alternate statutory auditor.

Article 19 of the by-laws is currently written as follows:

"Article 19 – Statutory Auditors

One or more chief Statutory Auditors and one or more alternate Statutory Auditors are appointed and perform their audit duties in accordance with the law."

They must be summoned to all the Meetings, as well as to the meetings of the Board of Directors, which review or approve annual or interim, company or consolidated financial statements".

We recommend you amend it as follows:

"Article 19 – Statutory Auditors

*One or more chief Statutory Auditors and, **where necessary**, one or more alternate*

Statutory Auditors are appointed and perform their audit duties in accordance with the law."

They must be summoned to all the Meetings, as well as to the meetings of the Board of Directors, which review or approve annual or interim, company or consolidated financial statements".

Authority to carry out formalities related to resolutions within the authority of the Extraordinary General Meeting (Resolution 16)

Usual resolution for legal formalities.

We hope that you will vote for all the resolutions submitted for approval.

BIOGRAPHY OF THE DIRECTORS (INDIVIDUALS) WHOSE APPOINTMENT OR REAPPOINTMENT IS PROPOSED



RACHEL PICARD

MAIN POSITION: CHIEF EXECUTIVE OFFICER OF VOYAGES SNCF

BUSINESS ADDRESS: 2 PLACE DE LA DEFENSE – CNIT 1 – BP 440 – 92053 LA DEFENSE CEDEX

A graduate of HEC, Rachel Picard has been serving as Chief Executive Officer of Voyages SNCF since October 2014, having previously spent two years as head of the Gares et Connexions division of SNCF. Prior to taking up this role she had been Chief Executive Officer of Voyages-sncf.com, after working as Associate Chief Executive Officer responsible for marketing, sales and operations between 2004 and 2006. Before this, she directed Tour Operating Europe at Frantour from 1993 to 2000 and then ran Les Editions Atlas Voyages from 2000 to 2002. She has held business positions in the ski sector with Valle Nevado (Chile), and in the Leisure parks sector with Euro Disney Paris.

Renewed by the Combined Ordinary and Extraordinary Shareholders' Meeting of 12 March 2015 (first appointed on 15 December 2009) – Term of office expires: 2019

**Director
Independent Director
Member of the Strategy
Committee**

Born on 11 December 1966
A French national
Number of CDA shares
held: 716

Other mandates and duties:

- Permanent representative of SNCF Mobilities as Chairwoman of the Board of Directors of Voyages-SNCF.com (SAS) and SNCF C6,
- Permanent representative of SNCF Mobilities as Director of VSC group (SAS) and of THI Factory SA,
- Director of the Board of Eurostar International Ltd (UK),
- Member of the Board of Directors of Criteo*.

Mandates formerly held by Rachel Picard in the last five years:

- Permanent representative of SNCF Mobilities as member of the Supervisory Board of Orient Express SAS.

* Listed company.



SERGE BERGAMELLI

MAIN POSITION: AUDITOR GENERAL, CAISSE DES DEPOTS ET CONSIGNATIONS

BUSINESS ADDRESS : 72 AVENUE PIERRE MENDES FRANCE, 75013 PARIS

Serge Bergamelli has a DEA in contemporary history. He has previously held various positions in the Ministry of National Education and Youth and Sports (1984-1992) and served as Deputy Chief of Staff for the Secretary of State for Integration (1992-1993) before being appointed Regional Inspector-Regional Pedagogical Inspector (1994). He was site manager for the French Organising Committee for the 1998 Football World Cup (1995-1998) and then became a partner/vice-president of Ernst & Young Conseil/ Cap Gémini-Ernst & Young in 2000. Serge Bergamelli then joined the Caisse des Dépôts et Consignations Group, where he served as Regional Director for Midi-Pyrénées until 2011. He was then appointed Director General of the Regional Centre for Distance Learning (CNED) at the Ministry of National Education, Higher Education and Research, before returning to Caisse des Dépôts et Consignations in 2015, in the Investments and Local Development Department as Deputy Director. On 12 November 2018, Serge Bergamelli was appointed Auditor General of Caisse des Dépôts et Consignations.

Co-opted at the Board of Directors meeting of 26 October 2018 as a replacement for Mrs Noëlle Lenoir*, who resigned – Expiry of his predecessor's term of office: 2019

**Member of the
Audit and Finance
Committee**

Born 22 January 1956
A French national
Number of CDA shares
held: 1**.

Other mandates and duties:

- None

* Appointment at the recommendation of the Caisse des dépôts et consignations.

** In accordance with the Corporate Governance Charter, directors who are individuals and do not receive attendance fees are not subject to the obligation to invest in shares of the Company in their personal capacity.

PROPOSED RESOLUTIONS

WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING:

First resolution

(Approval of the parent-company financial statements for the fiscal year ended 30 September 2018)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, and having considered the management report of the Company and the Compagnie des Alpes Group drawn up by the Board of Directors, the general report of the Statutory Auditors on the company's financial statements, the report of the Chairman of the Board of Directors, the special report of the Statutory Auditors referred to in Article L. 225-235 of the French Commercial Code, as well as the additional information provided orally, hereby approves the company's financial statements for the financial year ended 30 September 2018 as presented to it, showing a profit of €16,961,031.09, and also approves the operations recorded in these financial statements or summarised in these reports. It also approves the amount of non-deductible expenses (Article 39.4 of the French Tax Code), totalling €84,253, as stated in the Management Report.

Second resolution

(Approval of the consolidated financial statements for the fiscal year ended 30 September 2018)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, and having considered the reports of the Board of Directors and the Statutory Auditors as well as the additional information provided orally, hereby approves the consolidated financial statements of the Group for the financial year ended 30 September 2018 as presented to it, showing Net Income (Group share) of €57,199 thousand, and also approves the operations recorded in these financial statements or summarised in these reports.

Third resolution

(Appropriation of results for the year)

Voting under the conditions of quorum and majority required for ordinary General Meetings, and having noted, in due consideration of profit for the year in the amount of €16,961,031.09 and retained earnings

in the amount of €64,072,136.11, that earnings available for distribution total €81,033,167.20, the General Meeting approves the proposals for appropriation of income and establishment of the dividend by the Board of Directors and hereby resolves:

- to allocate a sum of €848,051.55 to the legal reserve;
- to establish as €0.65 the dividend to be paid out to each qualifying share, and therefore to distribute a dividend to shareholders in the maximum amount of €15,868,626, on the basis of a maximum number of 24,413,271 shares with dividend entitlement;
- to allocate at least the sum of €65,537,153.65 to retained earnings.

The date from which dividends start to accrue is 14 March 2019. The ex-dividend date on Euronext Paris is 12 March 2019.

If, when payment is made, the number of shares actually entitled to the dividend is less than the aforementioned 24,413,271 shares because the Company holds treasury shares, the amount of dividend not paid out shall be allocated to retained earnings.

Pursuant to Article 243 bis of the French Tax Code, it is hereby stipulated that the total dividend proposed is eligible for deduction by individuals who are fiscally domiciled in France, as provided for by Article 158-3 2° of the French Tax Code.

The General Meeting acknowledges to the Board of Directors the reminder of the amount of dividends paid in the last three financial years:

FY 2014/2015:	Dividend per share of €0.40*
FY 2015/2016:	Dividend per share of €0.40*
FY 2016/2017:	Dividend per share of €0.50*

*Dividends eligible for deduction by individuals who are fiscally domiciled in France, as provided for by Article 158-3-2 of the French Tax Code

Fourth resolution

(Statutory Auditors' special report on the regulated agreements and commitments referred to in Articles L.225-38 et seq. of the French Commercial Code and approval of said report)

Voting under the conditions of quorum and majority of the Ordinary General Meetings, and having considered the special report of the Statutory Auditors provided for in Articles L. 225-40 *et seq.* of the French Commercial Code on the agreements referred to by Article L. 225-38 *et seq.* of the French Commercial Code, the General Meeting approves this report.

Fifth resolution

(Renewal of the term of office of Caisse d'Épargne Rhône-Alpes as director)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting, acting on a proposal by the Board of Directors, hereby decides to re-appoint Caisse d'Épargne Rhône-Alpes as director for a period of four years, which shall expire following the General Meeting called to approve the financial statements for the fiscal year ending in 2022.

Sixth resolution

(Renewal of the term of office of Mrs Rachel Picard as director)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting, acting on a proposal by the Board of Directors, hereby decides to re-appoint Mrs Rachel Picard as director for a period of four years, which shall expire following the General Meeting called to approve the financial statements for the fiscal year ending in 2022.

Seventh resolution

(Ratification of the appointment of Mr Serge Bergamelli as director by co-option)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting, acting on a proposal by the Board of Directors, in accordance with the provisions of Article L. 225-24 of the French Commercial Code, decides to ratify the provisional appointment of Mr Serge Bergamelli, by the Board of Directors on 26 October 2018, as director, replacing Mrs Noëlle Lenoir for the latter's remaining term of office, i.e. until the end of this Meeting.

Eighth resolution

(Renewal of the term of office of Mr Serge Bergamelli as director)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting resolves, on the proposal of the Board of Directors, subject to the adoption of the 7th resolution of this Meeting, to renew Serge Bergamelli's office as director, for a term of four years expiring at the end of the General Meeting called to approve the financial statements for the financial year ending 2022.

Ninth resolution

Approval of remuneration package due or allocated to Mr Dominique Marcel, Chairman and Chief Executive Officer, in respect of the 2017/2018 fiscal year.

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting approves, in accordance with the provisions of Article L. 225-100 of the French Commercial Code, the remuneration and benefits of any kind paid or awarded for the 2017/2018 fiscal year to Dominique Marcel for his mandate as Chairman and Chief Executive Officer as presented in the corporate governance report of the company referred to in Article L. 225-37 of the French Commercial Code and included in the 2018 Registration Document (*Chapter 3. Corporate governance - 3.3. Remuneration of corporate officers - 3.3.1.2. individual remuneration of executive corporate officers for the 2017/2018 fiscal year - Remuneration package due or awarded to Dominique Marcel, Chairman and Chief Executive Officer submitted for shareholder approval ("ex post" vote).*

Tenth resolution

(Approval of remuneration package due or awarded to Agnès Pannier-Runacher, Deputy Chief Executive Officer for the 2017/2018 fiscal year)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting approves, in accordance with the provisions of Article L. 225-100 of the French Commercial Code, the remuneration and benefits of any kind paid or awarded for the 2017-2018 fiscal year to Agnès Pannier-Runacher for her mandate as Deputy Chief Executive Officer as presented in the corporate governance report of the company referred to in Article L. 225-37 of the French Commercial Code and included in the 2018 Registration Document 2018 (*Chapter 3. Corporate governance - 3.3. Remuneration of corporate officers - 3.3.1.2. individual remuneration of executive corporate officers for the 2017/2018 fiscal year - Remuneration package due or awarded to Agnès Pannier-Runacher,*

Deputy Chief Executive Officer, submitted for shareholder approval ("ex post" vote).

Eleventh resolution

(Approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items that comprise the total remuneration and benefits of any kind attributable to Mr Dominique Marcel, Chairman and Chief Executive Office, for the 2018/2019 fiscal year)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting approves, pursuant to Article L. 225-37-2 of the French Commercial Code, the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total remuneration and benefits of any kind attributable to Mr Dominique Marcel, Chairman and Chief Executive Officer, detailed in the Company's corporate governance report referred to by Article L. 225-37 of the French Commercial Code, included in the 2018 Registration Document (*Chapter 3. Corporate governance – 3.3. Compensation of corporate officers – 3.3.1. Executive corporate officers – 3.3.1.1. Report on the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items that comprise the total remuneration and benefits of any kind attributable to the executive corporate officers.*

Twelfth resolution

(Approval of the principles and criteria for determining, distributing and allocating fixed, variable and exceptional items that comprise the total remuneration and benefits of any kind attributable to Mrs Agnès Pannier-Runacher, Deputy Chief Executive Office, for the 2018/2019 fiscal year)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting, after having read the report of the Board of Directors, approves, pursuant to Article L. 225-37-2 of the French Commercial Code, the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total remuneration and benefits of any kind attributable to Mrs Agnès Pannier-Runacher, Deputy Chief Executive Officer, detailed in the Company's corporate governance report referred to by Article L. 225-37 of the French Commercial Code, included in the 2018 Registration Document (*Chapter 3. Corporate governance – 3.3. Compensation of*

corporate officers – 3.3.1. Executive corporate officers – 3.3.1.1. Report on the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items that comprise the total remuneration and benefits of any kind attributable to the executive corporate officers.

Thirteenth resolution

(Resignation of the alternate Statutory Auditor)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, the General Meeting, taking note of the resignation of Mr Yves Nicolas, alternate Statutory Auditor, with effect from 11 December 2018, resolves, subject to the adoption of the 16th resolution of this Meeting, to not provide for his replacement.

Fourteenth resolution

(Authorisation for the Board of Directors to arrange for the Company to purchase treasury shares)

Voting under the conditions of quorum and majority for Ordinary General Meetings, having considered the Board of Directors' report, the General Meeting authorises the Board of Directors, with the option to sub-delegate within the legal limits, to arrange purchases of Company shares, in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code, European Regulation No. 596/2014 of 16 April 2014, Delegated Regulation No. 016/1961 of 8 March 2016, and AMF General Regulation, Book II Title IV and implementation instructions, with a view to:

- ensuring that the share price is stabilised by an investment service provider under a liquidity agreement, in compliance with an AMF-recognised ethics charter;
- holding, selling or transferring the aforesaid shares by any means, especially through the exchange or delivery of securities, particularly in the framework of acquisitions or the issuance of securities giving access to the capital; it being specified that the shares acquired for this purpose do not exceed 5% of the Company's share capital;
- attributing shares to employees and corporate officers of the Company, or of companies or groups to which the Company is related, under the conditions and in accordance with the procedures provided for in law, especially through income from Company acquisitions, stock options, the award of free shares, a Group or company savings scheme, or an

optional plan for an employee-employer savings partnership.

Shares may be purchased, sold, held or transferred by any means, on one or more occasions, provided that regulations in force are complied with, at any time except during a takeover bid, on the market or over the counter, particularly through the acquisition or sale of blocks of shares, or by using derivative financial instruments and options, in due compliance with the regulations in force.

To implement this authorisation, the Shareholders' Meeting sets a maximum purchase price of €40 per share. The maximum number of shares that may be held cannot be more than 10% of the shares comprising the share capital of Compagnie des Alpes at any given time. This percentage applies to the share capital as adjusted for transactions that modified the share capital before this Shareholders' Meeting, i.e. on 30 September 2018, 2,441,327 shares representing a maximum investment of €97,653,080 on the basis of a maximum purchase price of €40 per share.

In the event of a capital increase via the capitalisation of reserves and the award of free shares, and in the event of a stock split or reverse stock split, the above price will be adjusted based on the ratio between the total number of shares issued and outstanding before and after the transaction.

The duration of this authorisation is fixed at 18 months from this Shareholders' Meeting. During the yet unexpired period of time and starting from the date specified by the Board of Directors, this authorisation supersedes that issued by the Shareholders' Meeting on 8 March 2018.

The shareholders grant full powers to the Board of Directors and authorise it to delegate within the limits of the law, to hand down orders, conclude agreements, draft documents, particularly the programme description that must be published before the new programme is implemented. The Board of Directors is also authorised to carry out protocol, make declarations and report to administrations, in particular the AMF, for operations performed in implementing this resolution. The Board of Directors may also determine requirements and procedures whereby, if applicable, rights of shareholders and of beneficiaries of securities giving access to Company share capital over time will be maintained as well as those of beneficiaries of options, in compliance with regulatory provisions, and in general to do all that is necessary.

Fifteenth resolution

(Authorisation to carry out legal formalities subsequent to the Ordinary General Meeting)

The General Meeting hereby grants full powers to the bearer of a copy or extract of the minutes recording these resolutions, to perform all legal and administrative formalities subsequent to decisions made in the preceding resolutions enacted under ordinary business.

WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING:

Sixteenth resolution

(Amendment of Article 19 of the by-laws of the Company – Statutory Auditors)

Voting under the conditions of quorum and majority required for Ordinary General Meetings, and having considered the report of the Board of Directors, the General Meeting resolves, as allowed by the revised version of Article L. 823-1 of the French Commercial Code, to do away with the obligation for the Company to appoint an alternate Statutory Auditor and to amend Article 19 of the by-laws "Statutory Auditors" as follows:

"Article 19 – Statutory Auditors

*One or more chief Statutory Auditors and, **where necessary**, one or more alternate Statutory Auditors are appointed and perform their audit duties in accordance with the law."*

They must be summoned to all the Meetings, as well as to the meetings of the Board of Directors, which review or approve annual or interim, company or consolidated financial statements".

Seventeenth resolution

(Authorisation to carry out legal formalities subsequent to the Extraordinary General Meeting)

Voting under the conditions of quorum and majority required for Extraordinary General Meetings, the

General Meeting hereby grants full powers to the bearer of a copy or extract of the minutes recording these resolutions, to perform all legal and administrative formalities subsequent to decisions made in the preceding resolutions enacted under extraordinary business.

PRESENTATION OF THE COMPANY AND GROUP SITUATION IN 2017/2018

1. A WORD FROM DOMINIQUE MARCEL, CHAIRMAN AND CHIEF EXECUTIVE OFFICER, COMPAGNIE DES ALPES

Very good operational and financial performance

The 2017/2018 fiscal year has demonstrated Compagnie des Alpes' ability to continue to improve its results by pushing ahead with the strategic shift initiated in 2013. The rise in visitor numbers at our ski resorts and leisure parks was once again accompanied by an increase in unit revenue per skier-day and per visitor. At the same time, our good management of operating costs resulted in a further improvement in our operational performance in both of our legacy business lines, as we have exceeded the EBITDA objectives we had set ourselves.

The successful sale of our Seoul and Prague sites, combined with the positive effects of our debt refinancing operation in 2017, have enabled us to post record earnings and propose a dividend per share 30% higher than that of the previous year. Furthermore, despite an unprecedented levels of investment, we have maintained our return on capital employed above 8%.

Ski Areas: CDA, a partner of the resorts' ecosystem

As a major partner of the French Alps' ecosystem, Compagnie des Alpes actively contributes to the attractiveness and international renown of the eleven ski resorts in which it operates the ski areas under concession. While these ski areas are among the biggest and highest in Europe, we constantly strive to improve the services we provide. The skiers' pleasure, as well as their safety, largely depend on the proper execution of our daily missions, whether they concern the maintenance of the ski runs, or the proper operation of the ski lifts.

However, improving the quality of our offering also implies a controlled increase in the investments we make in new facilities to facilitate the skier flow, or to improve the snow cover through artificial snow-making, thus reducing the impact of unfavourable weather conditions. In so doing, we pay special attention to the environment by reducing our energy

expenditure and preserving our ski areas' water resources.

Moreover, Compagnie des Alpes plays an active role in boosting visitor numbers at the resorts where it operates through its involvement in the creation and renovation of accommodation, as well as its marketing. Indeed, our holiday retailing activity and our real estate agencies enable us to impact the tourist bed occupancy rate.

Satisfying an ever growing number of visitors at our leisure parks

Compagnie des Alpes has a coherent yet diversified portfolio of 11 leisure destinations, including theme parks, animal parks, edutainment parks and indoor sites. Year after year, we strive to increase visitor numbers at our sites and boost our revenue while ensuring very high customer satisfaction. This remains the cornerstone of our strategy as it secures the loyalty of our customers and makes them our best ambassadors by generating positive word-of-mouth and favourable comments on social networks.

The levers we use are clearly identified. Visitor satisfaction particularly depends on the attractiveness and renewal of our attractions, as well as the fluidity of visitor flows, and the quality of the services offered, including the offering in the shops and food services, which also constitute a significant source of revenue for the Group. We are also continuing to extend the season of some of our sites by creating special events around Halloween and the Christmas period, in addition to extending our opening hours and creating night shows.

Furthermore, we are targeting customers from further away to make them stay longer. This is the purpose of our investments in additional hotel capacity, for example at Parc Astérix.

Investing and improving our knowledge of all our customers to provide them with "seamless" service: the major axes of our development

Compagnie des Alpes is continuing to reap the rewards of its sustained efforts to increase the attractiveness of all of its sites and thus increase the number of skier-days in its ski areas and boost the performance of its leisure parks. In that context, the increase in the Group's profitability is enabling us to intensify our ambitious and proactive investment policy, in order to maintain our positive momentum of profitable growth. We are thus planning to further step up investments in 2018-2019.

The improvement of our digital facilities is another key focus of development for Compagnie des Alpes. The online sale of ski holidays enables us to increase the number of visitors in our resorts while giving us end-to-end control of our relationship with our customers. In this area, the consolidation of Travelfactory, acquired in January 2018, has significantly improved our digital footprint. We are gradually rationalising our CRM approach through the more systematic integration of all of the data collected via our online sale of ski holidays or tickets for our parks. This is done through our various connected services and applications, or through social media communications. By improving our customer knowledge, we can put in place a more efficient form of personalised marketing, thereby boosting visitor numbers and customer satisfaction.

Moreover, the numerous consulting and support contracts won by the Group in China, in particular for the future Winter Olympics, as well as in Russia and Central Asia, position us as a privileged partner to develop our activities in these regions. A perfect example is the signing of an industrial partnership with the Fosun group for the construction of a new-generation snow dome in the Shanghai region.

Compagnie des Alpes stands ready to seize any targeted acquisition opportunity to play a pivotal role in the consolidation of the leisure sector.

2. ANALYSIS OF GROUP RESULTS

Compagnie des Alpes Group's revenue for the 2017/2018 fiscal year rose by 6% compared with the previous period, to €801.2 million. On a comparable scope (i.e. without taking into consideration Fort Fun, a non-strategic park, sold in April 2017), it improved by 6.1% compared to the 2016/2017 fiscal year. All of the Group's business divisions contributed to this good performance.

EBITDA rose 5.4% to €218.3 million, while the margin remained more or less stable at 27.3% compared to 27.4% in the previous year. On a comparable scope (i.e. excluding the interim losses from Fort Fun in 2016/2017), it was down 0.3 margin points mainly due to the buyback of the TravelFactory group (which had a slightly dilutive effect of 70 basis points on the EBITDA margin). This confirms the Group's solidity, the resilience of the business of the Ski areas and the dynamism of the Leisure Destinations. The Very High Satisfaction strategy combined with attractiveness-boosting investments for 3 years resulted in an increase in business and profitability.

The operating income was impacted by the increase in amortisation and depreciation. The 2016/2017 operating income benefited from positive non-recurring items.

The net cost of debt fell significantly (impact of +€7.9 million) following the refinancing of the group in 2017, which played a major role in 2017/2018.

After taking into account an income-tax expense of €29.7 million and a share of net income of associates of €4.5 million, the net income from ongoing operations stood at €59.5 million at 30 September 2018 versus €64.6 million in the previous year. The net income from discontinued operations stood at €3.7 million versus an expense of -€24.7 million in 2016/17.

Thus, net income, Group share amounted to €57.2 million, versus €31.3 million the previous year.

Activity and results for the period

	FY 2017/2018	FY 2016/2017	Change %	FY 2016/2017	Change %
	Actual scope	Comparable scope - adjusted		Actual scope - Adjusted	
(in € millions)	(1)	*(2)	(1) - (2) / (2)	*(3)	(1) - (3) / (3)
Revenue	801.2	755.2	6.1%	755.9	6.0%
EBITDA	218.3	208.2	4.8%	207.2	5.4%
EBITDA/Revenue	27.3%	27.6%	-1.2%	27.4%	
NET OPERATING INCOME	97.0	98.8	-1.8%	98.9	-1.9%
Net cost of debt and miscellaneous	-12.3			-19.0	-35.6%
Income-tax expense	-29.7			-19.9	49.2%
Equity method	4.5			4.7	-4.8%
Net income, ongoing business	59.5			64.6	-8.0%
Earnings from discontinued operations	3.7			-24.7	
EARNINGS	63.2			39.9	58.3%
Minority interests	-6.0			-8.6	-30.5%
NET INCOME (GROUP SHARE)	57.2			31.3	82.6%

(*) The data published for the 2016/2017 fiscal year has been adjusted in accordance with IFRS 5 relating to discontinued operations and takes into account business reclassification (see note 5.1). 2016/2017 data on a comparable scope excludes the business of the Fort Fun (Grévin Deutschland) park that was sold in April 2017. It is provided up to the net operating income.

Revenue

Revenue for the 2017/2018 fiscal year amounted to €801.2 million on an actual scope basis. This represents an increase of 6% on the previous year. On a comparable scope, it improved by 6.1%.

	FY 2017/2018	FY 2016/2017	Change %	FY 2016/2017	Change %
	Actual scope basis	Comparable scope - adjusted		Actual scope - Adjusted	
(in € millions)	(1)	*(2)	(1) - (2) / (2)	*(3)	(1) - (3) / (3)
Ski areas	429.3	416.9	3.0%	416.9	3.0%
Leisure Destinations	339.9	325.9	4.3%	326.6	4.1%
Holdings & Supports	32.0	12.4	157.6%	12.4	157.6%
REVENUE	801.2	755.2	6.1%	755.9	6.0%

(*) The data published for the 2016/2017 fiscal year has been adjusted in accordance with IFRS 5 relating to discontinued operations and takes into account business reclassification (see note 5.1). 2016/2017 data on a comparable scope excludes the business of the Fort Fun (Grévin Deutschland) park that was sold in April 2017. It is provided up to the net operating income.

Ski areas

In 2017/2018, Ski Area revenue increased by 3.0% to €429.3 million. It includes the income from the sale of land that took place in the 3rd quarter for €2.4 million.

Ski lift revenue (which accounted for almost 98% of the annual business this year following the reclassification of businesses of real estate agencies in the BU Holdings and Supports) increased by 2.1% to €420.9 million.

This result was achieved despite the sometimes extreme weather conditions, which disturbed the operating activity of the sites, leading to a complete or partial closure of ski runs and trails and ski lifts on several days, particularly in the month of January. It highlights the major resilience of the business in an adverse environment.

This increase is primarily driven by an increase in revenue per Day/Skier, which consolidated and increased this year by +1.3%, after a significant increase in the previous year. It is also generated a +0.8% increase in the skier days for the Group's ski resorts for the 3rd consecutive season.

Boosting visitor numbers at its ski resorts is one of the key components of the strategy deployed by Compagnie des Alpes. To achieve this, the Group implemented actions relating to accommodation, marketing, distribution and digitisation. This year's acquisition of Travelfactory, the leading online distributor of ski holidays in France, is in line with this strategy. It will enable the Group to complete its range of holidays and accommodation in the mountains and access a younger and more international clientèle while strengthening its expertise and digital footprint.

Leisure Destinations

In 2017/2018, the dynamism of the Leisure Destinations business recorded a 4.3% increase, on a comparable basis, and amounted to €339.9 million. It is primarily driven by a per visitor spending that continues to grow (+3.0%), supported by rising "In Park" sales, the volume whereof has increased by nearly 44% over the past five reporting periods. This increase comes, particularly, from the growth of the catering business and, more generally, from an offering that is better adapted to visitor expectations.

The partial opening of a new hotel in Parc Astérix, which will be completely handed over by the end of the year, was also responsible for the increase in revenue from accommodation.

Lastly, the performance of the Leisure Destinations business also resulted from a +1.3% increase in visitor numbers, which reached a new record (on a comparable basis) of 8.8 million visits.

Rising for the 5th consecutive year, this increase in business brought aggregate revenue growth of this BU for the last five fiscal years to over 39%. It is the fruit of the customers' Very High Satisfaction strategy implemented by the Group and gradually rolled out across all sites.

This season, the sites that grew the most are the ones with the most advanced multi-year investment plans and which benefited from the transformation efforts: investment in increasing appeal, new zone addition, increase in hotel capacity. Attendance records were once again beaten, particularly on these sites. Parc Astérix crossed the symbolic mark of 2 million visitors at the end of August, and recorded 2.17 million at the end of the season. Walibi Belgium crossed the million visitor mark for the very first time after its consolidation into the Group. Walibi Rhône-Alpes saw its visitor numbers increase nearly 30% in four years. Meanwhile, Futuroscope saw a slight decline in business this season. This is mainly due to an unfavourable base effect as the site celebrated its 30th anniversary during the last fiscal year.

The increase in visitor numbers has not affected overall customer satisfaction, as visitor ratings were up once again in most sites this year. And the ratings given to the new attractions open for three years are all between 8.0 and 9.5 out of 10, a sign that they immediately struck a chord with their audience.

Holdings & Supports

The Holdings and Supports division now includes the consulting business of CDA Management and CDA Beijing, the online distribution business, and CDA's legacy real estate agencies (previously consolidated under the Ski Areas BU) as well as those of Travelfactory, company acquired on 1 January 2018, which was consolidated within the Group satisfactorily.

This division generated revenue of €32.0 million on an actual scope basis, versus €12.4 million the previous year, which did not include Travelfactory's revenue.

The 2017/2018 fiscal year was also profitable for the consulting business in particular through the Jardin d'Acclimatation service provision contract (project management services, park operation and marketing). The Jardin d'Acclimatation has enjoyed undeniable success since its re-opening on 1 June 2018.

In addition, contracts were signed or renewed in China, in particular to provide technical assistance to the Thaiwoo resort. The year was also marked by ongoing consulting operations in Turkey and Georgia (for ski resorts) and in Moscow (for leisure parks).

EBITDA

Gross operating income (EBITDA) amounted to €218.3 million and increased by 4.8% compared to FY 2016/2017 on a comparable scope.

Per business segment, it breaks down as follows:

	FY 2017/2018	% of revenue 2017/2018	FY 2016/2017	revenue 2016/2017	% Change	FY 2016/2017	% Change
	Actual scope basis	Actual scope basis	Comparable scope - adjusted	Comparable scope - adjusted	(1) - (2) / (2)	Actual scope - Adjusted	(1) - (3) / (3)
(in € millions)	(1)		* (2)			* (3)	
Ski areas	159.3	37.1%	154.3	37.0%	3.2%	154.3	3.2%
Leisure Destinations	82.0	24.1%	77.4	23.7%	-5.9%	76.3	-7.4%
Holdings & Supports	-22.9	-71.6%	-23.4	-188.6%	2.2%	-23.4	2.2%
EBITDA	218.3	27.3%	208.2	27.6%	4.8%	207.2	5.4%

(* The data published for the 2016/2017 fiscal year has been adjusted in accordance with IFRS 5 relating to discontinued operations and takes into account business reclassification (see note 5.1). 2016/2017 data on a comparable scope excludes the business of the Fort Fun (Grévin Deutschland) park that was sold in April 2017. It is provided up to the net operating income.

Ski areas

EBITDA for the Ski areas rose by 3.2% (+€5 million) to €159.3 million, despite a season under difficult operating conditions.

The EBITDA margin rose by 0.1 points to 37.1%, from 37% in the previous year (after business reclassification).

The operating conditions weighed on the operating expenses, which increased by €9.7 million: personnel costs increased by +4.4% due to hiring at the beginning of the season, a lot of extra hours for securing the ski areas, but also because of the good results (increase in employee profit-sharing). Adverse weather conditions also weighed on maintenance costs and triggered several claims (covered by our insurance). Lease payments increased by +3.5% in connection with the increase in revenue from ski lift passes.

Leisure Destinations

EBITDA for Leisure Destinations stood at €82 million, up €4.6 million over the previous year (+5.9%, after a 16.5% increase in 2016/2017, 6.9% in 2015/2016 and 17.8% in 2014/2015). The EBITDA margin showed a 0.4 point improvement, and stood at 24.1% in 2017/2018.

Capital expenditure

Investment levels are one of the main performance measures monitored by the Group, alongside revenue and EBITDA.

Operating costs increased by 3.8% (i.e. +€9.5 million) and correspond mainly to material costs which increased due to the business, rising personnel costs mainly due to the opening of a hotel and increased customer service, +6.8% (+€6.9 million) on a comparable basis, but also due to higher advertising and marketing costs, promoting new investments.

Holdings & Supports

EBITDA for the historic holdings and supports business remained stable at -€23.5 million. The centralisation of certain inter-divisional functions (communications, HR management, IT, ticketing, standardised management software, marketing policy, etc.) represents the vast majority of this segment's expenses.

The tour-operator business (Travelfactory since 1 January 2018 – i.e. 9 months of operation - and Alpes Ski Resa for 12 months) realised a positive EBITDA of €0.9 million. The real estate business realised a slightly negative EBITDA of -€0.3 million, in line with the previous year.

Total EBITDA for Holdings and Supports stood at -€22.9 million, up +€0.5 million over the previous year.

Capital expenditure (net of disposals) amounted to €186.2 million, compared with €159.6 million the previous year and €159.4 million on a comparable scope. It represents 23.2% of the Group's revenue in 2017/2018.

Investments break down by business lines as follows:

	FY	% of revenue	FY	% of revenue	%	FY	%
	2017/2018	2017/2018	2016/2017	2016/2017	Change	2016/2017	Change
	Actual scope basis	Actual scope basis	Comparable scope - adjusted	Comparable scope - adjusted	0	Actual scope - Adjusted	0
(in € millions)	(1)		* (2)		(1) - (2) / (2)	* (3)	(1) - (3) / (3)
Ski areas	91.0	21.2%	84.4	20.2%	7.9%	84.4	7.9%
Leisure Destinations	91.3	26.8%	70.0	21.5%	30.3%	70.2	30.1%
Holdings & Supports	3.9	12.3%	5.0	40.7%	-21.9%	5.0	-21.9%
NET CAPITAL EXPENDITURE	186.2	23.2%	159.4	21.1%	16.8%	159.6	16.7%

(*) The data published for the 2016/2017 fiscal year has been adjusted in accordance with IFRS 5 relating to discontinued operations and takes into account business reclassification (see note 5.1). 2016/2017 data on a comparable scope excludes the business of the Fort Fun (Grévin Deutschland) park that was sold in April 2017. It is provided up to the net operating income.

Investments in the Ski areas segment amounted to €91 million, compared with €84.4 million the previous year (21.2% and 20.2% of segment revenue respectively). These mainly related to ski lifts, snow-making equipment and work to secure water resources, grooming machines and ski run and trail work (see Notes 6.2 and 6.3 to the Consolidated Financial Statements).

In close collaboration with the granting authorities, the Group is focusing its efforts on investments that will generate additional revenues, increase the attractiveness of the areas operated and improve the quality of the product offered to customers, and optimise operating expenses.

In the Leisure destinations segment, investments came to €91.3 million, compared with €70.2 million in the previous year, and €70 million on a comparable scope, i.e. 26.8% of the revenue, versus €21.5 million in 2016/2017.

Therefore, a high level of investment was made on theme parks this year, which include:

- the creation of a new indoor water park near Bellewaerde Park;
- the construction of a new hotel at Parc Astérix, the Cité Suspendue, before the launch of work on another hotel, Les Quais de Lutèce, planned for 2020;
- ongoing investments in increasing the appeal of both the new attractions of the 2018 season ("Sébastien Loeb" and "Dans les yeux de Thomas Pesque" at Futuroscope, Hurricane at Walibi Rhône-Alpes, Tiki-Waka at Walibi Belgium) and the attractions planned for the next season.

In the Holding companies and support subsidiaries segment, investments mainly represent intangible assets intended for site operations (computer software for ticketing and others). At Travelfactory, they mainly relate to digital investments (website).

Earnings

Net operating income amounted to €97 million in 2017/2018, down 1.8% compared to the previous year on a comparable basis

	FY 2017/2018	% of revenue 2017/2018	Fiscal year 2016/2017	% of revenue 2016/2017	% Change	FY 2016/2017	% Change
	Actual scope basis	Actual scope basis	Comparable scope - adjusted	Comparable scope - adjusted	0	Actual scope - Adjusted	0
(in € millions)	(1)		*(2)		(1) - (2) / (2)	*(3)	(1) - (3) / (3)
EBITDA	218.3	27.3%	208.2	27.6%	4.8%	207.2	5.4%
Amortisation, depreciation and provisions	-121.3	-15.1%	-112.8	-14.9%	7.5%	-113.1	7.2%
Other operating income and expenses	-0.1		3.3	0.4%		4.8	
NET OPERATING INCOME	97.0	12.1%	98.8	13.1%	-1.8%	98.9	-1.9%

(*) The data published for the 2016/2017 fiscal year has been adjusted in accordance with IFRS 5 relating to discontinued operations and takes into account business reclassification (see note 5.1). 2016/2017 data on a comparable scope excludes the business of the Fort Fun (Grévin Deutschland) park that was sold in April 2017. It is provided up to the net operating income.

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Amortisation and depreciation expenses increased by €5.5 million, as a result of the ambitious investment policy implemented over the last four years. In addition, they include accelerated depreciation of property, plant and equipment amounting to approximately €2 million, to reflect their fair value and an impairment charge of €1 million on a site abroad.

As a reminder, the operating income for 2016/2017 on a comparable basis included positive non-recurring items amounting to approximately +€3.3 million corresponding to a transaction allowance of €2.8 million and a liability guarantee of €0.5 million and in real terms, the capital gain on the sale of Grévin Deutschland.

The net cost of debt fell significantly (impact of +€7.9 million) following the refinancing of the group in 2017, which played a major role in 2017/2018. The average interest rate increased from 4% in 2017 to 2.17% in 2018. Other financial income and expenses are impacted by losses incurred on unconsolidated subsidiaries involved in the land, real estate or catering business, resulting in a €1 million decline compared to the previous year.

The income tax expense increased by €9.8 million compared to the previous year. It includes:

- a deferred tax expense of €1.2 million stemming from the recognition of Parc du Futuroscope carryover losses, whereas deferred tax income of €2.6 million had been calculated in 2016/2017;
- a deferred tax income of €1.8 million on the fall in the tax rate in Belgium. A tax income of €0.6 million had been recorded on the fall in the tax rate in France in 2016/2017, and a tax income of €2.3 million related to the removal of tax on dividends and a reversal of a tax provision of €1.8 million on a dispute with a foreign tax authority (which originated prior to the acquisition by Compagnie des Alpes), which turned out in favour of the Group.

The nominal tax rate stood at 33.3% versus 23.6% the previous year (restated accounts).

The share of net income of associates remained fairly stable at €4.5 million.

As a result, after taking into account an additional tax expense of €10 million, the income from continuing operations stood at €59.5 million versus €64.6 million in 2016/2017.

Income from discontinued operations amounted to +€3.7 million versus –€24.7 million the previous year. It includes the following items:

- losses of Grévin Prague and Seoul: –€1.7 million (versus –€6.6 million in 2016/2017);
- *impairment* of assets of Prague and Seoul in 2016/2017 for –€18.8 million;

- restructuring costs of –€0.4 million in 2017/2018;
- net capital tax gains of €5.6 million in 2017/2018.

After taking into account income from discontinued operations, the net income, Group share for the 2017/2018 fiscal year represents €57.2 million versus €31.3 million the previous year.

Cash and cash equivalents

<i>(in € millions)</i>	30/09/2018	30/09/2017
Operating cash flows from continuing operations after borrowing cost and tax	180.0	173.7
Net capital expenditure (CAPEX, net of disposals)	-188.5	-168.3
Change in receivables and payables on non-current assets	2.3	8.8
FREE CASH FLOW	-6.1	14.1
Acquisition/Disposal of non-current financial assets	-8.1	-2.5
Change in borrowings	-73.6	61.1
Dividends (including non-controlling interests in subsidiaries)	-16.8	-13.9
Change in WCR and other	-2.4	-2.2
Impact of discontinued operations	3.8	-5.5
CHANGE IN CASH POSITION	-103.3	51.0

Operating cash flow totalled €180 million (22.4% of revenue), a rise of 3.6% compared with 30 September 2017, reflecting the improvement in the Group's business activities.

A free cash flow of –€6.1 million reflects the Group's high level of investments during the year (+26.7 on a comparable basis, after an increase of €13.5 million the previous year).

The increase in non-current financial assets mainly results from the financing of accommodation improvement operations and minority investments in new construction programmes in ski areas.

Compagnie des Alpes paid out €12.2 million in dividends, an increase of €2.5 million compared to the previous year. The subsidiaries, meanwhile, paid out almost €4.6 million to their minority shareholders.

3. THE GROUP'S BUSINESS ACTIVITIES

Ski areas (54% of 2017/2018 Group consolidated revenue)

Paradiski: La Plagne, Les Ares and Peisey-Vallandry

Paradiski - With its 425 kilometres of slopes on close to 15,000 hectares. Paradiski is one of the world's largest ski areas. The Vanoise Express, which is the highest-capacity cable car in the world, links the three renowned resorts that make up this ski area: La Plagne, Les Arcs and Peisey-Vallandry.

La Plagne

La Plagne, created in 1960, is the world's biggest ski resort, with 79% of the ski area above 2,000 metres, 10

villages, a facility-equipped glacier at 3,250 metres, and a downhill descent of more than 2,000 metres. It has seen the birth of champions such as Kévin Rolland and Julien Lizeroux and is host to prestigious alpine events.

Les Arcs

Covering an altitude of between 1,200 and 3,226 metres. Les Arcs offers an exceptional ski area. Les Arcs is the most avant-garde of all alpine resorts – world famous for the resort town's architecture, a pioneer of new snow sports, and the birthplace of snowboarding in Europe. The resort, which is made up of four villages, offers a variety of slope profiles catering to all levels of skiing, a panoramic view of Mont-Blanc, and plenty of sunshine.

Peisey-Vallandry

The geographical centre of Paradiski, Peisey-Vallandry offers authenticity and cheerful hospitality on a human scale. This resort, which welcomed its first skiers in 1948, comprises five Savoyard villages. The varied slopes of Peisey-Vallandry are located on the sunny wooded face of Les Arcs. The resort also boasts a vast Nordic skiing area for cross-country skiing, snowshoeing, or sledding.

Compagnie des Alpes operates the La Plagne ski resorts through its subsidiary SAP and the Les Arcs and Peisey- Vallandry stations via its subsidiary ADS. In 2017/2018, these two companies generated revenue of €142.0 million with close to 4.6 million skier-days.

Tignes-Val-d'Isère connected ski area

The connected ski area of Tignes-Val-d'Isère comprises the French resorts of Val-d'Isère and Tignes in Savoie.

It extends from the Pisailas glacier above the Col de l'Iseran in Val-d'Isère to the Grande Motte glacier above Val Claret in Tignes.

Tignes

Tignes offers a unique way of experiencing the mountains. The seasons here are the longest in Europe (from the beginning of October to mid-May) owing to the resort's high altitude (1,550 metres to 3,450 metres) and extend from June to August thanks to the Grande Motte glacier. More than 80% of Tignes'vacationers are skiers. The clientele is young, international, and sporty.

Val-d'Isère

Set at an altitude of 1,850 metres in the heart of the Tignes-Val d'Isère connected ski area, the village of Val-d'Isère, which became a ski resort in 1938, is an international ski resort that blends innovation and authenticity. This constantly evolving resort attracts the most cosmopolitan of customers. Its unique selling point is to offer skiing options for all pockets and all technical levels, as well as a comprehensive range of high-quality services.

Compagnie des Alpes subsidiaries STGM and STVI manage the Tignes and Val-d'Isère ski areas, respectively. In 2017/2018, they generated revenue of €93.3 million with more than 3.0 million skier-days.

Les Trois Vallées : Les Menuires and Méribel

Compagnie des Alpes operates two of the eight ski resorts in Trois Vallées, the largest ski area in the world with 600 kilometres of slopes fully linked by ski lifts. It is located in the Tarentaise Valley and comprises three valleys: Bozel, Allues and Belleville.

Les Menuires

The "Station des Grands Espaces" opened in 1964. It soon became a hallmark of the development of the ski industry in France and is now ranked among the best ski areas in Europe.

Its snow-making coverage extends to nearly half of the ski runs, guaranteeing quality snow up to the end of April.

Méribel

Nestled in the heart of the 3 Vallées, only 2 hours away from Lyon, Geneva, and Italy, Méribel has been the personification of charm since it opened its first facilities in 1938. It is a genuine alpine village with its chalets of wood and stone. Snow-making machines cover more than half of the ski area of which 85% is above the 1,800 metres altitude mark, guaranteeing optimum snow conditions throughout the season.

Compagnie des Alpes operates the Menuires and Méribel resorts through its subsidiaries Sevabel and Méribel Alpina. They generated revenue of €78.8 million in 2017/2018 from nearly 2.4 million skier-days.

Grand Massif: Flaine, Samoëns, Morillon and Sixt

Compagnie des Alpes operates four of the five resorts comprising the Grand Massif in Haute-Savoie. With the exception of Flaine, the average altitude of their sites is lower than that of the Group's other areas.

Flaine

At an altitude of 1,600 metres to 2,500 metres, Flaine offers a breathtaking view of Mont-Blanc. The resort, which opened in 1969, has several buildings listed in the French Historical Monument List (Inventaire des Monuments historiques de France), with its typical monumental open-air structures.

Samoëns, Morillon and Sixt

At the heart of the Giffre valley, these three resorts offer an authentic mountain village experience. A network of powerful gondola lifts links them to the high-altitude ski area.

With slopes suitable for all levels and stunning natural sites, the valley has a great deal to offer. The jewel of the Grand Massif: a 14-kilometre blue run that skirts the Natural Reserve and links Flaine to Sixt.

GMDs (company formed following the merger of DSF and DSG), a Compagnie des Alpes subsidiary, operates the Flaine, Samoëns, Morillon and Sixt ski areas. These areas generated revenue of €40.8 million in the 2017/2018 fiscal year. The number of skier-days was 1.4 million.

Serre Chevalier Vallée

Situated in the southern Alps in the Écrins National Park, Serre Chevalier Vallée is a ski resort made up of authentic villages, as well as Briançon, a town that is a UNESCO World Heritage site for its Vauban fortifications.

The ski area is one of the largest in Europe. Eighty percent of its surface area is above the 2,000-metre altitude mark and its north-facing slopes offer excellent natural snow conditions from mid-December to the end of April.

Additionally, Serre Chevalier has one of the largest artificial snow-making networks in Europe to ensure optimum skiing conditions all through the winter.

Big-league skiing at high altitudes, unhurried skiing in larch forests, fun skiing in designated fun areas, family skiing in protected zones: Serre Chevalier has something for every kind of skier.

The company SCV Domaine Skiable, a subsidiary of the Group, operates the Serre Chevalier Vallée ski area. It generated revenue of €36.0 million in 2017/2018, with 1.2 million skier days.

Deux Alpes

Situated at the border between the northern and southern Alps, in the heart of the Massif de l'Oisans, the Deux Alpes resort enjoys international fame, mainly due to its ski area: 225 kilometres of marked ski runs and trails, starting at 1,300 metres and reaching 3,600 metres in altitude, the summit of the biggest skiable glacier in Europe with a 360° panoramic view of the Alps.

The ski area has several distinctive characteristics: the "natural snow" guarantee thanks to the glacier, ski-in-ski-out access from one's residence, an internationally renowned snowpark at 2,600 metres, and the opportunity to race down a run with a difference in elevation of 2,300 metres, without having to take a ski lift. In summer, 200 hectares of glacier are equipped for snow sports.

The Deux Alpes ski area is managed by DAL, a subsidiary of Compagnie des Alpes. It generated revenue of €38.5 million in 2017/2018 with 1.2 million skier-days.

Leisure Destinations (42% of Group consolidated revenue in 2017/2018)

Parc Astérix

Located 30 kilometres to the north of Paris, Parc Astérix is one of the three largest parks in France, offering a

savvy blend of humour, friendliness, shared experience and authenticity. The park has its own original and well-established identity, which visitors can experience in the six worlds that make up the park: Egypt, Welcome to Gaul, The Roman Empire, Ancient Greece, The Vikings, and Travel Through Time.

Everything is carefully staged to depict the Gallic spirit portrayed by Albert Uderzo and René Goscinny, the creators of Astérix.

It expands its offering each year with a whole host of live shows, astonishing events, rides and attractions for one and all. The park offers visitors 5 shows and 40 attractions (7 for thrill seekers, 20 for families, and 13 for children).

This year, they were able to discover or rediscover the park from a height thanks to Aérolaf, a rotating bar 35 metres above the ground.

The world of Parc Astérix extends to the accommodation area, which includes the three-star Trois Hiboux hotel expanded and renovated in 2017, and the Cité Suspendue hotel built in 2018. Each of the hotels has a capacity of 150 rooms. The Cité Suspendue hotel is based on the theme of a forgotten city in the forest, left by an ancient civilisation. To preserve the fauna and flora, all of the buildings have been built on stilts.

In the 2017/2018 fiscal year, Parc Astérix generated revenue of €108.4 million and welcomed more than 2.17 million visitors.

Futuroscope

Futuroscope, France's first major amusement park, which opened its doors in 1987 and is located on 60 hectares of wooded land, plays on its difference to drive its expansion. It makes a two-fold promise: enjoy the thrills, sensations and amusement that it has to offer, and learn at the same time.

Its strength lies in the large number of diverse attractions in the technology universe for all audiences. It owes its success and its unique position on the leisure market to an invention of a totally new form of amusement based on a combination of opposites: amusement and discovery, physical feelings and emotions, art and technology.

This year, Futuroscope inaugurated a new 5D virtual reality attraction in which the visitor becomes the co-pilot of famous world-champion rally driver Sébastien Loeb.

Futuroscope is open for almost the entire year. The main period of closure is in January. It generated revenue of €101.2 million in 2017/2018, with 1.85 million visitors.

Grévin Paris

Located in the 9th arrondissement of Paris, the site's primary beauty lies in the museum and its historical

decor. It houses a theatre built in 1900 and decorated by Antoine Bourdelle and Jules Chéret, which is listed in the French Supplementary Historical Monument List (*Inventaire Supplémentaire des Monuments Historiques*). Grévin is a world in which reality gets mistaken for fantasy, and fact for fiction. Through its characters and settings, Grévin creates the illusion of an interactive meeting. French and foreign celebrities, contemporary or historical, are represented.

The Académie Grévin meets twice a year, under the authority of its President, to select the celebrities who have been elected to enter the Grévin.

The season's latest additions include celebrities such as Maître Gims, Jean-Paul Gaultier, Alexandra Lamy, Catherine Frot, Les Miraculous (Lady Bug and Chat Noir), Kylian Mbappé and American top model Angela Lindvall.

Grévin's revenue amounted to €13 million in 2017/2018, with the museum welcoming 678,000 visitors.

The other French sites (France Miniature, Walibi Rhone- Alpes)

France Miniature

Ten minutes away from Versailles lies the biggest miniatures park in Europe, France Miniature, covering an area of 8 hectares including 1.5 hectares of water. The park guides visitors through the history and geography of France, in less than a day: France's rich heritage is represented in the 117 exact replicas of its best monuments, all of which are 1/30 scale models, and 150 landscapes are recreated.

Throughout the summer, visitors toured the park to the voice of Stéphane Bern – a famous TV presenter specialised in history and royalty – thanks to the scale models' new audio presentation system inaugurated this season.

Walibi Rhône-Alpes

Established in a magnificent natural setting in Avenières since 1979, Walibi Rhône-Alpes offers over 30 attractions and shows as well as the biggest waterpark in that region (13,000 sq.m.). Walibi is a place to explore and enjoy with family or friends. The park covers an area of 35 hectares and the attractions are laid out around a 7,500 sq.m. lake at the centre of the site.

Walibi Rhône-Alpes continued its transformation this season with the overhaul of its reception area and the creation of the new "Festival City" area, which includes a thrilling family attraction called "Hurricane", two attractions for small children, and a new food court.

The other French sites generated revenue of €17.4 million in 2017/2018, with visitor numbers reaching over 667,000.

The Dutch park: Walibi Holland

Walibi Holland, opened in 1994, is one of the biggest parks in the Netherlands. It is divided into eight themed areas. The park is also famous for its festivals, including "Summer Nights" and "Halloween Fright Nights", whose success transcends Dutch borders.

Since 2013, visitors have been able to extend their time at Walibi Village by spending the night in one of the bungalows designed for families.

Walibi Holland generated total revenue of €31.8 million in the 2017/2018 fiscal year and welcomed 838,000 visitors.

The Belgian Parks: Walibi Belgium, Aqualibi and Bellewaerde

Walibi Belgium

Created in 1975, Walibi Belgium was the first Walibi amusement park. This family park offers musical shows and more than 40 attractions, half of which designed for young children, in themed settings. Walibi Belgium is internationally renowned for its biggest attractions such as Werewolf, Vampire, Dalton Terror and Radja River. And not to forget the park's legendary attraction, the "Psyké Underground", the world's only covered launch coaster, which propels its passengers 45 metres into the air at 85 km/h.

In addition, the site initiated a major transformation with a new area called "Exotic World" that showcases Polynesia and includes, among other features, a new family-friendly roller coaster called Tiki-Waka. By 2022, 75% of the park will have been totally re-themed.

Aqualibi

Aqualibi is an aquapark next to Walibi Belgium, which opened in 1987. Spanning 6,000 sq.m, the park has eight slides, including the 140 metre-long "Rapido", and the "Xtreme" with its 50 km/h descent. A 300 sq.m, space was recently created especially for children.

Bellewaerde

This family park in Ypres is a landmark in Belgium, where 40% of visitors come from the north of France. Established in 1954, Bellewaerde is a unique combination of an amusement park and an animal park, in a lush natural setting.

During the season, work began to create an indoor aquatic park of 3,000 sq.m. next to the site. All water slides, buoys and climbing walls will be ready by 2019.

Bellewaerde is also officially recognised as a zoological organisation by the Belgian Federal Public Service for Health.

In 2017/2018, the three Belgian parks generated revenue of €60.5 million with 2.27 million visitors.

The other Grévin museums (Grévin Montreal and Chaplin's World by Grévin)

Grévin Montréal

Topping the local cultural offering with its recreation of Grévin, the Montreal project keeps the fundamentals while adding a definite Quebecoise angle.

While the trademark and spirit remain French, the approach is different with regard to the multisensory experience, the stage design and the personalities chosen.

Chaplin's World by Grévin

Located between lake and mountain, Chaplin's World is an entertaining museum designed by Grévin to immerse visitors in the personal and Hollywood life of Charlie Chaplin, enabling them to discover both the man and the artist.

Located in Corsier-sur-Vevey (Switzerland), in the Manoir de Ban - where Charlie Chaplin lived with his family for the last 25 years of his life - the 3,000 sq.m. museum was inaugurated in April 2016.

In 2017/2018, Grévin Montreal and Chaplin's World by Grévin generated revenue of €7.2 million and attracted over 361,000 visitors.

Holdings and Supports (nearly 4% of the Group's 2017/2018 consolidated revenue)

This division now includes the consulting business of CDA Management and CDA Beijing, the online holiday retailing operations, CDA's legacy real estate agencies (previously consolidated under the Ski Areas BU), and the operations of Travelfactory, acquired in January 2018.

Distribution activities

This BU includes the Travelfactory group since 1 January 2018, along with four other Group companies with similar business activities, namely CDA Ski Diffusion, SC2A, Pierre & Neige and SCIVABEL.

4. ACTIVITIES AND RESULTS OF COMPAGNIE DES ALPES S.A.

Role of Compagnie des Alpes S.A. within the Group

The role of Compagnie des Alpes SA is to hold investments, monitor, manage, and control Group development, and manage the main senior executives. The Company places resources and services at the disposal of its subsidiaries, especially with a view to making management more efficient, and undertakes

For holiday retailing, the revenue corresponds to the margin or commission on the packages sold, except for the revenue provided by purchases of accommodation or ski passes, which is accounted for on the basis of the activity.

Consulting activities

Based on its first-hand experience as a leading ski resort and leisure park operator. Compagnie des Alpes has developed a consulting business. This subsidiary mainly offers its expertise to international clients and covers the following areas:

- development of site concept and market positioning;
- master planning;
- construction support;
- preparing for launch;
- operational support.

This consulting business is operated by CDA Management and its subsidiary CDA Beijing, which is in charge of contracts in China.

During the 2017/2018 fiscal year, further growth was recorded, in particular through the *Jardin d'Acclimatation service provision contract* (project management services, park operation and marketing). The Jardin d'Acclimatation has enjoyed undeniable success since its re-opening on 1 June 2018.

In addition, contracts were signed or renewed in China, in particular to provide technical assistance to the Thaiwoo resort. The year was also marked by ongoing consulting operations in Turkey and Georgia (for ski resorts) and in Moscow (for leisure parks).

For the 2017/2018 fiscal year, the Holdings and Supports division generated revenue of €32.0 million on an actual scope basis, versus €12.4 million the previous year, which did not include Travelfactory's revenue.

specific projects aimed at developing the business internationally and generating synergies between the segments.

To this end, Compagnie des Alpes SA assumes responsibility for certain functions for the entire Group such as the preparation of consolidated financial statements, and the financial and institutional disclosure of all Group business with particular regard to its stock market listing. It also manages the Group's procurement

functions (assistance in managing energy suppliers, travel policy, grouped equipment purchases, etc.), as well as its insurance and financing policy. CDA SA also centralises certain sales teams within the Leisure destinations business, as well as the “Product development and quality” team.

And through its matrix organisation, it offers the services needed to steer the Group (legal, financial, IT, technical, HRM, strategic and operational marketing, and the process of digitalisation).

The average number of permanent employees at CDA SA decreased from 122 to 118 full-time equivalents (FTEs), without affecting the total number of Group headcount.

Activities and results

In 2017/2018, Compagnie des Alpes continued the internal re-invoicing policy as it did in 2016/2017.

These factors resulted in a net operating loss of -€10.8 million (previous fiscal year: -€10.5 million).

Net financial income of €31.3 million was recorded, compared to €3.6 million the previous year. Dividends received from subsidiaries amounted to €43.8 million compared to €32.2 million in 2016/2017. There was also a net decline in financing cost (-52%).

Finally, the financial advance of €3.6 million granted to Grévin Montréal was fully written off and a debt waiver of €2 million was granted to By Grevin

The extraordinary result amounted to -€16.4 million due to a net capital loss of €16.6 million on the disposal of securities and receivables of Grevin Prague and Grévin Seoul.

After taking into account tax income of €12.9 million (vs. €6.1 million the previous year) at tax consolidation level, the net income amounted to €17 million compared to €2.5 million the previous year.

KEY FIGURES OF THE COMPANY

<i>(in millions of euros)</i>	30/09/2014	30/09/2015	30/09/2016	30/09/2017	
Net financial assets	852.7	840.3	849.1	839.3	832.6
Shareholders' equity	543.3	547.6	551.3	544	548.8
Net debt*	299	286.5	286.5	289.2	275.1
Net income	2.7	12.7	13.4	2.5	17
Net dividend	8.5	9.7	9.7	12.2	DA

* Financial debt less cash and cash equivalents in the balance sheet assets.

5. KEY EVENTS AFTER THE CLOSE OF THE FINANCIAL YEAR

None.

6. STRATEGY AND OUTLOOK

Strategy

The 2017/2018 fiscal year marked the end of a 5-year cycle which saw the implementation of a strategic shift centred on the attractiveness of the sites following the rationalisation of the portfolio and financial structure, as well as the launch of structural initiatives (in particular on the international level) in 2010.

This attractiveness strategy was based on the following three priorities:

- boosting volume growth in the ski areas while maintaining good performance levels;
- improving the operational performance of Leisure destinations and accelerating their development;

- accelerating international growth by developing partnerships.

The strategy was gradually strengthened, in line with the following cross-functional priorities:

- the deployment of the "Very High Customer Satisfaction" policy in all business activities, in particular by improving customer knowledge;
- greater focus on labour-related, environmental and social issues in strategic planning.

Compagnie des Alpes (CDA) is now a diversified European leisure leader, which is thus less sensitive to changes in the economic cycle. The complementary nature of its two legacy business lines is one of the pillars of its solidity, giving it an

unrivaled edge in an increasingly competitive environment.

For the fifth consecutive year, the results are in line with expectations. The revenue of the Leisure Destinations Division has grown by more than 39% over the past five years and its profitability has more than doubled over the same period. The Ski Areas Division recorded further growth in sales and profitability, despite weather conditions that were still unfavourable. This growth can be attributed to a positive price effect, but most importantly to an increase in skier-days – a major determinant for this division – for the third year in a row. With its development initiatives, CDA is now ready to tackle the global market with an original, diversified leisure offering and the status of world leader in the skiing industry. It thus intends to seize the opportunity offered by the development of the leisure and ski market in Europe and in new territories, particularly China, by taking advantage of the decisive competitive edge provided by its two business lines.

Buoyed by these successes, the Group plans to step up the initiatives undertaken.

Concerning Ski areas, the Compagnie des Alpes sites are firmly positioned at a level of international excellence. In order to meet the rising expectations of customers (40% of whom come from abroad), as well as expand its customer base and stand up to the stiff competition from other European ski areas, the Group is working to increase the quality of its resort offerings. The aim is to continue to boost the appeal of the resorts by improving the satisfaction of customers throughout their stay in the resort, so that they want to come back. To ensure volume growth, Compagnie des Alpes needs to offer products and services that meet the needs of the Group's different customer types – families, novice skiers, young people, and overseas visitors – throughout their stay. In this context, Compagnie des Alpes plays the role of developer, coordinator, integrator and facilitator of the services available in its resorts.

Efforts are primarily focused on investments. In addition to the renewal and optimisation of the ski lift infrastructure – with a focus on improving customer satisfaction (speed and comfort) and minimising visual, noise and energy-related impacts – and the development of the ski runs, the Group is banking on the reinforcement of snow-making equipment and on the quality of the customer experience (WiFi, convivial digitalised sales facilities, multi-activity spaces in the ski areas, etc.).

At the same time, the Group acts as a facilitator, or as an investor in some cases, to improve the quantity and quality of tourist accommodation, in order to boost its occupancy rate.

Since its set-up in 2013, Foncière Rénovation Montagne has made it possible to renovate nearly 2,300 beds and return them to the market with the support of the Company's long-standing shareholders. In addition, CDA has participated in the financing and/or holding of

real estate assets for new hotels and tourist residences to supplement the existing offering or to provide alternative accommodation based on new concepts (ranging from premium accommodation to new-generation youth hostels). A total of 3,000 new beds were thus created with the Group's support. Furthermore, CDA has invested in the preservation and refurbishment of existing accommodation. Examples include the operations recently conducted in two tourist residences, one at La Plagne and the other at Les Menuires. The management of the first was entrusted to the Company's local real estate agency while the other was entrusted to Travelfactory. The aim of this specific effort is to create a virtuous economic cycle in the resorts by boosting the number of skier-days. While it had been perceived as a defensive approach in the short-term, the Group's participation in the restructuring of the offering is now promoting an upmarket move and the strategic emergence of new players. This increases the sites' visibility and attractiveness – a winning combination – by boosting the marketing of beds and their occupancy rate (including for CtoC).

To round off its ski package offering (initiated with the set-up of Alpes Ski Résa in 2013), as well as gain access to a younger clientèle and more international customers, the Group acquired the online tour operator Travelfactory in January 2018. Set up in 2000, Travelfactory has an integrated offering of mountain holidays based on the brands Travelski (an online tour operator specialised in ski holidays) and SimplytoSki (a site dedicated to the rental of ski equipment and related services). Its offering also includes Golden Voyages and Ski-line – two tour operators specialised in the BtoB marketing of student ski holidays, targeting French and Belgian customers, respectively. Travelfactory's portfolio is rounded off with the online tour operator Locatour, which offers all types of holidays in Southern Europe throughout the year, including a large selection of camping holidays. Travelfactory also relies on a network of 13 real estate agencies based in French ski resorts and operating under the brand names Ski&Soleil and Alpesforyou. In FY 2017-2018, Travelfactory's business volume amounted to €87 million, thereby adding nearly €23 million to the Group's consolidated revenue.

The activity of the Group's real estate agencies has thus become crucial to boost the marketing of beds. The Group already owned 8 real estate agencies spread out across its resorts (except Méribel). With the acquisition of Travelfactory, it is now in charge of 11,500 beds managed on behalf of their owners, and nearly 25% of the warm beds professionally marketed in the resorts where the Group operates.

For Leisure destinations, Compagnie des Alpes recorded very good results for the fifth consecutive year, thus validating the strategic change introduced five years ago and **highlighting the growth and value-creation potential of the sites in the portfolio.**

This momentum is the result of actively choosing attractiveness-boosting investments - which now represent over 50% of investments - and made possible the roll-out of new attractions over the past financial years in all of the Group's parks. These new experiences ranked in the top five for customer satisfaction for each park (and first among major attractions) and earned industry recognition. This year was dedicated to the continuing efforts made to intensify the visitor experience, in particular at Parc Astérix where the children's show and Aérolab provide additional experiences to visitors, who are now accommodated in two hotels (Les Trois Hiboux and La Cité Suspendue) representing a total of 300 rooms. The park once again posted record attendance, with over 2.1 million visitors. Walibi Belgium and Rhône Alpes have continued their transformation. The first should have renovated nearly 75% of its offering by 2023, while the second should consolidate its position as a major regional park. This year, the main focus of Walibi Belgium is its Exotic World, with a family attraction called Tiki Waka. As for Walibi Rhône Alpes, it inaugurated its Festival City which comprises three new attractions including Hurricane – the first attraction of this type in France, offering a zero-gravity experience.

Furthermore, the parks have continued their efforts to do away with "experience spoilers" (reception, atmosphere, cleanliness, coordination, etc.). This has been rewarded with an improvement in visitor satisfaction ratings in all parks, despite an increase in visitor numbers. The share of "excellent" and "very good" ratings on Tripadvisor now consistently accounts for more than 60% of positive reviews (which have been rising for the past 3 years). The combined growth in visitor satisfaction and in-park spending is largely attributable to the creation of special events in key periods (Halloween, Christmas, summer), as well as the lengthening of opening periods, and the new services offered (guided tours, backstage tours, end-of-day purchase retrieval in the shops, treasure hunts, etc.). The parks' performance also rests on the new multi-park, channel-based organisation of our sales teams and the build-up of our Revenue Management teams for our major sites. They supported the intensification of our marketing efforts in BtoC (use of digital levers, online selling extended to food services, premium passes and combos), as well as BtoB, and our visitor loyalty-building efforts through social networks and greater attention paid to influencers.

Lastly, **in line with the Group's strategy of resetting its priorities and refocusing its portfolio on sites that can achieve the Very High Customer Satisfaction level** announced at the end of 2013, the Group sold the sites of Grévin Prague and Grévin Seoul, as announced at the end of 2017.

In the next few years, there will continue to be three main levers for boosting growth in the Leisure destinations division.

The improvement of customer satisfaction will remain the main objective assigned to teams, with the aim of increasing customer loyalty and generating word-of-mouth recommendations, in a sector where this is the primary method of attracting customers. This Very High Customer Satisfaction strategy has been expanded this year to include the concept of enchantment. It involves the hunt for experience spoilers, design thinking and appropriate management of the data collected through the Group's datalake.

In addition, the Group intends to continue its sustained investment policy to facilitate an increase in our sites' hosting capacity and will help to sustain growth in visitor numbers, all while boosting the appeal of the visit. In addition to the plans announced by the Walibi Belgium and Rhône Alpes parks, the opening of an aquaparc next to Bellewaerde Park is scheduled for the 2019 season. Moreover, Grévin Paris temporarily closed in January 2019 in order to offer a new experience by 9 February 2019. As for the Futuroscope park, it will be enhanced with two new attractions during the fiscal year – a new children's world and a major attraction sending visitors out on an interstellar mission. In 2019, to celebrate its 30th anniversary, Parc Astérix will be working on a new and unique 4D attraction.

Lastly, to expand the catchment area of its national-scope parks, the Group is increasing the accommodation capacity next to its sites. The major project aimed at increasing Parc Astérix's hotel capacity from 100 to 450 rooms (2 additional hotels) and bolstering the park's offering (7 new attractions, 2 major renovations) is halfway to its completion, while the third and last hotel – Quais de Lutèce – should open in December 2019. Once completed, this project will make Parc Astérix accessible to visitors who are more than three hours away by car and make it a short-break destination. Moreover, the site has extended its summer opening periods and is contemplating the creation of a "Christmas" offering for the general public in the near future in order to extend its operating period during that season.

Driven by its constant desire to assist customers and enhance their experience, **the Group supports the strong development of digital initiatives on its sites to improve information sharing and integration:** cross-referencing of customer data by the various players in each resort and leisure park; improvement of our customer knowledge; better targeting of the services and information required by each customer; set-up of practical, intuitive applications to facilitate the use of the facilities (Yuge at Paradiski) or leisure park services (food app, Atonservix, etc.); creation and coordination of communities of ambassadors and influencers, etc. These actions are now coordinated and their results are consolidated in a Group datalake, in an effort to perpetuate a unique, privileged relationship with our customers in order to get to know them better and provide them with better service.

The final key aspect of the Group's strategy is the continued development of the Group in Europe and new regions.

In its two business lines, the major successes of Compagnie des Alpes in advisory and contracting support services (Rosa Khutor, Arkhyz, and Elbrus in Russia, Veduchi in Chechnya, Kokhta and Mitarbi in Georgia, and Sindibad in Morocco) have enabled the Group to build a reputation and establish its credibility in these activities. During the past fiscal year, the Group Development missions revolved around 3 major axes:

Firstly, strengthening its European leadership in its two legacy business lines (ski areas & leisure parks).

From that point of view, the 2017/2018 fiscal year has been fruitful for Consulting services, in particular through the Jardin d'Acclimatation service provision contract involving project management services, operation and marketing under a 25-year concession granted to the consortium made up of LVMH (80%) and CDA (20%). After 10 months of work, the Jardin d'Acclimatation has been enjoying undeniable success since its re-opening on 1 June 2018.

The Development department also focused efforts on identifying the right drivers to take advantage of the expected boom in Chinese customers, particularly at mountain resorts.

It thus continued to provide consulting and technical support services to resorts and emblematic projects such as Thaiwoo (3rd year of management assistance) and Yanqing (assistance with the design and construction of the Yanqing resort due to host the flagship events of the 2022 Winter Olympics), also signing three contracts in the province of Xinjiang. The 2018/2019 fiscal year is looking promising, with a new management assistance contract for the Beidahue resort, the creation (already under way) of a ski school in China, and a first contract covering the 2018/2019 season for the Wanlong resort, the biggest in China. Lastly, the recent signing of a Memorandum of Understanding for an industrial partnership with Fosun should lead to the design and operation of a new-generation snow dome in Shanghai. At the same time, the Group has started to look for acquisition targets in Japan, considering that this country would benefit from the new clientèle of Chinese skiers.

In other regions, the 2017/2018 fiscal year saw the continuation of the consulting services for ski areas in Turkey (Turkish Ski Federation) and Georgia, and for leisure parks in Moscow.

With all of these contracts, it is clear that gaining a foothold in these dynamic markets, which are **expected to provide a major source of growth, also addresses the goal of gaining new customers for the Group's European sites**, by attracting customers from these countries to them.

Buoyed by these results, Compagnie des Alpes has already achieved the guidance objectives communicated in 2013 and 2014 for FY 2019, i.e.

EBITDA above 36 to 37.1% for the Ski Areas division, Leisure Parks EBITDA (excluding Futuroscope) of 27% and Operating ROCE above 8%.

As the growth in the return on the capital employed justifies the investments made, the Group intends to pursue this virtuous dynamic.

Outlook

For the Ski Areas, since the business outlook concerns the entire season, the prospects offered by the calendar of school holidays (including the dates of European school holidays) are slightly less favourable than in the previous year. With the satisfactory weather conditions at the beginning of the season and the recent snowfalls accompanied by a cold period, the resorts have been able to offer customers a quality product. The bookings recorded for February showed a slight fall, in light of France's current social environment, and after a very good start. However, the Group remains confident as regards the overall business level.

It intends to pursue a sustained investment policy of €100 million over the 2018/2019 fiscal year in order to support PSC renewals and extensions, secure snow levels, and achieve the Very High Customer Satisfaction objective. It aims to achieve an EBITDA margin on revenue of between 36% and 37% over the next fiscal year for this activity.

For Leisure Destinations: for the past 4 years, the Halloween season and Christmas events have boosted business levels, confirming the appropriateness of the Group's event strategy to boost shoulder season business.

In this business line, growth will be driven by investments in accommodation (Parc Astérix) and new offers (transformation of the Walibi Belgium and Rhône-Alpes parks, and opening of an aquapark in Bellewaerde). Investments in the Leisure destinations division will increase by around €8 million in 2018/2019 and reach almost €100 million. For 2019, the Group targets an EBITDA margin (excluding Futuroscope) ranging between 27% and 28%.

The Operating ROCE, which measures the return on the capital employed in Ski Areas and Leisure Destinations, is expected to increase over the 2018/2022 period, but in a non-linear way. The target for 2022 – exceeding that of the past year (i.e. 8.8% restated) – is maintained.

Moreover, the Group is still benefiting from the refinancing of its 2017 bond (€200 million) and RCF syndicated loan (€250 million). This transaction strengthens its financing structure, diversifies its sources of financing and extends the average maturity of its debt to 6.6 years, with no major repayment deadline before 2022. Since 2017/2018, it has reduced the cost of the net debt by more than 40%, as the weighted average rate of financing raised is below 1.5%

In conclusion, on the strength of a proven economic model, Compagnie des Alpes is now pursuing two objectives: consolidating its growth in Europe and accelerating its international development, by giving priority to industrial partnerships if necessary.

These strategies aim to turn Compagnie des Alpes into a great French leisure champion and a major player in

the international consolidation. This is why the Group wants to secure the support of powerful partners, particularly in leisure, the hotel trade and tourism marketing.



REQUEST FOR COPIES OF DOCUMENTS AND INFORMATION

(Article R. 225-88 of the French Commercial Code)

I, the undersigned:

FAMILY NAME

Given name(s)

Address

Email address

Owner of SHARE(S) of COMPAGNIE DES ALPES

request a copy of the documents and information relating to the Combined General Meeting of Shareholders to be held on **7 March 2019**, as referred to in Article R. 225-83 of the French Commercial Code, in the following format:

- paper
- electronic files to be sent to the email address provided above

Signed in, on.....

Signature

NOTE: Holders of **registered shares may**, with a single request, obtain from the Company the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code for each subsequent General Meeting of Shareholders.



PASSION

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