

## **ACCOR**

French limited company with a share capital of €785,568,804

Registered office: 82, rue Henri Farman – 92130 Issy-les-Moulineaux

602 036 444 Nanterre Trade and Companies Register

# **COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 20, 2022**

## **INFORMATION CONCERNING THE DIRECTORS PROPOSED FOR APPOINTMENT OR RENEWAL**



## Appointment of Mrs Asma Abdulrahman Al-Khulaifi as Director (fourth resolution)

Mrs Asma Abdulrahman Al-Khulaifi was born in 1990 and is a Qatar national.

Mrs Abdulrahman Al-Khulaifi is a lawyer, and holds a LL.M in international trade and investment law. She speaks three languages and has extensive knowledge of international trade and investment law, mergers and acquisitions, human rights and environmental law as well as culture and politics.

Mrs Abdulrahman Al-Khulaifi started her career in education policy, before shifting to the field of law.

Her most notable experience includes advising the government on trade law matters and working as a mergers and acquisitions lawyer in Qatar Investment Authority (QIA)'s legal department, where she is covering deals in retail and consumer, real estate, funds, healthcare, infrastructure and industrials.

As an active member of her community, Mrs Asma Abdulrahman Al-Khulaifi has co-founded the MENA-Women in Law NGO, which aims to foster innovative and supportive dialogue among woman lawyers in the Middle East and North Africa region.

Mrs Asma Abdulrahman Al-Khulaifi holds or has held the following positions:

### Positions currently held

#### Within Accor Group

None

#### Other positions

- In France

None

- Outside France

- Director of Kynd LLC, unlisted company

### Former positions held in the past five fiscal years

#### Within Accor Group

None

#### Other positions

- In France

None

- Outside France

None

The appointment of Mrs Asma Abdulrahman Al-Khulaifi is proposed to succeed Mr. Aziz Aluthman Fakhroo, whose directorship expires at the close of the Shareholders' Meeting of May 20, 2022. This appointment is made in accordance with the governance agreement providing for the appointment of two Directors by Qatar Investment Authority.

If this appointment is approved by the Shareholders' Meeting, and considering her relationship with Qatar Investment Authority, Mrs Abdulrahman Al-Khulaifi would not qualify as an independent Director.

## Appointment of Mr. Ugo Arzani as Director (fifth resolution)

Mr. Ugo Arzani was born in 1974 and is an Italian national.

Mr. Arzani is head of Retail & Consumer at Qatar Investment Authority (QIA). In his role, Mr. Arzani is responsible for investments in retail, consumer goods, consumer technology, leisure and sports and agricultural companies. To date, he has completed more than 40 investments worldwide for QIA. Before joining QIA in 2013, Mr. Arzani spend 15 years at Merrill Lynch in its investment banking division, in London. In that role,

he advised retail and consumer companies in a multitude of mergers and acquisitions and financing transactions.

Mr. Ugo Arzani is an Italian national and fluent in Italian, English, French and German. He grew up between Italy and Switzerland and has worked all his career abroad. He holds a degree in Business administration from Bocconi University of Milan Magna Cum Laude.

Mr. Arzani holds or has held the following positions:

### Positions currently held

#### Within Accor Group

None

#### Other positions

##### • In France

None

##### • Outside France

- Director of Infarm – Indoor Urban Farming BV (Germany), unlisted company
- Director of GBT II BV (the Netherlands), unlisted company
- Director of Beauchamp Company No. 2 Ltd (Qatar), unlisted company
- Director of Harrods Group International Holdings Ltd (Qatar), unlisted company
- Director of Juweel Investors Ltd (Cayman Islands), unlisted company

### Former positions held in the past five fiscal years

#### Within Accor Group

None

#### Other positions

##### • In France

- Director of VeePee

##### • Outside France

- Director of HelloFresh (Germany)

The appointment of Mr. Ugo Arzani is proposed to succeed Mr. Nawaf Bin Jassim Bin Jabor Al-Thani, whose directorship expires at the close of the Shareholders' Meeting of May 20, 2022. This appointment is made in accordance with the governance agreement providing for the appointment of two Directors by Qatar Investment Authority.

If this appointment is approved by the Shareholders' Meeting, and considering his relationship with Qatar Investment Authority, Mr. Ugo Arzani would not qualify as an independent Director.



## Appointment of Mrs H  l  ne Auriol Potier as Director (sixth resolution)

Mrs H  l  ne Auriol Potier was born in 1962, and is a French national.

Mrs Auriol Potier built her career in the digital technologies and telecommunications industry in the United States, Europe, Africa and Asia. She started her career in New York at France T  l  com in 1986. In 1990, Mrs Auriol Potier joined the Canadian mobile technology company Nortel Networks Corporation, where she spent sixteen years and held different senior leadership positions, including Vice-President Mobile Sales Division worldwide and then Vice-President Services & Operations EMEA. In 2006, Mrs Auriol Potier joined Dell Technologies Inc. as Managing Director Africa, Mediterranean and CEE. Then, during her ten years at Microsoft Corporation,

Mrs Auriol Potier served in a number of executive roles, including CEO of Microsoft Singapore, Managing Director of Microsoft Dynamics Europe, and Managing Director of Artificial Intelligence Europe. From November 2018 to December 2020, she served as Executive Vice-President International Business Unit for Orange, and was a member of the Executive Committee of Orange Business Services. Mrs Auriol Potier also held several positions as Director in Europe and in the United States. Mrs H  l  ne Auriol Potier received a Master of Science in ENgineering from Telecom Paris and an Executive MBA from INSEAD. She is ESG Co-Chair at *Institut Fran  ais des Administrateurs* (IFA), French institute of Directors.

Mrs Auriol Potier holds or has held the following positions:

### Positions currently held

#### Within Accor Group

None

#### Other positions

##### • In France

- Director, Member of the Nomination and Remuneration Committee and the Innovation and Technology Committee of Safran, listed company
- Member of the Supervisory Board, Chair of the Remunerations Committee and Member of the Appointments Committee of Oddo BHF SCA, unlisted company
- Partner-Manager of Alinerom, unlisted company
- Director and Chair of the ESG activities of the *Institut Fran  aise des Administrateurs* (IFA)

##### • Outside France

- Member of the Supervisory Board and Member of the Appointments and Governance Committee of Randstad NV (the Netherlands), listed company
- Director and Member of the Remuneration Committee of Mimecast UK Ltd (United Kingdom), listed company

### Former positions held in the past five fiscal years

#### Within Accor Group

None

#### Other positions

##### • In France

- Director, Chair of the Ethics Committee and Member of the Remuneration Committee of Ipsen

##### • Outside France

None

The appointment of Mrs Auriol Potier reflects the Board's desire to reinforce its expertise in the digital and technology area in order to further support the Group in this field. It follows Mrs. Sophie Gasperment's decision not to renew her term of office, after 12 years as Director.

If this appointment is approved by the Shareholders' Meeting, Mrs H  l  ne Auriol Potier would qualify as an Independent Director based on the criteria set out in the AFEP-MEDEF Code which the Company applies.

## Renewal of Mrs Qionger Jiang as a Director (seventh resolution)

Mrs Qionger Jiang was born in 1976 and is a French national.

Mrs Jiang founded a number of design companies before setting up the Chinese subsidiary of Artcurial. In 2008, she teamed up with Hermès to create Shang Xia, China's first luxury brand. In 2013 and 2016, respectively, she was awarded the titles of *Chevalier des Arts et Lettres* and *Chevalier de l'Ordre National du Mérite* by the French President. Mrs. Qionger Jiang is a graduate of the design

school at Tongji University (China) and has also studied interior design and furniture design at *École nationale supérieure des Arts Décoratifs de Paris*.

She is currently Chief Executive Officer and Artistic Director of Shang Xia.

Mrs Qionger Jiang has been a Director of the Company since July 12, 2016. She holds 2,000 Company's shares.

Mrs Jiang holds or has held the following positions:

### Positions currently held

#### Within Accor Group

None

#### Other positions

- In France

None

- Outside France

- Chief Executive Officer of Shang Xia (China), unlisted company

### Former positions held in the past five fiscal years

#### Within Accor Group

None

#### Other positions

- In France

None

- Outside France

- Director of China Lodging Group (China)

Mrs Qionger Jiang qualifies as an independent Director based on the independence criteria set out in the AFEP-MEDEF Code which the Company applies.



## Renewal of Mr. Nicolas Sarkozy as a Director (eighth resolution)

Mr. Nicolas Sarkozy was born in 1955 and is a French national.

Mr. Sarkozy was the sixth President of the French Fifth Republic from 2007 to 2012. His previous positions include Mayor of Neuilly-sur-Seine (1983-2002), National Assembly Representative for Hauts-de-Seine (1988-2002), President of the General Council for Hauts-de-Seine (2004-2007), Minister for the Budget (1993-1995), Minister for Communications (1994-1995), Government spokesman (1993-1995), Minister of the Interior, Internal Security and Local Freedoms (2002-2004), Minister of State, Minister for the Economy, Finance and Industry (2004), Minister of State, Minister of the Interior and Town and Country Planning (2005-2007). He was also the elected leader

of French political parties UMP (2004-2007) and Les Républicains (2014-2016). A trained lawyer, Mr. Sarkozy is married and has four children. He is the author of several books, including *Libre*, *Témoignage*, *La France pour la Vie*, *Tout pour la France*, *Passion*, *Le temps des tempêtes* and *Promenades*. Mr. Sarkozy is also consultant to several major international groups (Member of the International Advisory network of Natixis, Chairman of the Advisory Board of Corsair, Consultant for the Management Committee of the Marietton Group, Member of the Advisory Board of Chargeurs and Axian).

Mr. Nicolas Sarkozy has been a Director of the Company since February 21, 2017. He holds 1,353 Company's shares.

Mr. Sarkozy holds or has held the following positions:

### Positions currently held

#### Within Accor Group

None

#### Other positions

##### • In France

- Director, Member of the Appointments, Remunerations and CSR Committee of Lagardere SA, listed company
- Director of Groupe Lucien Barrière, unlisted company
- Member of the Supervisory Board of Lov Group Invest, unlisted company
- Chief Executive Officer of SELAS CSC, unlisted company

##### • Outside France

None

### Former positions held in the past five fiscal years

#### Within Accor Group

None

#### Other positions

##### • In France

None

##### • Outside France

None

Mr. Nicolas Sarkozy qualifies as an Independent Director based on the independence criteria set out in the AFEP-MEDEF Code which the Company applies.

## Renewal of Mrs Isabelle Simon as a Director (ninth resolution)

Mrs Isabelle Simon was born in 1970 and is a French national.

Mrs Simon began her career in 1995 as a lawyer at law firm Cleary Gottlieb Steen & Hamilton, where she practiced in Paris and New York. In 2003, she became Executive Director of the Investment Banking Division of Goldman Sachs. In 2009, she joined the Publicis Group as Senior Vice-President, heading the M&A and Legal Departments and managing the Group's external development strategy and minority holdings. In 2011, Mrs Simon became Senior Vice-President of Société des Bains de Mer de Monaco, where she headed the Real Estate, Marketing & Sales, Artistic, Communications and Legal Departments and was responsible for internal and

external development operations. Since 2015, she has been Group General Secretary, and a member of the Executive Committee of Thales, in charge of Governance, Ethics & compliance, CSR, Legal, Audit, Risks & internal control and Safety functions. Mrs Isabelle Simon is a graduate of Sciences Po Paris, HEC and Harvard Law School (LL.M.). She also holds a DEA postgraduate diploma in English and North American business law from Paris I Panthéon-Sorbonne and a DESS postgraduate diploma in international taxation from the Université Jean Monnet. She is also a qualified lawyer, and has been admitted to the Paris Bar and the New York Bar.

Mrs Isabelle Simon has been a Director of the Company since July 12, 2016. She holds 1,000 Company's shares.

Mrs Simon holds or has held the following positions:

### Positions currently held

#### Within Accor Group

None

#### Other positions

##### • In France

- Member of the Supervisory Board of Thales Alenia Space SAS, unlisted company
- Director of Thales Corporate Ventures, unlisted company
- Director of the Thales Solidarity endowment fund

##### • Outside France

- President of Gemalto Holding BV (the Netherlands), unlisted company

### Former positions held in the past five fiscal years

#### Within Accor Group

None

#### Other positions

##### • In France

- Director of the Thales Foundation
- Director of Neopost

##### • Outside France

None

Mrs Isabelle Simon qualifies as an Independent Director based on the independence criteria set out in the AFEP-MEDEF Code which the Company applies.



## Renewal of Mr. Sarmad Zok as a Director (tenth resolution)

Mr. Sarmad Zok was born in 1968 and has joint Libanese and British nationalities.

Mr. Zok is the Chairman and Chief Executive Officer of Kingdom Hotel Investments UK Ltd and a non-Executive Director on the Boards of Four Seasons Hotels and Resorts, BlackRock Frontiers Investment Trust plc and Kingdom Holding Company. In 2006, Mr. Zok led Kingdom Hotel Investments on its initial public offering on the Dubai International Financial Exchange and the London Stock Exchange. Since a successful take-private and delisting of Kingdom Hotel Investments, he has been instrumental in making numerous luxury hotel

investments in the United States and Europe and in the growth and development of these markets in the Middle East, Africa and Asia. In 2016, he successfully led the sale of Fairmont and Raffles to Accor. In his early career, Mr. Zok worked at HVS International and Hilton International. He holds a Bachelor of Science in Hotel Management from the University of Surrey and a Master of Arts in Property Valuation and Law from City University Business School in London (United Kingdom).

Mr. Sarmad Zok has been a Director of the Company since July 12, 2016. He holds 70,000 Company's shares.

Mr. Zok holds or has held the following positions:

### Positions currently held

#### Within Accor Group

None

#### Other positions

##### • In France

None

##### • Outside France

- Chairman and Chief Executive Officer of Kingdom Hotel Investments (Cayman Islands), unlisted company
- Member of the Board of Kingdom Holding Company (Saudi Arabia), listed company
- Member of the Board of Kingdom 5-KR-35, Ltd (Cayman Islands), unlisted company
- Member of the Board of Kingdom Hotels (Europe) Ltd (Dubai International Financial Centre), unlisted company
- Manager A (Member of the Board) of Shercock Sarl (Luxembourg), unlisted company
- Manager B (Member of the Board) of Hotel George V BV (the Netherlands), unlisted company
- Member of the Board of Blackrock Frontiers Investment Trust Plc (United Kingdom), unlisted company
- Member of the Board of Four Seasons Holdings Inc. (Canada), unlisted company

### Former positions held in the past five fiscal years

#### Within Accor Group

None

#### Other positions

##### • In France

None

##### • Outside France

- Member of the Board of Yotel Investments Ltd (British Virgin Islands)
- Member of the Board of Kingdom 5-KR-59, Ltd. (Cayman Islands)
- Member of the Board of FRHI Holdings Limited (Cayman Islands)
- Chairman of Kingdom Beirut SAL (Lebanon)
- Member of the Board of Mövenpick Hotels and Resorts Management AG (Switzerland)

The term of office of Mr. Sarmad Zok is proposed for renewal in accordance with the governance agreements providing for the appointment of a Director by Kingdom Holding Company.

Considering his relationship with that company, and in light of the AFEP-MEDEF code criteria applied by the Company, Mr. Sarmad Zok does not qualify as an independent Director.