

REPORT OF THE BOARD OF DIRECTORS TO THE GENERAL SHAREHOLDERS MEETING OF MARCH 12, 2015

(Presentation and purpose of the resolutions)

Dear shareholder,

You are cordially invited to attend a combined Ordinary and Extraordinary General Meeting at which we will present information on the results of the financial year ended September 30, 2014. The parent-company and consolidated financial statements for the financial year will be submitted for your approval.

In addition, we will submit for your approval a series of resolutions, both ordinary and extraordinary, particularly (i) the extension of the corporate purpose, (ii) the amendment of Article 9 of the Company by-laws in order to allow the staggered renewal of directors' terms of office, and (iii) the early renewal of the term of office of three directors.

This General Meeting will also be the second-time opportunity to implement the AFEF-MEDEF "say on pay" initiative, i.e., an advisory vote on executives' individual compensation packages.

Fifteen resolutions will be put to a vote of the combined Ordinary and Extraordinary General Meeting of March 12, 2015.

WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

Approval of parent-company and consolidated financial statements (resolution 1 & 2)

Having reviewed the parent-company and consolidated financial statements for the financial year 2013/2014, the Board asks the shareholders to examine its management report and financial statements included in the 2014 registration document (pages 51 to 57 and 118 to 167), which provide detailed information on the Company's activity, as well as the parent-company and consolidated results for the financial year. A brief presentation of the Company and the Group's situation during the financial year is also included in this document (page 17).

The first resolution concerns approval of the parent-company financial statements for the financial year ended September 30, 2014, which yielded net income of €2,715,155.56.

The second resolution concerns approval of the consolidated financial statements, which yielded net attributable income of €25,393,000.

Appropriation of income and declaration of dividend (resolution 3)

The third resolution sets out appropriation of income. The Board of Directors proposes to the General Meeting a dividend of €0.35 per share.

The ex-dividend date is March 17, 2015. The payment date is March 19, 2015 and the dividend will be paid entirely in cash.

Approval of regulated agreements and commitments (resolution 4)

There is only one new regulated agreement referred to in the special report of the auditors, which we are submitting for your approval under the fourth resolution. It consists in the conclusion of a new syndicated loan agreement that was priorly authorized by the Board of Directors on April 30, 2014.

As debtor alongside the borrower, its subsidiary CDA-Financement, and as guarantor, CDA signed a revolving credit for a maximum amount of €260,000,000 expiring in 2019. At September 30, 2014, CDA's outstanding commitment to CDA-Financement amounted to €100,000,000.

Directors / bodies concerned: Crédit Agricole des Savoie, Banque Populaire des Alpes, Caisse d'Épargne et de Prévoyance Rhône-Alpes

Advisory opinion on executive compensation (resolutions 5 and 6)

Under the fifth and sixth resolutions, we invite you to approve the compensation packages owed or granted to Mr. Dominique Marcel, Chairman and CEO, and Ms. Agnès Pannier-Runacher, Deputy Managing Director, respectively, for the past financial year.

A complete subchapter of the 2014 Registration Document is devoted to compensation of senior officers (pages 77 to 82).

Consistent with practices implemented in this regard over the past years, compensation paid to the Chairman and CEO and the Deputy Managing Director, neither of whom have an employment contract, includes a fixed component and a variable component subject to qualitative and quantitative criteria.

The fixed component of the compensation package is determined by the Board, acting on a proposal from the Appointments and Compensation Committee, on the basis of the executives' personal qualities, market practices and compensation of

executives at CDC Group, to which the Company is attached.

Except in exceptional circumstances, the amount of the fixed component is only revised at relatively long intervals. As such, the fixed compensation granted to Dominique Marcel, Chairman and CEO, is unchanged since FY 2009/2010. It has been renewed for the current financial year. Agnès Pannier-Runacher's fixed compensation, as established for FY 2012/2013, upon her taking up her duties and on the basis of that paid to her predecessor, has also been renewed.

Senior officers do not benefit from the free share grants implemented by CDA, having chosen to forego this entitlement in FY 2009/2010.

Individual compensation items are summarized in the tables below for each senior officer.

It is specified that your advisory vote does not extend to so-called deferred commitments, which have already been subject to approval by the General Meeting under regulated agreements and commitments.

Compensation package owed or granted to M. Dominique Marcel, Chairman and CEO (resolution 5)

Compensation elements	Amounts due or awarded for FY 2013/2014	Comments
Fixed compensation	€360,000	Gross fixed compensation for 2013/2014 (unchanged since 2009/2010).
Variable compensation	€180,000	<p>The Board of Directors has decided that the variable compensation of Dominique Marcel and Agnès Pannier-Runacher for 2013/2014 may be between 0% and 50% of the basic annual salary and will be determined as follows:</p> <ul style="list-style-type: none"> - from 0% to 25% of the basic annual salary, according to qualitative criteria such as the finalization and implementation of the strategic plan especially the international development and the further deployment of the company project, - from 0% to 25% of the basic annual salary, according to quantitative criteria linked to the levels of (i) EBITDA (gross operating income) for the financial year (from 0% to 12.5%), (ii) net debt calculated at the end of the financial year (from 0% to 8.5%), and (iii) the free cash flow generated by the Group over the financial year (from 0% to 4%). <p>Based on the work and proposals of the Appointments and Remuneration Committee, the Board of Directors meeting on December 17, 2014:</p> <ul style="list-style-type: none"> - set the variable part due for the achievement of qualitative targets at 25% of the basic annual salary, after noting that the targets had been met, - set the variable part due for the achievement of quantitative targets at

		25% of the basic annual salary, after noting that the targets had also been met. As a result, the Board decided that the variable part of senior officers' compensation linked to 2013/2014 results would be set at 50% of basic annual salary.
Multi-year variable compensation	N/A	Dominique Marcel does not receive any multi-year variable compensation.
Directors' fees	N/A	None of the senior officers of CDA receives directors' fees for the mandates held within the Group.
Exceptional compensation	N/A	Dominique Marcel does not receive any exceptional compensation.
Profit-sharing agreement	€16,436	Dominique Marcel benefits from the profit-sharing agreement in force within CDA.
Stock option or performance share grants	N/A	As is the case for the other senior officers, Dominique Marcel is not a beneficiary of the performance share plans.
Welcome or departure bonus	No payment	In certain cases Dominique Marcel will receive a departure bonus upon leaving the CDA Group. This will be equal to 2 years' compensation (last fixed + variable compensation), subject to the achievement of individual and Group performance criteria that have been verified by the Board. Please note: when Dominique Marcel's mandate was renewed, this commitment, which is subject to prior approval by the Board, was approved by the Shareholders' Meeting of March 14, 2013.
Non-competition indemnity	N/A	Dominique Marcel is not subject to a non-competition clause.
Complementary retirement scheme	The actuarial obligation at September 30, 2014 was €575,471.	Dominique Marcel falls under the complementary retirement scheme applicable to the Group's senior 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. Please note: this is an earlier commitment previously approved by the Board that has been approved by the Shareholders' Meeting under related-party agreements and commitments.
Complementary health and pension scheme	–	Dominique Marcel is covered by the collective health and pension scheme in operation at CDA, in the same way and under the same conditions as other employees.
Benefit in kind	€5,697	Dominique Marcel has been allocated a company car.

Compensation package owed or granted to Ms. Agnès Pannier-Runacher, Deputy Managing Director (resolution 6)

Compensation elements	Amounts due or awarded for FY 2013/2014	Comments
Fixed compensation	€240,000	Gross fixed compensation for 2013/2014 (unchanged since she took up her post).
Variable	€120,000	The Board of Directors has decided that the variable compensation of Dominique Marcel and Agnès Pannier-Runacher for 2013/2014 may be

compensation		<p>between 0% and 50% of the basic annual salary and will be determined as follows:</p> <ul style="list-style-type: none"> - from 0% to 25% of the basic annual salary, according to qualitative criteria such as the finalization and implementation of the strategic plan especially the international development and the further deployment of the company project, - from 0% to 25% of the basic annual salary, according to quantitative criteria linked to the levels of (i) EBITDA (gross operating income) for the financial year (from 0% to 12.5%), (ii) net debt calculated at the end of the financial year (from 0% to 8.5%), and (iii) the free cash flow generated by the Group over the financial year (from 0% to 4%). <p>Based on the work and proposals of the Appointments and Remuneration Committee, the Board of Directors meeting on December 17, 2014:</p> <ul style="list-style-type: none"> - set the variable part due for the achievement of qualitative targets at 25% of the basic annual salary, after noting that the targets had been met, - set the variable part due for the achievement of quantitative targets at 25% of the basic annual salary, after noting that the targets had also been met. <p>As a result, the Board decided that the variable part of senior officers' compensation linked to 2013/2014 results would be set at 50% of basic annual salary.</p>
Multi-year variable compensation	N/A	Agnès Pannier-Runacher does not receive any multi-year variable compensation.
Directors' fees	N/A	None of the senior officers of CDA receives directors' fees for the mandates held within the Group.
Exceptional compensation	N/A	Agnès Pannier-Runacher does not receive any exceptional compensation.
Profit-sharing agreement	€11,824	Agnès Pannier-Runacher benefits from the profit-sharing agreement in force within CDA.
Stock option or performance share grants	N/A	As is the case for the other senior officers, Agnès Pannier-Runacher is not a beneficiary of the performance share plans.
Welcome or departure bonus	No payment	Agnès Pannier-Runacher will receive a departure bonus upon leaving the CDA Group as a result of dismissal (except in the case of serious misconduct or gross negligence). This will be equal to 2 years' compensation (last fixed + variable compensation), subject to the achievement of individual and Group performance criteria that have been verified by the Board. Please note: this commitment, which was subject to prior approval by the Board meeting of December 18, 2012, was approved by the Shareholders' Meeting of March 14, 2013.
Non-competition indemnity	N/A	Agnès Pannier-Runacher is not subject to a non-competition clause.
Complementary retirement scheme	The actuarial obligation at September 30, 2014 was €23,266.	Agnès Pannier-Runacher falls under the complementary retirement scheme applicable to the Group's senior 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 her last

		annual compensation (fixed + variable) per year of seniority, up to a maximum of 10% of this last compensation. Please note: this commitment, which was subject to prior approval by the Board meeting of December 18, 2012, was approved by the Shareholders' Meeting of March 14, 2013.
Complementary health and pension scheme	–	Agnès Pannier-Runacher is covered by the collective health and pension scheme in operation at CDA, in the same way and under the same conditions as other employees.
Benefit in kind	€2,292	Agnès Pannier-Runacher has been allocated a company car.

Change in the Corporate Governance Charter (resolution 7)

On January 21, 2015, the Board of Directors decided to amend the Corporate Governance Charter, which sets out the internal regulations of the Board of Directors, as follows:

- Principle 2 of composition of the Board of Directors : the mentioned thresholds of interest (voting rights) refer to a detention of registered shares (shared hold in the shareholder's name and not bearer shares) for at least two years ;
- Composition of the Audit and Finance Committee: one more member, i.e. a total of four non-executive members including two independant directors.

The complete version of the Charter is available on the CDA website: www.compagniedesalpes.com, click on "Group organisation".

Authorization for the Board of Directors to trade in the Company's shares – maximum purchase price: €30 per share (resolution 8)

As is customary at every annual Ordinary Shareholders' Meeting, we ask you to approve a new resolution authorizing your Board of Directors, with an option of subdelegation, to trade in the Company's shares as part of a Compagnie des Alpes share buyback program.

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

In implementing this authorization we propose to set the maximum purchase price at €30 per share.

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

Full details will be provided in the Registration Document regarding the outcome of trading conducted under the program currently in force.

WITHIN THE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

Extension of the corporate purpose: amendment of Article 2 the by-laws (resolution 9)

This resolution amends Article 2 of the Company by-laws as it is proposed to extend the corporate/business purpose by including expressly all the activities realized by the parent company Compagnie des Alpes beyond the holding of participations and subsidiaries.

The above mentioned activities shall include all the services provided by the active holding to its subsidiaries and/or for their account: corporate services (implementation and management of the strategy at the Group level), operational services aimed to support the subsidiaries' business and productivity (ex: assistance in purchasing and tendering), specific services (development of IT projects for one of several subsidiaries).

Staggered renewal of the Directors' terms of office: Article 9 of the by-laws (resolution 10)

We invite you to amend also Article 9 of the by-laws in order to implement a staggered renewal of directors' terms of office.

Actually, it results from the conclusions of the appraisal of the Board and Committees carried out in 2013/2014 that several directors would prefer a staggered renewal of the terms of office which is also recommended by AFEP-MEFEF Corporate Governance Code.

Subject to your approval of this resolution, it shall then be possible to proceed to a staggered renewal in equal fractions and to start by now with a yearly renewal by quarts as the term of office is normally four years (see resolutions 12 to 14).

Authority to carry out formalities for ordinary decisions (resolution 11)

Usual resolution for legal formalities.

WITHIN THE AUTHORITY OF THE ORDINARY GENERAL MEETING

Renewal of the term of office of three directors (resolutions 12 to 14)

Subject to the prior approval of the resolution 10, we invite you to renew in advance the terms of

office as Director of:

- Caisse d'Epargne Rhône-Alpes,
- Ms. Rachel Picard (Independent Director),
- Ms. Noëlle Lenoir (Independent Director).

As the terms of office of the above mentioned Directors should normally expire at the General Shareholders Meeting convened to review the accounts of financial year ending September 30, 2016, and in order to initiate the staggered renewal of the Board of Directors, these three Directors proposed to resign from their office with effect at the present Shareholders General Meeting and to apply for a new term of office of four years.

Information regarding Ms. Rachel Picard and Ms. Noëlle Lenoir is attached hereto.

Authority to carry out formalities for extraordinary decisions (resolution 15)

Usual resolution for legal formalities

INFORMATION REGARDING DIRECTORS FOR WHOM A TERM RENEWAL IS PROPOSED TO THE GENERAL MEETING

Rachel PICARD

Born on December 11, 1966

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 managing director of Voyages-sncf.com, after working as Associate managing director 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 Éditions Atlas Voyages from 2000 to 2002. She has held business positions in the ski sector with Vallé Nevado (Chile), and in the leisure parks sector with Euro Disney Paris. Rachel Picard joined the Compagnie des Alpes Board of Directors on December 15, 2009, as an independent director. She is also a member of the Strategy Committee.

Main position: Chief executive officer of Voyages SNCF, 2 place de la Défense – CNIT 1 – BP 440 – 92053 La Défense Cedex

Other mandates and duties: none

Number of CDA shares held: 716

Noëlle LENOIR

Born on April 27, 1948

Noëlle Lenoir holds a Master's degree in public law and is a graduate of Sciences Po. Since 2004 she has mainly worked as a lawyer and is a partner in the law firm Kramer Levin Naftalis & Frankel, within which she specializes in competition law and public business law. She is also an ethics officer at the French National Assembly. She is president of the HEC's Europe Institute, where she is also an adjunct professor, and she teaches competition law at the faculty of law of Paris I Panthéon Sorbonne. During the course of her career she has held senior posts in the French government. Noëlle Lenoir joined the Board of Directors of Compagnie des Alpes on March 14, 2013 as an independent director and was appointed as a member of the Appointments and Remuneration Committee with effect from the same date.

Main position: Partner in the law firm Kramer Levin Naftalis & Frankel LLP, 47 avenue Hoche – 75008 Paris

Other mandates and duties: Director of Valeo

Number of CDA shares held: 301