REGISTRATION DOCUMENT

INCLUDING **THE 2012/2013 FINANCIAL REPORT**

Groupe

Pierre & Vacances

Center Parcs

BUSINESS REPORT

ANNUAL FINANCIAL REPORT

REGISTRATION DOCUMENT

INCLUDING **THE 2012/2013 FINANCIAL REPORT**

Groupe
Pierre & Vacances
CenterParcs

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This Registration document was filed with the Autorité des Marchés Financiers* on 15 January 2014 in accordance with Article 212-13 of its general regulations. It may be used in connection with a financial transaction if accompanied by a prospectus approved by the Autorité des Marchés Financiers*. This document was made out by the issuer and commits the responsibility of the signatory.

* French market regulator

+22%

in property reservations compared with 2011/2012

As we had planned, Pierre & Vacances-Center Parcs Group's current operating profit was restored to positive territory by the end of 2012/2013. This result was all the more remarkable in that the European economic backdrop remained depressed. Our tourism business resisted well, in terms of both occupancy rates and average letting rates, whereas the tourism industry was generally in decline. We also accomplished a major challenge by delivering the cost savings announced, in line with our €25 million cost-cutting plan.

The second pillar of our business model, namely property development, also managed to anticipate a decline in the market for individual investments in rental property, by prospecting institutional investors. This focus turned out to be a wise move since turnover from reservations rose a sharp 22% in a performance that secures future property development profits and proves that our property is attractive. In this way, we managed to bring together top-notch institutional investors for our Center Parcs project in the Vienne region, including MACSF, MAIF, Amundi, Allianz and DTZ Asset Management on behalf of CNP Assurances. Another example of our ability to adapt: for the first time in Germany, in the Saar region, we started property marketing to individuals of cottages at our new Center Parcs domain in Bostalsee. The operation was genuinely successful with German and Dutch individual investors.

Our future development programmes are to rely on marketing to individual and institutional investors but also on public/private partnerships. For our future Center Parcs in the Vienne region of France, a semi-public company has financed the central facilities. In Germany, Park Bostalsee was developed with the input of financing from regional authorities and local banks. In Morocco, we are partners with the *Caisse des Dépôts du Maroc* for the development of three resorts that we are to manage via management contracts. In Spain, we continue to develop our tourism network by managing property assets for sale owned by banks and property developers. Meanwhile Aparthotels Adagio® also uses the franchise formula to expand internationally in certain countries such as Russia, the Middle East and Brazil.

Today, we have managed to turn around trends by restoring positive current operating profit. However, this is only a first stage. Our aim for the future with the WIN2016 plan initiated by Françoise Gri, Group CEO, is to establish lasting growth. I have every confidence in the success of this strategic plan backed by a renewed and mobilised team.

“We have managed to turn around the trend. Today, we can look to the future with confidence and ambition.”

Gérard Brémond
Chairman

+0.8%

Our turnover growth in 2012/2013

MESSAGE

from Gérard Brémond, Chairman

INTERVIEW

with Françoise Gri, Chief Executive Officer

For Françoise Gri, the Group's Chief Executive Officer, Pierre & Vacances-Center Parcs needs to restore profitable growth and evolve its two businesses in order to anticipate the expectations and buying behaviour of today's customers and those of tomorrow.

YOU TOOK OVER AS THE GROUP'S CEO IN EARLY 2013. HOW DO YOU VIEW CHANGES IN THE TOURISM MARKET?

The economic and technological environment is constantly changing the market. With the crisis, the tourism industry has clearly not escaped the pressure currently weighing on the purchasing power of European consumers. Although they have not stopped going on holiday, their budgets are now tightly controlled. At the same time, the tourism market is undergoing deep-rooted structural transformations prompted by the digital revolution and this is affecting decision-making, reservation and consumer spending methods.

WHAT IS THE IMPACT OF THESE TRANSFORMATIONS?

In the tourism market, expectations and buying behaviour are changing: 94% of holidaymakers now use the Internet to choose their holidays. They start by looking for a holiday idea, and then, for half of them, change their destination during their search. They explore the web looking for a "good plan", the best price, comparing the quality of offers and consulting the opinions of peers. Everyone is looking to maximise his or her chance of a return on investment. These new behaviour patterns should be taken into account in our digital communication and customer relations strategy as well as in our policy to offer varied experiences and complementary services.

The digital revolution also changes the perception of quality of service. Clients are permanently connected, producing content, active throughout their holiday and even afterwards, and do not hesitate in sharing their satisfaction or disappointment. This is very structuring for a tourism operator since dialogue and excellence are the only options available to respond to the expectations and requirements of holidaymakers.

Another major trend is the fact that digital marketing makes multiple and personalised offers visible: all-inclusive or *à-la-carte* holidays, overseas holidays or city breaks, and more recently, furnished rentals proposed by individuals. Thanks to the Internet, specialised distributors have emerged and giant groups have been developed. We need to take account of this competition and highlight what sets us apart, namely our family of key holiday brands, with a range of high quality offers meeting the new expectations of our clients.

“Pierre & Vacances-Center Parcs must be known and recognised as the innovative leader in leisure holidays in Europe.”

Françoise Gri
Chief Executive Office

IS THE GROUP WELL ADAPTED TO THIS NEW ENVIRONMENT?

We have solid assets with the two pillars of our business model: property development and tourism operation of our complementary brands, especially Pierre & Vacances, Center Parcs and Aparthotels Adagio®. Our Group is at the origin of the tourism residence concept and this historical expertise is unique in the market. As the leading player in local tourism, we are responding to the current day challenges of flexibility with holidays of varying lengths, offers and themes that can be personalised since requirements are specific to all types of public, price ranges (combining transport, services and associated activities) and choice in terms of destination.

However, we must continue to innovate in order to become the key player for holiday choices. It is vital for the Group to be able to master the digital world as quickly as possible. The excellence of a privileged digital relationship with our clients is the key, without obviously losing sight of our target: to restore profitable growth in order to build the foundations of the Group's future.

IS THIS THE AIM OF THE WIN2016 STRATEGIC PLAN?

This plan should enable us to reach our target for operating margin of 5% in the tourism business by 2015/2016 on the back of growth in operating margin on site, growth in RevPar, and improving the ratio of distribution costs and rental costs to turnover.

THE WIN2016 PLAN CONCERNS BOTH YOUR BUSINESSES?

Indeed, in terms of property development, we will continue to invest in and develop innovative concepts with the backing of diversified financing systems and management methods. We would also like to establish renewed partnership relations with our owners. Property development primarily concerns brands that are growing and that contribute to tourism operations: Center Parcs, Villages Nature and Aparthotels Adagio®.

For our tourism business, the aim is to highlight and exploit the Group's family of brands in order to offer a range of holiday experiences adapted to the new expectations of clients and prospective clients. Furthermore, we need to implement a constant digital dialogue with our clients in order to attract them, make them loyal, provide them more services and value their holiday experience with our Group. Finally, we are working on operating excellence, with the aim of delivering the best services while controlling costs.

SAVINGS OF

€25

million

already generated, in line with the Group's commitments

TARGET FOR

5%

operating margin

in our tourism business in 2015/2016

"We have solid assets with the two pillars of our business model: property development and tourism operation of our complementary brands, especially Pierre & Vacances, Center Parcs and Aparthotels Adagio®."

THIS STRATEGIC PLAN IS AMBITIOUS AND RUNS UNTIL 2015 AND BEYOND. WHAT ARE THE STAGES?

With this plan, we have built a clear vision and a profitable innovation strategy to be rolled out in three phases: the first phase which we have called "performance" is focused on the fundamental lines of solidity of our business model namely, client promise, growth in turnover and efforts to cut costs. This period started during 2012/2013 and is of course set to continue in 2013/2014. During this period, we aim to launch works on which we can then rely in the acceleration stage: working on a renewed communication strategy to change the vision and image of our brands and launching a flagship project: Planet Pierre & Vacances.

The second stage, over 2014/2016, is that of "acceleration". The accent is to be placed on digital communication with our clients. We would like to establish daily and personalised communication with our publics since each client is unique and would like to be addressed in a unique way. We also intend to work on shaking up our product offering to make it more agile and in phase with the varied expectations of our clients and also on modern distribution, fully connected in order to be active and reactive in our way of managing marketing. At the same time, we will work on the client's digital experience, how to accompany our clients throughout their relations with the Group, and this presumes a certain number of developments, which we are going to start rolling out as of 2014.

In 2015 and beyond, "innovation" is set to be the focus of our challenges. The time will have come to work on new models that we should have been able to test initially, inspired by the digital world, models that can be subscribed to or can address a certain number of client segments in a particular way. We also intend to expand internationally with an offer corresponding to demand that could stem from beyond European borders.

“We need to implement a constant digital dialogue with our clients in order to attract them, make them loyal, provide them more services and value their holiday experience with our Group.”

94%

of holidaymakers prepare their holiday by consulting online sources.

(source: TripAdvisor Barometer Europe 2013)

ARE YOU SATISFIED WITH THE INITIAL PROGRESS MADE IN 2013?

Our €25 million cost savings plan was implemented within the announced timeframe and had the impact expected, while we also generated €8 million in rental savings on the back of lease renewal terms. We strengthened our operating organisation and overhauled our price strategy at all our sites depending on their elasticity by type and by season and their margin profile. We have also transformed our marketing and communication strategy, which is now focused on the client and on digital technologies.

HOW WILL YOU ACHIEVE YOUR NEXT AIMS?

One of the important keys to our WIN2016 strategy is to increase turnover by relying on three sources of leverage: firstly our offer and price strategy.

An accommodation provider often tends to see its offer as a fixed product. By providing an offer in line with the market, by enhancing it with other services or components, by animating it depending on the public and offering suitable prices, we have the ability to attract new clients in addition to families with children, such as elderly people, young couples and groups of adults, who can visit and revisit our residences, villages and domains in the fringe seasons.

Afterwards, we are counting on our commercial efficiency via the roll out of marketing means to influence traffic, create interest and stand out from our rivals by valuing the experience and the value added of our offer and finally to transform client interest into a concrete reservation.

Finally, comes the buy consideration and loyalty. The image of our tourism brands and their e-reputation are the buy consideration for the large majority. Today clients look for their holidays on social networks, they look for holiday ideas, compare them and assess them. As such, it is here on social networks that we need to be in order to be considered. We have started to strengthen our presence on Facebook and Twitter in particular, and we intend to work on certification with key opinion portals such as TripAdvisor, Zoover and others.

YOU ARE AIMING TO BECOME OMNI-PRESENT IN THE DIGITAL WORLD, WHAT ARE YOUR SOLUTIONS IN THIS QUEST FOR EXCELLENCE IN DIGITAL RELATIONS?

Technology usage is seriously taking off, e-tourism and above all m-tourism are confirming their growth. As a leader, we need to stay ahead of trends and not just follow them. We are lucky to have an extraordinary range of brands, destinations, accommodation and services. We can also offer our clients personalised holidays that resemble them and correspond to them perfectly. As such, as of 2014, we are to launch Planet Pierre & Vacances, the new online service brand in the Group's tourism offering. This reference tool is to materialise in an application for smartphones and tablets. It is a means of accompanying holidaymakers as well as possible throughout their experience, whether prior to their departure during the preparation and organisation of their holiday, or on arrival in order to help them make the most of the experience offered by our residences and villages, and even once they have returned home and when memories invite them to imagine their next holiday. In concrete terms, with additional services, advantages, good plans, guides and advice specific to each destination and a loyalty programme, Planet Pierre & Vacances aims to accompany all holidaymakers all year round.

IS THIS EMBLEMATIC OF THE WAY YOU WOULD LIKE TO SEE THE GROUP CHANGE?

By counting on a more experience-oriented approach, we are aiming to generate interaction in order to develop a qualitative customer service policy and to reach a genuine cross-channel management of interaction with clients and better exploitation of associated data. Our clients are at the heart of our action. If we want to attract them, make them loyal and be competitive relative to rivals, we must give them a reason to come and come back. We aim to genuinely accompany their daily lives online and offline, create a permanent dialogue with them and offer our services, with a differentiating and high quality offer, personalised content, digital services and places to share opinions. Finally, Pierre & Vacances-Center Parcs should be considered as a holiday solution for everyone. It should belong to new consumer spending methods and moments, during a week-end, a city break or a holiday of a week or more.

HISTORY

In 46 years, everything has changed, except the essential. Since the creation of Avoriaz, a genuine focus of tourism and property innovation, the Group has evolved constantly by anticipating the expectations of holidaymakers.

1967

Creation of the Avoriaz ski resort, a new concept tourism destination, entirely car free and with an architecture adapted to the surrounding environment.

1980

Opening of the first tropical paradise waterpark, the Aqua Mundo, in the Dutch Center Parcs domain, De Eemhof.

1990

Opening of the first Pierre & Vacances village at Cap Esterel on the Mediterranean coast.

1998

Opening of two Pierre & Vacances villages in the French West Indies.

1999

Pierre & Vacances IPO on the Paris Stock Exchange.

2003

Take-over of 100% of Center Parcs Europe.

2004

The Group exceeds the €1 billion-mark in turnover and six million clients.

2005

Opening of the first Pierre & Vacances residence in Spain.

2007

- Creation of Adagio City Aparthotel from a joint-venture with Accor.
- Acquisition of Les Senioriales and Sunparks.
- Opening of third French Center Parcs, the Domaine du Lac d'Ailette.

2009

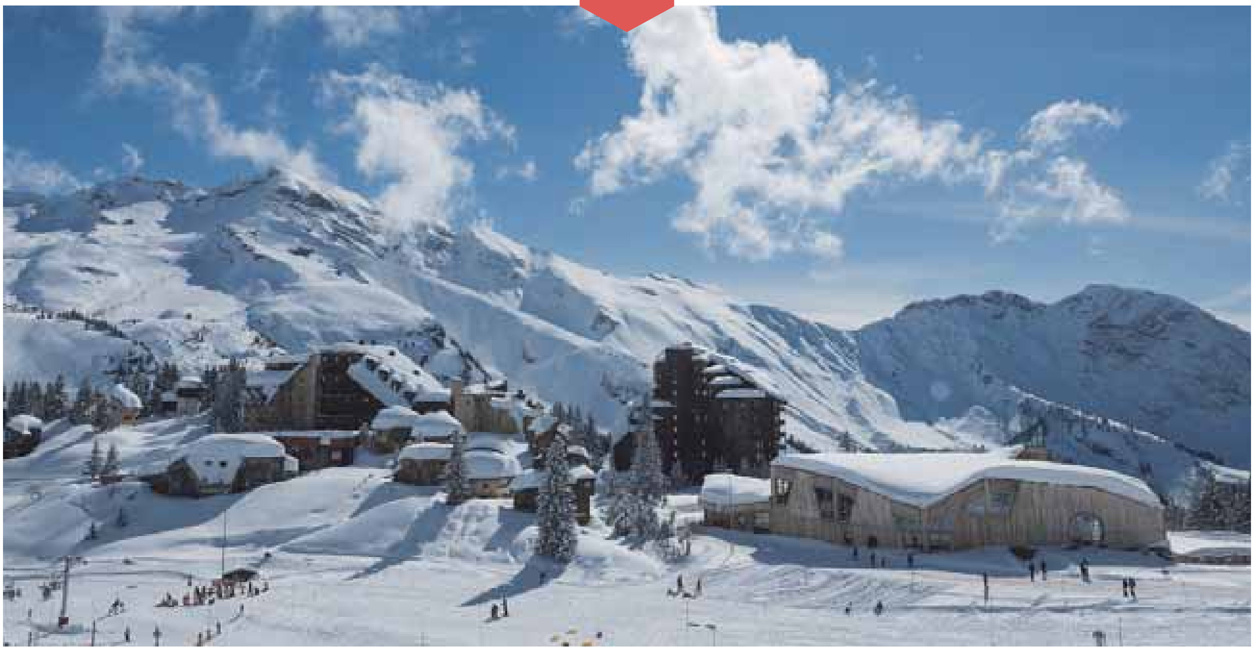
The Pierre & Vacances Group becomes the Pierre & Vacances-Center Parcs Group.

2010

- Signing with state authorities of the development agreement for Villages Nature.
- Opening of fourth French Center Parcs, the Domaine des Trois Forêts.

2012

Extension of the Avoriaz ski resort with three new residences and the Aquariaz.



REVIEW OF 2012/2013

With several flagship openings in 2012/2013, the Group confirmed its leadership ambitions, based on strong concepts and an ever-increasing number of destinations.

New Pierre & Vacances premium residence and Spa at Avoriaz

The Amara residence in the new Amara district at the entrance to the Avoriaz ski-resort, is one of the gems of a new generation of upscale tourism residences at the Pierre & Vacances premium brand. This label combines authenticity, refinement and personalised services and is designed for upscale clients aiming to enjoy time in exceptional surroundings. With a 5-star rating, the Amara is perfectly integrated into the urban design of the Avoriaz station with its very contemporary wooden architecture. The residence offers 200 spacious and bright apartments. All are extended with a balcony and the majority are on two levels and can sleep up to 12 people. Decorated in a "chalet" style they offer a cosy comfort and are set out in a contemporary design with panoramic views of the mountain-tops. The residence also has a wellness centre with a heated swimming pool, a fitness room and a Deep Nature Spa by Algotherm.

CENTER PARCS

a 5th

Center Parcs
in Germany

Opening of Center Parcs Park Bostalsee in Germany

Situated at the crossroads of Germany, France and Luxemburg, the Park Bostalsee, which opened in July 2013, is the 5th Center Parcs domain in Germany. Nature, water activities and comfort are the key factors in this new holiday experience offered by Pierre & Vacances-Center Parcs. Set in a site of 90 hectares, the majority of the 500 cottages benefit from a view over the 120 hectare lake, the major feature of the domain which attracts nature lovers and water sports fans.

CENTER PARCS - VIENNE

15 November 2013

Foundation stone laid at Center Parcs in the Vienne region.

In 2013, at the same time as marketing to individual investors, the Group sold five blocks of cottages to institutional investors for €157 million including tax.

Four new aparthotels in Europe

Strengthened by its impressive growth in Europe since its creation in 2007, the brand continued to expand and crossed European borders in 2013.

Positioned in the extended stay market, Aparthotels Adagio® opened 14 new addresses in 2013, including Liverpool (United Kingdom), Cologne (Germany), Rome (Italy) and Moscow (Russia).

Aparthotels Adagio® also set up in Brazil with the simultaneous opening in December 2013 of seven aparthotels under a master franchise agreement with Accor. The brand thereby intends to become one of the main players in tourism and economic development in the country, which is due to host the 2014 Football World Cup and the summer Olympic Games in 2016.

APARTHOTELS ADAGIO®

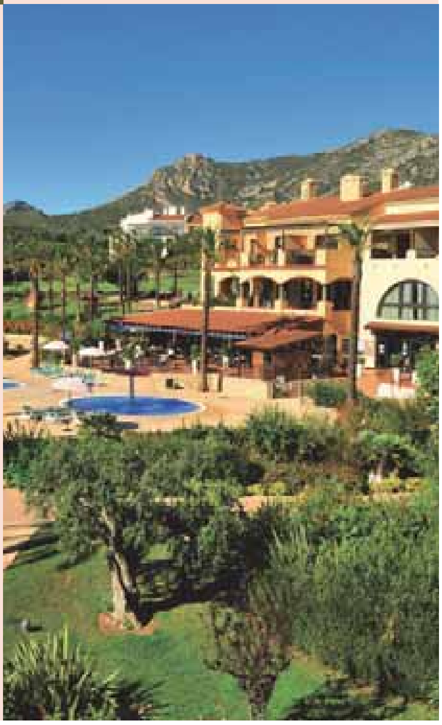
11

Aparthotels Adagio outside France in 2013

Four new Pierre & Vacances destinations in Spain

In 2013, the Group continued to establish itself in Spain with four new sites in the heart of tourism centres.

- A new Pierre & Vacances residence, Barcelona Sants, including 49 apartments, opened its doors in the heart of Barcelona.
- Overlooking the Bay of Bonmont, the new Pierre & Vacances village club, Bonavista de Bonmont, welcomed its first visitors for the summer season in 2013.
- In the heart of the Andalusian capital, the 48 apartments at the Sevilla residence are located close to the city's main monuments.
- The Group also opened the Benidorm Levante residence, which offers 98 renovated apartments just 800 metres from the sea.



BUSINESSES AND BRANDS

A unique offering in Europe

Leader in local tourism in Europe, the Pierre & Vacances-Center Parcs Group has built its success on a business model based on synergies between its two businesses: property development and tourism.

PROPERTY DEVELOPMENT

The Group masters the entire chain of property development businesses from design of the projects to the search for land, and including construction, financial engineering and marketing to individual and institutional investors. This expertise ensures the Group solid fundamentals and enables it to imagine innovative tourism property projects.

TOURISM

With a portfolio structured around three flagship brands, Pierre & Vacances, Center Parcs and Aparthotels Adagio®, the Group has developed recognised tourism know-how and strong concepts: short or long stays, holidays in villages clubs or residences with *à-la-carte* activities, as well as city breaks and extended stays with hotel services.

7.5 million European clients

300 SITES IN EUROPE

Almost **50,000** APARTMENTS AND HOMES

Or **227,000** BEDS

Pierre & Vacances

The leading holiday residence brand is present in more than 100 destinations in France and Spain, in seaside, mountain, and countryside locations. Integrated into the regional environment, the residences offer fully-equipped apartments with services included or *à-la-carte* for holiday experiences combining comfort, freedom and nature.

135 sites
14,000 apartments and homes
69,750 beds

Pierre & Vacances premium

Destinations combining authenticity, attention-to-detail and tailor-made services, in seaside or mountain resorts. These upscale residences offer spacious and tastefully decorated apartments, a range of very attentive and personalised services and a wellness area (swimming pool, spa, hammam).

19 sites
2,250 apartments and homes
12,900 beds

Pierre & Vacances villages clubs

These extensive pedestrian and landscaped villages are the ultimate family destination. They are located in mainland France, the French West Indies and Spain, with accommodation in homes or apartments and offering leisure facilities, services and varied events.

15 sites
6,450 apartments and homes
33,550 beds

Center Parcs

With the Aqua Mundo covered water park, the Center Parcs domains are located close to European cities and offer holidays in spacious and comfortable cottages, with numerous leisure and relaxation activities all year round in France and Europe.

19 sites
12,750 cottages
63,650 beds

Aparthotels Adagio®

The No. 1 in Europe, Aparthotels Adagio® offers spacious apartments fully-equipped with a kitchen and hotel services in the heart of European cities. Adapted for extended stays, whether business or leisure, the brand has two ranges, Adagio (midscale) and Adagio access (budget).

82 sites
9,500 apartments and villas
26,650 beds

Sunparks

The Sunparks domains are set in the heart of nature in Belgium with indoor and outdoor facilities for all the family. They are the perfect starting point for discovering the Belgian coast and countryside.

4 sites
1,800 cottages
9,800 beds

Maeva

Residences for all desires and for smaller budgets, favouring locality, conviviality and discovery. A concept destined for families, couples and groups of friends aiming to live their holidays in all independence.

32 sites
2,600 apartments and homes
11,150 beds

DEVELOPMENTS

for tomorrow's holidays

In order to develop its tourism offering, the Group is targeting buoyant brands with innovative concepts: the local offering with Center Parcs, business and leisure stays with Aparthotels Adagio®, sustainable family tourism with Villages Nature in partnership with Euro Disney.

800 cottages

IN THE NEW CENTER PARCS VIENNE

In the heart of forestland, the Center Parcs "Domaine du Bois aux Daims" is to offer a total immersion in animal life.

CENTER PARCS-VIENNE

The Center Parcs, the Domaine du Bois aux Daims Vienne-Grand Ouest, is to be the fifth domain located in France. It is to place nature and wildlife at the heart of the experience for visitors who will share their space with different species of stag, deer or raccoons in an environment designed to favour the respectful observation of wildlife. Set in 264 hectares of land, the domain is to offer 800 cottages. With a contemporary architecture designed by Jean de Gastines, the cottages are harmoniously set in the surrounding forestland. Facilities at the domain cover 26,000 m² and include the village centre whose terraces overlook a lake and are perfectly integrated into the surrounding lake-land environment, the Aqua Mundo and the Spa, as well as restaurants, shops, a seminar centre and a games area for children. Out of the €350 million invested in the project, €130 million has been financed by a semi-public company combining local authorities and the Caisse des Dépôts. The domain is due to open to the public in the first half of 2015.

With this original concept, the Group is inventing a large-scale European eco-tourism destination.

VILLAGES NATURE

With 83 million visitors in 2012, France remains the leading tourism destination in the world, while Disneyland® Paris, is currently the leading European tourism destination. Created from a joint partnership with Euro Disney S.C.A., Villages Nature intends to benefit in full from this tourism momentum. Located around 30 km from Paris and backing onto the Brie forestland, it is to offer holidaymakers an extraordinary break in an enchanting setting. At the heart of this experience is the Aqualagoon, made up of a water park and a geothermic outdoor lagoon heated at more than 30 degrees all year round, and set to be one of the largest water parks in Europe. A first tranche of the first phase of this new tourist destination is scheduled to open to the public in 2016.

Morocco

1,400 apartments and tourism residences and 920 apartments and homes in property residences in Morocco in 2016.

The Group has created a partnership with the Caisse des Dépôts et de Gestion du Maroc for the construction of tourism and property residences in Marrakech, Saïda and Taghazout. It has a management mandate for all of these assets and a 25% stake in property development in Marrakech.

From 100 aparthotels at end-2013, the brand is targeting 150 addresses by 2016.

APARTHOTELS ADAGIO®

The fruit of a joint venture between Pierre & Vacances-Center Parcs and Accor, the Aparthotels Adagio® brand owns the leading European aparthotel network with two ranges, Adagio and Adagio access. The brand had 100 residences at the end of 2013 and is targeting 150 residences in 12 countries by 2016.
Strengthened by the constantly increasing appeal of the brand, a number of projects are underway in France, Germany, the Middle East (Abu Dhabi, Dubaï, Fujaïrah, Doha) and Russia (Moscow). The network is also set to add 40 new addresses in Brazil thanks to the signing of a master franchise agreement with Accor. In order to underpin its expansion, the brand relies on several diversified management models, including leases, franchises, master franchises and management contracts.

A NETWORK OF

150

Adagio and Adagio access aparthotels by 2016

SPAIN

4,000

apartments managed by 2016

SPAIN

Spain remains a choice destination for European tourists. The Group is expanding in the country by diversifying its financing methods, in particular via management mandates or variable rents. By 2016, it aims to increase the number of apartments managed from 2,700 to 4,000.

GOVERNANCE

BOARD OF DIRECTORS

The Board of Directors of Pierre et Vacances SA has nine members, one of which is qualified as an independent member according to criteria set out in the Code AFEP-MEDEF.

Gérard Brémond,
Chairman

Marc R. Pasture

Ralf Corsten

Andries Olijslager

Olivier Brémond

Delphine Brémond

Françoise Gri,
Chief Executive Officer

SA SITI, represented by **Thierry Hellin**

GB Développement, represented by **Patricia Damerval**

GROUP GENERAL MANAGEMENT COMMITTEE

The Group General Management Committee has four members: the Chairman, the Chief Executive Officer, the two Deputy Chief Executive Officers.

Gérard Brémond,
Chairman

Françoise Gri,
Chief Executive Officer

Patricia Damerval,
Deputy Chief Executive Officer, Head of Finance, Development, Audit, Asset Management

Thierry Hellin,
Deputy Chief Executive Officer, Head of Development, Legal, Human Resources, Sustainable Development, General Services

This Committee meets once a week and decides on the strategic directions necessary for the Group's development and its smooth operating performance, for example brand strategy, product segmentation, geographical breakdown of development zones for the various brands, human resources policy, consolidated risk management, main financial balances (turnover, profits, cash, centralisation of data, etc.). The Committee also aims to anticipate future changes in the Group's businesses, ways of adapting the strategy and piloting of the Group's internal synergies.

GROUP EXECUTIVE COMMITTEE

The Group Executive Committee meets once a month. The Committee has 14 members and in addition to the Chairman and the Chief Executive Officer, brings together the two Group Deputy CEOs, the CEO of Aparthotels Adagio®, the CEOs of Pierre & Vacances Développement and Pierre & Vacances Conseil Immobilier, the CEOs of Center Parcs Europe and Pierre & Vacances Tourisme Europe, the Deputy CEO of Tourism Sales, the Director of Operating Innovation and IT systems, the Group Strategic Marketing Director, the Group Finance Operations and Services Director and the Human Resources Director. This Committee is steering the implementation of the strategic focuses of the WIN2016 plan and decides on the major operating initiatives necessary for the development of the Group and its performance.

THE SHARE

On 30 September 2013

LISTING

Euronext Paris, compartment C
Floated at €17 on 11 June 1999

PRESENCE IN INDICES

CAC All-Tradable,
CAC Mid & Small 190,
CAC Small 90,
Travel & Leisure

CODES

Euroclear : 7304
ISIN: FR0000073041
Reuters: PVAC.PA
Bloomberg: VAC.FP

MARKET CAPITALISATION

€158 million

NUMBER OF SHARES IN CIRCULATION

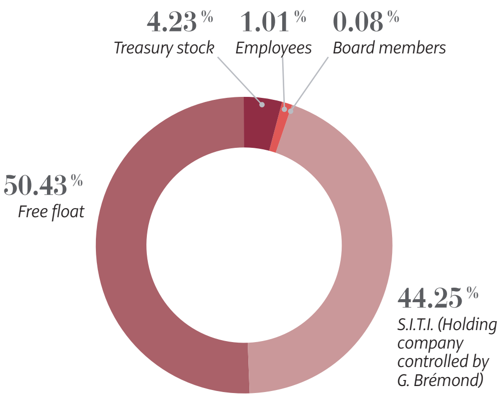
8,821,551

NUMBER OF VOTING RIGHTS

12,825,194

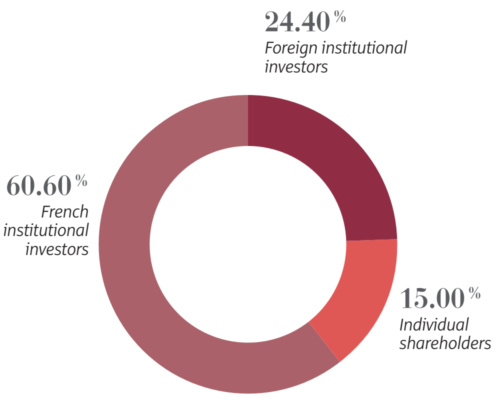
BREAKDOWN OF CAPITAL

on 30 September 2013



BREAKDOWN OF FREE FLOAT

on 30 September 2013



FINANCIAL AGENDA 2013/2014

Financial information

1st quarter
21 January 2014

2nd quarter
17 April 2014

3rd quarter
17 July 2014

4th quarter
16 October 2014

Annual General Meeting

13 March 2014

H1 2013/2014 results

27 May 2014

Full-year 2013/2014 results

4 December 2014

SUSTAINABLE DEVELOPMENT

New strategic momentum

Formalised in 2012, the Group's Sustainable Development Strategy was reviewed during 2013 and fully integrated into the momentum of the WIN2016 plan.

Fresh momentum provided by the WIN2016 strategic plan has prompted the Group to define the priorities of its 2012 Sustainable Development Policy. In June 2013, a workshop brought together all of the Group's divisions. This collective reflection helped produce two priority focuses of value creating actions in line with the WIN2016 plan.

The first focus aims to strengthen the Group's operations in terms of sustainable development and to continue the actions that constitute the fundamentals of its social and environmental responsibility. The flagship projects already started are therefore set to continue: Green Key labelling and ISO 14001 certification of sites, the BEST! environmental management system, the responsible purchasing policy, the green building policy and finally, the reliability of extra-financial indicators in order to provide operational steering tools and improve monitoring of the Group's overall performance.

The second focus concerns the holiday offering provided to customers: thinking of new initiatives in order to offer holidaymakers moments to reconnect with nature, to discover the wealth of the sites' natural heritage, or even to make them see the challenges of tomorrow from a new perspective by using discovery and games (in particular by making children aware).

In compliance with decree no. 2012-557 of 24 April 2012, detailed information on the Group's Sustainable Development approach is set out in the Chapter "Information on social, environmental and societal issues" of the Management Report.

100%
of sites are integrated into BEST!*

** Internal management system for environmental, social and societal performances.*

21,630
children who stayed at Center Parcs, Pierre & Vacances villages clubs and Maeva residences clubs were made aware of sustainable development challenges during 2013.

A LOOK AT 2012/2013

Kid's Climate Conference

The second Kid's Climate Conference organised in partnership with the Missing Chapter Foundation (foundation chaired by the Dutch princess Laurentien van Oranje), Eneco and the Dutch WWF took place in September 2013 at the Center Parcs Het Heijderbos.

Via workshops and artistic activities, the children reflected on concrete solutions to preserve the environment and submitted their proposals to the local representatives. Among these were collecting recyclable waste rather than buying new materials for art lessons at school, creating more rain water collectors and even doing sports activities at home in order to generate energy, for example by producing electricity for the television using a home trainer!

334

youths aged 16-25 followed a training programme in tourism businesses

A framework agreement for waste electrical and electronic equipment

In 2013, the Group signed a framework agreement with Eco-systèmes for collection of waste electrical and electronic equipment (WEEE) in France. All of the Pierre & Vacances, Aparthotels Adagio® and Center Parcs sites can now organise collection of small and large household appliances with the local Eco-systèmes branch, as well as numerous other appliances associated with site operation (boilers, air-conditioners, swimming pool filters, electrical radiators, etc.). The eco-organism handles the decontamination, recycling and energy recovery for this equipment. A contract with Recupel was also signed during the year in Belgium, whereas in the Netherlands, the Group has been working with Wecycle for three years.

24% of sites eco-labelled

During 2012/2013, five new sites obtained the European Green Key label. As such, 47 sites under the Pierre & Vacances and Center Parcs brands currently carry the label, while 17 Aparthotels Adagio® sites have the European Ecolabel and 18 Center Parcs are ISO 14001 certified.

Managing green areas and nature in other ways

A new step was taken in the differentiated management of green areas. With 25% of the Group's sites including gardens and forest areas covering more than 2,000 m^2, this approach aimed to limit the environmental impact of maintaining these areas thanks to measured usage of plant protection products, watering systems adapted to weather conditions, late lawn mowing, planting of a diversified selection of plants, biological niches (dead wood), etc.
Managers of green spaces at the French sites with the largest gardens and forestland were trained in establishing the cartography and defining a differentiated management plan.
In addition, a signalling system valuing the actions undertaken by each site and the local species has been put in place at 19 sites, with signs stating for example "Here, we are letting nature grow at its own pace".

SRI INDEX

For the fourth year in a row, the Group was among the 70 companies chosen by the

2013 Gaïa index

for its extra-financial performances out of a panel of 230 companies.

Center Parcs Domaine des Trois Forêts

94

animal species counted in spring 2013

€23

in GDP generated in Alsace and Lorraine per night stay

ENCOURAGING FEEDBACK

A positive review for the Domaine des Trois Forêts in Moselle

Two studies undertaken in 2013 helped assess the impact of the Center Parcs in Moselle in terms of biodiversity and benefits for the local economy.

BIODIVERSITY

Preserving and enhancing the site's biodiversity has been a major concern since its conception. In 2013, a review undertaken in the spring by the agency Gondwana in collaboration with the O.G.E. research agency produced very encouraging results.

The domain currently has an ordinary biodiversity that looks richer than it was in 2006 prior to the domain's construction. The remarkable animal and plant species already present initially (German broom, bullrushes, brown trout, etc.) have been preserved.

ECONOMIC BENEFITS

The study by the Utopies agency provided another positive view. It estimated the wealth created in the local economy and highlighted the structuring effect of the public sphere prompted by the site's activity.

In 2011/2012, the site is estimated to have generated €26 million in GDP in Alsace and Lorraine, representing €23 per night stay. In addition, apart from the 600 jobs directly related to the site's operation, the agency estimates the number of indirect positions created in the private or public realm in Lorraine and Alsace at 267 and the number of inhabitants economically associated with the Center Parcs Moselle at 1,958. These positive and structuring effects testify to the Group's local integration approach.

AN APPROACH
AT THE HEART OF TOURISM INNOVATION

Center Parcs Vienne

So far, more than

70%

of the site's construction markets have been allocated to local companies.

More than

30

consultation meetings have been held in two years with local residents and environmental associations.

Villages Nature

On 1 October 2013
the mining permit decree was signed. It authorises the construction of a geothermic well and the heat network, which will meet heating needs of the Villages Nature and 40% of the Disneyland® Park and the Disneyland® Hotel.

Creating new holiday experiences

Each new project is an opportunity for the Group to take its Sustainable Development approach a stage further.

Today, beyond environmental and social performances, Pierre & Vacances-Center Parcs is aiming to create new holiday experiences in order to invent the tourism of tomorrow. The future Center Parcs in the Vienne region is therefore set to offer visitors a holiday experience based on the relationship with nature, with wildlife as the mediator. Cohabitation, proximity and interaction with animals are to be proposed in various places: the animal centre, the deer enclosure in the cottages area, the farm and the sanctuary.

Concerning Villages Nature, this new European scale tourism destination based on the search for harmony between Man and Nature, is a major innovation in terms of sustainable tourism. Its aim is to transform each holiday into a concrete and positive experience of sustainable development via total immersion in a tamed and re-enchanted natural environment. This is to take the form of outdoor activities aimed at making both young and old aware of biodiversity, events mixing entertainment and discovery of nature or games broaching waste sorting in a practical and fun way.

Villages Nature, a wide scale prototype

The Group's major project in partnership with Euro Disney has crossed several stages.

Thanks to the partnership signed in November 2013 with BioRegional, Villages Nature is now member of an international network of projects implementing the One Planet Living methodology. In this respect, its teams will be able to benefit from training and technical support from BioRegional in realising their sustainable action plan. Villages Nature has been selected as "supported project" by the Global Partnership in Tourism of the United Nations Environment Programme.

In addition, under the framework of preparing the site, the land clearing necessary has been limited and programmed outside sensitive periods of coupling and nesting for the fauna present. Specific operations to safeguard amphibians carried out with the DisneyVoluntEARS enabled the preservation of more than 4,200 creatures. Finally, the Sustainable Development Consultative Committee was launched. Led by the Seine-et-Marne prefecture, its mission is to follow-up and guarantee the implementation of the project's sustainable development objectives.

KEY FIGURES

on 30 September 2013

FINANCIAL DATA

Turnover

€1,306.7 million

Breakdown of turnover by business

Tourism

€1,137.0 million
or 87%

Property development

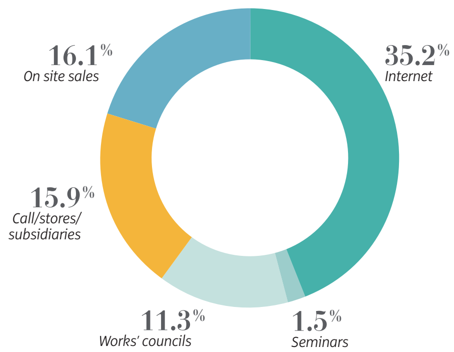
€169.7 million
or 13%

Accommodation turnover

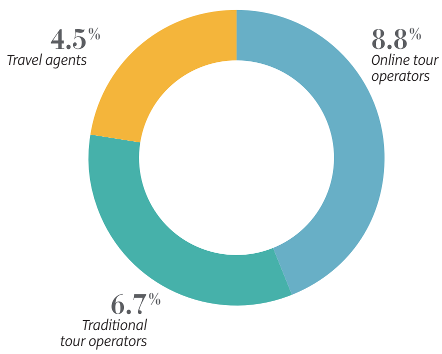
€753.4 million

BREAKDOWN OF ACCOMMODATION TURNOVER BY DISTRIBUTION CHANNEL

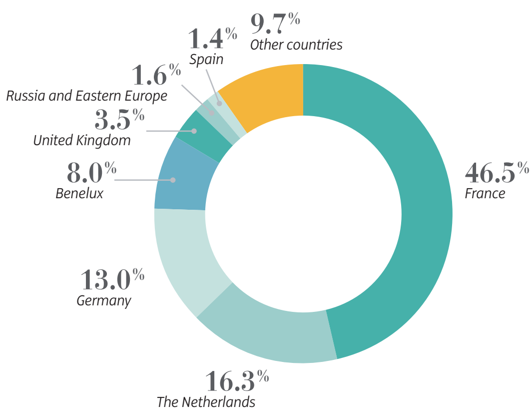
Direct sales: €603.0 million



Indirect sales: €150.4 million



BREAKDOWN OF ACCOMMODATION TURNOVER BY CLIENT ORIGIN



SOCIAL INDICATORS

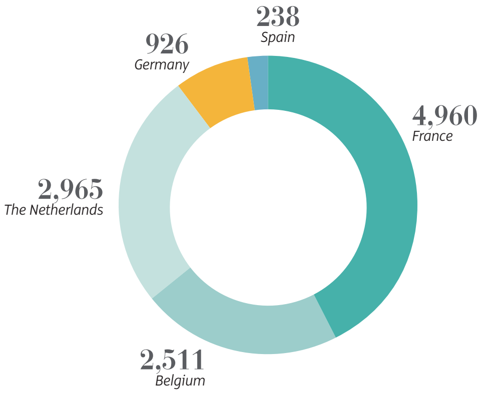
Employees

7,000 FTE employees
(full-time equivalent)

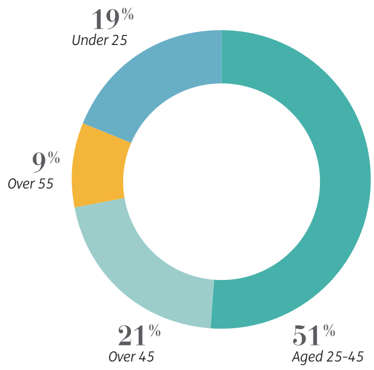
11,600 employees
(total number)

BREAKDOWN OF HEADCOUNT

Breakdown by country



Breakdown by age



TURNOVER

€1,306.7 million

on 30 September 2013

PROPERTY DEVELOPMENT

13%

TOURISM

87%

PERCENTAGE OF WOMEN MANAGERS

45%

PERCENTAGE OF WOMEN IN GROUP HEADCOUNT

66%

OTHER FINANCIAL DATA

Current operating profit

€2.6 million

Net profit

-€47.5 million

Gearing

"Net debt/equity" 18%

Information on social, environmental and societal issues can be found in the Group Management Report.

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THE GROUP
PIERRE & VACANCES-CENTER PARCS

GROUP MANAGEMENT REPORT

Established in 1967, the Pierre & Vacances-Center Parcs Group is Europe's leading local tourism operator, with almost 50,000 apartments and houses located in over 300 sites in Europe, and renowned brand names such as Pierre & Vacances, Maeva, Center Parcs, Sunparks and Adagio.

The Group's strategy focuses on its two complementary business activities: tourism and property development, which together form an evolving range of holiday experiences in exceptional locations: in seaside resorts, mountain resorts, in the countryside or in the heart of cities

227,000
BEDS in seaside resorts, mountain resorts, in the countryside or in cities in France and throughout Europe

almost
50,000
APARTMENTS

PRESENTATION OF GROUP BUSINESS AND RESULTS AND THEIR CHANGE DURING FINANCIAL YEAR 2012/2013

SIGNIFICANT EVENTS

Governance

Executive Management of the Pierre & Vacances-Center Parcs Group

On 2 January 2013, Françoise Gri joined the Pierre & Vacances-Center Parcs Group as Chief Executive Officer. Françoise Gri has spent most of her working life at the IBM Group and was appointed as the Group's Chairman and Chief Executive Officer in France in 2001. At IBM she was, in particular, instrumental in transforming the business from selling hardware to providing services, with the company becoming a leader in technological integration in France.

In 2007, she became Chairman of Manpower and led the interim giant's overhaul, turning it into a group specialising in workforce solutions. After successfully transforming the company, Françoise Gri became Chairman of ManpowerGroup France and Southern Europe in 2011.

Françoise Gri is a member of the Economic, Social and Environmental Committee (CESE). She sits on the MEDEF Ethics and Employment Committees. She is also a member of the Board of Directors of Edenred and of Crédit Agricole.

Executive Management of the Tourism business

On 15 April 2013, James Mennekens, Chief Executive Officer of Tourism, left the Group. The following now report directly to Françoise Gri:

- the Group's Tourism Sales Department;
- the Executive Management of the Pierre & Vacances and Center Parcs Europe Tourism Divisions (the Business Lines).

Operational departments

To support and lead the transformations required to implement the Group's strategy, two new departments were created:

- the Operational Innovation and Information Systems Department, charged with transforming the Group's operating processes and methods and responsible for IT systems performance;
- the Group Strategic Marketing Department, responsible for brand strategies, customer satisfaction, online reputation and external communications strategy.

These two departments are jointly responsible for defining and implementing the Group's digital strategy.

Cost-cutting plan

The process of streamlining the Group's organisation and the associated Job Protection Plan resulted in the departure of 195 people in France and Europe, the vast majority of which departures were voluntary. The cost savings made during the financial year were in line with the plan announced.

Business partnership agreement

On 8 July 2013, the Pierre & Vacances-Center Parcs and TUI France groups announced the signature of a partnership agreement covering:

- the marketing of Pierre & Vacances holiday villages and, for the first time, Center Parcs France villages via the TUI France distribution network;
- the strengthening of the existing Pierre & Vacances offering in the French West Indies under the brand names Nouvelles Frontières and Passion des îles;
- the creation of a special relationship with the Corsair International airline.

The goal for the Pierre & Vacances-Center Parcs Group is to increase the distribution of the Center Parcs brand in France and optimise the marketing performance of the Pierre & Vacances holiday villages in the French West Indies and Metropolitan France *via* the TUI network.

Development of the tourism offering

Development of city residences

During the financial year, four new Adagio Access residences (Brussels, Nice, Vanves and Paris) and two Adagio residences (Cologne and Liverpool, the brand's first aparthotel in the UK) opened their doors.

Center Parcs development projects

Opening of the Center Parcs village in Bostalsee (Germany)

On 29 June 2013, the Group opened the 5th Center Parcs in Germany: Park Bostalsee, in the Saar region. The village, which covers 90 hectares, has 500 cottages.

Center Parcs projects in the French regions of Vienne and Isère

Center Parcs village in Vienne (France)

The 2012/2013 financial year saw:

- the off-plan sales agreement for sporting and leisure facilities signed on 15 May with a semi-public company, majority owned by the Vienne Département, the Poitou-Charentes Region and the Caisse des Dépôts et Consignations;
- the start of the work;
- the final agreement signed for the block sale of cottages to institutional investors for €156.9 million, inclusive of tax, bringing the property commercialisation rate to 65% (including the reservations from private investors).

Opening to the public is scheduled for spring 2015.

The Isère region (France)

The appeals submitted by the association opposed to the project resulted in our permits being confirmed (forest clearing and building permit) by the Council of State. The permit applications under the French "water act" and "protected species" were submitted in July 2013. Given the investigation time necessary for these projects and due to the public inquiries which cannot take place during electoral periods, these permits are expected to be issued in summer 2014.

Project development – Villages Nature

Villages Nature is a new Europe-wide sustainable tourism project based on a quest for harmony between man and nature, in partnership with Euro Disney SCA. It is scheduled to be opened to the public in 2016 (Phase 1A).

2013 saw the application and granting of a new series of building permits for Phase 1A and the issuing of the final administrative authorisations necessary to implement the project. Villages Nature also saw several decisive stages in laying the groundwork for its construction, including the finalisation of the detailed design of outdoor and indoor spaces, the start-up, during summer 2013, of the preliminary work on the site, as well as the completion of the first archaeological diagnostics at the initiative of the French state.

Morocco development project

On 10 December 2012, the Group signed a strategic partnership agreement with the *Caisse de Dépôt et de Gestion* in Morocco. In addition to the resort being built in Marrakesh (480 holiday apartments and homes and 540 residential apartments and homes), the two groups decided to extend the scope of their partnership to the resorts of Taghazout and Saïdia.

- The *Caisse de Dépôt et de Gestion* is financing and managing these projects.
- The Pierre & Vacances-Center Parcs Group will ensure the management of the tourist resorts and holiday residences.

Sale of tourism offer

Sale of the Maeva village in the Camargue (France)

On 31 May 2013, the Group sold the goodwill of the Maeva village in the Camargue to the Compagnie de Tourisme Camarguaise, as well as the property assets that Pierre & Vacances held on this site, because this tourism offering did not fit the Pierre & Vacances portfolio. However, the Group remained responsible for marketing this tourist resort until mid-November 2013.

Withdrawal of residences after expiry of leases

During the 2012/2013 financial year, the Group withdrew from loss-making residences upon expiry of the leases; these residences included Maeva Les Coches, the Pierre & Vacances Les Houches residence, Rome Garden and Rome Dehon in Italy and four Adagio Access/ex-Citéa residences/residential complexes (Nantes le Sextant, Aix La Bastide; Lyon Marcy and Prevessins).

Partnership to manage catering and food retailing operations in the Center Parcs villages: amendments to the contracts

The contracts signed in 2010 to define, for an initial term of ten years, the conditions and remuneration in relation to the outsourcing of catering and food retailing operations in the Center Parcs villages to Elior (for villages located in France and Germany) and Albron (for villages in the Netherlands and Belgium), provide for the possibility that the parties amend the terms, so as to benefit from the operational experience gained in the first two years of operation. Accordingly, during the financial year 2012/2013, amendments to the initial agreements were made so that Elior and Albron could gain better control of their offerings, their operational business and their investments, and achieve a better financial balance.

Furthermore, during the 2012/2013 financial year, the Pierre & Vacances-Center Parcs Group entered into a usage and operating sub-licence contract for the Center Parcs brand with its partner Elior. This transaction allows this supplier to promote and market its food offerings within Center Parcs villages in France and Germany by using the Center Parcs brand as a promotional tool, and also to improve its positioning in the leisure industry by being linked to a well-known brand.

The net effect of all of these transactions on the operating profit (loss) for the 2012/2013 financial year is around €4 million.

GROUP REVENUE

Over the full financial year (from 1st October 2012 to 30 September 2013), Group revenue totalled €1,306.7 million.

(in € millions)	2012/2013	2011/2012 on a like-for-like basis (*)	Change on a like-for-like basis	2011/2012
Tourism business	**1,137.0**	**1,128.5**	**+0.8%**	**1,107.5**
of which rental revenue	*753.4*	*747.6*	*+0.8%*	*731.9*
Pierre & Vacances Tourisme Europe (1)	598.6	592.7	+1.0%	592.7
Center Parcs Europe (2)	538.4	535.8	+0.5%	514.8
Property development	**169.7**	**311.5**	**-45.5%**	**311.5**
TOTAL, FINANCIAL YEAR	**1,306.7**	**1,440.0**	**-9.3%**	**1,419.1**

(1) *Pierre & Vacances Tourisme Europe includes the Pierre & Vacances, Adagio City Aparthotel and Maeva brands.*
(2) *Center Parcs Europe houses the Center Parcs and Sunparks brands.*
(*) ***On a like-for-like basis, the Center Parcs Europe revenue has been adjusted for the following differences:***
- harmonisation of the internal commissions on the revenue of the Dutch, German and Belgian Center Parcs (increase in the rental revenue and a corresponding reduction in the "services revenue" of €12.9 million);
- new billing procedures for the commissions received from external catering providers, applicable as of 1st October 2012 (increase in the "services revenue" and a corresponding reduction in re-invoicing of costs of €18.2 million).

The Group's tourism revenue for the 2012/2013 financial year stood at €1,137.0 million, an increase of +0.8% compared with the previous financial year. In a general context of decreased consumption within the tourism industry, the Group has proven that its business is resilient.

Rental revenue was €753.4 million, up by +0.8% compared to the previous financial year, due to the increase in the number of nights sold (+0.4%) and a slight improvement in the average net sale prices (+0.3%). Occupancy rates are up for both businesses (Pierre & Vacances Tourisme Europe and Center Parcs Europe), with average growth of +2.6%.

- **Pierre & Vacances** Tourisme Europe generated revenue of €598.6 million, including €406.9 million in rental revenue, up 0.5%, or 1% on a like-for-like basis:
  - revenue from city residences grew by +3.8%, and +2.8% excluding supply-side effects (positive effect of the operation of six new residences, which was partially offset by the withdrawal upon expiry of the leases from the Rome Garden residence in Italy, two residential residences and two ex-Citéa residences);
  - the revenue from the mountain resorts increased by +3.0%, mainly due to the operation of new apartments in Avoriaz. On a like-for-like basis, the revenue from the destination is stable;
  - the business is growing in Spain and the French West Indies, but is slowing down on the French coast, negatively affected by a reduction in the product offering (sale of the Maeva village in the Camargue and a reduction in the number of apartments marketed). On a like-for-like basis, the revenue from seaside resorts (France, Spain and the French West Indies) grew slightly (+0.3%), despite particularly poor weather conditions in France during the 3rd quarter of the financial year.
- **Center Parcs Europe** generated revenue of €538.4 million, including €346.4 million in rental revenue, up 1.1% on a like-for-like basis.

  German villages saw increased revenues (+8.6%), as did Dutch (+0.8%) and Belgian (+3.5%) villages. Revenue from French villages fell (-2.7%) mainly due to the Domaine du Lac de l'Ailette village (in particular a drop in seminar sales).

International customer numbers grew noticeably, accounting for 53% of Group rental revenue in 2012/2013, compared to 51% in 2011/2012.

The property development revenue for the 2012/2013 financial year was €169.7 million, due in particular to the new Center Parcs in the Vienne region (€19.2 million) and Bostalsee (€18.2 million), as well as the extension in Avoriaz (€15.2 million) and Les Senioriales (€60.3 million).

The change in revenue compared to the previous financial year, in line with the phasing of the transactions, does not reflect the dynamism of the Group's property development business: **Property reservations** recorded over the financial year **grew by close to 22%,** representing revenue of €418.3 million, compared to €343.7 million in the previous financial year.

TOURISM BUSINESS

Key indicators

(in € millions)	2012/2013	2011/2012 on a like-for-like basis	Change on a like-for-like basis	2011/2012
Revenue	**1,137.0**	**1,128.5**	**+0.8%**	**1,107.5**
rentals	753.4	747.6	+0.8%	731.9
services (1)	383.6	380.9	+0.7%	375.6
Average Net Selling Price (ASP) (2) *(in euros)*	**618**	**616**	**+0.3%**	**602**
No. of weeks sold	**1,218,722**	**1,213,545**	**+0.4%**	**1,215,233**
Occupancy rate	**66.6%**	**64.9%**	**+2.6%**	**64.9%**

(1) Catering, events, mini market, stores, marketing, etc.
(2) Average selling price per week of accommodation net of distribution costs.

- **The number of weeks sold** grew by 0.4%, against the backdrop of a downturn in the French tourism industry and despite the fall in marketed stock.

  The average occupancy rate is over 66%, an increase of +2.6% compared to the previous financial year.
- **Average net selling prices** rose by +0.3%. The increase in prices was particularly marked for mountain resorts (transfer of some of the Maeva residences to the Pierre & Vacances brand and delivery of new residences in Avoriaz) and in the French West Indies, where a major renovation programme took place in the previous financial year.

Breakdown of Group rental revenue by customer origin

	Pierre & Vacances Tourisme Europe		Center Parcs Europe		Total	
	2012/2013	2011/2012 on a like-for-like basis	2012/2013	2011/2012 on a like-for-like basis	2012/2013	2011/2012 on a like-for-like basis
France	61.5%	64.3%	29.0%	30.5%	46.5%	48.8%
The Netherlands	6.6%	5.0%	27.7%	28.4%	16.3%	15.7%
Germany	3.1%	3.0%	24.6%	23.6%	13.0%	12.5%
Belgium	3.3%	3.4%	13.6%	12.8%	8.0%	7.7%
UK	5.0%	4.7%	1.7%	1.4%	3.5%	3.2%
Spain	2.5%	2.6%			1.4%	1.4%
Russia and Eastern European Countries	2.9%	2.4%			1.6%	1.3%
Italy	1.7%	1.7%			0.9%	0.9%
Scandinavia	1.5%	1.4%	0.3%	0.3%	1.0%	0.9%
Switzerland	1.1%	1.2%			0.6%	0.6%
Other	10.8%	10.3%	3.0%	2.9%	7.2%	7.0%

During the 2012/2013 financial year, international customers accounted for most of the revenue: 53.5% of the Group's rental business revenue came from international customers, and 46.5% from French customers.

International customers are mostly Dutch (16.3%), German (13.0%) and Belgian (8%), due in particular to the presence of Center Parcs Europe in the Netherlands (eight villages), Germany (five villages with the delivery of Bostalsee in summer 2013) and in Belgium (six villages, four of which are Sunparks). Numbers of Russian, Eastern European and British customers continue to grow for Pierre & Vacances Tourisme Europe: they accounted for 7.9% of rental revenue in 2012/2013, compared to 7.1% in 2011/2012.

Characteristics of the holiday residence portfolio operated in financial year 2012/2013

Breakdown of tourism residence portfolio by brand/label

	Pierre & Vacances [1]	Maeva [2]	PV Premium [3]	Adagio	Adagio Access	Center Parcs	Sunparks	Total
Residences/Villages	150	32	19	40	42	19	4	306
Apartments/homes	20,427	2,562	2,245	5,052	4,413	12,750	1,801	49,250
Beds	103,232	11,131	12,845	15,503	11,121	63,626	9,773	227,231

(1) 20,665 apartments and 104,422 beds including the marketing business.
(2) 7,263 apartments and 34,636 beds including the marketing business.
(3) 2,277 apartments and 13,005 beds including the marketing business.

The holiday residence portfolio operated by the Group during financial year 2012/2013 had 742 fewer apartments than the previous year. This reduction is mainly due to:

- the sale of the Maeva residence in the Camargue (-358 apartments) and the withdrawals following the expiry of leases from the Maeva (-347 apartments), ex-Citéa (-337 apartments) and Adagio residences in Rome (-96 apartments);
- losses of leases on the Pierre & Vacances brand (close to -650 apartments);
- which are partially offset by the effect of opening new Adagio residences (+369 apartments), the Center Parcs in Bostalsee (+350 apartments), the delivery of new apartments in Avoriaz (+228 apartments) and the management of 184 apartments in the French West Indies, which were renovated during the previous financial year.

During the financial year, 3,667 apartments were transferred from the Maeva brand name to the Pierre & Vacances brand name.

Geographic breakdown of tourism residence portfolio (number of apartments/homes)

	Pierre & Vacances Europe	Center Parcs Europe	Total
Mainland France	30,327	3,392	33,719
French West Indies	851	-	851
The Netherlands	-	5,383	5,383
Belgium	250	3,127	3,377
Germany	367	2,649	3,016
Switzerland	280	-	280
Italy	82	-	82
Spain	2,292	-	2,292
UK	126	-	126
Austria	124	-	124
TOTAL	**34,699**	**14,551**	**49,250**

During the 2012/2013 financial year, the Pierre & Vacances-Center Parcs Group operated 70% of its sites in France, where it offers a large number of destinations: the Northern Alps, the Pyrenees, the Côte d'Azur, the Atlantic and Channel coasts, Provence, city breaks and the French West Indies. In Europe, the Group is also present in the Netherlands (10.9% of the portfolio), Belgium (6.9%) and Germany (6.1%) with the Center Parcs and Sunparks villages, and for the first time in the UK, with its Adagio residence in Liverpool.

Operation of tourism residence portfolio (number of apartments/homes)

	Pierre & Vacances Tourisme Europe	%	Center Parcs Europe	%	Total	%
Individual investors	30,062	86.6%	3,257	22.0%	33,319	67.7%
Leases	*29,651*		*3,257*		*32,908*	
Management agreement	*411*		*0*		*411*	
Institutional investors	4,529	13.1%	11,294	78.0%	15,823	32.1%
Leases	*3,406*		*11,294*		*14,700*	
Management agreement	*1,123*		*0*		*1,123*	
Group portfolio	108	0.3%	0	0.0%	108	0.2%
TOTAL	**34,699**	**100%**	**14,551**	**100%**	**49,250**	**100%**

The tourism portfolio is operated in two ways, either via lease or management agreements.

- **Under lease agreements,** the lessee (a Pierre & Vacances-Center Parcs Group company) agrees to pay a fixed or variable rent (depending on operating performances) with or without a guaranteed minimum. The variable rents formula, which was initially developed in Spain, has now been extended to the French portfolio, particularly when leases are being renewed, and is also being used in Germany (Bostalsee).

  Profits generated over and above the rental payment belong to the Group. Renovation work is payable either by the lessor/owner, or by the Group.

- **Under management agreements,** the agent (a Pierre & Vacances-Center Parcs Group company) acts as a service provider and bills for management and marketing fees. Operating income accrues to the owner (the customer). In certain cases, the Group guarantees the owner a minimum income, and surplus profits relative to this minimum amount are shared between the two parties.

A **franchise** has also been developed for the Adagio and Adagio Access brands.

At the end of September 2013, 67.7% of apartments operated at Group level were owned by individual investors, 32.1% by institutional investors and the remaining 0.2% by the Group.

For Pierre & Vacances Tourisme Europe, for which most of the tourism portfolio is in France, 86.6% of the apartments belong to individual investors, 13.1% to institutional investors and only 0.3% are provisionally held in stock by the Group (the Manilva site in Spain), pending completion of their sale.

78% of the Center Parcs Europe portfolio belongs to institutional investors. Cottages owned by individual investors are mainly located in French Center Parcs, namely:

- 907 cottages in Trois Forêts (Moselle);
- 799 cottages in Lac de l'Ailette (Aisne);
- 612 cottages in Hauts de Bruyères (Sologne);
- 376 cottages in Bois Francs (Normandy).
- 336 cottages were also held by individual investors in the new Bostalsee park in Germany.

Analysis of revenue by resort/country

Pierre & Vacances Tourisme Europe

Seaside resorts

Revenue from seaside resorts was down 3.9%, reflecting a 2.8% fall in the number of nights sold, mainly due to a stock effect (sale of the Maeva village in the Camargue, withdrawal from loss-making residences and loss of leases) and a drop of 1.2% in the average net selling price.

On a like-for-like basis, revenue is almost stable, despite the particularly poor weather conditions in France during the 3rd quarter of the financial year.

Mountain resorts

Revenue from mountain resorts grew by +3.0%, thanks to the operation of new residences in Avoriaz. On a like-for-like basis, revenue from the destination is stable.

Average net selling prices grew significantly (by close to 15%), mainly due to the transfer of some of the Maeva residences to the Pierre & Vacances brand.

City residences

Revenue was up 3.8%, thanks to the opening of four new Adagio Access residences (Brussels, Nice, Vanves and Paris) and two Adagio residences (Cologne and Liverpool) which partially offset the effect of withdrawing from loss-making residences and complexes in Rome, Nantes, Aix en Provence, Lyon and Geneva. On a like-for-like basis, rental revenue was up by +2.8%.

Average net selling prices rose by +0.5%.

French West Indies

Revenue from the French West Indies was up +5.8%, driven mainly by an increase in average net selling prices (+6.5%).

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Changes on a like-for-like basis

Number of apartments	2012/2013	2011/2012	Change
Seaside resorts	16,798	17,749	-951
Mountain resorts	7,585	7,765	-180
City residences	9,465	9,639	-174
French West Indies	851	667	+184
TOTAL	**34,699**	**35,820**	**-1,121**

Rental revenue *(in € millions)*	2012/2013	2011/2012	Change
Seaside resorts	159.2	165.7	-3.9%
Mountain resorts	89.6	87.1	+3.0%
City residences	145.1	139.8	+3.8%
French West Indies	13.0	12.3	+5.8%
TOTAL	**406.9**	**404.9**	**+0.5%**

Average net selling price (for a week's rental) *(in euros before VAT)*	2012/2013	2011/2012	Change
Seaside resorts	536	543	-1.2%
Mountain resorts	731	636	+14.8%
City residences	522	519	+0.5%
French West Indies	638	599	+6.5%
TOTAL	**567**	**553**	**+2.5%**

	Number of weeks sold			Occupancy rate		
	2012/2013	2011/2012	Change	2012/2013	2011/2012	Change
Seaside resorts	296,738	305,158	-2.8%	56.4%	54.7%	+3.0%
Mountain resorts	122,688	136,841	-10.3%	72.3%	73.6%	-1.8%
City residences	278,137	269,437	+3.2%	73.1%	69.6%	+4.8%
French West Indies	20,413	20,554	-0.7%	62.3%	65.6%	-5.1%
TOTAL	**717,976**	**731,990**	**-1.9%**	**64.3%**	**62.6%**	**+2.6%**

Center Parcs Europe

Rental revenue increased by 1.1% on a like-for-like basis, in a competitive and difficult economic environment.

This change is due to:

- an increase in the number of nights sold (+4.0%), in the context of an offer which grew by 1.6%;
- which partially offsets the reduction in the average net selling price (-2.8%), to €692 per week.

The occupancy rate rose by +2.3% compared to the previous financial year, to 70.6%, with a marked increase during the 4th quarter (growth of +6.3% to 81.6%).

The growth was driven by Belgian (+8%) and German (+5%) customers.

Online sales rose by +5.2%, essentially in the form of direct sales (+4.5%).

The Netherlands

Rental revenue grew by +0.8%, to €119 million.

In a very competitive market, average net selling prices fell by -2.3% to €644 per week. However, the average occupancy rate rose by +3.3%, to 69.2%.

This growth was driven by international customers (German, British and Belgian), which partially offset the drop in Dutch and French customers.

The proportion of direct sales is in line with the previous financial year, at 87%. Internet sales now account for 55% of the destination's rental revenue, compared to 53% in the previous financial year.

France

Rental revenue from the French Center Parcs fell, mainly as a result of the Domaine du Lac de l'Ailette village (drop in seminar sales, in particular).

However, the average occupancy rate is close to 75%, with a particularly high rate in the 4th quarter of the financial year (83%).

Direct sales make up the majority of the revenue, representing 98% of rental revenue, with 48% of sales online.

Belgium

The +3.5% increase in rental revenue compared to the previous financial year was driven by the rise in the number of nights sold (+4.5%).

The average occupancy rate rose by 5.1% to 67.1% (71.9% for Center Parcs and 62.2% for Sunparks).

Germany

The opening of the new Center Parcs Bostalsee on 1 July 2013 generated rental revenue of €3.6 million during the financial year 2012/2013. Excluding the effect of structural changes, revenue from the German parks continued to grow (+0.9%); all customers contributed to this growth.

Direct sales represented 85% of the destination's rental revenue, compared to 83% in the previous financial year, with an increase in internet sales. These now account for 52% of sales.

Changes on a like-for-like basis

Number of apartments	2012/2013	2011/2012	Change
The Netherlands	5,383	5,365	+18
France	3,392	3,367	+25
Belgium	3,127	3,127	0
Germany	2,649	2,313	336
TOTAL	**14,551**	**14,172**	**+379**

Rental revenue *(in € millions)*	2012/2013	2011/2012	Change
The Netherlands	119.8	118.9	+0.8%
France	116.1	119.3	-2.7%
Belgium	60.5	58.4	+3.5%
Germany	50.0	46.0	+8.6%
TOTAL	**346.4**	**342.7**	**+1.1%**

Average net selling price (for a week's rental) *(in euros before VAT)*	2012/2013	2011/2012	Change
The Netherlands	644	659	-2.3%
France	914	939	-2.7%
Belgium	606	612	-0.9%
Germany	569	585	-2.9%
TOTAL	**692**	**712**	**-2.8%**

	Number of weeks sold			Occupancy rate		
	2012/2013	2011/2012	Change	2012/2013	2011/2012	Change
The Netherlands	185,998	180,374	+3.1%	69.2%	67.0%	+3.3%
France	127,071	127,072	0%	74.7%	78.5%	-4.8%
Belgium	99,736	95,452	+4.5%	67.1%	63.8%	+5.1%
Germany	87,941	78,657	+11.8%	72.2%	67.0%	+7.8%
TOTAL	**500,746**	**481,555**	**+4.0%**	**70.6%**	**69.0%**	**+2.3%**

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PROPERTY DEVELOPMENT

Revenue was €169.7 million, compared to €311.5 million in 2011/2012, notably due to two new Center Parcs located in la Vienne in France and Bostalsee in Germany (€37.4 million), the completion of the Avoriaz extension (€15.2 million) and the contribution of Les Senioriales (€60.3 million).

In 2011/2012, property development revenue mainly came from the renovation of the Hauts de Bruyères Center Parcs in Sologne (€89.2 million), the Avoriaz extension (€58.6 million) and the contribution of Les Senioriales (€69.1 million).

Breakdown of 2012/2013 property development revenue by programme

(in € millions)

New	79.3
CP Vienne	19.2
Bostalsee	18.2
Avoriaz (Amara)	15.2
Flaine	8.0
CP Moselle 3	5.2
Le Havre	5.1
Nancy	4.9
Other	3.5

Renovation	14.3
Biarritz	7.4
CP Hauts de Bruyères	6.9

New Les Senioriales	60.3
Bassan	6.6
La Celle	5.5
Juvignac en Ville	5.0
Saint Laurent de la Prée	4.9
Mions	4.8
Pringy	4.4
Pont Aven	3.7
Saint Avertin en Ville	3.7
Marseille en Ville	3.2
Charleval	2.9
Rambouillet	2.0
Other	13.6

Other Pierre & Vacances	15.8

- **Revenue from new programmes (including Les Senioriales)** was down slightly at €139.6 million compared with €188.7 million in 2011/2012. This result was due in particular to:
  - the new 5th French Center Parcs in the north of the Vienne region, where 971 units have been marketed. Delivery is scheduled for December 2014;
  - the new Center Parcs in Bostalsee located in the Saar region of Germany, with 500 cottages delivered in July 2013;
  - the Avoriaz programme (475 units marketed). Delivery of the final wave of 104 units took place in December 2012;
  - the Le Havre programme delivered during financial year 2012/2013 with 111 units;
  - future programmes under construction in Flaine (119 units), Nancy (109 units) and the 59-unit extension to the Moselle Center Parcs;
  - Les Senioriales programmes with five programmes delivered over the financial year.
- **Renovation revenues** (including "Other" revenues) accounted for 17.7% of property development revenue in financial year 2012/2013, compared with 39.4% in 2011/2012. It consisted of purchasing

residences in prime locations, mainly from institutional investors, and then reselling them to individual investors after renovation.

The main contributions to renovation revenue during the financial year came from:

- the Biarritz Haguna site on which renovation work was completed during financial year 2012/2013;
- the Center Parcs site at Hauts de Bruyères in Sologne (350 units renovated in 2011/2012).

- **"Other" revenue totalled** €15.8 million during financial year 2012/2013 compared with €17.8 million in 2011/2012 and was primarily made up of non-Group marketing fees and the write-back of support funds from property programmes already delivered.

Deliveries in financial year 2012/2013

	New (N)/ Renovation (R)	No. of accommodation units 2012/2013	No. of accommodation units 2011/2012
Belle Dune Argousiers	N		58
Branville Normandy Garden	N		54
Courseulles sur Mer	N		102
Le Havre	N	111	
Total Channel Resorts		**111**	**214**
Douarnenez	N		64
Biarritz	R	93	
Total Atlantic Resorts		**93**	**64**
Total Seaside Resorts		**204**	**278**
Avoriaz (Amara + Crozats)	N	104	374
Plagne Lauzes	R		111
Total Mountain Resorts		**104**	**485**
Hauts de Bruyères	R		350
Moselle 2	N		109
Total Center Parcs France		**0**	**459**
Bostalsee	N	500	0
Total Center Parcs Germany		**500**	**0**
Gonfaron	N		49
Lacanau	N		45
Lucé	N		87
Montagnac	N		51
Montélimar	N		59
Montélimar (city)	N		76
Rambouillet	N		52
Saint Julien des Landes	N		49
Soulac	N		57
Saint Avertin	N	64	
Bassan	N	67	
Juvignac	N	67	
Saint Laurent de la Prée	N	51	
Pont Aven	N	46	
Total Les Senioriales		**295**	**585**
GRAND TOTAL		**1,103**	**1,807**

Property reservations including VAT

Reservation contracts enable buyers to pay a deposit to reserve a property asset currently being built or renovated with a seller.

Group and non-Group property development revenue (amount of reservations including VAT signed over the financial year, net of cancellations during the same period) reached €418.3 million, corresponding to 1,713 reservations compared with €343.7 million in 2011/2012.

This volume of revenue includes €156.9 million in block sales of cottages at Center Parcs Vienne to French institutional investors (MACSF, MAIF, AMUNDI, ALLIANZ and DTZ Asset Management on behalf of CNP Assurances, i.e. five blocks sold as at 30 September 2013).

Excluding block sales, the amount of reservations was €261.4 million, corresponding to 1,153 reserved units.

Property reservations including VAT

	2012/2013	2011/2012	Change
New			
Reservations *(in millions of euros)*	311.7	210.0	48.4%
Number of apartments	1,140	897	27.1%
Average price *(in euros)*	273,421	234,114	16.8%
Re-sales (1)			
Reservations *(in millions of euros)*	52.6	58.7	-10.4%
Number of apartments	342	368	-7.1%
Average price *(in euros)*	153,801	159,511	-3.6%
Les Senioriales			
Reservations *(in millions of euros)*	54.0	75.0	-28.0%
Number of apartments	231	320	-27.8%
Average price *(in euros)*	233,766	234,375	-0.3%
Total			
RESERVATIONS *(in millions of euros)*	**418.3**	**343.7**	**21.7%**
NUMBER OF APARTMENTS	**1,713**	**1,585**	**8.1%**
AVERAGE PRICE *(in euros)*	**244,191**	**216,845**	**12.6%**

(1) The Group's re-sale business is a means of moderating a secondary market of apartments operated by the Pierre et Vacances Group. Owners wishing to sell their property can contact the Group, which puts them in contact with potential buyers interested in purchasing a property with a Group lease. This business generates commission of around 5% on the selling price.

Principal stock of apartments marketed at 30 September 2013

Programme by destination	New/ Renovation	Delivery date	No. of units	% reserved
Channel				
Deauville Presqu'île de la Touques	N	July 2016	135	29%
Atlantic				
Biarritz	R	April 2013	93	100%
Saint Cast	N	July 2016	90	13%
Seaside resorts			**318**	**45%**
Avoriaz Amara	N	December 2012	104	96%
Flaine Hélios	N	December 2014	116	66%
Mountain resorts			**220**	**80%**
CP Sologne 2B	R	June 2012	168	91%
CP Moselle – Lorraine expansion 3	N	December 2013	59	97%
CP Vienne	N	December 2014	971	67%
Center Parcs			**1,198**	**72%**
Nancy	N	September 2014	110	100%
Colmar	N	June 2015	96	71%
City residences			**206**	**86%**
Villages Nature 1	N	December 2015	787	13%
Villages Nature			**787**	**13%**
Manilva	N	December 2008 and March 2009	328	39%
Bostalsee	N	July 2013	500	62%
Marrakech	N	December 2015	59	31%
International			**887**	**14%**
TOTAL (EXCL. LES SENIORIALES)			**3,616**	**53%**
Senioriales North/North West			**569**	**50%**
Senioriales South West			**298**	**66%**
Senioriales South East			**821**	**44%**
Total Les Senioriales			**1,688**	**70%**
TOTAL GROUP			**5,304**	**59%**

PRESENTATION OF GROUP INCOME

Operating profit (loss) from ordinary activities

The 2012/2013 financial year saw a return to operating profit; the operating profit from ordinary activities for the 2012/2013 financial year was €2.6 million, compared with a loss of €7.0 million the previous financial year.

(in € millions)	**2012/2013**	2011/2012
EBITDA [1]	50.4	28.6
Depreciation, amortisation and provisions net of write-backs	-47.8	-35.6
OPERATING PROFIT (LOSS) FROM ORDINARY ACTIVITIES	**+2.6**	**-7.0**
Operating margin	+0.2%	-0.5%

(1) EBITDA = earnings before interest, taxes, depreciation and amortisation.

Operating profit (loss) from Tourism

	Tourism business	
(in € millions)	2012/2013	2011/2012
Revenue	1,137.0	1,107.5
Operating profit (loss) from ordinary activities	**-12.4**	**-18.5**
Operating margin	-1.1%	-1.7%

The Operating loss from the tourism business was €12.4 million, up by 33% compared with the previous financial year.

Implementation of the €22 million cost-cutting plan, in line with the objectives announced, helped to improve the sites' operating margins.

The lease renewal terms brought about a reduction in the lease burden of €8 million in line with forecasts.

The result also includes the inflation of costs (around €15 million), as well as additional leases for €10 million from deliveries and operation of new residences.

Operating profit (loss) from property development activities

	Property development	
(in € millions)	2012/2013	2011/2012
Revenue	169.7	311.5
Operating profit (loss) from ordinary activities	**15.0**	**11.5**
Operating margin	8.8%	3.7%

The contribution of the property development business was €15.0 million, up 30% compared with the previous financial year.

It benefitted from the implementation of the €3 million cost-cutting plan and the return to an average operating margin of 8.8%, a level comparable with the 2010/2011 and 2009/2010 financial years.

Profit (loss) attributable to owners of the Company

(in € millions)	2012/2013	2011/2012
Revenue	1,306.7	1,419.1
Operating profit (loss) from ordinary activities	**+2.6**	**-7.0**
Net financial income (expenses)	-16.1	-18.3
Taxes	-0.8	2.6
Profit (loss) from ordinary activities attributable to owners of the Company (1)	**-14.4**	**-22.7**
Other operating income/expenses net of tax (2)	-33.1	-4.7
PROFIT (LOSS) FOR THE YEAR	**-47.5**	**-27.4**
Attributable to owners of the Company	-47.7	-27.4
Non-controlling interests	0.1	0.0

(1) Profit (loss) from ordinary activities attributable to owners of the Company corresponds to operating profit from ordinary activities, net financial income (expenses) and taxes excluding non-recurring items which are reclassified under other operating income/expenses.
(2) Other operating income/expenses net of tax includes factors contributing to earnings which due to their non-recurring nature are not considered to be part of profit (loss) from ordinary activities (non-recurring tax savings or expenses, update of Group's tax position, restructuring costs, etc.).

The fall in net profit is mainly linked to the following non-recurrent factors:

- restructuring costs of €28.4 million, which were a result of:
  - the Job Protection Plan (195 people in France and Europe) mostly through voluntary departures and reorganisation (80%) and a significant number of departures accounted for by staff with a large number of years of service,
  - the sale and/or withdrawal from loss-making residences after expiry of leases (two mountain resort residences, two residences in Italy, the Maeva village in the Camargue and four ex-Citéa residences), which will improve the operating margin from ordinary activities by €4 million as of the financial year 2013/2014;
- expenses of €4.8 million resulting from an unfavourable arbitration award, against which an appeal has been lodged.

INVESTMENTS AND FINANCIAL STRUCTURE

Main cash flows

Cash requirements generated over the 2012/2013 financial year (€106.2 million) were mainly due to temporary and exceptional factors:

- a high level of working capital requirements for the property business due to major equity advances made by the Group for pre-marketed programmes (temporary effect);
- significant restructuring costs as a result of the Job Protection Plan (exceptional effect).

Summary statement of cash flows

(in € millions)	2012/2013	2011/2012
Cash flows after interest and tax	-11.3	1.6
Change in working capital requirements	-41.8	-12.7
Cash flow from operating activities	**-53.1**	**-11.1**
Investment spending	-26.0	-55.5
Asset disposals	11.4	5.8
Net cash attributable to assets and disposal groups held for sale	1.8	-1.8
Cash flow from investment activities	**-12.7**	**-51.6**
Acquisitions and disposals of treasury shares	-0.1	-5.2
Dividends paid	0	-6.0
Change in loans and other borrowings	-40.3	-30.9
Cash flow from financing activities	**-40.4**	**-42.1**
Increase (decrease) in cash and cash equivalents	**-106.2**	**-104.8**

The Group's tourism and property development businesses generated a cash requirement of €53.1 million in financial year 2012/2013.

Cash flow (-€11.3 million) can be analysed as follows:

- **positive cash which is greater** than in the previous financial year, generated by day-to-day business, of €20.8 million (compared with +€5.9 million in 2011/2012);
- a reduction in cash due to exceptional costs (mostly restructuring costs) of €32.1 million during the financial year.

Financing requirements generated in 2012/2013 **by changes in working capital requirements** (€41.8 million) stemmed mainly from property development, which is temporarily taking up cash resources (Group equity advances on large projects: Center Parcs Vienne and Villages Nature).

Net cash flow allocated to investment operations amounted to €12.7 million, following a major investment effort in 2011/2012 as part of the operation to renovate the portfolio, enhance product offerings and develop new information systems.

These flows mainly involve:

- **investments of €20.8 million in sites as part of tourism business operations**, including:
  - a €10 million investment in residences and villages operated under the Pierre & Vacances Tourisme Europe brands, including:
    - €3.8 million for renovation of the villages of Sainte-Anne and Sainte-Luce in the French West Indies,
    - €2.0 million in Adagio residences,
    - €4.2 million in the other residences and villages belonging to the Pierre & Vacances Tourisme Europe business,
  - a €10.8 million investment in renovating and improving the product mix at all Center Parcs Europe villages, including:
    - €3.6 million in Belgian villages,
    - €3.2 million in Dutch villages,
    - €2.4 million in French villages,
    - €1.1 million in German villages;
- **proceeds** of €4.3 million from the sale/disposal of certain tangible (furniture and miscellaneous materials) and intangible (licences) assets;
- the €4.2 million **investments to set up and roll out new IT systems** (websites, reservation system, CRM, etc.), net of the **cash released from the sale of certain IT assets pre-financed by the Group** to the tune of €1.8 million.

  Note that an investment of €7.3 million was made over the financial year for IT assets by partner sale and leaseback companies and made available to the Group *via* lease contracts;
- **cash drawdown for acquisitions** by the Group of the construction company responsible for the Bostalsee project in the amount of €3.3 million;
- **proceeds** of €2.4 million from the sale of the Group's stake in its tourist property construction subsidiary in Morocco to its partner, *la Caisse des Dépôts et de Gestion du Maroc*.

The €40.3 million drop in sundry loans and liabilities (excluding bank overdrafts) at 30 September 2013, compared with 30 September 2012, was mainly due to:

- the €20 million annual amortisation of the Corporate debt taken out by the Group in June 2010;
- the annual amortisation of the financial liabilities on finance leases for €4.1 million;
- the repayment of property development bridging loans on the new Center Parcs at Bostalsee in the amount of €25.1 million;
- which partially offsets the increase in property development bridging loans on Les Senioriales programmes for a net amount of €9.3 million.

Change in the structure of the statement of financial position

Given the management principles adopted by the Pierre & Vacances-Center Parcs Group in its tourism and property development businesses, the following points should be noted regarding the contribution of these two businesses to the consolidated statement of financial position.

The tourism business is not particularly capital intensive since the Group does not intend to own the villages or residences that it operates. As such, investment spending primarily concerns:

- furniture for apartments sold unfurnished to individual investors;
- general services for the residences;
- leisure facilities for holiday villages (swimming pools, sports and leisure facilities, children's clubs, etc.);
- some of the commercial premises (restaurants, bars, seminar rooms, etc.)

Ownership of these assets is a guarantee of the Group's long-term management of the sites concerned. However, for Center Parcs, the leases concluded with institutional investors are "triple net": Investment in central facilities and cottages is the Group's responsibility.

Working capital requirements in the tourism business are structurally negative, but vary significantly over the financial year depending on the season.

Concerning **the Group's property development businesses**, the construction of new property programmes should be distinguished from property renovation activities.

The new programmes have the following financial features:

- the capital required to fund each new residence is equivalent to around 10% of the cost price before VAT;

- bridging loans are set up for each transaction, and maximum use is made of these facilities before the notarised deeds of sale are signed;
- the relative size of working capital requirement items on the statement of financial position (accounts receivable, work in progress, deferred income and prepayments) is significant. Sales signed with a notary and not yet recognised in earnings are booked to the statement of financial position as current liabilities. At the same time, expenses incurred on these same transactions are booked as work in progress. Marketing costs are booked as prepaid expenses. Revenue and margins on property development programmes are reported using the percentage of completion method. The percentage of completion is calculated by multiplying the percentage of construction progress by the percentage of revenue from property sales signed at a notary's office. In contrast, stocks of completed properties and land are kept low by the Group's pre-selling strategy (properties sold off-plan for delivery on completion) as well as its policy of marketing properties before construction work is started and not acquiring land before final planning permission has been obtained.

The property programmes for the Center Parcs villages and in particular, construction of facilities on behalf of institutional investors, could result in a temporary deterioration in working capital requirements since the Group pre-finances some of these expenditures and works.

The property renovation programme generates a temporary deterioration in working capital requirements. In this business, the Group acquires existing residences, generally from institutional investors, with the aim of renovating them and selling them on to individual investors under its traditional sales formulae. The fact that the Group owns the land and property during the residence renovation period increases its property portfolio and hence, temporarily increases working capital requirements until the properties are delivered to individual investors.

Properties leased by the Group consist of the registered office in Paris, for which the Group pays a total annual rent of around €6 million.

The cash flows generated by the Group's business in 2012/2013 helped maintain a sound financial position. At 30 September 2013, the net bank debt/shareholders' equity ratio, restated for advances in equity temporarily invested in large-scale building projects, was 18%.

Simplified statement of financial position

(in € millions)	30/09/2013	30/09/2012	Changes
Goodwill	156.4	155.3	+1.1
Net fixed assets	470.9	496.3	-25.4
WCR and others	84.6	4.5	+80.1
TOTAL INVESTMENTS	**711.9**	**656.1**	**+55.8**
Shareholders' equity	403.7	450.2	-46.5
Provisions for risks and charges	25.1	27.7	-2.6
Net financial debt	283.1	178.2	+104.9
including net bank debt	*173.5*	*66.8*	*+106.7*
including rental commitments – Ailette facilities	*109.6*	*111.3*	*-1.7*
WCR and others	0	0	0
TOTAL RESOURCES	**711.9**	**656.1**	**+55.8**

The net carrying amount of goodwill totalled €156.4 million.

The main goodwill items broke down as follows:

- Tourisme Europe: €135.6 million;
- Les Senioriales: €18.9 million.

The decrease in net fixed assets (-€25.4 million) mainly comes from:

- contributions to amortisations and provisions for the period (€49.4 million);
- deduction of €25.0 million in investments in the tourism business and the development of new IT systems.

Net fixed assets at 30 September 2013 comprise principally:

- €122.9 million of intangible assets; this amount is mainly the net value of the Center Parcs brand for €85.9 million;
- €324,6 million for property, plant and equipment; this includes for the most part assets used in the operation and marketing of villages under the Center Parcs and Sunparks brands for a net amount of €232,0 million and villages and residences from the Pierre & Vacances Tourisme Europe brands for a net amount of €91,0 million;
- €21.7 million in non-current financial assets.

The amount of equity attributable to owners of the Company totalled €403.7 million at 30 September 2013, compared with €450.2 million on 30 September 2012, after taking into account:

- the net profit (loss) attributable to owners of the Company of -€47.7 million;
- a net increase in equity before earnings of €1.1 million due to IFRS accounting of stock options, treasury shares and financial hedging instruments.

Provisions for risks and charges totalled €25.1 million at 30 September 2013, compared with €27.7 million at 30 September 2012.

At 30 September 2013, provisions for risks and charges broke down as follows:

- provisions for renovations: €5.0 million;
- provisions for pensions: €13.6 million;
- provisions for legal disputes, restructuring and miscellaneous risks: €6.5 million.

Net debt reported by the Group at 30 September 2013 broke down as follows:

(in € millions)	30/09/2013	30/09/2012	Changes
Gross debt	304.6	305.9	-1.3
Cash and cash equivalents (net of credit balances)	-21.5(*)	-127.7	+106.2
Net debt	**283.1**	**178.2**	**+104.9**
including net bank debt	*173.5*	*66.8*	*+106.7*
including rental commitments – Ailette facilities	*109.6*	*111.3*	*-1.7*

(*) Undrawn credit lines available: €135 million.

The drop in gross debt is detailed in the Main cash flows paragraph above.

Net debt reported by the Group at 30 September 2013 (€283.1 million) corresponded mainly to:

- the OCÉANE bond issue for a gross amount of €115 million;
- the principal amount outstanding (€40.0 million) on the Corporate loan initially contracted by the Group for €100 million in June 2010.

  The refinancing of the Corporate loan also included a confirmed credit line for €100 million (undrawn at 30 September 2013).

  One adjusted net debt/EBITDAR ratio for the loan and the credit line is calculated contractually once a year at 30 September:

  - adjusted net debt: designates net financial debt increased by the Group's rental commitments over five years following the end of the reporting period and discounted at 6.0%,
  - EBITDAR: designates EBITDA increased by annual rents.

  This ratio, which, in accordance with the amendment signed in 2011/2012, must be equal to or lower than 3.60 at 30/09/2013, has been met.

- amount of financial liabilities prompted by adjustments for sale and lease-back contracts for €116.1 million, including €109.6 million for the central facilities at Center Parcs Domaine du Lac de l'Ailette;
- bridging loans taken out by the Group to finance property development programmes to be sold for €29.1 million (mainly applied to Center Parcs in Bostalsee and Les Senioriales programmes at 30 September 2013);
- net bank overdrafts of €32.8 million;
- net of available cash.

INFORMATION ON SOCIAL, SOCIETAL AND ENVIRONMENTAL ISSUES

SUSTAINABLE DEVELOPMENT POLICY

Vision and ambition

In 2012, after consulting its stakeholders, the Group drew up its Sustainable Development policy to guide its action plans. This programme gives a reminder of its responsibilities in this regard and its commitments to help develop sustainable tourism by:

- designing sites which benefit from the natural and cultural environment of the regions in which the Group operates, while preserving such environment;
- offering holidays which allow visitors to reconnect to nature and others;
- contributing to the social and economic development of the areas in question.

To fulfil this ambition, the Group has four main values: proximity, exemplary behaviour, integration and innovation.

2013 was boosted by the implementation of the WIN 2016 Group plan. Consultation at the start of the year with all the top managers confirmed the strategy implemented in 2012 and defined the most crucial focus areas. Action plans involved strengthening the operational base and new initiatives to integrate sustainable development into the holiday experience offered to customers.

For the first category, it is about continuing and strengthening the operational management of the actions which form the bedrock of the Group's social and environmental responsibility: certification, environmental management, responsible purchasing, reporting. For the second, it is about defining new initiatives focused on customers, on subjects which enrich their holiday experience, particularly in relation to the natural environment, and which also increase their awareness of environmental issues.

The complete sustainable development policy is available at www.groupepvcp.com

Organisation

The implementation of the Group's sustainable development strategy is led by the Sustainable Development Department, attached to the Deputy Chief Executive Officer, member of the Group's General Management Committee. This department deals more directly with environmental and societal aspects of the policy and works in close collaboration with the Human Resources Department on social matters.

The Sustainable Development Department works with all key departments to:

- define the yearly targets and support the implementation of the resulting action plans;
- instil in operational teams the product innovations focused on customer experiences around sustainable development;
- collect, consolidate and check non-financial indicators set out in the Group reporting protocol, and update it according to changes in processes and tools.

In addition, the Sustainable Development Department manages Green Key label certifications and the BEST! sustainable development management tool.

SOCIAL RESPONSIBILITY

Vision and ambition

Wage costs account for 12% of Group revenue. Management of human resources is at the heart of the Group's strategy to transform and improve its economic and social performance.

The skills and involvement of the Group's employees will allow to best respond to the service quality requirements of our customers, as befits a European leader in the local tourism sector. To fully satisfy its customers, each employee must be committed to the Group's project end demonstrate its values.

It is in this context that the Group places particular importance on its employees, developing their skills and career prospects, while also ensuring their well-being. Employee backgrounds and experience comprise the real human capital and are a permanent concern throughout the collaboration. By way of example, Center Parcs in the Netherlands is one of the 54 companies, and the first in the leisure industry, to be named Top Employer Netherlands.

Group culture is based on simple shared values: Customer focus, performance, entrepreneurial spirit, exemplary behaviour, commitment, teamwork and quality. This culture founded on flexibility, transparency and collaboration.

Management

Managing the social policy involves all of the indicators set out in a Group Reporting Protocol. For the 2012/2013 financial year, unless stated otherwise, the scope of the indicators is as follows: all employees paid by the Group, from whichever sector (property or tourism) or brand (Center Parcs [1], Sunparks [2], Maeva, Adagio, Pierre & Vacances [3],

(1) Center Parcs "CP".

(2) Sunparks "SP".

(3) Pierre & Vacances "PV".

Les Senioriales) with the exception of Adagio staff working outside France and PV Morocco staff (accounting for 0.9% of total staff).

All French entities (apart from Les Senioriales) now use the same pay tool, simplifying the data collection process. For PV Spain, CPSP Belgium, CP The Netherlands, CP Germany and Les Senioriales, this process is managed locally with Group coordination.

Finally, for training, disability and work accident indicators, Excel files or Notes extracts make it possible to monitor and consolidate the data.

Checks on strategic data are carried out regularly by the managers of the different areas. The data consolidated in the half-yearly report introduced in financial year 2012/2013 are checked at three levels:

- completeness of scope (all staff are correctly counted);
- consistency of the calculation method between brands and countries;
- ability to justify changes from one year to the next.

2012/2013 issues and staff structure

Group jobs

Group jobs may be illustrated as follows:

- Tourism jobs: welcoming and reception, technical and security, cleanliness, swimming pools, site management and operational management, catering (although this is small in volume as it is mostly subcontracted), commercial roles and customer relations;
- Property jobs: property development and marketing, sales, property management and owner relations;
- Support jobs: accounting, sales/e-commerce, IT, human resources, legal, marketing/communication, purchasing, general services, sustainable development, etc.

Optimum adjustment of the number of staff to the activity

The past year saw the implementation of an employee streamlining plan. Management and the social partners worked closely to define a human resources organisation aligned with its activity (attendance and revenue). Major efforts were made to avoid redundancies.

Ultimately, over 80% of employees affected by job losses left voluntarily or were reclassified within the Group. A comprehensive support system has also been set up, using a specialised agency, which allowed:

- more than half the people departing voluntarily to benefit from redeployment leave, a skills assessment or specific workshops in line with their future plans;
- 90% of those dismissed to accept redeployment leave and 80% of them to produce a skills assessment.

In parallel, an Employment Committee was set up at Group level to improve monitoring of recruitment and qualifications. This weekly committee, which is made up of a member of General Management, the Group HR Director and the Management Control Director, assesses each recruitment application against specific quantifiable criteria to judge the necessity and relevance of the need and the employment model in the medium term.

In conclusion, compared with the previous financial year, the number of employees in the Group fell slightly in 2012/2013. This change is part of the adaptation of employees to the Group's business.

Breakdown of headcount by country at 30 September 2013	2011/2012	2012/2013	Change	% 2012/2013
France	5,158	4,962	-4%	43%
Belgium	2,490	2,535	2%	22%
The Netherlands	2,994	2,963	-1%	26%
Germany	822	926	13%	8%
Spain	231	223	-3%	2%
TOTAL IN CASH (1)	**11,695**	**11,609**	**-1%**	**100%**
TOTAL FULL TIME EQUIVALENT (FTE) (2)	**7,465**	**6,994**	**-6.3%**	

(1) The number of people with an employment contract at 30 September of the financial year in question, including all types of paid contract.
(2) Each person is counted on a prorata basis of their contractual activity rate and of the time they were present during the period in question.

Supporting the organisations in the transformation plan

To better meet customer needs and better manage seasonal fluctuations, an in-depth reflection on the "employment model" took place, taking into account employees' quality of life. Flexible, forward-looking job and skills management promoting flexibility and the adaptation of resources has been improved. In addition to managing wage costs, the aim is to better adapt the workforce to the operational business, while taking into account the specific nature of the brands:

- particularly as a result of the seasonal nature of the business – which is not as marked with the Group's other brand names (Center Parcs/Adagio) – most Pierre & Vacances and Maeva sites now have a seasonal closure period (winter or summer depending on the geographical location). The organisation of these sites has therefore been reviewed: multi-management areas have been identified to optimise business management and promote interchangeability between sites. Fixed-term seasonal contracts and extras make it easier to adapt to peaks of activity;
- on Center Parcs sites, a major three-year staff costs management plan has been launched. There is a special focus on more flexible contracts (notably student and temporary contracts) and on managing hourly costs.

At the Group workforce level, the results of these efforts are already visible compared to past financial years, both in terms of the proportion of open-ended contracts (slightly down) and of fixed-term contracts (slightly up).

Breakdown of staff present as at 30 September 2013 by contract type	2010/2011	2011/2012	2012/2013
Permanent	70.5%	71.1%	68%
Fixed-term	21.6%	14.6%	19%
Other (Placements, sandwich course students, etc.)	7.9%	14.3%	13%

Because of the specific nature of the Group's business sector, some activities are subject to non-standard working hours (sites open at weekends and sometimes requiring night work), or part time requirements. Overall, 57% of staff work part time. This is particularly related to the country (in Germany and the Netherlands where this rate exceeds 88%), or the job (cleaning staff mostly only work certain days of the week, for example).

Additionally, 2,205 people were employed on seasonal contracts in France over the 2012/2013 period, and 4,593 as extras, giving a total of 6,798 (an almost 6% increase on the previous financial year). This slight rise is due to the pursuit of greater job flexibility so as to better fit the current characteristics of the tourism business.

Despite the context of change and reorganisation, the breakdown by length of service of staff at 30 September shows a certain loyalty, as just over a quarter of staff have been Group employees for at least 11 years.

Employees at 30 September with years of service numbering:	2012/2013
Under 2 years	35%
2-5 years	23%
6-10 years	16%
11-15 years	11%
Over 15 years	15%

The implementation of a streamlining policy has also resulted in a reduction in staff turnover, partly due to a significant reduction in the number of recruitments carried out during the period.

Staff turnover(1)	2011/2012	2012/2013
Number of new staff	2,624	1,911
Number of departures	2,579	2,125
Turnover *((Number of departures of people + number of new staff)/2)/* *Staff at the end of the period*100*	27%	21%

(1) Including: temporary and open-ended contracts for employees in Belgium, the Netherlands and Germany, and open-ended contracts for employees in France and Spain.

The rates of absenteeism were not available for this financial year because this indicator was not reliable. An audit of reporting practices and processes is underway to improve this data at the Group level.

Summary of actions undertaken

Identifying talent

Developing skills and improving performance are some of the main concerns of the Group's Human Resources Department. The aim is to identify talent within the organisation or to attract it from outside, and to make employees loyal and support them in their career development.

An integral part of the DNA and culture of the Center Parcs and Sunparks organisations, the Talent Development programme allows managers and experts to benefit from in-house training, individual coaching, team building sessions and workshops on specific problems. Quarterly quantitative and qualitative monitoring of all of these actions takes place and personalised development plans are implemented for staff with high potential. Less formally, actions of this type exist in the other Group companies, notably via HR forecasting and planning (*e.g.* GPEC – *Gestion Prévisionnelle des Emplois et des Compétences*) which allows employees to follow independent training and develop within the Group.

The Group offers two international training programmes:

- **the IOP** (International Orientation Program) aimed at all new managers. This integration programme allows each person to better understand the Group and its organisation and to exchange viewpoints on best practice in an international, cross-functional setting;
- **the MEP** (Management Educational Program), is aimed at young people with potential destined for management positions and prepares them for their future responsibilities and helps them to develop their network within the Group.

This set of measures has helped improve internal mobility. In the last financial year, almost half of positions were filled internally and close to 30% for management positions (for head office, CP and SP).

Staff training

The training policy must support Group strategy so that employees are able to give customers the expected level of service quality. Over the financial year 2012/2013, it was organised around three main themes:

- "technical job training" vital to the successful holding of a post. This includes training in software and languages, but also conventional job training. With this in mind, a new system entitled "Customer Orientation" has been rolled out on a Group scale. Its aim is to help employees to proactively respond to customer expectations and better manage litigious situations. These sessions have been designed and delivered in-house to best reflect on-the-ground reality;
- safety training, including legal obligations, in order to maintain the safety of customers and staff;
- management training to support management development in the form of structured, progress-focused pathways.

Training	2011/2012	2012/2013
Total number of training hours (1)	134,807(2)	111,762

(1) For France: training as part of the training plan which must last for at least seven hours for PV and four hours for Les Senioriales. For the other countries, all training sessions were counted irrespective of their duration.
(2) PV Spain not included.

A reduction of 17% in the number of training hours has been noted. It mainly affects France and is partly due to the changing organisational context and the business strategy refocus. Although the needs have been identified, the rollout of a certain number of training sessions has been pushed back to 2014 in line with the new priorities. Furthermore, certain training sessions delivered outside the training plan (e.g. training in new IT tools) were not consolidated within the overall indicator for the number of training hours and are subject to specific reporting (see table below). The target for the 2013/2014 financial year is to implement consistent reporting covering all training sessions delivered within the Group, no matter how they are financed or how they are rolled out.

Type of training	Number of sessions	Number of people trained	Number of training hours
Reservation tool	78	340	324
Supply and billing management tools	42	117	255
Sales techniques, products, agent briefings *(Call-Center)*	17	38	3,831
TOTAL	**137**	**505**	**4,410**

Awareness-raising and training of employees in sustainable development issues

Communication with all employees on the Group's sustainable development strategy is done using a variety of tools and throughout the year. These tools are: Chlorophylle (an in-house newsletter), several publications on the intranet (videos, articles, etc.), and specific events based on sustainable development organised at the head office and on the intranet. Targeted awareness-raising actions were organised during the national sustainable development week in April 2013. Events have been held at the head office to present the features of the future Domaine du Bois aux Daims Center Parcs in terms of environmental performance of the building, measures to protect biodiversity and partnerships with the region. These events have been specifically advertised on the Group intranet. In addition, two themed breakfasts on integrating the sustainable development strategy into business processes were organised: one of these was aimed at property project managers from all brands on the theme "Biodiversity and construction"; the other was in the form of a "Co-creation" workshop, bringing together marketing teams and all Group brands.

Specific training sessions were also delivered throughout 2012/2013:

- 80% of the French call centre staff have been trained on the Group's sustainable development policies and on specific initiatives undertaken, which they can communicate to customers;
- the staff responsible for green spaces and nature (GSN) on the larger sites received specific training on GSN management.

In total, during the financial year 2012/2013, 18,744 hours of training on safety and environment have been counted.

Health and safety and well-being at work

Employee health and safety and well-being at work forms an important part of the Group's social policy. These initiatives are changed every year in order to better satisfy employees and, as a result, our customers. In 2012/2013, on the three aspects, the main subjects dealt with were as follows:

Safety:

- Implementation of training sessions for maintenance staff, across all Group brands, on preventing the risk of Legionella and improving the quality of swimming pool water;
- Awareness raising initiative on the use of breathing filtration equipment and on the risks of spreading dangerous products in a didactic information document circulated on the intranet;
- Design of a process to warn of the risk of attacks on custodian staff or employees responsible for large amounts of cash (cashier staff, receptionists, etc.).

The target for 2013/2014 is to review the way Safety indicators are monitored at Group level to cover all types of contracts (including extras and seasonal contracts) by implementing a reliable accident monitoring and analysis tool.

Safety (1)	2010/2011	2011/2012	**2012/2013**
Frequency rate of work accidents (2)	35	37	37
Severity rate of accidents (3)	ND	2.4	1.2

(1) Excluding PV Spain.
(2) Number of accidents with at least 24 hours of lost time per million hours of work.
(3) Number of days of temporary incapacity for 1,000 hours of work, for accidents followed by lost time of at least 24 hours.

Health:

- An action plan to reduce hardship has been drawn up, in consultation with the social partners.

Well-being:

- An approach was introduced to improve well-being at work initiatives and make them more consistent, including the prevention of psychosocial risks (RPS), using measures such as: training human resources teams in preventing risk situations, implementing a social barometer, a self-evaluation questionnaire on stress at work, implementation of a coffee break on sites or offering massages at headquarter, provision of a freephone psychological help line, psychological help for employees during crisis unit operations, etc.

Social dialogue and collective labour agreements

A European staff representative body has existed since 2011. This body is made up of representatives from staff organisations from all countries in which the Group operates. This allows for regular dialogue on cross-business and strategic matters on a Group-wide scale.

At a country level (France, the Netherlands, Belgium, Germany), the staff representative bodies (CE, CHSCT, DP) have been in place for many years and are organised nationally and/or at the site level depending on the specific nature of the organisations and local legislation.

Various company agreements have been signed for several years, strengthening the Group's negotiation and social dialogue culture. For example, the agreements in force in France are as follows:

Agreement	Negotiation level	Year of signature	Duration of validity
Hardship at work (1)	Tourism (including Adagio)	2012	3 years as of 01/01/2012
Psychosocial risk (1)	France (excluding Les Senioriales)	2010	*Method agreement*
Employee profit-sharing	France (excluding Les Senioriales)	2012	Unspecified
Teleworking	Support services	2008	Unspecified
GPEC (including the intergenerational aspect)	France (excluding Les Senioriales)	Currently being negotiated	
Organisation of working time	France (excluding Les Senioriales)	2000	Unspecified
Gender equality	France (excluding Les Senioriales)	2011	Unspecified
Disability	France	2010	3 years as of 01/01/2012

(1) Action plan.

Equal opportunities and diversity

The Pierre & Vacances-Center Parcs Group has a deeply rooted tradition of diversity and equal opportunities. In 2009, Gérard Brémond, the Group's founder, signed the Diversity Charter aiming to prevent discrimination and improve team-wide diversity.

An agreement on gender equality in the workplace was signed in 2012 for France. It was negotiated with the social partners and relates to three themes: Equal pay, professional promotion and diversity, the work-life balance. The proportion of women within the staff bears testimony to this commitment, as there are more women than men, and the rate of women employed increased during the 2012/2013 financial year compared to the previous year. The percentage of women managers is relatively stable and accounts for almost half of staff members. As regards part-time positions, these are mostly filled by women. There are several reasons for this: voluntary choice to work part-time to fit in with family life after maternity or parental leave, or the specific nature of certain position (cleaning positions are often part-time).

Gender equality (1)	2011/2012	2012/2013
Percentage of women in group headcount	61%	66%
Percentage of women managers	48%	45%
Percentage of part-time positions which are occupied by women	85% (2)	76%

(1) At 30 September 2013.
(2) Only permanent.

Furthermore, the Group has been actively committed since 2005 to initiatives to promote and maintain employment of workers with disabilities, through collective labour agreements. In 2012, an ambitious Disability policy was launched in order to standardise practices across the different brands. The summary of initiatives already conducted as part of the three-year agreement has shown a significant increase in the number of disabled workers within the Group. During the 2012/2013 financial year, the number of workers with disabilities increased by 73% compared with the previous financial year. This has also led to an increase in the number of working environment adaptations during the period. These results were obtained thanks to a strong commitment from the employees of the various departments, effective project steering and a real drive and commitment on the part of general management.

Disability (1)	2010/2011	2011/2012	2012/2013
Rate of direct employment of workers with disabilities (2)	2.23%	2.31%	3.3%
Number of workers with disabilities as at 30/09	115	119	164
Number of disabled employees recruited over the year	20	30	36
Number of persons recognised as disabled employees whose working environment has been adapted (3)	12	16	24

(1) Scope: France.
(2) People recognised as disabled workers: People with valid administrative confirmation of disability, or if applicable, under renewal. Proportion calculated based on the number of employees at 30 September 2013.
(3) Adaptation of the working environment: Adaptation of workstation, means of transport, hours or tasks.

The Group implements a very pro-active policy with young people to train them and support them in starting their working life Initiatives are introduced throughout the year:

- in 2012/2013, 13 training sessions under professional training contracts were offered to 334 young people aged 16 to 25. Designed with the Group's needs and jobs in mind (reception and hospitality, entertainment, physical activities, etc), the theoretical content has been developed in partnership with two training centres: The Village Grand Ouest and JMSA Formation Conseil. 95% of the 137 young people who received this complete training obtained their diplomas. Close to 40% of these young people had an educational level equal to or below the French GCSE equivalent (Brevet) when they started this training. Furthermore, 50% of the young people who obtained the diploma found their first job on one of the Group's sites;
- as part of a sponsorship commitment charter with the schools of the 19th district in Paris (which the Group signed in 2011 for a three-year period), some 15 students could discover different jobs in the head office departments: General Services, Human Resources, E-commerce, Accounting, Purchasing and Sustainable Development.

A comprehensive study on the employment of young people and older employees was performed in spring 2012, allowing to identify objectives as well as an action plan for the next three years. These commitments were brought together in the agreements on HR forecasting and planning (GPEC) *(currently under negotiation)*. They make it possible to structure an intergenerational approach by promoting the employment of young people (strictly limited to employees aged under 26), and the hiring and maintaining in employment of older staff (employees aged 50 and over), while at the same time transferring knowledge. The main objectives identified for the next three years were as follows:

- recruit at least 21% of new staff on open-ended contracts, aged under 26;
- recruit at least 3% of new staff on open-ended contracts at an age of 50 or over;
- maintain the current proportion of employees aged 50 and over on open-ended contracts at a minimum of 18% of employees on open-ended contracts.

Breakdown of staff present at 30 September 2013 by age	2010/2011	2011/2012	2012/2013
Under 25 years	16.6%	13%	19%
25 to 45 years	54.1%	50.4%	51%
46 to 55 years	29.3%	27.5%	21%
Over 55 years	8.4%	9.1%	9%

Employee satisfaction and expectations

As a continuation of the two-yearly Group employee satisfaction assessment cycle, an in-house survey was conducted with employees of Center Parcs and Sunparks in Belgium, the Netherlands and Germany, between June and September 2013. It allowed them again to express their satisfaction level on 51 items. The response rate was 60%. The results showed a satisfaction rate of 91% (80% satisfied and 11% more than satisfied), i.e. an increase of 1% compared with the results from the previous survey.

Based on this summary, the previous action plan will be adapted in order to improve the involvement and satisfaction of employees.

Future issues

As part of the Group's WIN 2016 strategic plan, four priority objectives have been identified:

- performance management, in a bid to introduce and develop a culture of performance, recognition and managerial courage;
- talent management, which not only aims to attract new talent, but to identify it within the Company and develop it;
- the employment model, which seeks to control payroll costs, by optimising costs and best adapting resources to the business;
- the Group culture, which seeks to redefine and respecify the values of the Company to strengthen identity, collective cohesion, commitment and motivation.

A focus will be kept on these four objectives throughout the 2013/2014 financial year, with around 40 specific initiatives designed to improve the consistency of the Human Resources Department activities and support the transformation of the Group and its performance.

ENVIRONMENTAL RESPONSIBILITY

Property development business

The sustainable development strategy implemented within the Group's property business seeks to reduce the environmental footprint of the work, both in the construction and operational phases, and to enhance the resources of the area by making use of local companies. It affects every stage of project development: Choice of site, definition of site plans, architectural design, technical choices, selection of suppliers and companies to perform the work and manage the site.

The added value linked to taking into account sustainable development issues in property transactions is increasingly clear. It contributes to project quality (considering operational constraints in advance, anticipating customer expectations), to the local acceptability (consultation and including the expectations of local stakeholders). It also helps to facilitate financing (growing demand for energy certification from individual buyers) and the search for investors.

By way of example, HQE (High Environmental Quality) certification at the future Center Parcs in the Vienne region is a component of the long-term financial value of the project as far as investors are concerned.

Tools

For Pierre & Vacances and Center Parcs, environmental commitments in terms of construction are formalised in two in-house tools: *The golden rules of sustainable construction* and the *Green building site Charter*. These documents form part of the project contractual documents and are signed by all those involved in the construction (from contractors to participating companies).

The golden rules

The golden rules of sustainable construction specify the standard environmental programme applicable to all new property construction and renovation projects. They comply with Green Key and ISO 14001 certifications rolled out in the operational phase.

The Green Building Site Charter

The Green Building Site Charter seeks to limit the negative impacts of construction and benefit the environment, workers and local people. The main themes dealt with are reducing local pollution and environmental damage (particularly in terms of biodiversity for projects in natural areas), managing waste, moderating use of water and electricity, management of site staff risks and the reduction of disturbance caused to local populations.

In 2012/2013, all new build projects applied this Charter. However, the procedures for implementation are specific to each project according to its size and site organisation. For large-scale projects, such as Center Parcs or Villages Nature, different parties are mobilised to ensure that these commitments are met during the work. For the future Center Parcs in the Vienne region, the RAQE is responsible for ensuring and checking implementation of the charter during the project and is part of the project management team. This person is helped in their role by the assistant who is responsible for HQE certification but also by an environmental expert for specific matters connected to the preservation of biodiversity. Companies involved in the site must identify an environment manager within their team and submit a PAE (environmental action plan) setting out the measures taken to meet the charter's requirements.

For Adagio, technical orientations and the choice of equipment and products are drawn up in the specialist set of specifications for new builds which includes as a minimum the sustainable development criteria of the European Ecolabel. The project specifications are adapted according to regulatory or standard data in the country concerned and cannot under any circumstances, unless in the event of incompatibility with local rules, be lower than those initially specified.

Property business certification

On key strategic projects, the sustainable construction strategy is strengthened further. It is structured and enriched by external environmental certification benchmarks (NF Bâtiment tertiaire, HQE) or energy performance certification (THPE or BBC (low consumption building) certification). The choice of certification is made on a project by project basis.

In France, across all brand names, 464 new build units delivered during the 2012/2013 financial year have been certified or are awaiting THPE, BBC or HQE certification. This accounts for 91% of units delivered compared to 52.10% in 2011/2012.

Projects delivered in 2012/2013[(1)]

Brand name	Site	Number of units	Delivery	Certification awarded or pending
Pierre & Vacances premium	AVORIAZ – Falaise	104	December 2012	THPE
Adagio Access	LE HAVRE	111	September 2013	BBC
Les Senioriales	ST AVERTIN (city)	63	July 2013	BBC
Les Senioriales	PONT AVEN	46	September 2013	none
Les Senioriales	BASSAN	67	June 2013	BBC
Les Senioriales	ST LAURENT DE LA PREE	51	June 2013	THPE
Les Senioriales	JUVIGNAC (city)	63	September 2013	BBC

(1) Scope: France.

Concerning projects conducted outside France, of the three new projects delivered in 2012/2013 (Center Parcs Bostalsee, Adagio Liverpool and Adagio Köln), the Adagio Aparthotel in Köln (115 units) was awarded the German sustainable building DCNB certification *(Deutsche Gesellschaft für Nachhaltiges Bauen).*

For major renovations, operational constraints and the need to optimise operating costs are taken into account. Accordingly, energy and water efficient products were also systematically chosen for the renovation of a residence in Biarritz which took place during the 2012/2013 financial year: Installation of presence detectors in the corridors, energy-efficient light bulbs in both shared areas and within the individual flats, dual flush toilet systems, class A energy-efficient electrical appliances, etc. The external joinery was also replaced to improve thermal insulation. All of these measures have helped to maintain (and even improve) the energy consumption levels measured in the Energy Performance Diagnostics (DPE), despite the implementation of a reversible climate control system (essential for the comfort of occupants during the summer). The DPE performed in two pilot apartments show a slight improvement after the works: from 150.2 kWhEP/m^2/year to 128.49 kWhEP/m^2/year for one and 151.16 kWhEP/m^2/year to 136.77 kWhEP/m^2/year for the other.

New projects

The 2012/2013 financial year also saw the beginning of construction work on the 5th French Center Parcs in the Vienne region, which is expected to be delivered in spring 2015, and the progression of the Villages Nature project located in Marne-la-Vallée, for which marketing has started.

The main significant events concerning the implementation of the sustainable development strategy for these two projects are:

- for Center Parcs Vienne:
  - taking the first steps to protect flora and fauna on the site before the work starts: fitting of fences, transfer of amphibians and endangered wildlife to areas not affected by the site, destruction of invasive species,
  - obtaining HQE certification for the programme and design phases for buildings in the village centre, the cottages and the farm;
- for Villages Nature:
  - launch of the Sustainable Development Consulting Committee with the initial set-up meeting. The aim of this Committee, under the aegis of the Seine-et-Marne prefecture, is to monitor and ensure the implementation of the project's sustainable development targets,
  - implementation of the first biodiversity conservation measures: transfer of amphibians, purchase of 125 hectares of forests to compensate for forest clearing, localisation of 4,000 m^2 of ponds to be situated outside the site to promote biodiversity,
  - obtaining of the mining permit and signature of the sale contracts for geothermics: from the opening of the site, geothermics will not only cover 100% of the Villages Nature heating requirements, but they will also cover almost half the heating needs of the Disney parks and the Disneyland Hotel, thanks to a heat network linking the two sites.

Tourism

The sustainable development approach implemented on the tourism business is led by the Sustainable Development Department, using the environmental indicators defined in the reporting protocol. The latter covers all sites operated by the Group as at 30 September 2013, unless stated otherwise.

Steering tools

BEST! self-evaluation tool

To guide the environmental and sustainable development performance of the sites operated by the Group, the Sustainable Development Department implemented the Best! (Be Environmentally and Socially Tremendous!) system four years ago, based on the "PDCA" principle *(Plan, Do, Control, Act).* Planning and self-monitoring takes place annually via a self-evaluation questionnaire on the site's performance. To report on the progress made, performance levels are assessed on a scale of 1 to 5 (1 being awareness of the issue and 5 being exemplary action). This tool covers the main environmental issues linked to the tourism business (management of water, energy, waste, differentiated management of green spaces, supply of environmentally-friendly products, communication, etc.). The sustainable development team supports the sites during site visits or remotely by telephone monitoring.

BEST! Self-evaluation also makes it possible to:

- send some indicators and best practice examples relating to sites' environmental performance;
- act as a management tool for the Center Parcs for ISO 14001 certification.

In 2012/2013, to continue harmonising the sustainable development strategy throughout the Group, BEST! has been implemented for the first time on all sites operated by the Group.

Results of the BEST! self-evaluation campaign 2012/2013		Average score out of 5
Issue 1	Organising continuous assessment and improvement	2.0
Issue 2	Involving staff	1.7
Issue 3	Developing a responsible social policy	1.9
Issue 4	Increasing customer awarness	2.4
Issue 5	Integrating the local community	2.3
Issue 6	Purchasing products and services responsibly	1.2
Issue 7	Consuming electrical energy efficiently	1.6
Issue 8	Optimising the operation of combustion facilities	1.8
Issue 9	Optimising refregiration installations	2.0
Issue 10	Consuming only the water required	1.7
Issue 11	Sorting and recycling hazardous water	2.2
Issue 12	Decontaminating and treating hazardous waste	2.3
Issue 13	Monitoring discharge into water networks and the natural environment	2.6
Issue 14	Monitoring vehicle usage	2.9
Issue 15	Applying differentiated management of green areas and nature	2.4
Issue 16	Offering responsible catering and food products (restaurant and mini market)	1.3

Number of self-evaluated sites: 306 (= 95% of sites asked to complete the self-evaluation in 2012/2013)

The comparison of these results with those of the campaign from the previous financial year is not appropriate, as to roll out this tool across the entire scope (including Center Parcs) the questionnaire content would need to evolve to reflect the different internal processes. After this most recent campaign, new objectives were set for the 2013/2014 financial year. They relate to the control of fluid use, customer awareness-raising and the management of waste.

Tourism labels and certifications

While 85% of French people questioned thought that the sustainable tourism approach was "interesting" or "very interesting" (Altéa, 2009) and where 56% of French people said they were willing to favour accommodation with an eco-label (Eurobarometer, 2008), the Group made a commitment in 2010 to a certification programme to prove its sites' environmental commitment.

To date, 24% of the Group's tourism portfolio is eco-labelled or certified (compared to 17.52% two years ago):

- 42 Pierre & Vacances, Maeva and Center Parcs sites have the Green Key certification and five new sites were awarded the label for 2014;
- 17 sites from the Adagio brand have the European Ecolabel;
- 18 Center Parcs are ISO 14001 certified.

These labels and certifications not only make it possible to highlight the sites' environmental credentials to customers, but are also effective tools for continuing improvement, in addition to the BEST! in-house management system.

Specific issues

In operating the sites, energy, water and waste are the areas with most environmental impact.

Energy management

Energy accounts for 11.5% of operating expenses at Pierre & Vacances sites (excluding rent, head office and works costs), the fourth-largest expense area after personnel costs excluding cleaning, cleaning costs and co-ownership charges excluding water. Controlling energy use and reducing dependence on fossil fuels is therefore one of the Group's priority focus areas in terms of sustainable development.

Tools

A monthly usage summary is performed by sites using the various energy meters. The management tools used by the technical managers of each site vary according to the brands:

- Center Parcs and Sunparks: Usage indices are compiled in an Excel document. The technical manager monitors the index summaries and pays particular attention to areas of high usage. A comparison with the previous year during the same period is made, taking into account temperatures and occupancy rates. Major differences are analysed. 15 villages are also equipped with EVIEW, an automatic usage measuring tool which performs additional checks. Consumption data is sent monthly to the management centre and compared against monthly bills;

- Pierre & Vacances scope, including all brands and Adagio France: ICARE is the in-house tool for monitoring usage indices within this scope. This tool was initially developed to meet management monitoring needs and has been progressively reviewed to become a dynamic management tool to monitor and manage sites' water and energy consumption in an optimum way. As at Center Parcs, the sites' technical directors and managers supply the consumption indices directly every month using a tool which automatically calculates the volume and cost of water and energy consumption. Any differences must be justified by each site and the explanations are analysed by the regional directors and the maintenance department;
- Pierre & Vacances Spain scope: Consumption indices are compiled in an Excel document;
- Some Adagio residences, particularly those outside France, monitor usage indices on an OPEN tool supplied to them by the Accor group.

Consumption

Despite an increase of 20% in the number of sites operated compared to the previous financial year, total energy use has only risen by 7%. Consumption per week of occupancy is falling, and this should be confirmed over the next few financial years.

End energy consumption volumes	CP Europe			PV Tourisme Europe			Group		
	2010/ 2011	2011/ 2012	**2012/ 2013**	2010/ 2011	2011/ 2012	**2012/ 2013**	2010/ 2011	2011/ 2012[(1)]	2012/ 2013[(2)]
Number of sites included in the scope:	21	21	23	208	218	263	229	239	286
Total energy (in MWh)	**654,401**	**634,592**	**670,326**	**226,820**	**228,509**	**257,316**	**881,221**	**863,101**	**927,642**
Volume of energy (kWh)/week of occupancy[(3)]	1,351	1,354	1,337	411	332	311	1,109	726[(4)]	698
Electricity (MWh)	141,368	142,022	138,010	194,627	198,261	219,503	335,995	340,283	357,513
Gas (MWh)	497,057	478,215	513,212	17,674	13,741	17,232	514,731	491,956	530,444
Boiler room wood (MWh)	15,976	14,355	14,483	0	921	0	15,976	15,276	14,483
Fuel oil (litres)	0	0	400,798	1,118,023	971,524	1,195,034	1,118,023	971,524	1,595,832
Urban heat (MWh)	0	0	0	3,372	6,821	8,592	3,372	6,821	8,592

(1) In 2011/2012, the following sites were excluded: the Center Parcs in Nordseeküste, the Adagio Access sites and a number of Adagio sites, totalling 3% of the Group's total accommodation capacity (in number of beds).
(2) In 2012/2013, the following sites were excluded: Adagio sites, especially outside France, i.e., less than 1% of the Group's total accommodation capacity (in number of beds).
(3) Week of occupancy: one week's stay, irrespective of the number of people and the type of apartment.
(4) The figure in the 2011/2012 annual report was recalculated as a simple average and not as a weighted average.

Optimisation of consumption

To optimise usage management within the Center Parcs and Sunparks scope, general training for technical managers is planned for the financial year 2013/2014.

An automatic adjustment system for kitchen ventilation is being tested at the Center Parcs site in Kempervennen. If the results are positive, the system will be rolled out in all the villages.

A new version of the ICARE tool is planned for 2014 for Pierre & Vacances France. It will optimise usage management by integrating a graphical view of usage and calculating the amounts used according to the occupancy rates. The 2012/2013 data is made reliable so that it can be integrated as reference data in the new version of the tool.

For Pierre & Vacances Spain, measures to optimise energy usage are: installation of LED bulbs in communal areas and for pool lighting in Torremolinos and Estepona, replacement of defective air conditioning units with more energy efficient models, installation of presence detectors for air conditioning at the Seville site, making maintenance and cleaning staff aware of the need to turn off air conditioning units in empty apartments, purchasing A and A+ class electrical appliances.

Renewable energy

Renewable energies account for a small proportion of the Group's energy use. The diversification of energy sources takes place when new projects start (wood boiler rooms for the Center Parcs in Moselle and the new buildings in Avoriaz).

The integration of renewable energies in existing sites is hindered by:

- the Group's low investment spending capacity for facilities with a long return on investment;
- the legal structure of the business: As the Group only manages its tourist sites, each project must be submitted to the vote of the co-owners.

In addition to the direct use of renewable energy, the eco-labelled Adagio Aparthotels and all Center Parcs offset their use of fossil fuel energy by purchasing green certificates, at 50% for Adagio sites and 100% for Center Parcs, of the total energy they consume.

The Group also involves its customers in reasonable energy use by making them aware of environmentally responsible practices they can adopt during their stay.

Water management

"Using just the amount of water needed" and "monitoring emissions into the natural environment" are two parts of the BEST! in-house management system and also led by the Maintenance Department.

Tools

Monthly monitoring and analysis of the volumes of water consumed is done using the same tool as for energy (specific to each scope).

Consumption

At the Group level, yearly consumption for 2012/2013 fell by 3% despite the wider scope: This downward trend is partly due to an active policy to look for leaks but also due to the increased reliability of data in 2013/2014.

The consolidated data also show that France is the country in which the Group operates with the highest water consumption levels. However, in terms of volumes consumed per occupancy week, Spain uses the most water in the Group, followed by Belgium and the Netherlands. This is mainly due to the many water parks and swimming pools in these areas. This analysis shows that increased vigilance is needed as regards usage in Spain, an area particularly sensitive to water stress.

Amounts of water consumed	CP Europe			PV Tourisme Europe			Group		
	2010/2011	2011/2012	**2012/2013**	2010/2011	2011/2012	**2012/2013**	2010/2011	2011/2012 (1)	**2013/2013 (2)**
Number of sites included in the scope:	21	21	23	208	218	263	229	239	286
Total water (m^3)	**3,321,209**	**3,067,646**	**3,117,446**	**2,991,690**	**3,468,467**	**3,231,259**	**6,312,899**	**6,536,113**	**6,321,300**
Volume of water (m^3)/week of occupancy (3)	6.90	6.55	6.22	4.50	5.03	3.90	5.7	5.50 (4)	4.75

(1) In 2011/2012, the following sites were excluded: the Center Parcs in Nordseeküste, the Adagio Access sites and a number of Adagio sites, totalling 3% of the Group's total accommodation capacity (in number of beds).
(2) In 2012/2013, the following sites were excluded: only a few Adagio sites, especially outside France, i.e., less than 1% of the Group's total accommodation capacity (in number of beds).
(3) Week of occupancy: a week's stay, irrespective of the number of people and the type of apartment.
(4) The figure in the 2011/2012 annual report was recalculated as a simple average and not as a weighted average.

Optimisation of consumption

The main areas of water consumption are accommodation units, watering green spaces, swimming pools and water parks.

- With regard to accommodation units, water-saving equipment is installed in new builds and during renovations. 147 sites out of 180 claimed to have water-saving devices on the taps and shower heads, and 137 toilet flush water reducing systems, at the latest BEST! self-evaluation campaign. In addition, specific information to raise customer and employee awareness on how to help the environment is available at residence reception areas and in staff areas. Training for technical managers on how to manage volumes is scheduled in 2013/2014 for Center Parcs and Sunparks. For Pierre & Vacances, the 2014 version of the ICARE tool will optimise management of the volumes by technical managers;
- With regard to green spaces, the teams apply rules regarding the responsible use of water (e.g. watering times adjusted to weather) and some sites are equipped with rainwater harvesting systems for the purpose of watering green spaces, cleaning or providing water for animals on petting farms. Furthermore, a water consumption analysis for the watering of tropical plants in the Aquamundos, which took place in the 2012/2013 financial year, showed that its share of usage is low (0.51% of the total volume consumed) and as such is only of secondary importance for the Group;
- For swimming pools and, more particularly, at Center Parcs water parks, specific measures have been put in place. For example, filter backwash water is cleaned using a purification system (reverse osmosis) and re-introduced into the pools in combination with new water. In place on seven sites (Bispinger, Nordseeküste, Hochsauerland, Eemhof, Vossemeren, Lac d'Ailette and Trois Forêts), and gradually being installed on other sites, this system saves €10,000 to €20,000 per site, per year (in drinking water consumption, water treatment and heating).

Waste management

Group waste management studies across all the brands show that one overnight stay equates to 1 kg of waste produced on average.

In addition to the general waste generated by site operation, a large percentage of the waste is produced by customers. The Group is therefore focusing its efforts on implementing systems to facilitate sorting and on raising awareness among customers and staff. During the most recent BEST! campaign, 251 sites out of 265 stated that they had sorting bins and encouraged customers to sort waste.

For residences located in France, waste removal is provided by local authorities. Pierre & Vacances sites adhere to their local sorting code. However, waste collection organisations are unable to disclose the volumes of waste collected, in the absence of volumes specific to the Group residences.

Unlike residences covered by municipal services, the Center Parcs work with private suppliers to remove and process all operational waste, which makes it easier to monitor sorting and recycling rates.

The consolidated sorting rate over 23 Center Parcs and Sunparks in France, Belgium, The Netherlands and Germany rose from 27.9% in 2011/2012 to 29.3% in 2012/2013 (close to the target of 30% set for 2012/2013), an improvement of 5%. However, to date, the volume of hazardous waste cannot be communicated in full for all Center Parcs and Sunparks, although this is a target for the financial year 2013/2014. In addition to the environmental benefits, increasing the recycling rate reduces the cost of waste processing.

Waste production(1)	2011/2012	2012/2013
Number of sites included in the scope	22	23
Total volume of waste produced (tonnes)	14,943	14,410
Ratio volume of waste produced per overnight stay (kg/night)	1.02	0.95
Recycling rate	27.9%	29.3%
Breakdown of different waste categories:		
Unsorted ordinary industrial waste (DIB)	72.1%	70.7%
Glass	10.0%	12.8%
Cardboard/paper	9.8%	10.9%
Green waste	3.3%	3.0%
Other recycled waste (including hazardous waste)	4.8%	2.6%

(1) Scope: all Center Parcs and Sunparks in France, Belgium, the Netherlands and Germany.

The Group signed a framework agreement for the collection of electrical and electronic equipment (WEEE) within France in July 2013, with the eco-organisation, Éco-systèmes. Between July and September, two tonnes were already collected. In Belgium, the contract was signed with Recupel. This waste is then decontaminated and recycled appropriately. Systems are already in place to collect batteries and accumulators, light bulbs, ink cartridges and used oil. The volumes collected are not currently consolidated at Group level.

Climate change

In 2008, the Group carried out an initial assessment of the overall emissions related to its activities, using the Bilan Carbone® method (a greenhouse gas (GHG) emissions assessment tool). The mapping of the main direct and indirect emission sources showed that customers' movements accounted for nearly three-quarters of the Group's emissions. This data point is relative because the local tourism offering itself has an inherently lower carbon footprint. A comparative study conducted in 2013 on the transport-related GHG emissions forecast between the Villages Nature's visitors and the same customers visiting alternative bathing destinations in France and the Mediterranean found that even after integrating the amortisation of the recreational infrastructures (Aqualagon), Villages Nature's transport-related carbon footprint was nearly four times lower. The issue of CO_2 emissions related to the transport of visitors remains a major challenge for the Group, which can only be addressed over the long term.

The Group's carbon footprint was revised for financial year 2012/2013 in response to Article 75 of French Law No. 2010-788 on the mandatory assessment of greenhouse gas emissions. Assessments were carried out for three legal entities: PVCP Resorts, PVCP Résidences Exploitation and EIG PVCP Services, and were calculated on the two mandatory types of emissions and partially on the third type (see table below). A three-year action plan to reduce the Group's emissions was established in December 2012 (all assessments and associated action plans are made available on the Group's website: www.groupepvcp.com).

Inventory of activities conducted in financial year 2012/2013 on the various emission sources:

Emission category	Emission source	Actions conducted in financial year 2012/2013
Direct emissions	Direct emissions from stationary combustion sources	• Improving the reliability of the reporting tool. Regular monitoring of the consumption and reporting of anomalies
		• Increasing employees' and customers' awareness about energy savings at the sites. Distribution of new communication media on eco-friendly gestures (Pierre & Vacances France and Spain)
		• Launch of the testing of a system for automatically adjusting ventilation in Center Parcs' catering kitchens
	Direct emissions from mobile combustion engine sources	• Reducing the number of kilometres travelled in rental cars by 39% (GIE PVCP Service, PVCP Distribution, Adagio, PVCP Résidences and Resorts France)
		• Commissioning of a fleet of Mitsubishi 40 i-MiEV (new-generation all-electric vehicles) at the Belgian Center Parcs sites, in partnership with Eneco (Belgian sustainable energy provider)
		• Increasing site employees' awareness about best eco-friendly practices for driving and maintenance of service or corporate vehicles using the BEST! management system
	Direct fugitive emissions	• Conducting inventory of R22 refrigerant gas at Center Parcs and Sunparks Europe in order to eliminate it completely
Indirect energy-related emissions	Indirect emissions related to the consumption of electricity	• Optimisation of voltages at all sites
		• Setting up the automatic switch off of office lights during lunch breaks, replacement of autonomous safety lighting blocks by LED-light variants and replacement of the dry coolers at the head office in Paris
		• Replacing lighting and equipment by low consumption equipment during the renovation of the residence in Biarritz
	Indirect emissions related to the consumption of steam, heat or cold	Same actions as for "Direct emissions from stationary combustion sources" regarding heating energy savings
Other indirect emissions	Other energy-related emissions	Same actions as for "Indirect emissions related to the consumption of electricity"
	Purchases of products or services	Printed material (1): lowering the total volume of copies and prints at the head office by 17% compared with the previous year
	Waste	• Optimisation of waste sorting through increased awareness and the replacement of collection equipment to promote recycling (see paragraph "Waste")
		• Raising awareness of staff and providers about waste reduction through managing the green lease of the head office in Paris
		• Signing of new partnerships in France (Eco-systèmes) and Belgium (Recupel) for the recovery of waste electrical and electronic equipment
		• Initiating the recovery of bulbs and collection of batteries (90 kg of used batteries collected by Corepile), furniture (9.22 tonnes of furniture collected by Valdelia) and ink cartridges (781 kg of cartridges collected by the Conibi consortium) at the head office
	Business travel (rail and air)	• Reducing the total volume of emissions related to air travel by 23% and rail travel by 16% (scope: GIE PVCP Service, PVCP Distribution, Adagio, PVCP Résidences and Resorts France)
		• Increasing the use of collaborative tools by providing new video conference rooms

(1) This is the only purchase category included in the inventory of GHG emissions under a specific policy implemented by the Group and structured around the Golden Rules for responsible and sustainable printing.

The actions regarding the head office in Paris were conducted in the context of the green lease signed in 2009 with the landlord and the building manager. This mechanism, steered by a committee bringing together the three stakeholders, sets annual targets and manages action plans. The inventory for the year 2012/2013 compared with 2011/2012 shows an improved environmental performance of the head office: a 10% decrease in the volume of gas, the decline in electricity volume by 21.45% in offices and by 37.21% in car parks, as well as a 37.04% drop in the volume of paper/cardboard waste. Only the volume of ordinary industrial waste increased by 9.15%, triggering a search for causes and the raising of stakeholders' awareness.

Volume of CO_2e emissions [3]	CP Europe			PV Tourisme Europe			Group		
	2010/ 2011	2011/ 2012	**2012/ 2013**	2010/ 2011	2011/ 2012	**2012/ 2013**	2010/ 2011	2011/ 2012[1]	**2012/ 2013 [2]**
Number of sites included in the scope	21	21	23	208	218	263	229	239	286
GHG emissions (in tonnes of CO_2e)	155,676	149,298	157,744	18,271	25,940	33,954	173,947	175,238	191,698

(1) In 2011/2012, the following sites were excluded: the Center Parcs in Nordseeküste, the Adagio Access sites and a number of Adagio sites, totalling 3% of the Group's total accommodation capacity (in number of beds).

(2) In 2012/2013, the following sites were excluded: only a few Adagio sites, especially outside France, i.e., less than 1% of the Group's total accommodation capacity (in number of beds).

(3) Linked to the Group's energy requirements.

Biodiversity management

The natural capital of the sites is a major asset for the Group, as it contributes to their attractiveness. Priority issues as regards biodiversity are:

- adapt to the ecological context and changes in the regulatory environment of the sites (presence of protected species, ecological corridors, etc.);
- reconcile tourism and the preservation and enhancement of biodiversity.

Nearly 25% of the Group's sites have green and natural spaces (gardens, forests) of over 2,000 sq.m., which makes the Group a fully-fledged manager of such spaces. Aware of the challenges posed by sustainable management of these spaces, in 2008 the Group started to manage its green and natural spaces selectively, with the aim of minimising the environmental impact of their maintenance by: judicious use of plant health products, adapting irrigation to climatic conditions, late grass cutting and mowing, planting a diverse plant palette, leaving dead wood in place, etc.

As part of the implementation of selective management plans, in January 2013 the Center Parcs and Sunparks sites started monitoring their volume of plant protection products. The goal is to reduce the use of herbicides by 30% through October 2014.

In addition, in 2012/2013, the BEST! self-assessment on all brands showed that, of the 107 sites that answered the question, 100 stated that their team in charge of green and natural spaces (internal or external) is using alternatives to chemicals in order to fight against weeds and insects (no off-road use of herbicides).

The Group informs its customers about the actions put in place to encourage the maintenance and development of fauna and flora at its sites. These would notably include a communication campaign launched in June 2013. 19 sites thus showed off their actions through custom signage panels: "Here we let nature progress at its own pace", "We deliberately leave some natural elements in place because they are useful: they provide habitat for fauna and flora", "Here we practice late grass cutting. This limits the drying of lawns and promotes biodiversity."

SOCIETAL RESPONSIBILITY

Dialogue with stakeholders

The Group has always maintained close relationships with its stakeholders, most notably with local players in the regions in which it operates. In recent years, the dialogue with the stakeholders has been developing and has continued to play an increasing role in defining the Group's strategy: strategic partnership with WWF France from 2005 to 2010, collaborative work with 18 representatives of the Group's stakeholders on sustainable development goals in 2011, etc.

In addition, the Group has regular exchanges with its stakeholders through:

- consultations with residents and collaboration with local communities and associations during the development of new projects (see paragraph "Contribution to local economic development");
- supplier assessment and support (see paragraph "Responsible purchasing");
- ongoing listening and dialogue with customers and owners (see paragraph "Relationship with customers and owners");
- responses to extra-financial assessment questionnaires from investors.

Contribution to local economic development

With more than 300 sites in eight countries, the presence or setting up of a new site is an important lever for local development.

This approach of creating links to the local community is based on close relationships and partnerships with local authorities, inhabitants, environmental and heritage associations and regional economic players. It involves the creation of direct and indirect local jobs and the use of local companies during construction and operation phases.

Local hiring and return to work

The Group works in close co-operation with local employment agencies. In the case of the Center Parcs site in Vienne, which will open in the summer of 2015, local employment structures of *Pôle Emploi* (the national employment agency) are involved in identifying candidates and defining the training needed to adapt their skills to the site's needs, with a particular focus on job seekers. Working closely with local stakeholders bore fruit for the Center Parcs in the Moselle region, which opened in 2010: 610 jobs were created at the time of its opening and mainly benefited the residents of the Lorraine region (91% of the hires), as well as the unemployed and recipients of minimum social benefits (62.5%); 76% of recruits were offered open ended contracts and 61% were full-timers. In Germany, 85 people from local labour pools were hired by the Center Parcs in Bostalsee, which opened in July 2013.

Proven local economic benefits

A study conducted by Utopies this year helped to showcase the local economic impact of the Center Parcs in the Moselle region. In financial year 2011/2012, the site generated €26 million of GDP in the Lorraine and Alsace regions, including €18 million in the Moselle region. In addition to direct jobs linked to the site's operations, the number of indirect or induced jobs in the Lorraine and Alsace regions is estimated at 267, including 158 indirect positions with first-line suppliers (the site's suppliers and companies benefiting from customers' spending outside the site), 35 indirect positions with second- and third-line suppliers and 74 jobs in the market economy, induced by the consumption expenditure of households (of the site's employees, cottage owners living in the area, subcontractors, etc.).

Local purchasing

The Group also contributes to the economic development of the regions in which it operates by calling on local companies during construction and operation phases. Since the launch of consultations for the future Center Parcs in the Vienne region, 71% of the contracts have been awarded to companies in Vienne or the Poitou-Charentes region. At Group level, for all projects carried out by Pierre & Vacances Développement and Les Senioriales, the share of local suppliers and subcontractors with whom the Group has signed contracts during the construction phase is monitored by an indicator which reached a value of 41% in financial year 2012/2013. A supplier is considered local if (i) it is based in the same French department as the project or (ii) the distance between the two prefecture towns of the departments where the property development project and the supplier are located is less than or equal to 100 km. If either the project or the supplier is located outside France, only the perimeter of 100 km around the site of the property development project is taken into account. The relevance of this indicator is currently under review, in particular as it concerns the distribution of these suppliers by purchase category.

Responsible purchasing

The Purchasing Department manages about 70% of the Group's purchases, totalling nearly €650 million for financial year 2012/2013. The remaining 30% are made directly by the sites from suppliers that are not subject to Group framework contracts under the responsible purchasing policy. Furthermore, 99% of purchases are made from European suppliers, 62% of which are located in France.

Since 2007, the Purchasing Department has structured its responsible purchasing policy around two areas: the choice of products and services providing added social or environmental value and the selection of suppliers that continuously improve their sustainable development practices.

First area: suppliers

In order to control risks, financial criteria and regulatory compliance are assessed at the time of the calls for tender. The responsible purchasing approach goes one step further and aims to encourage suppliers who have established a structured approach to sustainable development. This analysis is carried out through a specific questionnaire sent out with each call for tender. This tool helps to engage with suppliers on these issues but its results are not discriminatory.

In 2012/2013, the questionnaire response rate fell to 39%, compared with 60% in the previous year (in 2011/2012, the questionnaire was also sent out during consultations). This is due to a preponderance of calls for tender in the construction sector which targeted small companies, less accustomed to participating in this type of assessments. 69% of suppliers scored at or above average (compared with 79% in the previous year).

For 2013/2014, the goal is to recategorise the Group's supplier base and adapt the assessment method and tools to their size (document review, sending a shorter questionnaire or including a few key and targeted questions in the call for tender).

Second area: products & services

The objective is to reduce the overall impact of Group's purchases on climate change and the depletion of natural resources and to ensure the health and safety of consumers. To achieve this, social and environmental requirements are integrated with the tender process (a minimum of two criteria chosen in consultation with the Sustainable Development Department) and in the work of the Quality Drive initiative, an in-house operation which defines Group standards on products and services.

To control the health and safety risks to users, products to which customers may be sensitive (furniture, dishes, etc.) are tested prior to approval. Sensitive services (laundry, cleaning, etc.) are closely monitored downstream.

For 2013/2014, the Group's actions will focus on priority purchase categories selected based on their sensitivity in relation to the Group's sustainable development issues and on the Purchasing Department's lever of influence. The criteria used represent the minimum level of environmental or social performance expected in order to meet certification requirements (such as Green Key, HQE, etc.) or the Group's internal standards (e.g., the Golden Rules of Sustainable Construction).

Supplier audits

In the case of direct purchases from suppliers located in countries considered at risk, as defined by the Business Social Compliance Initiative (which represent less than 1% of all purchases made in 2012/2013), the Group applies the prudence principle and suppliers are routinely audited by a third party in accordance with the SA 8000 standard and an environmental questionnaire developed by the Group. These audits aim to verify, inter alia, whether the supplier meets the main provisions of the labour law (prohibition of child labour and forced labour, respect for freedom of association, remuneration and working conditions, etc.). In 2012/2013, the total of expenses incurred in countries at risk related to audited suppliers.

Purchases from suppliers employing people in adapted and protected work environments

Purchasing from suppliers employing people in adapted and protected work environments is also part of responsible purchasing. In the context of its mission to work with people with disabilities, the Group established Guidelines for Professional Conduct of Buyers. In 2012/2013, the amount of expenses charged by these suppliers reached €221,836 before VAT (a 40% increase since financial year 2010/2011).

Supplier relations

To improve relations with its suppliers, the Group has committed, through the signing of the Code of Responsible Purchasing in June 2012, to implementing good practices particularly in terms of financial adequacy, prevention of dependency risks, evaluation of the overall cost, integration of environmental issues and respect for the territoriality principle. Some suppliers, particularly SMEs, have already been given special support to avoid default.

Fair practice

The 2012 index published by the NGO Transparency International defines the list of countries at risk; the Group is present in only one of those countries, namely Morocco. Construction in Morocco has not started yet and the project remains marginal for the Group. The Group's exposure risk is low, in particular thanks to its partnership with Morocco's *Caisse de dépôts et de gestion*.

Relationship with customers and owners

Monitoring customer satisfaction

Customer satisfaction is the foundation of the quality programme that the Group initiated several years ago, and is central to its WIN 2016 strategy.

Actions carried out within the brands include seeking customer feedback through satisfaction surveys, managing the quality process through clear and consolidated indicators, communicating openly about these topics and integrating customers' recommendations in order to improve the Group's services.

Customer feedback and satisfaction surveys

The two brands, Center Parcs and Pierre & Vacances, share a management tool for measuring customer satisfaction. For each brand, a satisfaction questionnaire is sent to all clients (with known e-mail addresses) two days after their stay. For the financial year 2012/2013, the response rate of the Pierre & Vacances questionnaire was over 40%, while that of Center Parcs and Sunparks exceeded 35%, or more than 200,000 questionnaires. The particularly high response rate for the sector shows the customers' affinity for these two brands. In addition, customers identified as unsatisfied are contacted directly by the Group's Customer Relations Department within two to seven days.

Managing the quality process through clear and consolidated indicators

Three major indicators are consolidated for each of the two brands, Pierre & Vacances and Center Parcs, in order to measure and compare customer satisfaction: overall satisfaction, NPS (Net Promoter Score) and SaFiRe (an indicator which aggregates several parameters: satisfaction, loyalty and referral).

The NPS is directly related to the question *"would you recommend this site to friends and family?"* and it represents the difference between the number of "promoters" and the number of "detractors". For the financial year 2012/2013, the NPS was positive for both Pierre & Vacances and Center Parcs brands.

The overall satisfaction rate was over 80% for the various Pierre & Vacances labels (club villages, Maeva, Pierre & Vacances), with an outstanding rate of almost 90% for the Premium label. For Center Parcs, the rate was nearly 85%. These quantitative indicators are distributed internally, particularly to the site directors, and provide a management tool in the field. They also form the basis of the quality assessment conducted on all brands.

Qualitative feedback from customers is also addressed and incorporated into the cross-functional review of the development of products and services, which is conducted as part of the Quality Drive.

Communicate openly about these topics

Thanks to a partnership with TripAdvisor since June 2013, nearly 10,000 reviews were collected via Pierre et Vacances' satisfaction surveys. The customers' comments and ratings gathered via the satisfaction surveys are published uncensored on TripAdvisor.

Since the beginning of 2013, 21 villages and residences in the Netherlands, France, Belgium and Spain received TripAdvisor's 2013 Certificate of Excellence Award. This certificate is awarded to institutions based on the average score given by travellers, the date the establishment registered on TripAdvisor and the number of reviews received over the past 12 months.

Monitoring owner satisfaction

Due to the Group's unique economic model, owners are one of the Group's key stakeholders. Procedures have therefore been put in place to monitor their satisfaction so that their expectations are best met. In 2012/2013, 627 disputes were recorded, corresponding to 2.8% of the total number of owners, a slight decrease from the previous year (2.9%).

Consumer health and safety

The Group aims to offer unique experiences to its customers in attractive natural settings where they are attended by professional staff and in a safe environment. The safety of its customers and employees at the sites is thus a priority for the Group and an integral part of the risk management process.

To ensure the safety rules are applied, the Group has put in place a structured approach which requires all brands to achieve a "standard" level. This minimum standard level is:

- required for each site;
- adapted to comply with local and national laws;
- revised based on feedback from assessments on risks, accidents and incidents, and from investigations;
- controlled through a minimum of two self-assessments per year;
- audited on a regular basis.

In 2012/2013, the Group drew up a plan to improve safety rules. For Pierre & Vacances, priority actions have focused on updating the knowledge of technical teams at all sites on the prevention of legionella and pool safety, evacuation and emergency plan drills for forest fires, as well as training site directors at club villages.

As regards Center Parcs and Sunparks, priority actions have focused on the organisation of mystery visits to increase the awareness level of the people in charge of swimming pools and water parks, the implementation of at least four exercises to test emergency preparedness plans, extensive training on the installation of autonomous smoke detectors by technical teams, and the revised directive on the prevention of legionella following new Dutch legislation.

The changes planned for the Group's organisation in 2013/2014 require the safety department to be integrated within each of (i) the Pierre & Vacances scope and (ii) the Center Parcs and Sunparks scope, in order to adapt the safety rules to the specifics of each brand.

Customer awareness of sustainable development issues

The Group has been carrying out activities intended to raise the awareness of customers, particularly children, since 2005.

In financial year 2012/2013, the message about tomorrow's challenges was conveyed to children through the Eco'lidays fun initiatives and the "Wanna be..." activities. At club villages and Maeva club residences, four flagship events were proposed in the context of children's clubs during the summer season ("Build your own wind farm and watermill", "Build your own solar oven", "Treasure Hunt with Happyz" and "Nature in miniature") to increase children's awareness of topics related to renewable energy and pollination. Other activities (green games, quizzes, etc.) for children and families were also developed at the initiative of each site. Once again this year, Happyz, the kids clubs' bee mascot, carries the message of nature conservation to the very young and their parents in a fun way.

Furthermore, at Center Parcs, children were made aware of the need to protect nature and the animal kingdom through the "Wanna be..." activities at sites in France, Belgium, the Netherlands and Germany: "Wanna be a Parkranger", "Wanna be a Ranger" and "Wanna be a Gardener".

For the financial year 2012/2013, a total of 21,633 children increased their awareness of those issues at Center Parcs and Pierre & Vacances.

ADDITIONAL INFORMATION AND CROSS-REFERENCE TABLE

The amount of provisions and guarantees for environmental risks is not material and therefore has not been included in this document. In addition, the countries in which the Group operates are not affected by forced or compulsory labour, or child labour issues. However, these topics are addressed in relation to purchases in the paragraph "Supplier audits".

The social, environmental and societal information presented in this section has been audited by an independent third-party body, as required by Article R. 225-105 of the French Commercial Code. The auditor's report can be found on page 69.

The cross-reference table of social, environmental and societal information relating to the list included in Article R. 225-105-1 of the French Commercial Code can be found on page 220.

RISK MANAGEMENT

The Pierre & Vacances-Center Parcs Group has carried out a review of the risk factors that may have a significant negative impact on its activities, the profitability of these activities or its income. The Pierre & Vacances-Center Parcs Group has not found any significant risks other than those presented below.

MARKET RISKS

The market risks (liquidity risk, interest rate risk and foreign exchange risk) are described in Note 23 of the notes to the consolidated financial statements.

The activities of the Pierre & Vacances-Center Parcs Group (tourism and property development) depend generally on the economic outlook which, during a downturn, may have an impact on the Group's income. The Group's fundamentals provide a means of resistance to the current economic and financial crisis beyond the independence of tourism and property development market cycles on which the two main activities of the Group are based:

- **the tourism business** has its own unique competitive advantages: (i) it is based on a concept of local tourism aimed at a European clientele, which reduces the expenses and uncertainties inherent in transport energy costs, and (ii) the diversity of its products, with five main brands and divided between prime destinations in seaside, mountain, urban and country locations, mainly in the form of villages and residences, meeting a wide range of requirements from different generations and socio-professional categories;

- **as far as property development is concerned,** the measures put in place and described below limit the sensitivity of property development products to variations in the property market.

The marketing of apartments managed by the Pierre & Vacances-Center Parcs Group gives investors a guaranteed return on a long-term investment in the underlying property market and constitutes a secure investment alternative to a classic portfolio of securities or real assets.

SPECIFIC RISKS RELATING TO THE GROUP'S ACTIVITIES

Risks relating to the seasonality of the tourism business

The European tourism sector has a **seasonal nature** with considerable changes in business depending on the period (school holidays) and the destination (stronger mountain business in winter and seaside business in summer).

The activity of the residences and villages operated under the Pierre & Vacances and Maeva brands has a clear seasonal nature. It is based around two seasons, a winter season (November to April) and a summer season (May to October), resulting in a structural deficit for the first two quarters of the financial year. Rental revenue generated by those residences and villages in the first half of 2012/2013 represented only 41% of the annual rental revenue, while fixed operating expenses (including rents) were spread on a straight-line basis across the whole financial year.

The Group endeavours to reduce the seasonality of this business segment by putting in place the following strategic initiatives:

- increasing sales abroad, both in European markets bordering France and in territories further towards Eastern Europe (signing of partnership agreements with foreign tour operators);
- promoting initiatives to increase sales outside of school holidays as a way of leveraging higher occupancy rates in low season with a range of short-stay offers for individuals and business seminars;
- using tariffs which vary according to the different periods, with large variations between high and low seasons;
- targeted promotional campaigns.

This seasonal aspect of the Group's tourism business has also been cushioned by the development of the product offering:

- the city residences (Adagio & Adagio Access), which are open year-round, have high occupancy rates, and target two complementary customer categories: long-stay business customers and short-stay tourists;
- Center Parcs villages, whose covered facilities enable them to remain open throughout the year.

Risk related to the cyclical nature of the property market

The activity of the property development business segment can be sensitive to interest rate variations. In addition to a significant increase in real interest rates, the Group's property sales could be affected by competition from interest-bearing products of the life insurance type.

To reduce its sensitivity to the cyclical nature of the property market, the Group has put in place several measures based mainly on:

- using diversified sales formulae (commercial furnished property leasing (LMP), non-commercial furnished property leasing (LMNP), Censi Bouvard and Scellier, etc.) for French private investors, which help to optimise the profit earned by the buyers of apartments in the residences thanks to tax incentives;
- expanding sales of Center Parcs cottages to private investors in Germany, the Netherlands and Belgium;
- bulk sales of Center Parcs cottages in France to institutional investors via savings vehicles (real estate investment schemes (OPCI), REITs (SCPIE), etc.);
- public-private partnerships to finance recreational infrastructure and facilities;
- diversification of its investors in geographic terms (British, Irish and Spanish);
- a more flexible cost structure by making use of external companies for construction and architects' plans, and tightening cost controls on property developments (extending the scope of purchasing to the property business in order to obtain economies of scale).

Stock risk

Stock risk is linked to the Group's ability to build holiday residences on the land bought, and then market them and sell the buildings quickly. The stock of property programmes are detailed in Note 12 of the notes to the consolidated financial statements.

The Pierre & Vacances-Center Parcs Group carries out property development projects according to strict and prudent rules. Definitive authorisations without the right to revoke are obtained from the appropriate authorities for all land purchases, with the result that the Group is only committed to the fees due for obtaining planning permission. Land acquisitions are generally subject to pre-selling conditions above 50%.

As a result, the real estate policy, the marketing method (selling off-plan) and the pre-selling conditions that the Group imposes on itself before starting construction ensure that the land and the completed properties are in stock for a short time.

The same thinking applies to sales of existing property renovated by the Group where the stock risk is mitigated by the effective use of the property, generating rental income even when there is no resale.

At 30 September 2013, only 220 apartments completed during or prior to financial year 2011/2012 had not had sales agreements signed (including 200 apartments in the Manilva programme in Spain, which has been particularly affected by the property crisis).

The table of "Principal stock of apartments marketed at 30 September 2013", which appears in the management report, presents the percentage sold. On average, 59% of the programmes are sold.

Thanks to extensive pre-selling, very few unsold units remain. To sell the remaining units, the Group may decide, on an ad hoc basis, to offer certain benefits to the last few buyers (payment of notary fees, free Pierre & Vacances holidays, etc.) to close the deal.

Credit risk

Because of the multiplicity and diversity of its customers, both in its tourism and property development businesses, the Group does not consider itself exposed to a concentration of customer payment risk, even though of course the disposal of property stock and the level of tourism business can be directly affected by the behaviour of its customers which, in turn, depends on the environment they find themselves in.

Because of the Group's marketing rules concerning the sale of apartments and houses built by the Property Development Division (selling off-plan), the property development business incurs no counter party risk with its customers because, if payment is not received, sales are cancelled at the reservation stage before any transfer of ownership.

In the tourism business, risk of non-payment by customers is low because most of the accommodation revenue is achieved by direct sales (80% for 2012/2013), a marketing method in which payment for the service is made in advance of consumption.

In relation to indirect sales, to reduce the risk of a default by a debtor or an unfavourable event in a given country affecting the Group's collection of its customer receivables, the Group policy is to:

- maintain a diversified portfolio of tour operators and travel agencies;
- work only with the market's major players;
- use contracts set up by the Legal Department assisted by its advisers and check the solvency of the counter-parties.

The Group has therefore always maintained a very low level of unpaid receivables. The average payment time granted to tour operators and travel agencies is 45 days.

Risk relating to rental commitments

The Pierre & Vacances-Center Parcs Group strategy is not to commit its own equity to ownership of the bricks and mortar of the holiday apartments and villages that it operates, so it sells these assets to individual or institutional investors. The sales are accompanied by lease-back agreements signed between the new owners and the Group tourism operating companies usually for between nine and 15 years. The amount of the rents payable by the Group over the remainder of the leases amounts to €2,453 million at 30 September 2013, i.e. €1,862 million discounted at a 6% rate (See Note 38 of the notes to the consolidated financial statements – Off-statement of financial position commitments).

Income generated by using the leased apartments and houses for tourism purposes offsets these rents payable to the owners which constitute, along with personnel expenses, the main source of fixed expenses associated with the tourism business.

Depending on the country concerned, the indexation applicable to the rent is set according to the principle of contractual freedom or within a more regulated framework through the renewal of existing contracts.

Mainly in France, the status of commercial leases enables tourism operators who have taken out leases to claim renewal of expired leases under the same contractual conditions. This protection does not mean that negotiations cannot be entered into between the parties to reach an agreement on new stipulations (including those relating to indexation) which are then incorporated into new leases, as in countries where renegotiations are governed by the principle of contractual freedom.

Until financial year 2011/2012 (inclusive), rents paid by the Group to individual investors were usually indexed to the French Construction Costs Index (ICC). Since 2002, the ICC has increased by nearly 40% while the Consumer Price Index has only risen by nearly 20% in the same period. The significant difference in the growth of these indexes has had a negative impact on the operating profit (loss) of the Group's tourism business.

In this context, the Group has started to introduce a policy of reducing rents, primarily through:

- the change in the benchmark index of accrued leases (from the ICC to the IRL), starting from 2013, to ensure consistency between the performance of the tourism business and the level of rents. Since the February 2008 law on purchasing power, the IRL (Rent Reference Index) corresponds to the average change in consumer prices (excluding tobacco and rents) over the past 12 months. As at 30 September 2013, only 20% of Pierre & Vacances individual leases remained indexed to the ICC;
- renegotiation of leases when they are renewed:
  - the maximum annual indexation is capped to 2% (uniformly applied to all new contracts concluded). This policy is expected to increase the capped portion of rents paid to retail investors to 85% in 2017,
  - reduction in cash rents, on a residence-by-residence basis, possibly associated with an increase in the occupancy rate to compensate the owners,
  - introduction of variable rents,
  - in some cases, operating under management agreements or potentially withdrawing from certain operations.

These actions should help to gradually reduce Pierre & Vacances' rent expense by €46 million through 2017 (including indexation (1) and excluding the development of the product offering).

Rents paid by the Group outside France (Center Parcs lessors) are indexed to consumer price indexes in the country in which the site is located, with the most important leases increasing by between 1.75% and 3.75% per year.

(1) Assumes an annual variation in the IRL of 2%.

LEGAL RISKS

The Group's Legal Affairs and Risk Management Department, which reports to the Group's Executive Management, is based in Paris and includes the Legal functions of BNG (Belgium/the Netherlands/Germany) performed by a team of local attorneys and lawyers. It checks the way the Group's legal and particularly contractual commitments are formed and monitors the disputes of all the operating subsidiaries. A link has been set up between the two departments to coordinate risk management and insurance cover.

General risks

Property development

Risk relating to failure to obtain local government authorisations

The legal risk associated with failure to obtain local government authorisations for new programmes is strictly limited to preliminary study costs, pre-selling expenses and internal fees since the Pierre & Vacances-Center Parcs Group only purchases land if the local government authorisations have been obtained. With respect to renovation programmes, the Pierre & Vacances-Center Parcs Group obtains existing operations already up and running, and these generate revenue to offset the cost of financing the acquisition. Nevertheless, the time it takes to obtain such authorisations without the right to revoke can delay the programme and increase the property development costs, as is the case of the Center Parcs programme in Roybon (Isère), whose authorisations were appealed and where said appeals were rejected by the relevant administrative bodies.

Risk relating to construction defects

The construction-sale companies that develop property projects take out the customary insurance to cover the construction risk (developer public liability, civil engineering where appropriate, construction damage) and/or require their subcontractors working on the programmes to take out such policies. The excesses or exclusions of the cover are in line with industry standards. They do not usually take out policies relating to "anticipated operating losses", other than for the largest property development programmes.

Risk relating to ownership of property assets

The Group's policy is not to start work until a very significant proportion of the properties has been pre-sold so that, when the programme is delivered and begins operations, the Group usually does not have full ownership of a significant volume of any property asset.

The legal risk relating to the ownership of managed property does not therefore apply to the Group as such but applies to the co-owners, individuals or legal entities, in the context of co-ownership management, under the terms and conditions of the leases agreed with the Group; these agreements may stipulate for example that certain types of co-ownership expenses are covered by the Pierre & Vacances-Center Parcs Group. This is particularly the case with long term leases with institutional investors signed by the Group.

Tourism operations and management

Risks relating to tourism operations

The Pierre & Vacances-Center Parcs Group's policy is to apply, as strictly as possible, all regulations applicable to its business of selling holidays and leisure activities, notably those relating to:

- consumer protection (ensuring that the general conditions of sale in the brochures comply with applicable laws and the recommendations of the "Commission des Clauses Abusives" (France's fair trading watchdog); ensuring that the products sold comply with regulatory requirements);
- the safety rules applicable to holiday residences and facilities available to customers (swimming pools, slides, etc.);
- the prohibition of misleading advertising, which requires that the descriptions of the holiday packages sold are truthful;
- the rules protecting the rights of persons who own image rights or other intellectual property rights on works of art (brochures, websites);
- the rules relating to specifically regulated activities or activities for which access is subject to specific conditions of capability or guarantees (co-ownership syndicate activity for the subsidiaries Sogire and SGRT, travel agency activity by the PV-CP Distribution subsidiary, etc.).

Nevertheless, the Group remains dependent on the owners' decisions regarding investment in residences it operates.

The Pierre & Vacances-Center Parcs Group has the resources to comply in principle with all these requirements.

The risks associated with tourism operations relate mainly to the Pierre & Vacances-Center Parcs Group's public liability, property damage (personal injury, material and immaterial damage) and operating losses for which a policy of prevention and cover through insurance policies with the customary caps and excesses is followed.

Labour risks

Finally, the Pierre & Vacances-Center Parcs Group – because of its service business – employs a large workforce both at its registered office and in its secondary establishments or at its tourism sites. The Group Human Resources Department works very carefully, under the direction of a member of the Group Executive Management Committee, to comply with the applicable legal requirements both from individual and collective points of view. The number of industrial relations disputes is extremely low (see specific disputes below).

The Group is not involved in any significant collective labour dispute.

- The Group is involved in fewer than one hundred individual cases that have been brought before industrial tribunals.
- As part of the measures to accelerate the transformation plan initiated in October 2012, some internal reorganisation measures

have resulted in redundancies in both France and BNG. Employee representation bodies and relevant national authorities, as applicable, were notified by the Group for the purpose of obtaining the approvals necessary to carry out these measures. The Group has proposed specific assistance to the affected employees, including a voluntary redundancy plan. These measures were deployed in financial year 2012/2013 without giving rise to any collective labour dispute.

Risks relating to damage to the brand image

These risks may be considered significant particularly in the tourism field. Specifically, in addition to the direct damage, an event may prejudice the Pierre & Vacances-Center Parcs Group's image and can negatively impact its results, a phenomenon that may be amplified by the development of social networks.

That is why the Pierre & Vacances-Center Parcs Group has set up a special organisation to deal with any situation likely to endanger its personnel, its customers, its interests and/or its reputation.

This specific crisis management system consists of a specifically dedicated, multi-disciplinary team headed by the Operational Risks Department.

In addition, the Pierre & Vacances Center Parcs Group has an IT application, internal resources and procedures that help to ensure constant monitoring of information published on the web which could harm its "e-reputation."

Industrial and environmental risks

The Pierre & Vacances-Center Parcs Group's activities are likely to be influenced by climatic and environmental conditions affecting the property sites and are exposed to risks of property damage and personal injury caused by incidents such as fire, explosions and spillage of maintenance products, etc.

The Group has introduced a prevention plan led by the Operational Risks Department and intended to limit the occurrence and consequences of such risks as far as possible. The Group's integrated risk management tool, "Health, Safety and Environment", enables regular site self-assessments which result in action plans and internal audits. A team of six experts provides help, assistance and support to the teams in the field. There is also a crisis management unit that deals with the risks relating to customers and damage to the image of the Group's brands.

In the tourism business, the great variety of operating sites by the sea, in the mountains, in town centres and in the country means that the potential impacts of climatic and environmental risks can be reduced, particularly external risks or environmental disasters that are outside the Group's control, be they natural or industrial incidents (such as industrial accidents or oil spills for example). For the property development business, the completion times and/or costs of construction works may be affected by climatic and geological conditions. The Pierre & Vacances-Center Parcs Group prevents these risks as much as possible by conducting preliminary ground surveys before the building land is bought and seeks to pass on to third parties its commitments relating to possible legitimate causes for work being suspended.

Description of ongoing disputes

At 30 September 2013, and for the past 12 months, no governmental, legal or arbitration procedure (including any proceedings known to the Group either pending or threatened) of any significant character, either individually or globally, affects the position or profitability of the Group.

Each dispute is monitored and analysed by the Group's Legal Department which, if necessary, assesses the potential cost on a case-by-case basis with the help of external attorneys and experts. A provision for the estimated cost of the risk is recognised in the individual financial statements of the various entities involved.

The amount of provisions for disputes at 30 September 2013 is detailed in Note 19 – Provisions for contingencies and charges, of the notes to the consolidated financial statements.

Property development

The risks currently managed on behalf of its wholly-owned subsidiaries, notably property development companies, are not significant for the Pierre & Vacances-Center Parcs Group.

- The Group manages disputes relating to builders' liability. Claims have been made against the insurance policies taken out by the property development companies.
- The Group also manages a number of disputes relating to contested end-of-work balances with companies or sub-contractors whose responsibility is in question following sub-standard work.
- The Group also manages a number of disputes relating to property sales (alleged non-compliance with plans or commercial documents). Such disputes are rare and the Pierre & Vacances-Center Parcs Group has a policy of favouring an amicable solution to this type of problem whenever possible.

Operation and management of tourism activities

- Customer disputes: out of more than one million weeks sold per year, the Group deals with on average less than 20 legal disputes before the local or district courts, depending on the scale of the dispute. All other customer disputes are usually settled amicably.
- Disputes with property investors/owners: out of more than 23,000 co-ownership lots, depending on the sites under management, the Group faces a number of legal disputes before the local or district courts as a plaintiff or defendant, depending on the scale of the dispute. These disputes concern the conditions for renewal of leases and the payment terms of rent and charges.
- Disputes with tourism industry professionals: the Pierre & Vacances-Center Parcs Group is in the process of recovering money from tourism professionals, generally small ones, with cash flow difficulties.

- Disputes with service providers: the Group uses a number of service providers to supply particular services (catering, entertainment, maintenance, information technology, etc.), so some of them may default on their commitment and/or cause their payment to be disputed.
- Regulated activities: as a member of co-ownership syndicates, the Group may be involved either as a plaintiff or defendant, in co-ownership disputes in which the syndicate may – in some cases – be considered liable. The corporate liability insurance of the syndicated companies of the Pierre & Vacances-Center Parcs Group is always brought into these disputes and the insurer is involved.

Risk insurance and cover

Insurance policy is defined at Group level, including BNG, by the Risk Management section reporting to the Legal Department.

The overall budget for this insurance stood at €5 million (excluding construction) for the financial year 2012/2013; it remains on a par with the previous year in terms of premium volumes and coverage levels.

Most of this budget goes on all-risks insurance covering operation of the tourism sites against damage and operating losses for all brands.

The Pierre & Vacances-Center Parcs Group is covered against property damage and operating losses with a contractual compensation limit of €200 million per claim.

Furthermore, a second excess line, to cover the Center Parcs Domaine du Lac de l'Ailette village, has been taken out to take the contractual compensation limit to €250 million per claim, corresponding to the valuation of the Maximum Possible Claim for this new site.

The level of cover set for operating losses reflects the time required for the total reconstruction of a major site.

Property insurance covers the maximum realistic claim possible on sites with the highest concentration of value.

There are still a number of types of risk that may affect the Group's income which are not covered by the policies taken out, specifically:

- uninsurable risks: the Group is obviously not covered for risks that are the subject of standard regulatory or structural exclusions from any insurance policy, such as: risks without hazards, operating losses resulting from strike action, from damage to the sea wall in the Netherlands or from a pandemic, and the consequences of intentional defects or liability claims inherent in any failure to meet contractual commitments, etc.;
- special risks which are not included under any specific cover, such as risks of operating losses as a result of economic or political instability, etc.

As far as risks associated with terrorism are concerned, these are covered, for a significant proportion of the Group's tourism business, firstly, through the GAREAT regulations (a French national arrangement covering acts of terrorism) for sites located in France (including the four French Center Parcs sites) and, secondly, by a specific insurance cover relating to all the Center Parcs Europe villages.

As regards hedging the risks of property damage and operating losses, the Royal Sun Alliance insurance company is the leading insurer in a pool of prominent insurers.

AXA is the main insurer in the blanket cover programme for public liability.

The Group does not have a captive insurance or reinsurance company.

Major contracts

During the last three financial years and at the date of this Registration document, the Group has not concluded any major contracts, other than those agreed in the normal course of business, that confer a major obligation or commitment on the whole Group.

The off-statement of financial position commitments are provided in Note 38 of the notes to the consolidated financial statements.

Risk of departure of key personnel

The risk that key personnel might leave is a risk faced by any enterprise. The departure of managers or employees responsible for essential functions within the enterprise or who have strategic and operational skills spanning all of the business sectors can have a negative impact on results.

As is more fully explained in the "Chairman's report on the organisation of the Board and the internal control procedures", the conduct and management of the Pierre & Vacances-Center Parcs Group is organised around various decision-making bodies. Besides the appointment of a new Group Chief Executive Officer, the collegial character of the other decision-making bodies, the frequency of their meetings and the high level of authority delegated to them make it possible to ensure that, with the intervention of the internal control departments, the Pierre & Vacances-Center Parcs Group is run and managed in a way that maintains the founding and prudential principles already in force, despite the temporary or permanent unavailability of members of the Group Executive Management Committee (COMEX), the Chief Executive Officer or the Chairman.

RECENT DEVELOPMENT AND FUTURE PROSPECTS

MARKET AND COMPETITION

Tourism business

Via its five main brands, Pierre & Vacances, Maeva, Center Parcs, Sunparks and Adagio, the Pierre & Vacances-Center Parcs Group offers a wide range of destinations in mountain, seaside and countryside regions and European cities. This range of complementary and distinguished brands enables the Group to provide a comprehensive and unique offering in furnished rentals with à la carte services. Each year, the Group welcomes nearly 7.5 million customers.

- Against the current economic backdrop, **the Group's ability to meet the needs of each customer** is a decisive factor, particularly in terms of:
  - furnished rentals (ready-to-live apartments and homes);
  - flexibility (duration of holidays, departure and arrival days);
  - services and events for all, catering;
  - proximity;
  - prices (competitive price positioning and per head prices).
- The demands of holidaymakers have changed in line with the following:
  - demographic factors in Europe (higher number of elderly people, extension of "youth" segment);
  - macroeconomic factors (boom in fuel costs, lower purchasing power, global expansion of tourism) and technological factors (new uses of the Internet, online intermediaries, etc.);
  - environmental factors (natural disasters, collective awareness of environmental values).

These developments have generated **increased demand for local tourism,** short stays and sites and types of accommodation enabling holiday makers of all generations to gather together in complete freedom and have necessitated an on-going digital dialogue with customers.

- Among the distribution channels, the **Internet** is a strategic and essential tool. It represents:
  - a primary source of information with a major impact on purchasing decisions;
  - a shop-window effect favoured by technological progress;
  - a sales presence relayed abroad.

In financial year 2012/2013, the Pierre & Vacances-Center Parcs Group generated 35% of sales directly from the Internet.

With 306 sites, 49,250 apartments and 227,000 beds operated in Europe, the Pierre & Vacances-Center Parcs Group is the European leader in local tourism.

- In France, the Group is leader in the leisure residences market (over 25,200 apartments in the Pierre & Vacances and Maeva brands), followed by Odalys (14,084 apartments), Lagrange (156 facilities) Eurogroup (4,400 apartments) Goelia (3,650 apartments) and Néméa (3,000 apartments) (source KPMG – *An overview of the French Hotel Industry 2013*).
- In Northern Europe, the main rivals for Center Parcs Europe are Landal Greenparks (65 villages, or 11,000 cottages, in the Netherlands, Belgium, Germany, the Czech Republic, Austria and Switzerland) and Roompot (around 100 villages, or 5,000 cottages, in the Netherlands, Germany, Denmark and Poland).
- The Group is also **the leader in the city residences market,** with 82 Adagio and Adagio Access residences, or around 9,500 apartments. City residences generally receive a mixed clientele comprising managers, consultants and employees but also tourists who complement the business customers when this market is weaker, in particular in the summer months.

The main operators in this market in France are: Appart'City/Cap Affaires (8,400 apartments – Dom'Ville'Services Group), Residhome/Séjours & Affaires/Relais Spa (6,600 apartments – Résidétudes Group), Park & Suites (5,700 apartments – Equalliance Group), Citadines (4,980 apartments – Ascott Group) and Résid'hôtel (2,800 apartments) (source KPMG – *An overview of the French Hotel Industry 2013*).

Property development

The property development business is primarily focused on the Group's tourism businesses since it consists of building residences and villages which are later operated by the tourism business. The apartments and cottages built are sold to investors who lease them back to the Group's tourism business.

The Pierre & Vacances-Center Parcs Group also has a pure property development business with Les Senioriales products. Les Senioriales has developed an innovative residence concept meeting the needs of active and independent elderly people. These are not medical residences but provide comfort, security and conviviality and contain around 60 to 70 homes. Sold under property ownership, the residences are located very close to medium-sized towns. In this market, while potential client numbers are constantly increasing (more than one third of the French population will be over 60 by 2050), the segment is more sensitive to ups and downs in the property market in general.

The main rivals in this market are specialist retirement home property developers such as Aegide and Les Villages d'Or, and more general property developers such as Akerys Promotion, Bouwfonds Marignan, Bouygues Immobilier, Cogedim and Nexity.

OUTLOOK

Growth in tourism reservations to date

Reservations to date are higher than they were last year:

- for Pierre & Vacances Tourisme Europe, growth in winter season reservation concerns all of the mountain and seaside destinations (mainland France, French West Indies and Spain) and cities (Adagio);
- for Center Parcs Europe, reservations for Q1 2013/2014 have increased (especially in France), excluding the supply effect stemming from operation of the Center Parcs in Bostalsee.

Execution of WIN 2016 plan underway

In May 2013, the Group defined a strategic plan entitled **WIN 2016** destined to restore profitable growth and lay the foundations of the Group's future.

This strategy, based on the Group's two complementary activities of tourism and property development, is to be rolled out in three phases between now and 2015/2016:

- a first stage (2012/2014) focuses on **PERFORMANCE** and is destined to consolidate the efficiency of the operating models by improving the profitability of the tourism business. The business is set to benefit from the adaptation of its offers, the transformation of marketing and distribution and the increased productivity of the Group's processes and sites;
- a second phase (2014-2016) focuses on **ACCELERATION** and will reflect the full impact in the tourism business of the dynamism of the product offering and the development of digital, differentiated and personalised customer relations at the same time as new sites currently being marketed or developed are due to open to the public;
- a third phase (2015 and beyond) focuses on **INNOVATION** and more specifically the roll out of new models for the tourism offering and conquering international markets.

During 2012/2013, the Group successfully initiated the WIN 2016 plan by bolstering its operational organisation, overhauling its price and marketing strategies and by unlocking cost savings in line with the plan announced.

The Group is targeting further **growth in operating profit from ordinary activities in 2013/2014** with:

- sharp growth in property development revenue, which are expected to be in excess of €250 million;
- targeted growth in tourism revenue per apartment of 5%;
- secured savings of €24 million: €10 million in structural cost savings, €10 million in rental reductions and €4 million in additional contributions from the withdrawal from loss-making sites in 2012/2013.

In a European economic backdrop showing no significant changes, the Group is reiterating its **target for operating profit from ordinary activities as a percentage of revenue of 5-6%** by 2015/2016, with:

- operating profitability in the tourism business of 5%, including growth in revenue per apartment of 15-20%;
- a portfolio of property development projects of almost €1.5 billion, focused on high growth brands and markets that contribute to the profitability of the tourism business.

REPORT OF THE INDEPENDENT THIRD PARTY BODY ON THE CONSOLIDATED SOCIAL, SOCIETAL AND ENVIRONMENTAL INFORMATION INCLUDED IN THE MANAGEMENT REPORT

Year ending 30 September 2013

To the Shareholders,

In our capacity as an independent [(1)] third-party member of the network of statutory auditors of Pierre et Vacances, we hereby present our report on the consolidated social, societal and environmental information presented in the chapter entitled "Information on social, societal and environmental issues" of the management report, hereinafter "CSR information", relating to the year ended 30 September 2013, in application of the provisions of Article L. 225-102 of the French Commercial Code.

The company's responsibility

It is the Board of Directors' responsibility to prepare a management report comprising the CSR information required in Article R. 225-105-1 of the French Commercial Code, in accordance with the guidelines used (the "Guidelines"), comprising the Protocol for the non-financial reporting of social, environmental and governance information in its version dated October 2013, a summary of which is available on the Group's website [(2)].

Independence and quality control

Our independence is defined by the regulatory provisions, the Code of Conduct for the profession and the provisions set out in Article L. 822-11 of the French Commercial Code. In addition, we have created a quality control system which comprises the policies and procedures documented to ensure compliance with the rules of conduct, professional standards and the applicable legal and regulatory texts.

Responsibility of the independent third party body

Based on our work, it is our responsibility to:

- ensure that the required CSR information is included in the management report or, if this is not the case, that justification has been provided in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code (Certification of the presence of CSR information);
- provide moderate assurance that the CSR information, as a whole, includes all the most significant aspects, in accordance with the Guidelines (Reasoned opinion on the fairness of the CSR information).

Our work was completed by a team of six people over a period of approximately five weeks between 1st October 2013 and 10 January 2014.

(1) Request for accreditation judged admissible in October 2013 by the French Accreditation Committee (Comité Français d'Accréditation) (ERNST & YOUNG et Associés COFRAC accreditation project no. 3-1050) for the verification of social, societal and environmental information in the Board of Directors' annual reports.

(2) http://www.groupepvcp.com/fr/130/developpement_durable, « publications » section.

1. CERTIFICATION OF THE PRESENCE OF CSR INFORMATION

We have conducted the following work in accordance with the professional standards applicable in France and the order of 13 May 2013, which sets out the methods used by the independent third party body when performing its duties:

- we have taken account of the guidelines on sustainable development based on interviews with the persons responsible for sustainable development, according to the social and environmental consequences linked to the company's business and its commitments to sustainable development and, where necessary, any measures or programmes resulting from this;
- we have compared the CSR information included in the management report with the list set out in Article R. 225-105-1 of the French Commercial Code;
- in the event of the absence of certain consolidated information, we have checked that explanations have been provided in accordance with the provisions of Article R. 225-105, paragraph 3;
- we have checked that the CSR information covers the consolidated scope, namely the company and its subsidiaries within the meaning of L. 233-1 and the companies that it controls within the meaning of Article L. 233-3 of the French Commercial Code, with the limits established in the "Management" chapter of the social policy section in the management report.

On the basis of this work, and with the limits established above, we certify that the required CSR information has been included in the management report.

2. REASONED OPINION ON THE FAIRNESS OF THE CSR INFORMATION

Nature and scope of the work

We performed the work described below in accordance with the professional standards applicable in France, and the order of 13 May 2013, which sets out the methods used by the independent third party when performing its duties, and pursuant to international standard ISAE 3000:

- we conducted seven interviews with ten persons responsible for preparing and checking the CSR information from the sustainable development, purchasing and operations management responsible for the information collection processes, to check that a collection, compilation, processing and control process had been implemented to ensure the completeness and consistency of the CSR information and to assess the internal control and risk management procedures relating to the preparation of CSR information;
- we have assessed the appropriateness of the Guidelines with regard to their relevance, completeness, objectivity, clarity and reliability, taking into account, where necessary, best practices within the sector;
- we have determined the nature and scope of the tests and controls according to the nature and importance of the CSR information;
- for the CSR information that we considered to be the most relevant (3) in terms of the characteristics of the company, the social and environmental challenges of its business, its guidelines in terms of sustainable development, and best practices in the industry:
  - at the level of the registered office and main businesses (Pierre et Vacances Tourisme Europe and Center Parcs Europe), we consulted the documentary sources and conducted interviews to confirm and assess the fairness of the qualitative information (organisation, policies, measures, etc.) and check coherence and consistency with the other information included in the management report or the implementation of the analytical procedures; we also checked the calculations and the consolidation of the data by means of sampling,
  - at the level of a sample representing the entities and sites we selected (4) based on their business, their contribution to the consolidated indicators, their implantation and a risk analysis, we conducted interviews to check that the Guidelines were correctly implemented, the fairness of the information and the implementation of detailed tests, based on samples, this consisted of checking the calculations performed and reconciliation with the supporting documents. The sample of sites (and respectively entities) selected in this way represented 5% of the workforce (respectively 90% of the workforce);
- for the other CSR information published, we have assessed their fairness and consistency based on our knowledge of the company and by consulting the source documents. Finally, we evaluated the relevance of the explanations provided, where applicable, when certain information was missing.

(3) *Societal and environmental information:* General policy in terms of the environment (assessment or certification procedures, including environmental certificates for delivered buildings), pollution and waste management (prevention measures, recycling and waste disposal), sustainable use of resources and climate change (energy consumption, water consumption and procurement according to local constraints, greenhouse gas emissions); territorial, economic and social impact, the importance of sub-contracting and acknowledgement of social and environmental challenges in the purchasing policy and relations with suppliers, *Social information:* employment (total number of employees and distribution, recruitment and dismissals and turnover), organisation of working hours, absenteeism, employee relations (organisation of dialogue between management and the employees, collective agreements), health and safety conditions at work, work accidents, particularly their frequency and severity, as well as occupational illness, training policies and total number of training hours.

(4) The Pierre et Vacances sites of Belle-Dune and Le Crotoy (France) and Center Parcs Vossemeren (Belgium), and the entities corresponding to French companies (excluding Les Senioriales) and CPSP Belgium and CP Netherlands.

Based on the sampling methods used and the size limit of the samples previously described, we can provide moderate assurance in relation to the CSR information; assurance of a higher level would require more extensive checks. The reliance on sampling techniques and other limitations inherent to any internal control system mean it is impossible to wholly eliminate the risk of a material misstatement in the CSR information.

Conclusion

We have placed a reserve on the information relating to safety at work (frequency rate and severity of accidents) as well as on the information relating to water consumption and procurement in accordance with local constraints, since misstatements or material uncertainties were found in relation to the reporting of this information.

Based on our work and asides from the above reservations, we have not found any material misstatement that would call into question the fact that the CSR information, taken in its entirety, is presented in a fair matter and in accordance with the Guidelines.

Comments

Without calling into question the conclusion provided above, we would like to draw your attention to the following items:

- the changes in the scope, definition and the collection processes have made reporting more reliable but can also affect the ability to draw comparisons with previous years;
- the consolidation of the environmental and social information still requires more manual interventions and processing, which is the responsibility of those in charge of reporting.

As mentioned by the company in the corresponding chapters, it has not been possible to report on absenteeism this year. Moreover, the reporting of hazardous waste has still not been separated from that of non-hazardous waste.

Paris-La Défense, 15 January 2014

Independent Third Party Body

ERNST & YOUNG et Associés
Sustainable Development Department

Eric Duvau

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED INCOME STATEMENT

(in € thousands)	Notes	2012/2013	2011/2012
Revenue	28	1,306,693	1,419,074
Purchases and external services	29	-942,391	-1,049,496
Employee expenses	30	-310,659	-322,555
Depreciation, amortisation and impairment	31	-56,048	-44,180
Other operating income from ordinary activities	32	23,374	21,043
Other operating expenses on ordinary activities	32	-18,415	-30,840
OPERATING PROFIT (LOSS) FROM ORDINARY ACTIVITIES	**3**	**2,554**	**-6,954**
Other operating income	3/33	13,094	4,929
Other operating expenses	3/33	-46,939	-11,468
OPERATING PROFIT (LOSS)	**3**	**-31,291**	**-13,493**
Financial income	34	3,264	2,874
Financial expenses	34	-19,383	-21,143
NET FINANCIAL INCOME (EXPENSES)		**-16,119**	**-18,269**
Income tax	35	-247	4,514
Share of net income (loss) of equity-accounted investments		139	-129
PROFIT (LOSS) FOR THE YEAR		**-47,518**	**-27,377**
Of which:			
• *attributable to owners of the Company*		*-47,663*	*-27,372*
• *non-controlling interests*		*145*	*-5*
Basic earnings per share, attributable to owners of the Company (in €)	36	-5.64	-3.18
Diluted earnings per share, attributable to owners of the Company (in €)	36	-5.64	-3.18

1

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in € thousands)	2012/2013	2011/2012
PROFIT (LOSS) FOR THE YEAR	**-47,518**	**-27,377**
Translation adjustments	-29	22
Effective portion of gains and losses on hedging financial instruments	567	-574
Deferred tax	-195	198
Other	74	-
Other comprehensive income (loss) that may be reclassified subsequently to profit or loss, net of tax	417	**-354**
Other comprehensive income (loss) that will not be reclassified subsequently to profit or loss, net of tax	**0**	**0**
Other comprehensive income (loss), net of tax	**417**	**-354**
TOTAL COMPREHENSIVE INCOME (LOSS)	**-47,101**	**-27,731**
Of which:		
• *attributable to owners of the Company*	*-47,246*	*-27,726*
• *non-controlling interests*	*145*	*-5*

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Assets

(in € thousands)	Notes	30/09/2013	30/09/2012 restated (*)
Goodwill	4	156,369	155,273
Intangible assets	5	122,900	116,207
Property, plant and equipment	7	324,636	353,252
Equity-accounted investments	8	0	1,788
Available-for-sale financial assets	10	1,639	1,654
Other non-current financial assets	9/27	21,698	23,443
Deferred tax assets	35	74,212	76,789
NON-CURRENT ASSETS	**3**	**701,454**	**728,406**
Inventories and work in progress	11/12/26	273,350	230,927
Trade receivables	13/26/27	359,612	211,684
Other current assets	14/26/27	225,578	239,935
Current financial assets	14/26/27	25,325	25,076
Cash and cash equivalents	15/17	54,296	139,448
CURRENT ASSETS	**3**	**938,161**	**847,070**
Non-current assets and disposal groups held for sale	16	0	1,844
TOTAL ASSETS	**3**	**1,639,615**	**1,577,320**

Equity and liabilities

(in € thousands)	Notes	30/09/2013	30/09/2012
Share capital		88,216	88,216
Share premium		8,637	8,637
Treasury shares		-11,509	-11,402
Accumulated other comprehensive income (loss)		-86	-503
Reserves		366,090	392,648
Consolidated profit (loss)		-47,663	-27,372
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	**18**	**403,685**	**450,224**
Non-controlling interests		261	-1
EQUITY		**403,946**	**450,223**
Long-term borrowings	20	251,270	274,424
Non-current provisions	19	16,025	18,638
Deferred tax liabilities	35	4,912	13,483
Other non-current liabilities	25/26/27	3,417	2,595
NON-CURRENT LIABILITIES	**3**	**275,624**	**309,140**
Short-term borrowings	20	85,838	42,294
Current provisions	19	9,116	9,074
Trade payables	24/26/27	288,240	296,865
Other financial liabilities	25/26/27	545,523	448,402
Current financial liabilities	25/26/27	31,328	21,322
CURRENT LIABILITIES	**3**	**960,045**	**817,957**
TOTAL EQUITY AND LIABILITIES	**3**	**1,639,615**	**1,577,320**

(*) Restated for the retrospective corrections described in Note 1.3.

CONSOLIDATED STATEMENT OF CASH FLOWS

(in € thousands)	Notes	2012/2013	2011/2012 restated (*)
Operating activities			
Consolidated profit (loss)		**-47,518**	**-27,377**
Depreciation, amortisation and impairment of non-current assets		45,962	35,183
Expenses on grant of share options		1,044	1,004
Gains (losses) on disposals of assets		-599	-600
Share of net income (loss) of equity-accounted investments		-139	129
Net borrowing costs	34	16,710	18,182
Tax expense (including deferred taxes)	35	247	-4,514
Operating cash flows before change in working capital requirements		**15,707**	**22,007**
Net interest paid		-18,706	-16,482
Taxes paid		-8,263	-3,871
Cash flows after interest and tax		**-11,262**	**1,654**
Change in working capital requirements (including in employee benefits liability)		-41,800	-12,734
Inventories and work in progress	11/26	1,580	-54,653
Other working capital items	11/26	-43,380	41,919
NET CASH FLOWS FROM OPERATING ACTIVITIES (I)		**-53,062**	**-11,080**
Investing activities			
Acquisitions of property, plant and equipment, and intangible assets	5/7	-25,603	-52,854
Acquisitions of non-current financial assets		-3,096	-2,664
Acquisitions of business goodwill	17	-600	0
Acquisitions of subsidiaries (net of cash acquired)	17	3,300	0
Subtotal of disbursements		**-25,999**	**-55,518**
Proceeds from disposals of property, plant and equipment, and intangible assets		4,267	926
Proceeds from disposals of financial assets		4,792	2,314
Proceeds from disposals of business goodwill			650
Divestments of subsidiaries (net of cash paid)	17	2,382	1,921
Subtotal of receipts		**11,441**	**5,811**
Net cash attributable to assets and disposal groups held for sale		1,844	-1,844
NET CASH FLOWS FROM INVESTING ACTIVITIES (II)		**-12,714**	**-51,551**
Financing activities			
Capital increases in cash by the parent company	18	0 0	
Acquisitions and disposals of treasury shares	18	-107	-5,244
Dividends paid to owners of the Company		0	-5,961
Proceeds from new loans and other borrowings	20	16,743	8,058
Repayments of loans and other borrowings	20	-57,091	-38,985
NET CASH FLOWS FROM FINANCING ACTIVITIES (III)		**-40,455**	**-42,132**
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (IV = I + II + III)		**-106,231**	**-104,763**
Cash and cash equivalents at beginning of year (V)	15	127,743	232,506
Cash and cash equivalents at end of year (VI = IV + V)	15	21,512	127,743

(*) Restated for the retrospective corrections described in Note 1.3.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(in € thousands)	Number of shares	Share capital	Share premium	Treasury shares	Translation adjustments	Fair value reserves (mainly hedging financial instruments)	Reserves	Consolidated profit (loss)	Equity attributable to owners of the Company	Non-controlling interests	Total shareholders' equity
BALANCE AT 30 SEPTEMBER 2011	**8,821,551**	**88,216**	**8,637**	**-6,158**	**57**	**-206**	**388,039**	**9,566**	**488,151**	**4**	**488,155**
Accumulated other comprehensive income (loss)					22	-376			-354		-354
Profit (loss) for the year								**-27,372**	**-27,372**	**-5**	**-27,377**
Total comprehensive income (loss)		**0**	**0**	**0**	**22**	**-376**	**0**	**-27,372**	**-27,726**	**-5**	**-27,731**
Capital increase									0		0
Dividends paid							-5,961		-5,961		-5,961
Change in treasury shares held				-5,244					-5,244		-5,244
Issue of compound financial instruments (OCÉANE)									0		0
Share-based payment expenses							1,004		1,004		1,004
Other movements									0		0
Allocation of profit for the year							9,566	-9,566	0		0
BALANCE AT 30 SEPTEMBER 2012	**8,821,551**	**88,216**	**8,637**	**-11,402**	**79**	**-582**	**392,648**	**-27,372**	**450,224**	**-1**	**450,223**
Accumulated other comprehensive income (loss)					-29	446			417		417
Profit (loss) for the year								-47,663	-47,663	145	-47,518
Total comprehensive income (loss)		**0**	**0**	**0**	**-29**	**446**	**0**	**-47,663**	**-47,246**	**145**	**-47,101**
Dividends paid									0		0
Change in treasury shares held				-107			-230		-337		-337
Share-based payment expenses							1,044		1,044		1,044
Other movements									0	117	117
Allocation of profit for the year							-27,372	27,372	0		0
BALANCE AT 30 SEPTEMBER 2013	**8,821,551**	**88,216**	**8,637**	**-11,509**	**50**	**-136**	**366,090**	**-47,663**	**403,685**	**261**	**403,946**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Preamble

Pierre et Vacances is a French Public Limited Company (*société anonyme*), governed by a Board of Directors and listed on Euronext Paris.

The consolidated financial statements reflect the financial position of Pierre et Vacances and its subsidiaries (hereinafter referred to as "the Group"), as well as its interests in associates and joint ventures.

The financial statements are presented in euros, rounded to the nearest thousand.

The Board of Directors approved the Group's consolidated financial statements for the year ended 30 September 2013 on 2 December 2013.

NOTE 1 Accounting principles

1.1 – General framework

Pursuant to European regulation EC 1606/2002 of 19 July 2002, the consolidated financial statements for the financial year ended 30 September 2013 have been prepared in accordance with IFRS (International Financial Reporting Standards) as adopted by the European Union at 30 September 2013 (these standards are available at http://ec.europa.eu/internal_market/accounting/ias/index_en.htm).

The IFRS accounting standards include IFRS, IAS (International Accounting Standards) and their IFRIC (International Financial Reporting Interpretations Committee) and SIC (Standing Interpretations Committee) interpretations.

These standards and interpretations are the same as those applied in the Group's financial statements for the financial year ended 30 September 2012, except for those adopted by the European Union which must be applied for the first time in the financial year beginning 1st October 2012 and for which the Group had not elected for early adoption (see section 1.2 – Changes in accounting standards).

1.2 – Changes in accounting standards

The new standards and interpretations used in the financial statements, which must be applied for the first time in the financial year beginning 1st October 2012, have not had any material impact on the Group's consolidated financial statements for financial year 2012/2013.

The new standards, interpretations and amendments applied by the Group for the 2012/2013 financial year and not anticipated in the 2011/2012 financial statements include the following:

- amendment to IAS -12.7 "Deferred tax: recovery of underlying assets". This amendment introduces an assumption according to which certain assets are fully recovered by the sale, unless the entity can provide proof that these will be recovered by other means.

This amendment has had no impact on the Group's consolidated financial statements at 30 September 2013.

The standards, interpretations and amendments to existing standards for which the Group has not elected early adoption in its financial statements are as follows:

- revised IAS 19 "Employee benefits" (applicable to financial years beginning on or after 1st January 2013);
- IFRS 10 relating to consolidated financial statements (applicable to financial years beginning on or after 1st January 2014);
- IFRS 11 "Joint arrangements" (applicable to financial years beginning on or after 1st January 2014);
- IFRS 12 relating to disclosures of interests in other entities (applicable to financial years beginning on or after 1st January 2014);
- IFRS -13 relating to fair value measurement as well as the information to be provided on fair value (applicable to financial years beginning on or after 1st January 2013);
- IFRS 9 "Financial instruments: classification and measurement", replacing the various rules under IAS 39 on the measurement and impairment of financial instruments (applicable to financial years beginning on or after 1st January 2013);
- amendment to IAS 28 "Investments in associates and joint ventures" (applicable to financial years beginning on or after 1st January 2013);
- amendment to IAS 27, relating to separate financial statements (applicable to financial years beginning on or after 1st January 2013);
- the list of "Annual improvements – 2009/2011 cycle" (applicable to financial years beginning on or after 1st January 2013);
- IFRIC 21 interpretations "Levies imposed by governments" (applicable to financial years beginning on or after 1st January 2014).

The Group is reviewing all these standards and interpretations, in particular revised IAS 19, IFRS 10, IFRS 11 and IFRS 12, in order to measure their potential impact on the consolidated profit (loss), financial position and cash flows and to assess the required disclosures.

The main effects of the revised IAS 19 are: (i) imposing the immediate recognition in other comprehensive income or loss of actuarial gains and losses on post-employment benefits, (ii) eliminating the recognition in profit or loss of the return on plan assets based on an expected rate of return (and imposing instead the use of the rate of return on high quality bonds which is applied when discounting liabilities), (iii) eliminating the amortisation of past service cost, and (iv) improving disclosures by refocusing them on the characteristics of the plans and associated risks. As indicated in Note 19, at 30 September 2013, the amount of actuarial differences not recognised amounts to €9.3 million.

The revised standard also redefines the accounting for termination benefits, which must be recognised when the entity can no longer withdraw its offer or when a restructuring liability must be recorded under IAS 37. The impact of these changes is under assessment.

The new standards IFRS 10 and IFRS 11, as well as the amendment to IAS 28 prohibit the use of the proportionate consolidation method. Accounting for partnership agreements is based solely on the nature and substance of the contractual rights and obligations, regardless of the legal form of the agreement.

IFRS 10 specifically defines a single model for evaluating control, which serves as a basis for full consolidation and comprises three elements: power over the investee, exposure to returns and the ability to affect those returns through power over the investee. The Group does not anticipate any material impact on the scope.

IFRS 11 aims to eliminate the use of the proportionate consolidation method. The Group will review its partnership agreements: in case of a joint venture, the Group will consolidate the subsidiary using the equity method and in case of a joint operation, the Group will recognise its share of the applicable assets, liabilities, income and expenses.

The Group does not expect any material impact on the basis of consolidation of its financial statements. The Pierre & Vacances-Center Parcs Group is reviewing its contractual agreements with the companies that are proportionally consolidated, in particular with Adagio companies. By way of example, during financial year 2012/2013 the Adagio companies generated revenue of €19.3 million, operating profit from ordinary activities of €2.2 million and profit for the year of €1.7 million. They also posted non-current assets valued at €3.4 million, favourable working capital requirements of -€9.3 million and net cash of €0.6 million.

The new interpretation of IFRIC 21 relates to levies imposed by governments and requires that a liability linked to a duty or tax must be reported separately when the generating fact occurs. The generating fact is the activity which forces the entity to pay the duty or tax normally specified in the legal or regulatory provisions prescribing the duty or tax. This interpretation is applicable to financial years beginning on or after 1st January 2014. The Group does not expect any material impact on its financial statements.

1.3 – Change in the accounting method for marketing fees

Marketing fees relating to property development programmes for which the proportion of the margin based on the degree of completion has not yet been recorded at the reporting date are now included in the inventory value.

These fees were reported in Pre-paid expenses until 30 September 2012.

The opening statement of financial position was amended to take this change into account.

(in € thousands)	Amount published in the Annual Financial Report 2011/2012	Opening statement of financial position at 30 September 2013
Inventory	212,098	230,927
Pre-paid expenses linked to marketing fees	18,829	-
Inventory including marketing fees	**230,927**	**230,927**

This change in the method has no impact on the Group's consolidated results.

1.4 – Basis of presentation

Individual financial statements of the Group's consolidated companies, which are prepared according to the accounting regulations applicable in their respective countries, are restated to comply with the Group's accounting policies.

All fully or proportionally consolidated companies are consolidated on the basis of annual financial statements or positions at the reporting date of the parent company, namely 30 September.

The Group's consolidated financial statements have been prepared on the historical cost basis, except for the following assets and liabilities which, if present at the reporting date, are recognised at their fair value: derivative financial instruments, financial assets held-for-trading and available-for-sale financial assets. The carrying amount of the assets and liabilities hedged against changes in fair value is adjusted to take into account such changes attributable to the risks hedged.

As provided for by IAS 1 "Presentation of financial statements", the Group reports income statement items according to their nature.

Operating profit (loss) includes "Other operating expenses" and "Other operating income". These line items essentially comprise non-recurring items such as gains and losses on disposals, restructuring expenses and impairment losses.

Statement of financial position items are classified into current and non-current assets, and current and non-current liabilities. The Group's current assets include cash and cash equivalents, assets held for sale and assets consumed in a normal operating cycle. All other assets are classified as non-current. Current liabilities consist of liabilities that mature in the Group's normal operating cycle or within 12 months after the reporting date. All other liabilities are classified as non-current.

The statement of cash flows is presented using the indirect method.

1.5 – Use of accounting estimates

The preparation of consolidated financial statements in accordance with international accounting principles requires Group management to use a number of estimates and assumptions that have an effect on the assets and liabilities and on the expenses and income in the income statement, as well as on any assets and liabilities mentioned in the notes. In particular, this involves determining the recoverable amount of goodwill, intangible assets with indefinite useful lives, assumptions on the recoverability of tax losses and the classification of lease agreements as finance leases or operating leases. These estimates are made on a going concern basis and are drafted according to the information available when they were made. It is possible that the actual amounts are subsequently found to be different from the estimates and assumptions made in preparing the financial statements presented.

1.6 – Basis of consolidation

The following consolidation methods have been used:

- full consolidation – all the companies over which the Group exercises exclusive control, directly or indirectly, in law or in fact;
- proportional consolidation – companies operated jointly in a joint arrangement;
- equity method – shares of companies over which the Group directly or indirectly exercises significant influence without, however, having control. Significant influence is presumed when the Group holds more than 20% of the voting rights.

The results of companies acquired during the year are consolidated as from the date on which control (exclusive or joint) or significant influence begins. The results of the companies sold during the year are consolidated up to the date on which control or notable influence ceases.

1.7 – Transactions between consolidated companies

Intra-group transactions and balances are eliminated both in the statement of financial position and the income statement. Eliminations are made up to the limit of the ownership percentage reflected in the consolidated financial statements.

1.8 – Foreign currency translation

Translation of transactions denominated in foreign currency

A company's functional currency is the currency of the primary economic environment in which the company operates. Transactions made in a currency other than the functional currency are translated at the exchange rate in effect at the time they occur. At the reporting date, receivables and corresponding payables are converted into the functional currency at the reporting date exchange rate. The resulting translation differences are recognised in profit or loss.

Translation of foreign currency financial statements

The statement of financial position of companies whose functional currency is not the euro are translated into euros at the reporting date exchange rate and their income statement at the average exchange rate for the year.

The resulting translation differences are shown in shareholders' equity and will be recognised in profit (loss) for the year during which control of the business ceases.

1.9 – Business combinations

As from 1st October 2009, business combinations are recorded in accordance with revised IFRS 3 "Business combinations" and revised IAS 27 "Consolidated and separate financial statements".

Acquisition costs

The cost of purchasing shares equals the fair value of the assets handed over, the liabilities incurred or assumed, and the equity instruments issued by the buyer on the date of purchase.

The costs directly attributable to the acquisition are recognised as an expense for the period during which they are incurred.

Earn-outs, irrespective of their likelihood of payment, are recognised at fair value in liabilities or shareholders' equity as of the acquisition date; subsequent adjustments must be reported in profit (loss) if the initial entry was under liabilities.

Identifiable assets, identifiable liabilities and goodwill

When they integrate the Group, the assets and liabilities that can be measured separately are reported in the consolidated statement of financial position at their fair value. Assets intended for resale are measured at their fair values less the selling costs. Goods intended for use in operation are measured at their fair value.

The fair value of identifiable intangible components of the assets represented by brand names is determined using a multi-criteria approach generally accepted for the purpose ("relief from royalty" method, excess cash-flows method and cost approach).

The measurement of identifiable assets determines their new gross carrying amount. This serves as a basis for subsequent calculations of gains or losses on disposal, depreciation, amortisation, and impairment losses.

Goodwill represents any amount in excess of the consideration transferred and, if applicable, the difference between the value of "non controlling interests" and the net fair value of identifiable assets and liabilities of the acquired company. Depending on the option selected for measuring these interests at the date control is acquired (fair value or share of net assets acquired), the goodwill recognised represents either the share acquired by the Group (partial goodwill) or the share of the Group and the share of the non-controlling interests (total goodwill).

If the difference is positive, it is recorded under "Goodwill" for companies consolidated by the full or proportional consolidation method and under "Equity-accounted investments" for the companies over which the Group exercises significant influence. If the difference is negative, it is posted directly to profit or loss.

If, in the 12 months following the acquisition date, new information leads to a new assessment of the fair values of the assets and liabilities when they were included in the consolidated statement of financial position, the fair values are updated. The remeasurement will result in a change in the gross amount of the goodwill.

When a company is purchased in stages, the previous shareholding is reassessed at fair value on the date control is acquired and the difference from the net carrying amount is recognised in profit or loss.

Commitment to buy out non-controlling interests

When the Group grants purchase options on their investments to shareholders of its fully consolidated subsidiaries, it anticipates this additional purchase of shares. These commitments are recognised as financial liabilities at the discounted value of the buy-back price, along with an entry to non-controlling interests and any remaining balance being recorded in shareholders' equity.

1.10 – Non-current assets held for sale and associated liabilities

Assets and liabilities that the Group decided to sell during the year are presented on a separate line item of the statement of financial position ("Non-current assets and disposal groups held for sale"), if they are available for immediate sale and the sale is highly probable. When several assets are intended to be sold in a single transaction, the asset group and the related liabilities are measured overall at the lowest of the net carrying amount and the fair value net of the selling costs. Non-current assets classified as held for sale are no longer depreciated.

1.11 – Goodwill impairment tests

According to IFRS 3R "Business combinations", goodwill is not amortised. Goodwill is subject to impairment testing whenever there is an indication that it may be impaired and at least once a year at the end of the reporting period, namely at 30 September. This test is carried out in order to take account of any changes that may have reduced the profitability and value of the goodwill. Such events or circumstances include significant unfavourable changes of a permanent nature, affecting the economic environment or the assumptions and objectives adopted at the date of acquisition.

The assets are combined into cash generating units (CGUs). A CGU is the smallest group of assets generating cash flows largely independent of other asset groups. The CGUs adopted by Pierre & Vacances-Center Parcs for assessing the recoverable amount of goodwill are the Group's operating segments used to analyse its results for internal reporting purposes.

This impairment test involves comparing the recoverable amount of the cash generating units (CGUs), or of the CGU group, with the net carrying amount of the corresponding assets, including any goodwill. Through these impairment tests, the Group ensures that the recoverable amount of goodwill is not less than the net carrying amount. The recoverable amount is the higher of the fair value less selling costs or the value in use. If an asset is to be sold, the recoverable amount is determined based on the fair value less selling costs.

The fair value less selling costs is the selling price that could be obtained in a transaction carried out in normal market conditions between informed and consenting parties, less the costs to sell and the costs of withdrawing from the business. The asset's selling price is determined with reference to similar recent transactions or valuations made by independent experts when a sale is in the offing.

Value in use is the future net discounted cash flows that would be generated by the CGU or group of CGUs. Cash flow projections come from the five-year business plans internally developed by the operating segments. For periods beyond five years, they are estimated using a perpetual growth rate. The discount rate used is based on the average cost of capital reflecting current market assessments of the time value of money and the risks specific to the asset tested. These discount rates are after-tax rates applied to after-tax cash flows. They are used to determine recoverable amounts that are identical to those obtained using pre-tax rates applied to pre-tax cash flows.

An impairment loss is recognised in profit and loss if the carrying amount of a goodwill item is greater than its recoverable amount. Any impairment losses are recorded in "Other operating expenses". Any impairment loss recognised for a goodwill item may not be reversed in future periods.

1.12 – Intangible assets

Intangible assets individually acquired are stated in the statement of financial position at their purchase cost less accumulated amortisation and impairment losses.

Intangible assets acquired as part of a business combination are reported at their fair value on the date of acquisition, separately from the goodwill if they are identifiable, that is to say if they satisfy one of the following two conditions:

- they result from legal or contractual rights; or
- they can be separated from the entity acquired.

Intangible assets primarily consist of brand names.

They include:

- brand names that the Group has classified as intangible assets with indefinite useful lives. These assets are recorded in the statement of financial position on the basis of a valuation made at the date of acquisition by independent experts using a multi-criteria approach, which takes into account brand name awareness and expected future contribution to profits. They account for most of the net carrying amount of intangible assets recorded on the Group's consolidated statement of financial position. Brand names are not amortised but their value is subject to a test if there is an indication that they may be impaired and at least once a year at the reporting date, namely at 30 September. A provision for impairment losses is reported if the amount determined using impairment tests is lower than their net carrying amount. The Group determines the value in use of each of its brand names by updating their carrying amounts using either the same method as that used for goodwill impairment tests, i.e., discounted future cash flows generated by the business covered by the brand, or the "relief from royalty" method (five-year projection of future royalties from the brand). Any impairment losses are reported in the income statement, under "Other operating expenses". The corresponding provision may subsequently be reversed if the value in use becomes higher than the net carrying amount;
- the other intangible assets that the Group has classified as intangible assets with definite useful lives. Essentially, these are concessions and patents that mainly include software licences and expenditure on computer programs. These non-current assets are amortised using the straight-line method over periods reflecting their useful lives, usually between three and eight years. If there is an indication of impairment loss, a valuation test is automatically carried out.

1.13 – Investment subsidies

Investment subsidies are shown on the statement of financial position as a reduction in the value of the asset for which they were received.

1.14 – Property, plant and equipment

Items of property, plant and equipment are reported in the statement of financial position at their historic acquisition cost or at their construction cost or else, for assets owned by entities consolidated for the first time, at their acquisition-date fair value less any accumulated depreciation and any reported impairment losses. Interest on capital borrowed to finance the production of property, plant and equipment items during the period prior to their being placed in service is considered to be an integral part of their construction costs.

Lease agreements are classified as finance leases and are restated in the consolidated financial statements when in substance they transfer to the Group virtually all the risks and benefits inherent in ownership of these properties. The level of risk transferred is measured by analysing the terms of the agreement.

Property, plant and equipment items acquired through finance lease agreements are presented in assets at the lower of the item's market value and the discounted value of future lease payments. Depreciation is recognised over the asset's useful life, the corresponding liability being reported along with the related interest expense.

Unlike finance leases, operating leases are reported in the income statement as lease payments under "Purchases and external services". These rents mainly relate to buildings and fittings and are spread on a straight-line basis over the duration of the contracts.

Rent commitments, representing total future minimum payments over the remaining lease term, are indicated in Note 38 "Off-statement of financial position commitments".

From the date they are placed in service, property, plant and equipment items are depreciated over their useful lives, using a component-based approach and the straight-line method:

Buildings	20 - 54 years
Equipment, fixtures and fittings	5 to 16 years
Furniture	7 to 12 years
Other property, plant and equipment	3 to 4 years

Items of property, plant and equipment are considered impaired when their economic value appears lower than their net carrying amount as a result of events or circumstances occurring during the financial year.

Thus, at each reporting date, the Group assesses whether there is any indication of impairment loss relating to identifiable asset groups whose continuous use generates cash flows that are largely independent of those generated by other assets or asset groups. Consequently, the Group analyses, for example, the change in revenue or in operating profit (loss) generated by these cash-generating units. In the case of a material unfavourable change, the Group then determines the recoverable amount of all the assets concerned. This is the higher of the fair value less selling costs, and the value in use. The value in use is determined on the basis of the discounted future cash flows estimated using the same methodology as described for goodwill.

Any impairment losses are reported in the income statement, under "Other operating expenses" and the corresponding provision may be subsequently reversed if the economic value becomes higher than the net carrying amount.

1.15 – Non-current financial assets

This category mainly comprises available-for-sale financial assets, loans and receivables due from associates and non-consolidated entities, loans and security deposits that mature in more than 12 months.

Equity interests in unconsolidated companies are classified as "Available-for-sale financial assets" and therefore are recognised on the statement of financial position at their fair value. Positive and negative changes in value are recorded directly in other comprehensive income or loss. For shares listed on the stock market and for unlisted shares, fair value is an estimate of their fair value. If the fair value cannot be determined reliably, the shares are recognised at their acquisition cost. If there is an objective indication that these shares may be impaired (a significant or prolonged decline in value), a provision for irreversible impairment is recognised along with an entry to income.

Other non-current financial assets are recorded at amortised cost using the effective interest rate method. If there is an objective indication of impairment loss, a provision for impairment is recognised for the difference between the net carrying amount and the recoverable value, along with an entry to income. This provision may be reversed if the recoverable amount subsequently improves.

1.16 – Inventories of finished goods and work in progress

Inventories mainly include the inventories of finished goods and work in progress for the property development business, assets held for sale and inventories of goods intended for resale as part of the Group's Tourism business. From 1st October 2012, inventories also include the marketing fees incurred by our property development entities.

Inventories of finished goods and work in progress are valued at the lower of their purchase price or production costs, and their probable net realisable amount. If the realisable amount of the inventories (price net of selling expenses) is less than their carrying amount, a provision for impairment loss is recorded accordingly.

The Group applies the percentage of completion method to report the revenue and margins of its property development business. All direct costs for ongoing property development programmes are capitalised in inventories, including any related marketing fees and financial expenses (net of any financial income) that may be attributable to operations. When the work is completed, committed expenditures that are not yet invoiced are capitalised in inventories.

1.17 – Trade receivables

Due to the nature of the Group's businesses, trade receivables are short-term and are therefore recognised at their nominal amount.

A provision for risk of non-recovery of receivables is reported when a debtor shows a risk of insolvency or, where necessary, when recovery of the receivable is contested or is the subject of abnormal payment delays. The provisions are based on an individual or statistical assessment of this risk of non-recovery.

Under the "Ownership & Holidays" sales programme offered to investors in properties developed and marketed by the Group, the buyers do not have to pay out the full purchase costs of the assets. Receivables linked to pre-paid rent commitments receive interest. Repayments are made each year using the rent payments from the tourism operating companies, authorised by the owners. They are presented under "Other receivables and pre-paid expenses".

Further, for the accounting of contracts according to the percentage of completion method, trade receivables include:

- calls for funds to buyers as the work progresses for work not yet paid;
- "invoices to be issued" corresponding to calls for funds not yet issued for off-plan sales contracts;
- any offset that may exist between calls for funds and actual progress recorded on the reporting date. These receivables are not due.

1.18 – Pre-paid expenses

Pre-paid expenses are expenses paid during one financial year that relate to subsequent years.

1.19 – Cash and cash equivalents

The gross balance of cash and cash equivalents, as presented under assets on the statement of financial position, includes cash and demand deposits, as well as short-term investments (unit trusts – SICAV, and mutual funds) for terms of less than three months, which are classified as available-for-sale securities. These investments comply with the four criteria of the AMF, their terms are for less than three months, they are available for sale at any time for their nominal amount, and the foreign exchange risk is very low.

Cash and cash equivalents in the consolidated statement of cash flows represent gross amounts less overdrafts.

Accrued interest on items included in net cash is reported under net cash.

1.20 – Pierre & Vacances treasury shares

Shares in Pierre & Vacances held by the parent company and/or by Group companies, irrespective of the purpose of the holding, are recorded at their acquisition cost as a reduction to consolidated equity. The result of any sale of treasury shares is recognised directly to consolidated reserves at their value net of tax and does not impact profit (loss) for the year.

1.21 – Share-based payment

Share options granted by the Group to its employees and executives are reported as an employee expense representing services rendered by the beneficiaries of these plans. Thus, the recognised expense reflects the fair value of the options granted calculated on the date of their grant by the Board of Directors using the "Black & Scholes" method. This expense is spread over the vesting period along with corresponding increases in reserves.

The grant of benefits to employees through a Group Share Ownership Plan also falls under the scope of IFRS 2 to the extent that a discount is given when the employee buys the shares. Thus, when the subscription price granted to employees includes a discount from the fair value of the share at the grant date, an expense is recognised immediately or over the vesting period unless acquisition is immediate.

1.22 – Impairment losses

A provision is reported when, at the reporting date, the Group has an obligation to a third party that results from a past generating fact, the measure of which can be estimated reliably and will probably or certainly cause an outflow of resources to the benefit of the third party with no at least equivalent consideration expected from that party. This obligation may be legal, regulatory, contractual or implicit. Provisions are reported at the value that represents the best estimate of the amount to be paid to settle the obligation. If the amount or the maturity cannot be estimated with sufficient reliability, the obligation is treated as a contingent liability and is disclosed in the notes.

Thus, to take account both of its contractual commitments and maintenance policy for the property leased, the Group records provisions for renovation expenses in its financial statements. These provisions are intended to take account of future renovation costs to be paid by the Group through the end of the lease term. They are calculated on the basis of discounted future renovation costs.

Furthermore, in the case of restructuring, an obligation is recognised whenever the restructuring has been announced and included in a detailed, formal plan before the reporting date.

1.23 – Provisions for retirement and other post-employment benefits

Post-employment benefits

The Pierre & Vacances-Center Parcs Group complies with employee retirement legislation, regulations and customs in each of the countries in which it operates.

Group companies pay salary-based contributions to the appropriate institutions. As such, they carry no actuarial liability for these retirement plans. For these defined-contribution plans, payments made by the Group are recorded in profit (loss) as expenses for the period to which they relate.

Certain entities within the Group also have their own retirement plan for their employees. A provision for the corresponding actuarial liability is recorded in the consolidated financial statements. The same applies in France for Group commitments to employees for end of service awards. For these defined benefit plans, the cost of providing the benefits is estimated using a retrospective method based on end of service salaries. Under this method, the cost of the commitments is recognised as an expense in such a way as to spread it evenly over the employees' period of service. The amount of the provision includes the present value of estimated future payments taking into account length of service, mortality rate, employee turnover rate and valuation and discounting assumptions. For defined-benefit plans partially or wholly financed by contributions paid into a separate fund or an insurance company, the assets of these entities are valued at their fair value. The liability is then recorded in the statement of financial position after deducting the value of the plan assets that cover this obligation.

Actuarial differences result from changes in the actuarial assumptions used for valuations from one year to the next, and from any variance in the obligation or the value of the funds with respect to the actuarial assumptions made at the beginning of the financial year. These actuarial differences are amortised for each plan according to the "corridor" method (differences exceeding 10% of the market value of the fund or of the discounted value of the obligation), over the average service period remaining for the personnel benefiting from the plan.

Other long-term benefits

When signing corporate agreements, the Group also grants its personnel other long-term benefits during employment such as bonuses and free holidays at the holiday residence portfolio managed by the Group; they are given to employees according to their years of service. These benefits are also the subject of provisions that are determined by using an actuarial calculation comparable to that used for retirement provisions. Where necessary, the actuarial differences that are revealed in the year are amortised immediately in the year in which they are reported.

Past service cost

The modification or introduction of a new benefits plan after employment has ceased, or other long-term benefits may increase the present value of the obligation reflecting the benefits defined for services rendered during previous years and called "past service costs". Past service costs are expensed using the straight-line method over the average period remaining until the corresponding rights become vested. The rights acquired when the plan is adopted or modified are immediately recognised in expenses for the financial year.

The expense representing the change in net commitments for retirement and other post-employment benefits is recognised in profit or loss from ordinary operations or in other financial income and expenses according to the nature of the underlying items. The effect of the reversal of the discounting of the retirement benefit obligation, net of expected return of plan assets, is reported under "Other financial income and expenses".

The portion at more than one year of the "Provisions for retirement and other post-employment benefits" is classified as non-current provisions and the portion at less than one year as current provisions. This current portion reflects the payments that the Group estimates it will have to make in the 12 months following the reporting date.

1.24 - Loans and other borrowings

Financial liabilities

All loans are initially recorded at the cost which reflects the fair value of the amount received net of the costs for setting up the loan. Thereafter, these loans are recorded at amortised cost using the effective interest rate method and the difference between the cost and the repayment amount is recognised in profit (loss) over the term of the loans.

The effective interest rate is the rate used to obtain the carrying amount of a loan at the outset by discounting the future cash payments and receipts over the life of the loan. The carrying amount of the loan at the outset includes the transaction costs and any associated premiums.

If the future interest expense is hedged, the financial liabilities whose cash flows are hedged continue to be measured at amortised cost, the change in value of the effective portion of the hedging instrument being recognised in other comprehensive income (loss).

In the absence of any hedging relationship, or for the ineffective portion of the hedging instrument, the changes in value of the derivative instruments are recorded in net financial income.

Convertible bonds

Convertible bonds are financial instruments which comprise two components:

- a liability component recorded under liabilities;
- an equity component recorded under shareholders' equity.

The liability component equals the discounted amount of the bond coupons payable at a yield similar to that of a regular bond that would have been issued at the same time as the convertible bond. The difference between the liability component and the nominal amount of the convertible bond at the time of issue represents the value of the equity component, which is recorded in equity. The difference between the financial expenses recognised and the actual payments is added at each reporting date to the liability component so that, at maturity, the amount due in the event of non-conversion equals the liability balance.

1.25 - Derivative financial instruments

Amounts due to credit institutions offering variable interest rates, the Pierre & Vacances-Center Parcs Group hedges its future interest expense by using derivative financial instruments such as interest rate swaps. The Group's policy is to reduce its exposure to interest rate fluctuations.

These risks are managed centrally, allowing the Group to define the main hedging guidelines. The positions are traded over the counter with first class banking counter parties.

Hedge accounting applies if:

- the hedging relationship is clearly documented at the date it is implemented; and
- the effectiveness of the hedging relationship is demonstrated prospectively and retrospectively at each reporting date.

Derivative financial instruments are reported in the statement of financial position at their fair value. The market value is established on the basis of market data and is confirmed by stock market prices provided by financial institutions.

The changes in the fair value of the instruments acquired to hedge certain liabilities are recognised directly in other comprehensive income (loss) for the effective portion of the hedge and, in the absence of a hedging relationship or for the ineffective portion of the hedge, the changes in the value of the derivative financial instruments are reported in net financial income.

1.26 – Deferred tax

All temporary differences existing at the reporting date between the carrying amounts of the asset and liability items and the amounts of those same items for tax purposes are recorded as deferred taxes and calculated using the liability method. Deferred taxes on temporary differences and losses carried forward are calculated at approved and quasi-adopted rates that will apply on the probable date of reversal of the differences concerned, if these are fixed, or, failing this, at tax rates approved at the reporting date. The effects of tax rate changes are recorded in profit (loss) for the year during which the rate change is made.

Deferred tax benefits arising from tax losses that can be carried forward are not reported as deferred tax assets unless there is a high likelihood that they will be used within a reasonable period of time.

The tax expense is recognised in profit (loss) except for tax relating to items recognised in other comprehensive income or loss that is recorded directly in other comprehensive income or loss.

Deferred tax assets and liabilities, irrespective of their due date, are not discounted and are offset when they relate to a single tax entity.

1.27 – Deferred income

Deferred income is income that is received or recorded before the underlying services have been performed or the underlying goods have been delivered.

This line item mainly includes:

- sales signed in the presence of a notary for property not yet delivered, for the proportion exceeding the revenue calculated by the percentage of completion method;
- "support funds". Specifically, the "Financial ownership" and "Ownership & Holidays" sales programmes involve the sale of property to owners, accompanied by the Group undertaking to pay an annual rent proportional to the sale price of the property. When the rent commitments are greater than market rates at the time of the sale, the excess rent, called "support funds" is recognised as a reduction in the selling price of the property. In this way, the excess portion of the property development margin is recorded in deferred income and, after the property is delivered, is recognised in profit or loss using a straight-line method over the lease term.

1.28 – Revenue

Consolidated revenue comprises:

- **Tourism:** the pre-tax value of holidays and related income earned during the financial year and fees due as part of its marketing activity. For residences run under management agreements, only management fees invoiced to the customer are included in revenue. Revenue for the part of Center Parcs' catering and food trade business, which is outsourced, includes royalties from the service providers;
- **Property development:**
  - property sales generated by the property development business and recognised according to the percentage of completion method (see Note 1.29 – Revenue recognition method – Property development) less, on the date the apartments are delivered, the "support funds" (see Note 1.27 – Deferred income). The amount is initially recorded in deferred income and then gradually recognised in revenue using the straight-line method over the term of the lease,
  - project management fees billed as the work progresses to property development programmes,
  - marketing fees.

All revenue is valued at the fair value of the consideration received or to be received, net of rebates, discounts and allowances, VAT and other taxes. Services are recognised when rendered.

1.29 – Revenue recognition method – Property development

Our property development business is mainly based on off-plan sales contracts (VEFA) through which the seller immediately transfers the land rights to the buyer, as well as ownership of the existing buildings. Future construction works become the property of the buyer as and when the work is completed. The costs incurred or future costs and the income from ordinary activities can be reliably measured.

In this case, the buyer has very limited influence over the design of the property.

Accordingly, the risks and advantages corresponding to the ownership of the work in progress are transferred as the work is completed; revenue and margins on property development programmes are reported using the percentage of completion method. In order to apply the percentage of completion method, the Group has defined the rate of completion by multiplying the percentage of construction progress, i.e. the cost of the work completed in relation to the cost of the work budgeted, by the percentage of revenue from property sales signed at a notary's office.

For ongoing programmes that are not yet delivered, when the situation on completion is a loss, a provision for losses on completion, taking account of the most likely assumptions, is immediately reported.

1.30 – Employee expenses

Employee expenses include all the payments and commitments made by the Group, including employee profit-sharing and the expenses associated with share-based payments.

They also include the Competitiveness and Jobs Tax Credit introduced by the 3rd amended finance act for 2012, effective from 1st January 2013. This measure introduces a 4% tax credit calculated per calendar year on remuneration below or equal to 2.5 times the minimum wage paid from 1st January 2013; this will be increased to 6% from 1st January 2014. Accrued income is recognised for corresponding remuneration expenses commitment less employee expenses.

1.31 – Other operating income and expenses

Other operating income and expenses are reported in accordance with the AMF guidelines. They only include unusual, irregular and infrequent events. This includes gains and losses on disposals of non-current assets, impairment losses of property, plant and equipment, and intangible assets, restructuring expenses and expenses related to legal proceedings, which are material to the Group and affect the comparability of the operating profit (loss) from ordinary activities from one reporting period to another.

1.32 – Income tax

Income tax expense or benefit includes both current tax, the corporate value-added tax (*cotisation sur la valeur ajoutée des entreprises* or CVAE) and deferred tax resulting from temporary differences and consolidation adjustments, where justified by the tax position of the Group's companies.

France's 2010 budget, approved in December 2009, introduced a regional economic tax (*contribution économique territoriale* or CET) to replace business tax (*taxe professionnelle* or TP). The CET has two components: the corporate real estate tax (*contribution foncière des entreprises* or CFE) and the corporate value-added tax (CVAE). The CFE, the extent of which depends on the rental value of property liable for real estate tax, is very similar to business tax and can hence be likened to an operating expense for accounting purposes. The CVAE is based on the added value shown in the parent company financial statements and has a number of characteristics similar to income tax with respect to IAS 12.

Following the advice of the French National Accounting Board (*Conseil National de la Comptabilité*) issued on 14 January 2010, the Group decided to treat the CVAE as an income tax expense.

1.33 – Earnings per share

Earnings per share are calculated by dividing profit (loss) attributable to the owners of the Company by the weighted average number of shares outstanding during the financial year, less the Pierre & Vacances treasury shares recorded as a reduction in equity. The average number of shares outstanding during the financial year is the number of ordinary shares outstanding at the beginning of the financial year, adjusted by the number of ordinary shares repurchased or issued during the year.

To calculate diluted earnings, profit (loss) for the year attributable to the owners of the Company and the weighted average number of shares are adjusted to take account of the maximum impact of the conversion of dilutive instruments into ordinary shares. The impact of any possible future share issue including those resulting from the conversion of instruments that give deferred access to the share capital of the parent company is therefore factored into the calculation of earnings per share.

The negative impact linked to the existence of instruments with an equity component is calculated by taking into account all dilutive instruments issued, whatever their maturity and regardless of the probability of conversion to ordinary shares, excluding instruments with a relutive effect.

For the years disclosed, the existing relutive instruments include share options and bonus share grants. The accretive effects of share options are calculated according to the "share buyback" method by which the funds that will be collected when the option is exercised or the vested shares are purchased are considered to be assigned primarily to repurchasing Pierre & Vacances shares at the market price.

NOTE 2 Scope of consolidation and significant events for 2012/2013

2.1 – Main changes in the scope of consolidation and the scope of operations

Main changes in the scope of consolidation and scope of operations for the 2012/2013 financial year

Exercise of the purchase option granted as part of the acquisition of Les Senioriales Group

On 6 December 2012, the Pierre & Vacances Group purchased a 4.97% non-controlling interest in Les Senioriales business segment for €2,198,000.

During the acquisition of Les Senioriales Group in 2007, a purchase option was granted to its manager, resulting in the recognition of a liability of €1,100,000.

The surplus corresponding to the difference between the actual payment and the amount anticipated at the time of the acquisition resulted in the recognition of additional goodwill totalling €1,098,000.

Disposal of our share in Société de Développement de Résidences Touristiques

On 18 March 2013, Pierre & Vacances Maroc sold its 15% share in Société de Développement de Résidences Touristiques to its Moroccan partner, Caisse de Dépôt et de Gestion, for the sum of €22.4 million Moroccan Dirhams, or approximately €2 million.

This sale generated a capital gain of €226,000.

On the same day, Pierre & Vacances Maroc also sold half of its share in SDRT-Immo for the sum of 75,000 Moroccan Dirhams, or approximately €7,000. Following this partial disposal, the Group has only a 25% interest in the company, which is now consolidated using the equity method (previously it had been proportionally consolidated).

Takeover of Entwichlungsgesellschaft Ferienhauspark Bostalsee

On 26 September 2013, Pierre et Vacances SA increased its share in the German company Center Parcs Entwichlungsgesellschaft Ferienhauspark Bostalsee (EFB) from 19.90% to 90%.

This company is responsible for marketing the 500 cottages built as part of the development of the new Bostalsee Center Parcs in Germany to individual investors.

On the date this entity entered the consolidation scope, it had a net positive impact of €3,300,000 on the Group's net cash. At that time it presented a bank debt of €36,360,000, property inventory of €51,506,000 and residual working capital requirements of -€17,366,000.

This acquisition resulted in the recognition of badwill to the sum of €840,000, which was immediately recorded in income.

The EFB company is now fully consolidated.

The Group continued its policy of rationalising and simplifying operating and legal organisations by creating new companies or making internal changes of scope (mergers and liquidations of companies through asset mergers).

Main changes in the scope of consolidation and scope of operations for the 2011/2012 financial year

Disposals

On 12 April 2012, the Group sold the business goodwill of the Latitudes hotel in Valescure, which generated a gain of €527,000. This disposal completed the Group's withdrawal from the hotel business.

On 11 June 2012, the Pierre & Vacances-Center Parcs Group sold its shareholdings in Cala Rossa (a company that operated a village in Sardinia) to the Sogepi Group for a net amount of €1,921,000. This sale resulted in a gain of €21,000 after the completion of works whose costs, amounting to €587,000, were borne by the Group. These items were reported in "Other operating income and expenses".

2.2 - Highlights for 2012/2013

Governance

Executive Management of the Pierre & Vacances-Center Parcs Group

On 2 January 2013, Françoise Gri joined the Pierre & Vacances-Center Parcs Group as Chief Executive Officer.

Françoise Gri has spent most of her working life at the IBM group and was appointed as the Group's Chairman and Chief Executive Officer in France in 2001. At IBM she was, in particular, instrumental in transforming the business from selling hardware to providing services, with the company becoming a leader in technological integration in France.

In 2007, she became Chairman of Manpower and led the interim giant's "overhaul", turning it into a group specialising in workforce solutions. After this mission to transform the company had been successfully completed, Françoise Gri became Chairman of ManpowerGroup France and Southern Europe in 2011.

Françoise Gri is a member of the Economic, Social and Environmental Committee (CESE). She sits on the MEDEF Ethics and Employment Committees. She is also a member of the Board of Directors of Edenred and of Crédit Agricole.

Executive Management of the Tourism business

On 15 April 2013, James Mennekens, Chief Executive Officer of Tourism, left the Group. The following now report directly to Françoise Gri:

- the Group's Tourism Sales Department;
- The Executive Management of the Pierre & Vacances and Center Parcs Europe Tourism Divisions (the Business Lines).

Operational departments

To support and lead the transformations required for the Group's strategy, two new departments were created:

- the Operational Innovation and Information Systems Department, charged with transforming the Group's operating processes and methods and responsible for IT systems performance;
- the Group Strategic Marketing Department, responsible for brand strategies, customer satisfaction, online reputation and external communications strategy.

These two departments are jointly responsible for defining and implementing the Group's digital strategy.

Cost reduction plan

The process of streamlining the Group's organisation and the associated Job Protection Plan resulted in the departure of 195 people in France and Europe, the vast majority of which departures were voluntary. The cost savings made during the financial year were in line with the plan announced.

The restructuring costs generated over the year are included in Other operating expenses detailed in Note 33.

Business partnership agreement

On 8 July, 2013, the Pierre & Vacances-Center Parcs and TUI France groups announced the signature of a partnership agreement covering:

- the marketing of Pierre & Vacances holiday villages and, for the first time, Center Parcs France villages *via* the TUI France distribution network;
- the strengthening of the existing Pierre & Vacances offering in the French West Indies under the brand names Nouvelles Frontières and Passion des îles;
- the creation of a special relationship with the Corsair International airline.

The goal for the Pierre & Vacances-Center Parcs Group is to increase the distribution of the Center Parcs brand in France and optimise the marketing performance of the Pierre & Vacances villages clubs in the French West Indies and Metropolitan France *via* the TUI network.

Development of the tourism offering

Development of city residences

During the financial year, four new Adagio Access residences (Brussels, Nice, Vanves and Paris) and two Adagio residences (Cologne and Liverpool, the brand's first aparthotel in the UK) opened their doors.

Center Parcs development projects

Opening of the Center Parcs village in Bostalsee (Germany)

On 29 June 2013, the Group opened the 5th Center Parcs in Germany: Park Bostalsee, in the Saar region. The village, which covers 90 hectares, has 500 cottages.

Center Parcs projects in the French regions of Vienne and Isère

Center Parcs village in the Vienne region (France)

The 2012/2013 financial year saw:

- the off-plan sales agreement for sporting and leisure facilities signed on 15 May with a semi-public company, majority owned by the Vienne département, the Poitou-Charentes region and the Caisse des Dépôts et Consignations;
- the start of the work;
- the final agreement signed for the block sale of cottages to institutional investors for €156.9 million, inclusive of tax, bringing the property commercialisation rate to 65% (including the reservations from private investors).

Opening to the public is scheduled for spring 2015.

The Isère region

The appeals submitted by the association opposed to the project resulted in our permits being confirmed (forest clearing and building permit) by the Council of State. The permit applications under: the French "water act" and "protected species" were submitted in July 2013. Given the investigation time necessary for these projects and due to the public inquiries which cannot take place during electoral periods, these permits are expected to be issued in summer 2014.

Project development – Villages Nature

Villages Nature is a new Europe-wide sustainable tourism project based on a quest for harmony between man and nature, in partnership with Euro Disney SCA. It is scheduled to be opened to the public in 2016 (Phase 1A).

2013 saw the application and granting of a new series of building permits for Phase 1A and the issuing of the final administrative authorisations necessary to implement the project. Villages Nature also saw several decisive stages in laying the groundwork for its construction, including the finalisation of the detailed design of outdoor and indoor spaces, the start-up, during summer 2013, of the preliminary work on the site, as well as the completion of the first archaeological diagnostics at the initiative of the French state.

Morocco development project

On 10 December 2012, the Group signed a strategic partnership agreement with the Caisse de Dépôt et de Gestion in Morocco: in addition to the resort being built in Marrakesh (480 holiday apartments and homes and 540 residential apartments and homes), the two groups decided to extend the scope of their partnership to the resorts of Taghazout and Saïdia.

- The Caisse de Dépôt et de Gestion is financing and managing these projects.
- The Pierre & Vacances-Center Parcs Group will ensure the management of the tourist resorts and holiday residences.

Sale of tourism offer

Sale of the Maeva village in the Camargue (France)

On 31 May 2013, the Group sold the goodwill of the Maeva village in the Camargue to the Compagnie de Tourisme Camarguaise, as well as the property assets that Pierre & Vacances held on this site, because this tourism offering did not fit the Pierre & Vacances portfolio. However, the Group remained responsible for marketing this tourist resort until mid-November 2013.

Withdrawal of residences after expiry of leases

During the 2012/2013 financial year, the Group withdrew from loss-making residences upon expiry of the leases; these residences included Maeva Les Coches, the Pierre & Vacances Les Houches residence, Rome Garden and Rome Dehon in Italy and four Adagio Access/ex-Citéa residences/residential complexes (Nantes le Sextant, Aix La Bastide; Lyon Marcy and Prevessins).

Partnership to manage catering and food retailing operations in the Center Parcs villages: amendments to the contracts

The contracts signed in 2010 to define, for an initial term of ten years, the conditions and remuneration in relation to the outsourcing of catering and food retailing operations in the Center Parcs villages to Elior (for villages located in France and Germany) and Albron (for villages in the Netherlands and Belgium), provide for the possibility that the parties amend the terms, so as to benefit from the operational experience gained in the first two years of operation. Accordingly, during the financial year 2012/2013, amendments to the initial agreements were made so that Elior and Albron could gain better control of their offerings, their operational business and their investments, and achieve a better financial balance.

Furthermore, during the 2012/2013 financial year, the Pierre & Vacances-Center Parcs Group entered into a usage and operating sub-licence contract for the Center Parcs brand with its partner Elior. This transaction allows this supplier to promote and market its food offerings within Center Parcs villages in France and Germany by using the Center Parcs brand as a promotional tool, and also to improve its positioning in the leisure industry by being linked to a well-known brand.

The net effect of all of these transactions on the operating profit (loss) for the 2012/2013 financial year is positive and amounts to around €4 million.

2.3 – Main consolidated entities

Legal form	Company	Consolidation method [1]	% interest at 30/09/2013	% interest at 30/09/2012
Holding Companies				
SA	Pierre & Vacances	Parent company	100.00%	100.00%
SNC	Pierre & Vacances FI	Full	100.00%	100.00%
EIG	PV-CP Services	Full	100.00%	100.00%
Tourism France				
SA	Pierre & Vacances Tourisme Europe	Full	100.00%	100.00%
Center Parcs				
SAS	SAS Center Parcs Holding Belgique	Full	100.00%	100.00%
PROPERTY DEVELOPMENT				
SAS	PV-CP Immobilier Holding SAS	Full	100.00%	100.00%
SE	Pierre & Vacances Immobilier Holding	N/A	-	100.00%
SAS	Pierre & Vacances Senioriales Programme Immobilier	Full	100.00%	100.00%
SARL	SARL Pierre & Vacances Transactions	Full	100.00%	100.00%
SAS	PV Prog Holding	Full	100.00%	100.00%
SE	Tourism Real Estate Property Holding	N/A	-	100.00%
SE	Tourism Real Estate Service Holding	N/A	-	100.00%
TOURISM BUSINESS				
Tourism France				
SARL	Clubhotel	Full	100.00%	100.00%
SA	Clubhotel Multivacances	Full	100.00%	100.00%
SARL	Club Univers de France	Full	99.00%	99.00%
SNC	Commerce Patrimoine Cap Estérel	Full	100.00%	100.00%
SA	Compagnie Hôtelière Pierre & Vacances	Full	100.00%	100.00%
SAS	Holding Rénovation Tourisme	Full	100.00%	100.00%
SNC	Le Christiana Loisirs	Full	100.00%	100.00%
SNC	NLD	Proportional	50.00%	50.00%
SAS	Orion	Full	100.00%	100.00%
SNC	Plagne Gémeaux Loisirs	Full	100.00%	100.00%
SAS	Pierre & Vacances Esterel Développement	Full	100.00%	100.00%
SA	PV-CP Distribution	Full	100.00%	100.00%
SAS	Pierre & Vacances Rénovation Tourisme	Full	100.00%	100.00%
SAS	PV-CP City	Full	100.00%	100.00%
SAS	PV-CP Holding Exploitation	Full	100.00%	100.00%
SAS	PV-CP Gestion Exploitation	Full	100.00%	100.00%
SAS	PV Résidences & Resorts France	Full	100.00%	100.00%

(1) Full: fully consolidated. Proportional: Proportionally consolidated. Equity: Equity-accounted. N/A: not applicable.

Legal form	Company	Consolidation method [1]	% interest at 30/09/2013	% interest at 30/09/2012
SAS	SET Pierre & Vacances Guadeloupe	Full	100.00%	100.00%
SAS	SET Pierre & Vacances Martinique	Full	100.00%	100.00%
SARL	SGRT	Full	100.00%	100.00%
SNC	SICE	Full	100.00%	100.00%
SARL	Société de Gestion des Mandats	Full	100.00%	100.00%
SNC	Société Hôtelière de l'Anse à la Barque Tourisme	Full	100.00%	100.00%
SA	Sogire	Full	100.00%	100.00%
Adagio				
SAS	Adagio	Proportional	50.00%	50.00%
SAS	Adagio Formations & Prestation de Services	Proportional	50.00%	-
Center Parcs				
SAS	Center Parcs Resorts France	Full	100.00%	100.00%
SNC	Domaine du Lac de l'Ailette village	Full	100.00%	100.00%
PROPERTY DEVELOPMENT				
Property development France				
SNC	Aix Centre Loisirs	Full	100.00%	100.00%
SNC	Avoriaz Équipements	Full	100.00%	100.00%
SNC	Avoriaz Maeva Loisirs	Full	100.00%	100.00%
SNC	Avoriaz Pierre & Vacances Loisirs	Full	100.00%	100.00%
SNC	Avoriaz Résidences MGM Loisirs	Full	100.00%	100.00%
SNC	Avoriaz Résidences MGM Loisirs II	Full	100.00%	100.00%
SNC	Biarritz Loisirs	Full	100.00%	100.00%
SNC	Belle Dune Village	Full	100.00%	100.00%
SNC	Bois de la Mothe Chandenier Cottages	Full	100.00%	100.00%
SNC	Bois de la Mothe Chandenier Équipements	Full	100.00%	100.00%
SNC	Bois de la Mothe Chandenier Foncière	Full	100.00%	100.00%
SNC	Bois Francs Rénovation	Full	100.00%	100.00%
SNC	Caen Meslin Loisirs	Proportional	40.00%	40.00%
SNC	Chamonix Loisirs	Full	100.00%	100.00%
SNC	Chaumont Cottages	Full	100.00%	100.00%
SNC	Chaumont Équipements	Full	100.00%	100.00%
SNC	Chaumont Foncière	Full	100.00%	100.00%
SNC	Colmar Loisirs	Full	100.00%	100.00%
SARL	Cobim	Full	100.00%	100.00%
SNC	Courseulles sur Mer Loisirs	Full	100.00%	100.00%
SNC	Danestal Tourisme Développement	Full	100.00%	100.00%
SNC	Dhuizon Loisirs	Full	100.00%	100.00%
SNC	Flaine Montsoleil Centre	Full	100.00%	100.00%
SNC	Flaine Montsoleil Extension	Full	100.00%	100.00%
SNC	Houlgate Loisirs	Full	100.00%	100.00%
SNC	Le Hameau de Pont Royal Loisirs	Full	100.00%	100.00%
SNC	Le Havre Loisirs	Full	100.00%	100.00%

(1) *Full: fully consolidated. Proportional: Proportionally consolidated. Equity: Equity-accounted. N/A: not applicable.*

1

Legal form	Company	Consolidation method (1)	**% interest at 30/09/2013**	% interest at 30/09/2012
SNC	Le Rouret Loisirs	Full	100.00%	100.00%
SCI	Les Senioriales Boulou	Full	100.00%	100.00%
SCI	Les Senioriales Charleval	Full	100.00%	100.00%
SCI	Les Senioriales d'Equemauville	Full	100.00%	100.00%
SCI	Les Senioriales de Bassan	Full	100.00%	100.00%
SCI	Les Senioriales de Bracieux	Full	100.00%	100.00%
SCI	Les Senioriales de Camargue – St Gilles	N/A	-	100.00%
SCI	Les Senioriales de Carcassonne – Villegly	N/A	-	100.00%
SCI	Les Senioriales de Cavillargues	Full	100.00%	100.00%
SCI	Les Senioriales de Cevennes – St Privat des Vieux	Full	100.00%	100.00%
SCI	Les Senioriales de Fargues Saint Hilaire	N/A	-	100.00%
SCI	Les Senioriales de Ferrals	N/A	-	100.00%
SCI	Les Senioriales de Gonfaron	Full	100.00%	100.00%
SCI	Les Senioriales d'Izon	Full	100.00%	100.00%
SCI	Les Senioriales de Jonquières	Full	100.00%	100.00%
SCI	Les Senioriales de Juvignac	Full	100.00%	100.00%
SCI	Les Senioriales de la Celle	Full	100.00%	100.00%
SCI	Les Senioriales de la Côte d'Azur – Grasse	Full	100.00%	100.00%
SCI	Les Senioriales de Lacanau	Full	100.00%	100.00%
SCI	Les Senioriales de Medis	Full	100.00%	-
SCI	Les Senioriales de Montagnac	Full	100.00%	100.00%
SCI	Les Senioriales de Montélimar	Full	100.00%	100.00%
SCI	Les Senioriales de Nandy	Full	100.00%	-
SCI	Les Senioriales de Paradou	Full	100.00%	100.00%
SCI	Les Senioriales de Pont Aven	Full	100.00%	100.00%
SCI	Les Senioriales de Pringy	Full	100.00%	100.00%
SCI	Les Senioriales de Rambouillet	Full	100.00%	100.00%
SCI	Les Senioriales de Ruoms	Full	100.00%	100.00%
SCI	Les Senioriales de Saint Gatien	Full	100.00%	100.00%
SCI	Les Senioriales de Salies du Salat	N/A	-	100.00%
SCI	Les Senioriales de Salles sur Mer	Full	100.00%	100.00%
SCI	Les Senioriales de Soulac	Full	100.00%	100.00%
SCI	Les Senioriales de St Omer	N/A	-	100.00%
SCI	Les Senioriales de Vias	Full	100.00%	-
SCI	Les Senioriales de Villereal	N/A	-	100.00%
SCI	Les Senioriales des Landes – Hinx	Full	100.00%	100.00%
SCI	Les Senioriales du Lombez	Full	100.00%	100.00%
SCI	Les Senioriales Rochefort du Gard	Full	100.00%	100.00%
SCI	Les Senioriales St Julien des Landes	Full	100.00%	100.00%
SCI	Les Senioriales de St Laurent de la Prée	Full	100.00%	100.00%
SCI	Les Senioriales en Ville d'Agde	Full	100.00%	100.00%
SCI	Les Senioriales en Ville de Bruges	Full	100.00%	100.00%

(1) Full: fully consolidated. Proportional: Proportionally consolidated. Equity: Equity-accounted. N/A: not applicable.

Legal form	Company	Consolidation method [1]	% interest at 30/09/2013	% interest at 30/09/2012
SCI	Les Senioriales en Ville Cenon	Full	100.00%	100.00%
SCI	Les Senioriales en Ville de Luce	Full	100.00%	100.00%
SCI	Les Senioriales en Ville de Marseille – St Loup	Full	100.00%	100.00%
SCI	Les Senioriales en Ville de Montélimar	Full	100.00%	100.00%
SCI	Les Senioriales en Ville de Perpignan	Full	100.00%	100.00%
SCI	Les Senioriales en Ville de Saint Avertin	Full	100.00%	100.00%
SCI	Les Senioriales en Ville d'Emerainville	Full	100.00%	100.00%
SCI	Les Senioriales en Ville Manosque	Full	100.00%	100.00%
SCI	Les Senioriales en Ville de Mions	Full	100.00%	100.00%
SCI	Les Senioriales en Ville Mulhouse	N/A	-	100.00%
SCI	Les Senioriales Teyran	Full	100.00%	100.00%
SAS	Les Villages Nature de Val d'Europe	Proportional	50.00%	50.00%
SCI	Montrouge Développement	Proportional	50.00%	50.00%
SNC	Nancy Loisirs	Full	100.00%	100.00%
SCCV	Nantes Russeil	Proportional	50.00%	50.00%
SARL	Peterhof II	Full	100.00%	100.00%
SA	Pierre & Vacances Conseil Immobilier	Full	100.00%	100.00%
SARL	Pierre & Vacances Courtage	Full	100.00%	100.00%
SA	Pierre & Vacances Développement	Full	100.00%	100.00%
SAS	Pierre & Vacances Senioriales Promotion et Commercialisation	Full	100.00%	100.00%
SAS	Pierre & Vacances Senioriales Exploitation	Full	100.00%	100.00%
SNC	Plagne Lauze Tourisme Développement	Full	100.00%	100.00%
SNC	Presqu'île de la Touques	Full	100.00%	100.00%
SNC	CP Centre Est	Full	100.00%	100.00%
SNC	St Cast Le Guildo Loisirs	Full	100.00%	100.00%
SAS	Tourisme et Rénovation	Full	100.00%	100.00%
SNC	Tréboul Tourisme Développement	Full	100.00%	100.00%
SNC	Villages Nature Hébergements	Proportional	50.00%	100.00%
SNC	SNC Villages Nature Hébergements II	Proportional	50.00%	-
SNC	SNC Villages Nature Équipements I	Proportional	50.00%	-
SNC	SNC Villages Nature Équipements II	Proportional	50.00%	-
SARL	Villages Nature Management	Proportional	50.00%	50.00%
Center Parcs				
SNC	Ailette Équipement	Full	100.00%	100.00%
SNC	Bois des Harcholins Foncière	Full	100.00%	100.00%
SNC	Bois des Harcholins Spa	Full	100.00%	100.00%
SNC	Bois des Harcholins Village	Full	100.00%	100.00%
SNC	Bois des Harcholins Village II	Full	100.00%	100.00%
SNC	Bois Francs Cottages	Full	100.00%	100.00%
SNC	Bois Francs Foncière	Full	100.00%	100.00%
SNC	Les Hauts de Bruyères Cottages	Full	100.00%	100.00%
SNC	Roybon Cottages	Full	100.00%	100.00%

(1) Full: fully consolidated. Proportional: Proportionally consolidated. Equity: Equity-accounted. N/A: not applicable.

Legal form	Company	Consolidation method (1)	% interest at 30/09/2013	% interest at 30/09/2012
SNC	Roybon Équipements	Full	100.00%	100.00%
OTHER				
SAS	Pierre & Vacances Investissement 24	Full	100.00%	100.00%
SAS	Pierre & Vacances Investissement 38	Full	100.00%	100.00%
SAS	Pierre & Vacances Marques	Full	100.00%	100.00%

(1) Full: fully consolidated. Proportional: Proportionally consolidated. Equity: Equity-accounted. N/A: not applicable.

Foreign companies

Legal form	Company	Country	Consolidation method (1)	% interest at 30/09/2013	% interest at 30/09/2012
HOLDING COMPANIES					
Center Parcs					
NV	Center Parcs Europe	The Netherlands	Full	100.00%	100.00%
GmbH	Center Parcs Deutschland Kunden-Center	Germany	Full	100.00%	100.00%
GmbH	Center Parcs Germany	Germany	Full	100.00%	100.00%
BV	Center Parcs Germany Holding	The Netherlands	Full	100.00%	100.00%
GmbH	Center Parcs Medebach Beteiligungs	Germany	Full	100.00%	100.00%
BV	Center Parcs NL Holding	The Netherlands	Full	100.00%	100.00%
BV	Center Parcs Participations	The Netherlands	Full	100.00%	100.00%
GmbH & Co.KG	Center Parcs Service	Germany	Full	100.00%	100.00%
BV	Center Parcs Sunparks	The Netherlands	Full	100.00%	100.00%
GmbH	Pierre & Vacances-Center Parcs Suisse	Switzerland	Full	100.00%	100.00%
BV	PVCP Support Services	The Netherlands	Full	100.00%	100.00%
TOURISM BUSINESS					
Center Parcs					
GmbH	Center Parcs Allgäu	Germany	Full	94.00%	94.00%
NV	Center Parcs België	Belgium	Full	100.00%	100.00%
GmbH	Center Parcs Bungalowpark Bispingen	Germany	Full	100.00%	100.00%
GmbH	Center Parcs Bungalowpark Bostalsee	Germany	Full	100.00%	100.00%
GmbH	Center Parcs Entwickelungsgesellschaft	Germany	Full	100.00%	100.00%
GmbH	Center Parcs Bungalowpark Heilbachsee	Germany	Full	100.00%	100.00%
GmbH	Center Parcs Bungalowpark Hochsauerland	Germany	Full	100.00%	100.00%
GmbH	Center Parcs Leisure Deutschland	Germany	Full	100.00%	100.00%
NV	Center Parcs Netherlands	The Netherlands	Full	100.00%	100.00%
NV	CP SP België	Belgium	Full	100.00%	100.00%
GmbH	Sunparks Bungalowpark Nordseeküste	Germany	Full	100.00%	100.00%
NV	Sunparks Groep	Belgium	Full	100.00%	100.00%
NV	Sunparks Vielsalm	Belgium	Full	100.00%	100.00%
NV	Sunparks Leisure	Belgium	Full	100.00%	100.00%
Adagio					
GmbH	Adagio Deutschland	Germany	Proportional	50.00%	50.00%
Ltd	Adagio Hotels UK	UK	Proportional	50.00%	50.00%
GmbH	New City Aparthotels Betriebs	Austria	Proportional	50.00%	50.00%

(1) Full: fully consolidated. Proportional: Proportionally consolidated. Equity: Equity-accounted. N/A: not applicable.

Legal form	Company	Country	Consolidation method [1]	% interest at 30/09/2013	% interest at 30/09/2012
SARL	New City Suisse	Switzerland	Proportional	50.00%	50.00%
SA	Pierre & Vacances Exploitation Belgique	Belgium	Full	100.00%	100.00%
Orion					
SA	Orion Exploitation Bruxelles Belliard	Belgium	Full	100.00%	100.00%
SL	SET Orion	Spain	Full	100.00%	100.00%
Other tourism					
Srl	Part House	Italy	Proportional	55.00%	55.00%
SPRL	Pierre & Vacances Belux	Belgium	N/A	-	100.00%
Srl	Pierre & Vacances Italia	Italy	Full	100.00%	100.00%
Ltd	Pierre & Vacances UK	UK	Full	100.00%	100.00%
SL	Pierre & Vacances Maeva Distribution España	Spain	Full	100.00%	100.00%
SL	SET Pierre & Vacances España	Spain	Full	100.00%	100.00%
SA	Société de développement de résidences touristiques	Morocco	N/A	-	15.00%
PROPERTY DEVELOPMENT					
SL	Bonavista de Bonmont	Spain	Full	100.00%	100.00%
SL	Nuit & Jour Projections	Spain	Proportional	50.00%	50.00%
SL	Pierre & Vacances Développement España	Spain	Full	100.00%	100.00%
SL	Pierre & Vacances Inversion Inmobiliaria	Spain	Full	100.00%	100.00%
Srl	Résidence City	Italy	Full	100.00%	100.00%
SA	SDRT Immo	Morocco	Equity	25.00%	49.87%
OTHER					
GmbH	Center Parcs Entwicklungsgesellschaft Ferienhauspark Bostalsee	Germany	Full	90.00%	19.90%
BV	Center Parcs Netherlands 2	The Netherlands	Full	100.00%	100.00%
BV	Multi Resorts Holding	The Netherlands	Full	100.00%	100.00%
BV	Pierre & Vacances Group Trademarks	The Netherlands	Full	100.00%	100.00%
BV	Pierre & Vacances Group Trademarks Management	The Netherlands	Full	100.00%	100.00%
SAS	Pierre & Vacances Maroc	Morocco	Full	100.00%	100.00%

(1) Full: fully consolidated. Proportional: Proportionally consolidated. Equity: Equity-accounted. N/A: not applicable.

Segment information

Based on the internal organisation of the Group described in the 2010/2011 annual report, the segment information shows the tourism business and the property development business. This breakdown reflects the operational organisation of the Group in terms of management and control of operations.

The Group develops its activities through two complementary business lines:

- the property development segment, which aims to increase the holiday destinations available and adapt the existing residences and villages to suit changes in customer requirements. This segment includes the construction activities and the marketing to individual investors of hotel rooms, apartments and new or renovated houses. The property development programmes currently available are mainly located in France and Spain. This segment also includes the development of the Les Senioriales, specialising in building and marketing residences in France and aimed at a customer base of active seniors. The full ownership of the houses is sold without any operating commitment on the part of the Group;
- the tourism segment called "Tourisme Europe", which includes the operation of residences and villages marketed under the Pierre & Vacances, Maeva, Adagio, Center Parcs and Sunparks brands, located in Europe, mainly France, the Netherlands, Germany, Belgium and Spain.

Within each business segment, there is a country-based organisation that runs the activities from day-to-day. Revenue and total non-current assets in France, where the registered office of the parent company is located, amounted to €897,550,000 and €496,037,000, respectively.

Inter-segment revenue is generated under normal market conditions. No single customer represents a significant share of the revenue of the Pierre & Vacances-Center Parcs Group.

The unassigned assets include long-term investments, other assets of a financial nature, current and deferred tax receivables and non-current assets.

The unassigned liabilities include bank borrowings and current and deferred tax payables.

NOTE 3 Operating segment information

(in € thousands)	2012/2013 Tourism business	Property development	Unassigned	Total
Revenue	1,148,595	171,229	-	1,319,824
Intra-business group revenue	-11,593	-1,538	-	-13,131
External revenue	**1,137,002**	**169,691**	**0**	**1,306,693**
Operating profit (loss) from ordinary activities	**-12,391**	**14,945**	**-**	**2,554**
Other operating income and expenses	-32,875	-970	-	-33,845
Operating profit (loss)	**-45,266**	**13,975**	**0**	**-31,291**
Depreciation and amortisation	**-47,756**	**-208**	**-**	**-47,964**
Impairment losses net of write-backs	-565	-	-	-565
Property, plant and equipment, and intangible assets	**22,226**	**326**	**3,651**	**26,203**
Non-current assets	567,710	23,861	109,883	701,454
Current assets	302,228	552,905	83,028	938,161
Total assets	**869,938**	**576,766**	**192,911**	**1,639,615**
Non-current liabilities	17,093	902	257,629	275,624
Current liabilities	493,605	332,074	134,366	960,045
Total liabilities excluding equity	**510,698**	**332,976**	**391,995**	**1,235,669**

(in € thousands)	2011/2012 Tourism business	Property development	Unassigned	Total
Revenue	1,116,848	313,118	-	1,429,966
Intra-business group revenue	-9,318	-1,574	-	-10,892
External revenue	**1,107,530**	**311,544**	**0**	**1,419,074**
Operating profit (loss) from ordinary activities	**-18,418**	**11,464**	**-**	**-6,954**
Other operating income and expenses	-4,237	-2,302	-	-6,539
Operating profit (loss)	**-22,655**	**9,162**	**0**	**-13,493**
Depreciation and amortisation	**-47,056**	**-201**	**-**	**-47,257**
Impairment losses net of write-backs	-304	-	-	-304
Property, plant and equipment, and intangible assets	**49,197**	**435**	**3,222**	**52,854**
Non-current assets	598,077	22,475	107,854	728,406
Current assets	306,964	373,225	166,881	847,070
Total assets	**905,041**	**395,700**	**276,579**	**1,577,320**
Non-current liabilities	22,929	723	285,488	309,140
Current liabilities	518,189	209,917	89,851	817,957
Total liabilities excluding equity	**541,118**	**210,640**	**375,339**	**1,127,097**

Analysis of main statement of financial position items

NOTE 4 Goodwill

(in € thousands)	30/09/2013	30/09/2012
Gross amount	179,058	177,962
Accumulated impairment losses	-22,689	-22,689
NET AMOUNT	**156,369**	**155,273**

Goodwill was automatically tested for impairment loss at 30 September 2013, according to the procedures described in Notes 1.11 and 6. The tests carried out did not reveal the need to recognise any impairment losses for financial year 2012/2013. The same applied at 30 September 2012.

Net amount at reporting date

(in € thousands)	30/09/2013	30/09/2012
Tourisme Europe	135,644	135,646
Les Senioriales	18,926	17,828
Pierre & Vacances Développement	1,463	1,463
Pierre & Vacances Développement España	336	336
TOTAL NET AMOUNT	**156,369**	**155,273**

Goodwill increased by €1,096,000 in financial year 2012/2013, mainly following the settlement of transactions relating to the cash generating unit *Les Senioriales* (see Note 2 "Scope of consolidation and significant events for 2012/2013").

NOTE 5 Intangible assets

(in € thousands)	Brand names	Other intangible assets	Total intangible assets
At 30 September 2011			
Gross amount	105,877	35,331	141,208
Accumulated depreciation, amortisation and impairment losses	-3,734	-23,125	-26,859
NET AMOUNT	**102,143**	**12,206**	**114,349**
Changes			
Acquisitions	-	5,169	5,169
Net disposals and retirements	-	-485	-485
Business combinations	-	9	9
Depreciation	-	-2,677	-2,677
Impairment losses	-	-	-
Reclassifications	-	-158	-158
TOTAL CHANGES FOR THE YEAR	**-**	**1,858**	**1,858**
At 30 September 2012			
Gross amount	105,877	39,647	145,524
Accumulated depreciation, amortisation and impairment losses	-3,734	-25,583	-29,317
NET AMOUNT	**102,143**	**14,064**	**116,207**
Changes			
Acquisitions	-	5,274	5,274
Net disposals and retirements	-	-110	-110
Business combinations	-		-
Depreciation	-	-3,281	-3,281
Impairment losses	-		-
Reclassifications	-	4,810	4,810
TOTAL CHANGES FOR THE YEAR	**-**	**6,693**	**6,693**
At 30 September 2013			
Gross amount	105,877	48,014	153,891
Accumulated depreciation, amortisation and impairment losses	-3,734	-27,257	-30,991
NET AMOUNT	**102,143**	**20,757**	**122,900**

Intangible assets at 30 September 2013 consisted of:

- **the "Brand names"** item including €85,870,000 for the Center Parcs brand, €7,472,000 for the Pierre & Vacances brand, €3,279,000 for the Sunparks brand, €3,236,000 for the Maeva brand, €2,040,000 for the Les Senioriales brand, €114,000 for the Multivacances brand, €100,000 for the Adagio brand and €32,000 for the Ecolidays brand.

  According to the method described in the accounting policies and methods for intangible assets (Note 1.12 – Intangible assets), an impairment test was carried out at 30 September 2013 for each of the brand names on the statement of financial position. These tests did not lead the Group to recognise impairment losses on brand names for financial year 2012/2013;

- **"Other intangible assets"** for €20,757,000. The change is essentially due to:
  - €5,274,000 in acquisitions, including the implementation of a new CRM tool rolled out at Group level (€1,432,000) and the development of Internet sites for individual customers and owners (€1,940,000), as well as the acquisition of new goodwill for the Adagio France brand (€600,000),
  - €110,000 in various disposals,
  - €4,218,000 in finance leases.

NOTE 6 Impairment testing of goodwill and intangible assets with indefinite useful lives

Intangible assets with indefinite useful lives consist primarily of brand names and goodwill. These assets are not amortised. They are subject to impairment testing whenever there is an indication that they may be impaired and at least once a year at the reporting date, namely at 30 September of each year.

As indicated in Note 1.11 – Goodwill impairment tests and Note 1.12 – Intangible assets, and in the absence of a fair value less selling costs available at the reporting date, the recoverable value of the cash generating units (CGUs) is determined on the basis of their value in use.

The recoverable amount of each group of assets tested was therefore compared with its value in use, which is defined as being equal to the sum of the future net discounted cash flows.

Cash flows were based on five-year business plans prepared by the operating and finance managers of a CGU or CGU group whose main assumptions (average net selling prices, occupancy rates, inflation, etc.) were reviewed by the Group's Finance Department, according to the division's past performance and external macro-economic information in Europe. The assumptions used to estimate the value in use are based on forecast cash flows from operating activities, which are driven mainly by:

- change in revenue, which varies according to the offering, occupancy rates, average sales prices and the distribution strategy;
- the implementation of a new cost reduction plan;
- and finally, the lease renewal policy enabling the lowering of the rent expense.

With respect to property development activities, the assumptions used take into account projects already identified and data related to future projects. The latter are evaluated with caution; they relate to projects for which land has been identified and for which feasibility studies have already begun. Historically, these projects correspond to approximately ten developments per year, the average number of projects that this entity is capable of implementing in its current form.

Beyond this explicit projection period, cash flows are extrapolated by applying a perpetual growth rate which, using a conservative approach, was assumed to be slightly lower than the long-term growth rate of the countries in which the businesses operate. The main assumptions used to determine the terminal value are based on historical and prospective data. The latter are prepared by the operational departments concerned, namely the Sales Department, in relation to occupancy rate and marketing, Pricing and Revenue Management for average sales prices and finally Business Line for operating margins.

Lastly, the discount rate used in determining values in use justifying the carrying amount of the assets is based on the weighted average cost of the Group's capital. The latter is calculated from the rate of return on 10-year French government bonds and sectoral characteristics, primarily to assess the risk premium and the marginal borrowing cost.

Within each business segment, the CGU group used to assess the recoverable amount of the assets reflects the Group's activities in terms of financial reporting. Hence, the main CGUs of the Pierre & Vacances-Center Parcs Group, to which virtually all the goodwill and brand names on the statement of financial position relate, are:

- Tourism: the Tourisme Europe CGU which includes the operation of residences and villages in Europe and mainly in France, the Netherlands, Germany, Belgium and Spain;
- Property development: primarily Les Senioriales CGU which relates to the property development and marketing in France of residences targeting active seniors.

Analysis of the allocation of goodwill and brand names to the various CGUs thus identified at 30 September 2013 and 30 September 2012.

	30/09/2013			30/09/2012		
(in € thousands)	**Goodwill**	**Brand name**	**Total**	Goodwill	Brand name	Total
Tourisme Europe	135,644	100,103	235,747	135,646	100,103	235,749
Les Senioriales	18,926	2,040	20,966	17,828	2,040	19,868
Other CGU groups	1,799	-	1,799	1,799	-	1,799
TOTAL NET AMOUNT	**156,369**	**102,143**	**258,512**	**155,273**	**102,143**	**257,416**

The table below summarises the main assumptions used to estimate the value in use and the sensitivity of that recoverable value to changes in perpetual growth rate, discount rate and revenue indicators (such as occupancy rate and average selling prices) of the main CGUs and CGU groups that represent the majority of the goodwill and intangible assets with indefinite useful lives:

	Tourisme Europe
Perpetual growth rate	**1.5%** (the same as at 30 September 2012)
Discount rate used	**9.5%** (the same as at 30 September 2012)
Sensitivity of the recoverable amount to the perpetual growth rate	A half-point increase and decrease in the perpetual growth rate has an impact of 5% to the perpetual growth rate and -5%, respectively, on the recoverable amount. Under no circumstances will this variation lead to the recognition of impairment.
Sensitivity of the recoverable amount to the discount rate	A one-point increase and decrease in the discount rate has an impact of -13% on the discount rate and +17%, respectively, on the recoverable amount. Under no circumstances will this variation lead to the recognition of impairment.
Sensitivity of the recoverable amount to the occupancy rate	A one-point increase and decrease in the occupancy rate has an impact of +12% on the occupancy rate and -12%, respectively, on the recoverable amount. Under no circumstances will this variation lead to the recognition of impairment.
Sensitivity of the recoverable amount to the average selling price	A one-point increase and decrease in the average selling price has an impact of +9% on the average selling price and -9%, respectively, on the recoverable amount. Under no circumstances will this variation lead to the recognition of impairment.
Sensitivity of the recoverable amount to the margin rate	A one-point increase and decrease in the margin rate has an impact of +10% on the margin rate and -10%, respectively, on the recoverable amount. Under no circumstances will this variation lead to the recognition of impairment.

At 30 September 2013, sensitivity testing to the key assumptions detailed above did not lead to the recognition of impairment, since the useful value of the CGUs remains higher than their carrying amount.

The amount of goodwill and tangible and intangible assets allocated to the Tourisme Europe business does not have to be impaired as long as the occupancy rate does not drop more than 2% or the average selling price more than 3%.

The same discount rate assumption was used for Les Senioriales. The sensitivity tests on the assumptions of perpetual growth rate and discount rate yielded results which were very close to those obtained for the Tourisme Europe business.

NOTE 7 Property, plant and equipment

(in € thousands)	Land	Buildings	Fixtures and fittings	Other property, plant and equipment, and assets in progress	Total property, plant and equipment
At 30 September 2011					
Gross amount	17,511	204,588	286,982	143,024	652,105
Accumulated depreciation, amortisation and impairment losses	-931	-57,568	-144,969	-96,976	-300,444
NET AMOUNT	**16,580**	**147,020**	**142,013**	**46,048**	**351,661**
Changes					
Acquisitions	2,676	14,909	19,112	10,989	47,686
Net disposals and retirements	-111	20	-155	-581	-827
Depreciation	-	-10,097	-23,683	-10,800	-44,580
Reclassifications	-220	10,001	-9,634	-835	-688
TOTAL CHANGES FOR THE YEAR	**2,345**	**14,833**	**-14,360**	**-1,227**	**1,591**
At 30 September 2012					
Gross amount	19,856	244,380	280,426	149,603	694,265
Accumulated depreciation, amortisation and impairment losses	-931	-82,527	-152,773	-104,782	-341,013
NET AMOUNT	**18,925**	**161,853**	**127,653**	**44,821**	**353,252**
Changes					
Acquisitions	75	1,690	3,573	15,591	20,929
Net disposals and retirements	-110	-712	6	-1,554	-2,370
Business combinations	9	140	23	-	172
Depreciation	-7	-7,028	-28,713	-10,071	-45,819
Reclassifications	-1,171	-4,516	10,828	-6,669	-1,529
TOTAL CHANGES FOR THE YEAR	**-1,204**	**-10,426**	**-14,283**	**-2,703**	**-28,616**
At 30 September 2013					
Gross amount	18,653	233,221	300,431	153,210	705,515
Accumulated depreciation, amortisation and impairment losses	-932	-81,794	-187,061	-111,092	-30,879
NET AMOUNT	**17,721**	**151,427**	**113,370**	**42,118**	**324,636**

Property, plant and equipment items, with a total net carrying amount of €324,636,000 at 30 September 2013, essentially include the assets used in the operations of:

- **the Center Parcs and Sunparks villages,** with a net amount of €232,047,000, mainly consisting of furniture and general fittings needed for operating the villages.

  The main changes for the year arose from:

  - investments of €10,424,000 for improving the product mix of all the Center Parcs villages, including €3,606,000 for the Belgian villages, €3,223,000 for the Dutch villages, €2,431,000 for the French villages and €1,148,000 for the German villages,
  - depreciation for the period of €30,063,000;

- **the Pierre & Vacances Tourisme Europe residences and villages,** for a net amount of €91,025,000. Property, plant and equipment mainly comprise general services, fittings and equipment needed for operating the sites.

During the financial year, the operating companies invested €10,042,000, notably to modernise existing sites and to open new sites.

Depreciation for the period stood at €15,344,000.

Investment subsidies are shown as a reduction in the value of the asset for which they were received. At 30 September 2013, the Pierre & Vacances-Center Parcs Group had not recorded any significant amounts for investment subsidies.

Finance leases:

At 30 September 2013, the net amount of "Property, plant and equipment" included €123,747,000 representing the restatement of tangible and intangible assets under finance leases, compared to €130,180,000 at 30 September 2012. The corresponding residual financial liability stood at €111,832,000 at 30 September 2013, compared to €115,906,000 at 30 September 2012 (see Note 20 – Financial liabilities).

At 30 September 2013, the line item "Finance leases" includes, in particular:

- the central facilities of the Domaine du Lac de l'Ailette for €123,637,000; the corresponding financial liability amounts to €109,561,000;
- the overhaul of the television sets in the residences operated by Pierre & Vacances Tourisme Europe for €110,000.

NOTE 8 Equity-accounted investments

(in € thousands)	30/09/2013	30/09/2012
Société de développement de résidences touristiques	-	1,788
SDRT – Immo	0	-
TOTAL	**0**	**1,788**

As part of its development in Morocco, the Pierre & Vacances-Center Parcs Group created, over the course of financial year 2008/2009, a tourism company in partnership with the company Madaef (a subsidiary of Caisse de Dépôt et de Gestion du Maroc). On 18 March 2013, Pierre & Vacances Maroc sold it its entire share in this company.

On the same day, Pierre & Vacances Maroc also sold half of its interest in SDRT-Immo. Following this partial disposal, the company is now only held at 25% and is therefore consolidated using the equity method. The value of these equity-accounted investments is zero at 30 September 2013.

NOTE 9 Other non-current financial assets

(in € thousands)	30/09/2013	30/09/2012
Gross accrued interest income	0	15
Impairment losses	-	-
Net accrued interest income	**0**	**15**
Gross loans and other financial assets	21,983	23,704
Impairment losses	-285	-276
Net loans and other financial assets	**21,698**	**23,428**
TOTAL	**21,698**	**23,443**

"Loans and other financial assets", whose net carrying amount at 30 September 2013 was €21,698,000, consist primarily of guarantee deposits paid to property owners in the amount of €17,880,000 and to lessors and suppliers in the amount of €3,489,000.

NOTE 10 Available-for-sale financial assets

(in € thousands)	30/09/2013	30/09/2012
Gross amount	**1,639**	**1,654**
Impairment losses	-	-
NET AMOUNT	**1,639**	**1,654**

"**Available-for-sale financial assets**" primarily represent the 10% equity interest held by Multi Resorts Holding BV for €1,552,000 in Gran Dorado Zandvoort BV, Gran Dorado Port Zélande BV and Medebach Park BV. On 18 July 2006, the Group was required to buy these shares when renegotiating the leases with the new owner of the land and buildings of these three Center Parcs villages.

The other "Available-for-sale financial assets" are equity interests in various companies for less than 20%, which therefore are not consolidated into the Pierre & Vacances-Center Parcs Group.

NOTE 11 Inventories and work in progress

(in € thousands)	30/09/2013	30/09/2012 Restated (*)
Work in progress	**192,221**	164,759
Finished goods	**72,901**	57,697
GROSS PROPERTY DEVELOPMENT PROGRAMMES	**265,122**	**222,456**
Impairment losses	**-1,952**	-1,388
NET PROPERTY DEVELOPMENT PROGRAMMES	**263,170**	**221,068**
Other inventories	**10,180**	9,859
TOTAL	**273,350**	**230,927**

(*) Restated for the retrospective corrections described in Note 1.3 of the notes to the consolidated financial statements, increasing the inventory by €18,829,000 compared to the amount published at 30 September 2012.

The net balance of inventories and work in progress increased by €42,423,000 during financial year 2012/2013, essentially due to the changes in scope during the year, detailed in Note 2.

Restated for these effects, the impact of change in inventory on net cash amounts to €1,580,000.

The breakdown of the contribution of each of the property development programmes to the gross amount of the inventories is shown in Note 12.

1

NOTE 12 Contribution of property development programmes to the gross amount of inventories

(in € thousands)	30/09/2012 inventories restated (*)	Change in scope	Total increases	Total reductions	30/09/2013 inventories
Bois de la Mothe Chandenier	22,802		42,185	-17,790	47,197
Roybon	26,903		3,116	-276	29,743
Manilva	29,539		0	-2,277	27,262
Center Parcs Bostalsee	0	51,506	0	-24,597	26,909
Bois Harcholins	21,052		4,616	-7,060	18,608
Villages Nature	10,078	-936	7,448	0	16,590
Avoriaz	10,574		21,265	-21,389	10,450
Center Parcs Allgäu	9,184		272	0	9,456
Presqu'île de La Touques	7,259		2,776	-1,583	8,452
Flaine Montsoleil Centre	7,129		8,676	-8,949	6,856
Pont Aven	1,779		7,633	-3,393	6,018
Hauts de Bruyères Cottages	12,801		510	-9,036	4,275
St Cast Le Guildo	3,907		275	-227	3,955
Juvignac	2,310		5,904	-4,602	3,613
En ville – Marseille	3,572		2,512	-2,587	3,497
St Laurent de la Prée	2,601		5,018	-4,256	3,363
Pringy	2,808		3,852	-3,720	2,939
Izon	734		3,854	-1,853	2,735
Charleval	898		3,562	-1,900	2,560
Bassan	2,339		5,658	-5,557	2,440
Ville d'Emerainville	902		1,108	0	2,010
Cavillargues	639		1,143	0	1,782
Bracieux	659		1,817	-718	1,758
La Celle	1,987		4,529	-4,922	1,594
Colmar Loisirs	673		878	3	1,554
En ville – Saint Avertin	749		4,054	- 3,3813	1,422
Nancy Loisirs	2,593		4,056	- 5,279	1,370
Ville de Mions	700		4,275	- 3,724	1,251
Boulou	609		476	0	1,085
Biarritz Loisirs	7,098		2,727	- 8,985	841
Soulac	1,914		39	- 1,187	766
Center Parcs France South-west	0		750	0	750
CP France Est	0		750	0	750
Rambouillet	2,349		23	-1,638	734
PV Senioriales Commercialisation	419		1,684	-1,377	726
Nandy	0		605	0	605
Ville Manosque	267		321	-3	585
St Julien des Landes	1,536		15	-989	562
Bois Francs	501		0	0	501
Other Property development programmes	20,593	-6,548	9,308	-15,795	7,558
SUBTOTAL PROPERTY DEVELOPMENT	**222,456**	**44,022**	**167,690**	**-169,046**	**265,122**

(*) Restated for the retrospective corrections described in Note 1.3 of the notes to the consolidated financial statements, increasing the inventory by €18,829,000 compared to the amount published at 30 September 2012.

The gross change in finished goods and work in progress related to property development programmes comprises:

- increases for the year arising essentially from:
  - acquisitions of land for new construction programmes totalling €6,936,000. This amount mainly concerns the land acquired under Les Senioriales programmes totalling €4,956,000, as well as the land for Domaine Center Parcs du Bois de la Mothe Chandenier totalling €1,946,000,
  - work done during the year on the new construction programmes thus creating an increase in gross inventory of €160,754,000.

    The main programmes concerned are Domaine Center Parcs du Bois de la Mothe Chandenier (€40,239,000), Avoriaz (€21,265,000), Flaine Montsoleil Centre (€8,676,000), Les Senioriales de Pont-Aven (€7,633,000), Villages Nature (€7,448,000), Les Senioriales de Juvignac (€5,904,000), Les Senioriales de Bassan (€5,658,000), Les Senioriales St Laurent de la Prée (€5,018,000), Les Senioriales La Celle (€4,529,000), Les Senioriales en Ville de Mions (€4,275,000), Nancy Loisirs (€4,056,000), Les Senioriales en ville – Saint-Avertin (€4,054,000);
- reductions, due to the sale of property, relating to recognition of deferred income from new construction or renovation programmes totalling €169,046,000.

These reductions are specifically recognised for the following programmes: the Center Parcs Bostalsee (-€24,597,000); Avoriaz (-€21,389,000); the Domaine Center Parcs du Bois de la Mothe Chandenier (-€17,790,000); the Domaine Center Parcs de Hauts de Bruyère (-€9,036,000), the residence in Biarritz (-€8,985,000), Flaine Montsoleil Centre (-€8,949,000), the extension of Domaine Center Parcs du Bois des Harcholins (-€7,060,000); Les Senioriales de Bassan (-€5,557,000), Nancy Loisirs (-€5,279,000); Les Senioriales de La Celle (-€4,922,000); Les Senioriales de Juvignac (-€4,602,000); Les Senioriales de Saint Laurent de la Prée (-€4,256,000).

Besides these changes, the gross amount of property programme inventories also includes:

- the Manilva programme, representing 204 apartments in Spain. The strong revival of their marketing in spring 2013, in the challenging economic environment, enabled the closing of 16 property deals at a price higher than the average cost of inventories. The sale of these apartments is expected to accelerate and take place over several financial years;
- the Center Parcs Roybon programme. The latter was the subject of a recourse action filed by an association opposing the project in September 2010. In June 2011, the municipal order authorising the building permit was cancelled by the Administrative Court of Grenoble on the grounds of a procedural error concerning the opinion of a body that should have been consulted. This ruling was overturned by the Administrative Court of Appeal of Lyon on 24 April 2012, which rejected all pleas against the local development plan of the city and the building permit. The association appealed to the French Council of State and the inadmissibility of the appeal was pronounced by the Council in January 2013. The permit is therefore definitive and the Group is preparing to implement this programme.

NOTE 13 Trade receivables

(in € thousands)	30/09/2013	30/09/2012
Property development	244,014	113,781
Tourism business	125,693	103,713
Services	2,313	2,505
GROSS TRADE RECEIVABLES	**372,020**	**219,999**
Property development	-1,006	-1,205
Tourism business	-11,212	-7,067
Services	-190	-43
IMPAIRMENT LOSSES	**-12,408**	**-8,315**
TOTAL	**359,612**	**211,684**

At 30 September 2013, the net value of trade receivables had increased by €147,928,000.

This variation is to a large part due to the property development business (€130,432,000). It mainly includes outstanding calls for funds for the marketing of the Vienne property development (Bois de la Mothe Chandenier) with 560 lots sold as block sales to institutional investors.

The Tourism business also contributed to the increase with €17,835,000 of net receivables.

1

NOTE 14 Other current assets

14.1 – Other current assets

(in € thousands)	30/09/2013	30/09/2012 Restated (*)
Advances and prepayments to suppliers	17,736	8,896
Pre-paid taxes and duties	115,811	106,580
Other receivables	53,065	89,356
GROSS AMOUNT	**186,612**	**204,832**
Impairment losses	-172	-172
NET OTHER RECEIVABLES	**186,440**	**204,660**
Pre-paid rent expense	20,011	19,873
Other pre-paid expenses	19,127	15,402
PRE-PAID EXPENSES	**39,138**	**35,275**
TOTAL OTHER CURRENT ASSETS	**225,578**	**239,935**

(*) Restated for the retrospective corrections described in Note 1.3 of the notes to the consolidated financial statements, which reduce the value of Other pre-paid expenses by €18,829,000 compared to the amount published at 30 September 2012.

The €14,357,000 reduction in "**Other current assets**" is essentially due to the Group's Tourism business. It reflects the reduction in operating receivables from companies in the SITI group (related parties) totalling €9,210,000, as well as the decrease in receivables linked to the reinvoicing of renovation work to individual owners (€5,690,000) as part of the lease renewals.

Furthermore, the Group has instigated proceedings challenging the decision in order to receive a refund from the Tax Authorities of the payments made in respect of VAT and CET. Based on detailed examination of the reasons for each of the refund requests, the Pierre & Vacances-Center Parcs Group, working closely with its tax advisers, does not anticipate any financial risk concerning the amount due for receivables recognised in this regard.

14.2 – Current financial assets

(in € thousands)	30/09/2013	30/09/2012
External current accounts	16,466	14,970
Loans under the "Ownership & Holidays" programme	8,859	10,106
TOTAL	**25,325**	**25,076**

"**Current financial assets**" mainly include the debit current accounts of joint ventures as well as several "Pierre & Vacances Properties" loans, €1,247,000 of which was reimbursed during financial year 2012/2103.

NOTE 15 Cash and cash equivalents

(in € thousands)	30/09/2013	30/09/2012
Cash	50,982	94,324
Cash equivalents (money market funds and deposits)	3,314	45,124
TOTAL	**54,296**	**139,448**

Analysis of cash equivalents by type:

(in € thousands)	30/09/2013 Fair value	30/09/2012 Fair value
Money market funds	3,314	25,124
Certificates of deposit	0	20,000
TOTAL	**3,314**	**45,124**

The Group invests, through first class banking institutions, in money market funds that comply with the AMF criteria listed in Note 1.19 – Cash and cash equivalents.

NOTE 16 Assets held for sale

(in € thousands)	30/09/2013	30/09/2012
Gross amount	0	1,844
TOTAL	**0**	**1,844**

At 30 September 2012, this item related solely to computer assets held for sale under the IT solutions and material outsourcing contract. The actual disposal occurred at the beginning of the financial year 2012/2013.

NOTE 17 Notes to the consolidated statement of cash flows

17.1 – Net cash flows relating to the acquisition and disposal of subsidiaries and business goodwill

Analysis of the net amount of cash relating to acquisitions and disposals of subsidiaries and business goodwill (the amount of investments or disposals net of available cash in the subsidiary on the date of the transactions) during the last two financial years, as presented on the consolidated statement of cash flows:

(in € thousands)	2012/2013	2011/2012
Acquisitions		
Goodwill – Adagio	-600	-
Acquisition of EFB ("Entwicklungsgesellschaft Ferienhaus Bostalsee")	3,300	-
SUBTOTAL ACQUISITIONS	**2,700**	**0**
Disposals		
SDRT (Morocco)	2,382	-
Business goodwill – Latitudes Valescure	0	650
Cala Rossa	0	1,921
SUBTOTAL DISPOSALS	**2,382**	**2,571**
TOTAL	**5,082**	**2,571**

- During 2012/2013, the goodwill of three Adagio businesses was acquired (Vanves, Paris and Nice) for a total of €600,000.
- The EFB transaction, detailed in Note 2.1 "Main changes in the scope of consolidation" corresponds to a net cash input of €3,300,000 in 2012/2013;
- The disposal of the Moroccan subsidiary "SDRT" corresponds to a net cash input of €2,382,000. The transaction is described in Note 2.1 – "Main changes in the scope of consolidation";
- Net cash inflows related to the disposal of business goodwill and the Italian subsidiary Cala Rossa totalled €2,571,000 in financial year 2011/2012. The transaction relating to Cala Rossa is described in Note 2.1 – Main changes in the scope of consolidation and the scope of operations.

17.2 – Net cash and cash equivalents

Breakdown of the cash and cash equivalents balance shown in the consolidated statement of cash flows:

(in € thousands)	30/09/2013	30/09/2012
Cash and cash equivalents	54,296	139,448
Bank credit balances	-32,784	-11,705
NET CASH AND CASH EQUIVALENTS	**21,512**	**127,743**

This net cash position includes €1,252,000 from the jointly controlled entities, including Adagio entities in the amount of €622,000.

NOTE 18 Group shareholders' equity

Issued capital and share premium

Pierre et Vacances SA did not carry out any capital increase through new share issues during the financial year 2012/2013.

Share capital at 30 September 2013 was €88,215,510, divided into 8,821,551 fully paid-up ordinary shares with a par value of €10 each. During the year ended 30 September 2013, the weighted average number of ordinary shares outstanding stood at 8,449,649.

Potential capital

Analysis of the potential capital and its movements during 2012/2013 and 2011/2012:

	2012/2013	2011/2012
Number of shares at 1st October	**8,821,551**	**8,821,551**
Number of shares issued during the year (prorata temporis)		
Pierre & Vacances share options exercised	-	-
Pierre & Vacances shares held by Pierre et Vacances SA and deducted from consolidated equity	-371,902	-227,212
Weighted average number of shares	**8,449,649**	**8,594,339**
Dilutive effect		
Pierre & Vacances share options granted	-	-
Pierre & Vacances bonus shares granted	78,866	-
Weighted average number of diluted shares	**8,528,515**	**8,594,339**

Treasury shares

During financial year 2012/2013, the Pierre & Vacances-Center Parcs Group repurchased its own shares for €107,000.

At 30 September 2013, the Group held 373,461 of its own shares for a total value of €11,509,000.

Dividends paid

The Shareholders' Combined Ordinary and Extraordinary Meeting of 28 February 2013 decided not to distribute any dividend.

NOTE 19 Impairment losses

(in € thousands)	30/09/2012	Additions	Reversals used	Reversals not used	Other changes	30/09/2013
Provisions for renovations	8,219	886	-3,882	-175	0	5,048
Provisions for retirement and other post-employment benefits	13,593	2,260	-1,053	-1,146	-8	13,647
Provisions for legal proceedings	3,334	777	-1,220	-642	-27	2,222
Other provisions	2,566	3,981	-2,304	-90	71	4,224
TOTAL	**27,712**	**7,904**	**-8,459**	**-2,053**	**37**	**25,141**
Non-current portion	*18,638*					*16,025*
Current portion	*9,074*					*9,116*

The provisions for renovations represent the Group's contractual commitments and maintenance policy for its leased property (see Note 1.22 – Provisions).

The €2,571,000 reduction in provisions is mainly due to reversals in provisions for renovations amounting to €3,171,000 net, for the most part following renovation costs incurred over the financial year.

(in € thousands)	30/09/2013	30/09/2012
Provisions for renovations	4,701	6,775
Provisions for retirement and other post-employment benefits	11,097	11,229
Provisions for legal proceedings	110	634
Other provisions	117	-
NON-CURRENT PROVISIONS	**16,025**	**18,638**
Provisions for renovations	347	1,444
Provisions for retirement and other post-employment benefits	2,550	2,364
Provisions for legal proceedings	2,112	2,700
Provisions for restructuring costs	3,987	2,264
Other provisions	120	302
CURRENT PROVISIONS	**9,116**	**9,074**
TOTAL	**25,141**	**27,712**

Provisions for legal proceedings

Provisions for legal proceedings amount to €2,222,000 in total, including €2,112,000 of current provisions and €110,000 of non-current provisions.

Each dispute is monitored and analysed by the Group's Legal Department which, occasionally with the help of external experts, assesses the potential cost on a case-by-case basis. A provision for the estimated cost of the risk is recognised in the financial statements of the various entities involved.

Breakdown of provisions for legal proceedings and their changes during the year:

(in € thousands)	Tourism	Property development	Individual employee disputes	Total
Balance at 30 September 2012	**800**	**1,018**	**1,516**	**3,334**
New legal proceedings	48	100	629	777
Reversals related to expenses for the financial year	-48	-504	-668	-1,220
Reversals not used	-52	-223	-367	-642
Reclassifications	-544	-	517	-27
BALANCE OF PROVISIONS AT 30 SEPTEMBER 2013	**204**	**391**	**1,627**	**2,222**

At 30 September 2013, no governmental, legal or arbitration procedure (including any proceedings known to the Group either pending or threatened) of any significant character, either individually or globally, affects the position or profitability of the Group.

Provisions for restructuring costs

Provisions for restructuring costs are broken down as follows:

(in € thousands)	2012/2013	2011/2012
Balance of provisions at beginning of the year	**2,264**	**746**
New restructuring costs	3,981	2,269
Reversals related to expenses for the financial year	-2,225	-1,307
Reversals not used	-104	-
Reclassifications	71	556
BALANCE OF PROVISIONS AT YEAR-END	**3,987**	**2,264**

Changes in provisions for restructuring costs are related to the reorganisation of the Group and primarily include termination benefits.

Provisions for retirement and other post-employment benefits

Provisions for retirement and other post-employment benefits, which are assessed by independent actuaries, are determined according to the Group's accounting principles and methods (see Note 1.23 – Provisions for retirement and other post-employment benefits). The obligations reported relate primarily to France and the Netherlands. The main actuarial assumptions used by country:

	30/09/2013		30/09/2012	
	France	The Netherlands	France	The Netherlands
Discount rate	3.00%	3.00%	3.00%	3.00%
Expected return on assets	NA	3.00%	NA	3.10%
Salary increase rate	2.00%	3.00%	2.00%	3.00%
Inflation rate	2.00%	2.00%	2.00%	2.00%

The assumptions for expected long-term return on assets and discount rates used for estimating the Group's obligations have been defined on the basis of recommendations from independent experts. The discount rate is determined by reference to a market rate based on category one European company obligations (Iboxx €).

Analysis of the amounts recognised on the statement of financial position at 30 September:

	30/09/2013			30/09/2012		
(in € thousands)	**Retirement plans**	**Other benefits**	**Total**	Retirement plans	Other benefits	Total
Discounted benefit obligation	88,154	5,639	93,793	83,835	5,621	89,456
Fair value of plan assets	70,879	-	70,879	69,433	-	69,433
Net amount of obligation	**17,275**	**5,639**	**22,914**	**14,402**	**5,621**	**20,023**
Unrecognised actuarial profit (losses)	-9,267	-	-9,267	-6,430	-	-6,430
NET LIABILITY RECOGNISED IN STATEMENT OF FINANCIAL POSITION	**8,008**	**5,639**	**13,647**	**7,972**	**5,621**	**13,593**

Change in provisions for retirement and other post-employment benefits:

	2012/2013			2011/2012		
(in € thousands)	**Retirement plans**	**Other benefits**	**Total**	Retirement plans	Other benefits	Total
Actuarial liability at 30 September	**7,972**	**5,621**	**13,593**	**7,900**	**4,930**	**12,830**
Current service cost	1,586	483	2,069	756	431	1,187
Interest cost	2,485	148	2,633	2,728	215	2,943
Return on plan assets	-2,168	-	-2,168	-2,364	-	-2,364
Contributions received and benefits paid	-1,969	-950	-2,919	-1,039	-610	-1,649
Recognised actuarial differences	94	337	431	-17	655	638
Services cancelled	-	-	0	-	-	0
Past service cost	8	-	8	8	-	8
Change in scope of consolidation	-	-	0	-	-	0
ACTUARIAL LIABILITY AT 30 SEPTEMBER	**8,008**	**5,639**	**13,647**	**7,972**	**5,621**	**13,593**

Breakdown of the change in the fair value of the assets held to cover the commitments:

(in € thousands)	**2012/2013**	2011/2012
Fair value of investments at 1st October	**69,433**	**49,431**
Expected return on plan assets	2,168	2,364
Employer contributions received	1,095	596
Contributions received from plan members	759	885
Benefits paid and expenses for the year	-1,683	-1,617
Estimated value of investments at 30 September	**71,772**	**51,659**
Fair value of investments at 30 September	**70,879**	**69,433**
Actuarial differences	-893	17,774
EFFECTIVE RETURN ON PLAN ASSETS FOR THE FINANCIAL YEAR	**1,275**	**20,138**

The changes in the actuarial liability and the fair value of investments over the last four years are presented below:

(in € thousands)	2012/2013	2011/2012	2010/2011	2009/2010	2008/2009
Actuarial liability	13,647	13,593	12,830	12,271	11,976
Fair value of investments	70,879	69,433	49,431	55,057	45,742

Sensitivity analysis of effective return on plan assets

The sensitivity of the effective return on plan assets for the year is as follows: a 0.5 point increase in the expected rate of return on assets would increase the effective return on plan assets by €361,000. Conversely, a 0.5 point decrease in the expected rate of return on assets would reduce the effective return on plan assets for the year by €361,000.

Analysis of the fair value of the assets held to cover the commitments, by asset category:

(in € thousands)	30/09/2013	30/09/2012
Cash	-	26
Shares	1,930	1,613
Fixed-income investments	6,659	5,159
Insurance	62,290	62,635
Total liabilities	-	-
FAIR VALUE	**70,879**	**69,433**

Sensitivity analysis of the discounted value of obligations

The sensitivity of the discounted value of the obligations is as follows: a 0.25 point increase in the discount rate would reduce the discounted obligation by €4,452,000. Conversely, a 0.25 point decrease in the discount rate would increase the discounted obligation by €4,785,000.

NOTE 20 Financial liabilities

Breakdown by type and operating segment

(in € thousands)	30/09/2013	30/09/2012
Long-term borrowings		
Amounts due to credit institutions	20,171	41,627
Tourism business	*20,171*	*41,627*
Outstanding bond issue	112,386	111,176
Tourism business	*112,386*	*111,176*
Bridging loans	7,332	8,058
Property development	*7,332*	*8,058*
Finance leases	110,811	111,657
Tourism business	*110,881*	*111,657*
Other financial liabilities	570	1,906
Tourism business	*516*	*752*
Property development	*54*	*1,154*
SUBTOTAL LONG-TERM BORROWINGS	**251,270**	**274,424**
of which Tourism	**243,884**	**265,212**
of which Property development	**7,386**	**9,212**
Short-term borrowings		
Amounts due to credit institutions	26,010	26,307
Tourism business	*24,505*	*22,888*
Property development	*1,505*	*3,419*
Bridging loans	21,750	0
Property development	*21,750*	*0*
Finance leases	5,238	4,249
Tourism business	*5,238*	*4,249*
Other financial liabilities	56	33
Property development	*56*	*33*
Bank credit balances	32,784	11,705
Tourism business	*30,981*	*11,286*
Property development	*1,803*	*419*
SUBTOTAL SHORT-TERM BORROWINGS	**85,838**	**42,294**
of which Tourism	**60,724**	**38,423**
of which Property development	**25,114**	**3,871**
TOTAL	**337,108**	**316,718**
of which Tourism	**304,608**	**303,635**
of which Property development	**32,500**	**13,083**

The €20,390,000 increase in financial liabilities in 2013 was mainly due to the €21,079,000 increase in bank credit balances.

The residual difference of -€689,000 consists of repayments of loans and other borrowings for €57,091,000, proceeds from new loans and borrowings for €16,743,000, as well as the inclusion of EFB into the scope of consolidation (+€36,360,000) and the change in payables linked to finance leases.

Bank borrowings and bridging loans at 30 September 2013 primarily included:

Tourism

- The principal amount outstanding (€40,000,000) on the corporate loan initially contracted for €100 million (annual repayments of €20,000,000).
- The €115,000,000 OCÉANE-type bond issued on 2 February 2011, maturing on 1st October 2015 and convertible at any time by the exchange of one new or existing share for each OCÉANE. These bonds have an annual coupon rate of 4.0%. At 30 September 2013, the liability component amounted to €112,386,000.

Property development

- Bridging loans totalling €29,082,000 put in place for property development programmes, of which:
  - €11,238,000 to finance the construction of Center Parcs Bostalsee;
  - €3,281,000 for the construction of Les Senioriales – Pringy;
  - €2,436,000 to finance the property development programme of Les Senioriales – Charleval;
  - €2,183,000 to finance the Flaine Montsoleil Centre property development programme;
  - €2,142,000 for the construction of Les Senioriales – Pont Aven;
  - €2,062,000 to finance the construction of Les Senioriales – Marseille.

During 2012/2013, the outstanding principal amount of loans relating to various property development programmes, in particular Les Seniorales and Center Parcs, was repaid (€30,549,000).

As part of the refinancing of the corporate loan (June 2010), the loan maturity was extended by five years, with the final payment scheduled for 28 June 2015 and a confirmed credit line for €100 million.

There was no drawdown against this credit line at 30 September 2013.

In addition, the Pierre & Vacances-Center Parcs Group has four other confirmed credit lines, which are broken down as follows:

- €5 million maturing in November 2015;
- €5 million maturing in September 2014;
- €15 million maturing in January 2014;
- €10 million.

There was no drawdown against any of these credit lines at 30 September 2013.

Analysis of the financial liabilities related to finance leases:

(in € thousands)	30/09/2013	30/09/2012
Domaine du Lac de l'Ailette village	109,561 (*)	111,330
PV CP Résidences Exploitation	2,271 (**)	4,576
PV SA	4,217 (***)	-
TOTAL	**116,049**	**115,906**

(*) The underlying net asset (€123,637,000 at 30 September 2013) is recorded in Property, plant and equipment (see Note 7).
(**) The underlying net asset (€110,000 at 30 September 2013) is recorded in Property, plant and equipment (see Note 7).
(***) The underlying net asset (€4,217,000 at 30 September 2013) is recorded in Intangible assets (see Note 5).

Breakdown by maturity

Breakdown of the change in maturity of gross borrowings and other financial liabilities:

	Balance *(in € thousands)* at	
Maturities	30/09/2013	30/09/2012
Year N + 1	**85,837**	42,294
Year N + 2	**143,941**	33,096
Year N + 3	**2,919**	133,889
Year N + 4	**2,605**	2,246
Year N + 5	**2,485**	2,289
Year > N + 5	**99,321(*)**	102,904
TOTAL	**337,108**	**316,718**

(*) Including €98,750,000 for finance leases.

Breakdown of main financial liabilities by interest rate type

Fixed rate

The main fixed-rate borrowings recorded as liabilities in the statement of financial position at 30 September 2013 relate to restatements of finance leases and the bond issued. The nominal amount of the fixed-rate borrowings was €226,164,000. The majority of these borrowings carry interest at percentages between 4.00% and 6.02%.

Issue date	Maturity date	Principal amount outstanding at 30/09/2013 *(in € millions)*	Interest rate
Finance leases			
21/09/2005	31/12/2038	109.6	6.02% (*)
01/10/2009	30/07/2019	4.2	6.00%
Bond issued			
02/02/2011	01/10/2015	112.4	4.00%
TOTAL		**226.2**	

(*) The finance lease for Center Parcs Europe Domaine du Lac de l'Ailette was at a variable rate until 10 January 2008 (Eonia + margin). At that time, the rate became fixed (6.02%) and will remain unchanged until maturity. At 30 September 2013, the repayment amount including interest was €217.3 million.

Variable rate

The nominal amount of variable rate bank borrowings, bridging loans and finance leases is €72,663,000 with a rate, depending on the loans, varying between Eonia and 12-month Euribor + margin.

To manage the risk associated with interest rate fluctuations on variable rate borrowings, the Pierre & Vacances-Center Parcs Group has set up interest rate swap contracts (the features of which are described in Note 22 – Hedging financial instruments).

Analysis of variable rate bank borrowings, bridging loans and finance leases together with their related hedging instruments:

Borrowings, bridging loans and leases				Hedging			
Issue date	Maturity date	Principal amount outstanding at 30/09/2013 *(in € millions)*	Interest rate	Instrument type	Notional amount at 30/09/2013 *(in € millions)*	Maturity date	Interest rate details
Amounts due to credit institutions							
				Swap	20.00	28/12/2013	Int. rate rcv'd: 6-month Euribor Int. rate paid: fixed: 1.7425%
				Swap	20.00	28/12/2013	Int. rate rcv'd: 6-month Euribor Int. rate paid: fixed: 1.7325%
				Swap	0(*)	28/06/2014	Int. rate rcv'd: 6-month Euribor Int. rate paid: fixed: 0.8250%
28/06/2010	28/06/2015	39.8	6-month Euribor + margin	Swap	0(**)	28/06/2015	Int. rate rcv'd: 6-month Euribor Int. rate paid: fixed: 0.7150%
10/06/2011	31/03/2014	1.5	3-month Euribor + margin	None			
SUB-TOTAL		**41.3**			**40.0**		
Bridging loans							
02/12/11	31/12/13	11.2	3-month Euribor + margin	None			
04/06/13	31/12/14	0.2	3-month Euribor + margin	None			
23/11/12	31/12/14	2.2	3-month Euribor + margin	None			
23/12/11	30/01/14	2.1	3-month Euribor + margin	None			
22/11/12	31/12/14	1.5	3-month Euribor + margin	None			
25/07/12	30/09/14	3.3	3-month Euribor + margin	None			
26/03/12	31/03/14	0.2	3-month Euribor + margin	None			
24/05/12	24/05/14	2.1	1-month Euribor + margin	None			
27/08/12	27/08/14	1.5	1-month Euribor + margin	None			
23/04/13	31/05/15	2.4	3-month Euribor + margin	None			
23/07/13	30/09/15	0.7	3-month Euribor + margin	None			
31/01/13	31/01/15	0.3	3-month Euribor + margin	None			
25/02/13	25/02/15	1.3	3-month Euribor + margin	None			
SUB-TOTAL		**29.1**			**0.0**		
Finance leases							
01/07/07	30/06/16	2.3	12-month Euribor + margin				
SUB-TOTAL		**2.3**			**0.0**		
TOTAL		**72.7**			**40.0**		

(*) Swap contract entered into on 11 July 2012 and effective from 28 December 2013.
(**) Swap contract entered into on 19 June 2013 and effective from 28 June 2014.

Collateral

(in € thousands)	30/09/2013	30/09/2012
Guarantees and pledges	184,680	182,488
Mortgages	-	-
TOTAL	**184,680**	**182,488**

Collateral pledged by the Group to secure repayment of its bank borrowings include:

- a first call guarantee of €177,145,000 that can be amortised, granted to the institution that provided finance lease for the facilities at Domaine du Lac de l'Ailette;
- collateral pledged for bridging loans for the following main property development programmes:
  - Flaine Montsoleil Centre for €2,183,000,
  - Les Senioriales – Marseille for €2,062,000,
  - Les Senioriales – Mions for €1,510,000,
  - Les Senioriales – Izons for €1,325,000.

Breakdown of the change in maturity of collateral:

	Balance *(in € thousands)* at	
Maturities	30/09/2013	30/09/2012
Year N + 1	5,088	2,849
Year N + 2	7,176	3,026
Year N + 3	4,931	4,361
Year N + 4	3,624	4,767
Year N + 5	3,848	3,624
Year > N + 5	160,013	163,861
TOTAL	**184,680**	**182,488**

NOTE 21 Financial instruments

The table below shows the carrying amount and the fair value of the financial instruments recognised on the statement of financial position:

(in € thousands)	IAS 39 category	30/09/2013 Carrying amount (*)	30/09/2012 Carrying amount (*)
ASSETS			
Non-current financial assets		23,337	25,097
Available-for-sale financial assets	Available-for-sale financial assets at fair value through other comprehensive income	1,639	1,654
Accrued interest	Loans and receivables at amortised cost	0	15
Loans and other financial assets	Loans and receivables at amortised cost	21,698	23,428
Trade receivables	Loans and receivables at amortised cost	359,612	211,684
Other current assets (**)	Loans and receivables at amortised cost	52,893	88,862
Current financial assets	Loans and receivables at amortised cost	25,325	25,076
Cash and cash equivalents	Financial assets at fair value through profit or loss (***)	54,296	139,448
Derivative financial instruments – assets	See Note 22 – Hedging financial instruments	-	-
LIABILITIES			
Financial liabilities (including short-term portion)		304,323	305,013
Amounts due to credit institutions	Financial liabilities at amortised cost	46,181	67,934
Outstanding bond issue	Financial liabilities at amortised cost	112,386	111,176
Finance leases	Financial liabilities at amortised cost	116,049	115,906
Other financial liabilities	Financial liabilities at amortised cost	29,708	9,997
Other non-current liabilities	Financial liabilities at amortised cost	3,417	2,595
Trade payables	Financial liabilities at amortised cost	288,240	296,865
Other financial liabilities (**)	Financial liabilities at amortised cost	133,443	184,522
Financial instruments	Financial liabilities at fair value	-	-
Bank credit balances	Financial liabilities at amortised cost	32,784	11,705
Other current financial liabilities	Financial liabilities at amortised cost	31,000	20,427
Derivative financial instruments – liabilities	See Note 22 – Hedging financial instruments	328	895

(*) The fair values of financial assets and financial liabilities do not differ significantly from the carrying amounts.
(**) Other current assets and other current liabilities are restated from items not considered to be financial instruments within the meaning of IAS 39, that is to say advances and prepayments to suppliers, advances and deposits on orders in progress, receivables from and payables to the state, prepayments and deferred income.
(***) These assets are measured on the basis of their value on the regulated market.

NOTE 22 Hedging financial instruments

The derivative financial instruments contracted by the Pierre & Vacances-Center Parcs Group at 30 September 2013 are intended exclusively for the management of interest rate risk. They are deemed to be derivatives designated as cash flow hedging instruments. Interest rate risk is generally managed relative to the Group's net financial liabilities in order to protect it against a possible rise in interest rates. To this end, the Group entered into swap agreements with leading banks.

At 30 September 2013, the notional amounts and market values of these swap contracts intended to hedge the variable rate borrowings were as follows:

Rate received	Rate paid	Notional amount at 30/09/2013 *(in € thousands)*	**Market value of hedging instruments** *(in € thousands)*	Start date	Maturity date
6-month Euribor	0.7150%	0 (**)	-10	28 June 2014	28 June 2015
6-month Euribor	0.8250%	0 (*)	-31	28 Dec. 2013	28 June 2014
6-month Euribor	1.7425%	20,000	-144	28 Dec. 2010	28 Dec. 2013
6-month Euribor	1.7325%	20,000	-143	28 Dec. 2010	28 Dec. 2013
TOTAL		**40,000**	**-328**		

(*) Swap contract entered into on 11 July 2012 and effective from 28 December 2013.
(**) Swap contract entered into on 19 June 2013 and effective from 28 June 2014.

The market value of the hedging financial instruments was -€328,000 at 30 September 2013, compared with -€895,000 at 30 September 2012.

NOTE 23 Market risks

Cash flow management

Cash flow is managed centrally by the specialist staff of the Pierre & Vacances-Center Parcs Group's Finance Department. The surplus cash of subsidiaries is paid into the Group's centralising entity (Pierre & Vacances FI) which redistributes them to the entities that need them and invests the balance in "Euro Money Market" instruments to maximise liquidity and comply with the counterparty risk management policy. This centralisation means that financial resources are optimised and the main Group entities' cash flow trends are closely monitored.

Counter-party risk

These operations are carried out with banks authorised by Executive Management in line with the counter-party risk management policy. Because of the diversity of counter-parties, selected from leading banks according to their rating and the knowledge the Group has of them, Pierre & Vacances-Center Parcs considers that it is not exposed to a concentration of credit risk. Since Pierre & Vacances-Center Parcs Group Executive Management would like to be able to access, at any moment, any available cash equivalents consisting of unit trusts and mutual investment funds, these investments are short-term (less than three months) and liquid.

Credit risk

Because of the Group's marketing rules concerning the sale of property (selling off-plan), this activity does not pose any significant risks relating to these trade receivables.

In the tourism business, risk of non-payment by customers is low, with over 81% of revenue achieved by direct sale, whereby the payment for services occurs before these services are provided.

Group policy for indirect sales is to work with major market players, diversify its portfolio of tour operators and travel agencies, use agreements drawn up by the Legal Department assisted by its counsels, and check the solvency of the counter-parties.

Capital management

The Group capital management objective is to ensure operational continuity, the profitability of shareholders' capital, and the reliability of partner relationships and to maintain an optimal capital structure in order to limit the cost of committed funds.

To maintain or adjust the committed funds structure, the Group can issue new debt or repay existing debt, adjust the amount of dividends paid to shareholders, make a capital repayment to shareholders, issue new shares, repurchase existing shares or dispose of assets in order to reduce its debt.

The Group communicates on its debt ratio (net debt/equity), a capital control indicator.

Given the fact that the Pierre & Vacances-Center Parcs Group does not aim to own the residences and villages it develops and operates, its exposure to capital risk is therefore limited.

Liquidity risk

At 30 September 2013, the Pierre & Vacances-Center Parcs Group's net cash and cash equivalents balance stood at €21,512,000. This balance equals the gross amount of cash and cash equivalents (€54,296,000) less bank overdrafts (€32,784,000).

Furthermore, the Group has four confirmed credit lines, as well as one confirmed credit line linked to the Corporate loan. There was no drawdown against the credit lines at 30 September 2013.

The Group has no liquidity risk.

Analysis of assets and liabilities associated with financing activities at 30 September 2013:

		Maturities		
(in € thousands)	30/09/2013	< 1 year	1 to 5 years	> 5 years
Amounts due to credit institutions	46,181	26,010	20,171	-
Outstanding bond issue	112,386	-	112,386	-
Finance leases	116,049	5,238	12,061	98,750
Other financial liabilities	29,708	21,805	7,332	571
Financial liabilities (including short-term portion)	**304,324**	**53,053**	**151,950**	**99,321**
Related interest expense	121,392	14,003	31,961	75,428
Borrowing costs	**425,716**	**67,056**	**183,911**	**174,749**
Bank credit balances	32,784	32,784	-	-
Derivative financial instruments – liabilities	328	328	-	-
Financial liabilities	**458,828**	**100,168**	**183,911**	**174,749**
Cash equivalents	3,314	3,314	-	-
Cash	50,982	50,982	-	-
Gross cash and cash equivalents	**54,296**	**54,296**	**0**	**0**

None of the Pierre & Vacances-Center Parcs Group's bank borrowings are based on its debt rating. Contracts governing the Corporate loan and the credit lines contain standard clauses referring to the consolidated financial position of the Group.

The definition and levels of the ratios, also called financial covenants, are fixed in advance in agreement with the lenders. Compliance with the ratios is assessed only once a year at the reporting date. Failure to comply with these ratios authorises the lenders to call in some or all of the debt early.

These loans are all accompanied by the usual legal clauses: "negative pledge", "pari passu" and "cross default".

Following the refinancing of the Corporate loan in June 2010, a single ratio is now monitored:

- net adjusted financial liabilities/EBITDAR (net adjusted financial liabilities = Group net financial debt, plus rental commitments over the next five years, discounted at 6.0%; EBITDAR = Group consolidated operating profit (loss) from ordinary activities plus net additions to depreciation, amortisation and provisions, and expenses on grant of share options, before rent expense for the financial year (excluding registered offices). This ratio has to remain less than or equal to 3.60 with respect to financial year 2012/2013, in accordance with the amendment signed during 2011/2012.

This covenant is calculated contractually only once a year, at 30 September. The Pierre & Vacances-Center Parcs Group fully complied with this ratio at 30 September 2013.

Interest Rate Risk

The management of market risk relating to interest rate fluctuations is handled centrally by the Group's Finance Department.

The Group's policy is to reduce its exposure to interest rate fluctuations. To this end, the Group uses derivative hedging instruments such as interest rate swaps. The Pierre & Vacances-Center Parcs Group's financial income thus has little sensitivity to interest rate changes. Bridging loans backing property transactions are generally not hedged against expected interest rate changes due to their usually limited duration.

Breakdown of financial assets and liabilities at 30 September 2013:

		Maturities		
(in € thousands)	30/09/2013	< 1 year	1 to 5 years	> 5 years
Fixed-rate borrowings	226,164	3,736	123,678	98,750
Variable-rate borrowings	72,663	44,391	28,272	-
Accrued interest expense	4,871	4,871	-	-
FINANCIAL LIABILITIES	**303,698**	**52,998**	**151,950**	**98,750**
Fixed-rate loans	9,303	557	2,298	6,448
Variable-rate loans	0	-	-	-
Variable-rate cash equivalents	3,314	3,314	-	-
FINANCIAL ASSETS	**12,617**	**3,871**	**2,298**	**6,448**
NET POSITION	**291,081**	**49,127**	**149,652**	**92,302**

The variable rate net position after management at 30 September 2013 was as follows:

(in € thousands)	30/09/2013
Borrowings	72,663
Loans	0
Cash equivalents	3,314
Net position before management	**69,349**
Hedging	40,000
NET POSITION AFTER MANAGEMENT	**29,349**

A 1% increase or decrease in short-term rates would have an effect of -€0.3 million and +€0.3 million, respectively, on financial income for 2012/2013, compared with -€16.1 million of financial expenses for 2012/2013.

Foreign exchange risk

The majority of the Group's assets and liabilities are denominated in euros. Only some subsidiaries have cash flows denominated in other currencies. As these subsidiaries are only small, the Group is not exposed to changes in foreign currency rates.

NOTE 24 Trade payables

(in € thousands)	30/09/2013	30/09/2012
Tourism business	235,791	224,463
Property development	43,478	65,654
Services	8,971	6,748
TOTAL	**288,240**	**296,865**

"Trade payables" decreased by €8,625,000.

This is partly due to the €11,328,000 increase recorded by the Tourism business and consisting of outstanding rents at 30 September 2013.

Moreover, the Property development business segment contributed a reduction of €22,176,000 due to the delivery of the following main property development programmes: Avoriaz, Chaumont, Harcholins.

NOTE 25 Other current and non-current liabilities

25.1 - Other current and non-current liabilities

(in € thousands)	30/09/2013	30/09/2012
Advances and deposits on orders in progress	84,889	74,308
VAT and other tax liabilities	104,799	64,981
Employee and social security liabilities	69,581	69,385
Lease liabilities	3,427	4,456
Other liabilities	63,852	113,276
OTHER OPERATING LIABILITIES	**326,548**	**326,406**
Property sales and support funds	210,218	109,716
Other deferred income	12,174	14,875
DEFERRED INCOME	**222,392**	**124,591**
TOTAL OTHER LIABILITIES	**548,940**	**450,997**
Other financial liabilities	545,523	448,402
Other non-current liabilities	3,417	2,595

The €97,943,000 increase in "Other current and non-current liabilities" is mainly due to the property development business. Thus, the increase in Deferred income from property sales (€100,502,000) is mainly due to the launch of the CP Vienne programme (Bois de la Mothe Chandeniers) which is not scheduled for delivery until 2014/2015.

25.2 - Current financial liabilities

(in € thousands)	30/09/2013	30/09/2012
External current accounts	31,000	20,427
Hedging financial instruments	328	895
	31,328	**21,322**

Current financial liabilities mainly relate to current accounts with third parties linked to the Group or partners. The €10,006,000 increase is due to the increase in the parent company's (SITI) current account (€6 million) and the current account of our co-shareholder at EFB as part of the Bostalsee property development programme (for €5,513,000).

NOTE 26 Change in working capital requirements

Change in working capital requirement for 2012/2013:

		30/09/2012 Restated (*)	Change linked to activity	Other changes	30/09/2013
Net inventory value		230,927	-1,580	44,003	273,350
Trade receivables		211,684	147,885	43	359,612
Other current assets		265,011	-14,108	-	250,903
TOTAL WORKING CAPITAL REQUIREMENTS – ASSETS	**A**	**707,622**	**132,197**	**44,046**	**883,865**
Trade payables		296,865	-8,702	77	288,240
Other current and non-current liabilities		472,319	97,403	10,546	580,268
TOTAL WORKING CAPITAL REQUIREMENTS – LIABILITIES	**B**	**769,184**	**88,701**	**10,623**	**868,508**
Working capital requirements	**A-B**	**-61,562**	**43,496**	**33,423**	**15,357**
including change in tax receivables and payables			*1,696*		
including change in operating receivables and payables			*41,800*		

(*) Restated for the retrospective corrections described in Note 1.3.

Other changes mainly include the impact of changes in scope and fluctuations in exchange rates.

NOTE 27 Maturity of receivables and liabilities

(in € thousands)	30/09/2013	Amounts not yet due or due for <1 year	Amounts due in between 1 and 5 years	Amounts due in > 5 years
Other non-current financial assets	21,698	21,443	211	44
Trade receivables (net)	359,612	356,519	3,064	29
Other current assets and current financial assets	250,903	248,650	1,612	641
TOTAL	**632,213**	**626,612**	**4,887**	**714**
Other non-current liabilities	3,417	3,417	-	-
Trade payables	288,240	287,797	443	-
Other current liabilities and current financial liabilities	576,851	565,547	11,295	9
TOTAL	**868,508**	**856,761**	**11,738**	**9**

Analysis of the main profit and loss items

NOTE 28 Revenue

(in € thousands)	2012/2013	2011/2012 on a like-for-like basis (*)	2011/2012 published data
Tourism business	1,137,002	1,128,501	1,107,530
Pierre & Vacances Tourisme Europe (1)	*598,606*	*592,730*	*592,730*
Center Parcs Europe (2)	*538,396*	*535,771*	*514,800*
Property development	169,691	311,544	311,544
TOTAL	**1,306,693**	**1,440,045**	**1,419,074**

(1) Pierre & Vacances Tourisme Europe includes the Pierre & Vacances, Maeva and Adagio City Aparthotel brands.
(2) Center Parcs Europe houses the Center Parcs and Sunparks brands.
(*) On a like-for-like basis, revenue has been adjusted to take account of the new method of invoicing commission from external catering providers by Center Parcs Europe, applicable from 1st October 2012.

Revenue by country

(in € thousands)	2012/2013	2011/2012
France	748,860	741,821
The Netherlands	180,556	176,930
Belgium	98,661	91,409
Germany	85,610	74,633
Spain	20,226	18,583
Italy	3,089	4,154
TOURISM BUSINESS	**1,137,002**	**1,107,530**
France	148,690	309,997
Spain	2,814	1,352
Italy	0	195
Germany	18,187	-
PROPERTY DEVELOPMENT	**169,691**	**311,544**
TOTAL	**1,306,693**	**1,419,074**

Revenue in France, where the registered office is located, amounted to €897,550,000.

NOTE 29 Purchases and external services

(in € thousands)	2012/2013	2011/2012
Cost of goods sold – Tourism	-32,922	-43,061
Cost of inventories sold – Property development	-70,134	-191,787
Rent and other co-ownership expenses	-467,119	-455,339
Subcontracted services (laundry, catering, cleaning)	-74,858	-66,637
Advertising and fees	-142,329	-151,539
Other	-155,029	-141,133
TOTAL	**-942,391**	**-1,049,496**

The €107,105,000 decrease in Purchases and external services is mainly linked to the property development business (€121,653,000 fall in the cost of inventories sold).

Rent expense for 2012/2013 to individual and institutional owners of the land and buildings of the residences and villages operated by the Group was €378.6 million (€214.9 million for those marketed under Pierre & Vacances Tourisme Europe; and €163.7 million for the Center Parcs Europe villages). This expense was €369.0 million for 2011/2012.

NOTE 30 Employee expenses

(in € thousands)	2012/2013	2011/2012
Salaries and wages	-233,580	-242,047
Social security expenses	-75,769	-79,342
Defined-contribution and defined-benefit plan expenses	-562	-186
Share-based remuneration expenses	-748	-980
TOTAL	**-310,659**	**-322,555**

A €11,896,000 reduction was reported for employee expenses in 2012/2013. This is explained by the decrease in the number of employees following the implementation of a restructuring plan, as well as the recognition of accrued income for €2,856,000 corresponding to the Competitiveness and Jobs Tax Credit (CICE).

Share-based remuneration expenses

The features of the plans reported are as follows:

Date of grant by the Board of Directors *(in € thousands)*	Type (*)	Number of options granted	Vesting period	Share-based payment expenses 2012/2013	Share-based payment expenses 2011/2012
08/01/2008	OAA	38,375	4 years	-	-61
03/03/2011	OAA	222,500	4 years	**-944**	-943
28/05/2013	AGA	229,778	3 years	**-99**	
03/09/2013	AGA	13,333	3 years	**-1**	
TOTAL				**-1,044**	**-1,004**

(*) *OSA: share subscription option.*
OAA: share purchase option.
AGA: bonus share grant.

The employee expense recognised is the fair value of the options granted as calculated on the date of grant by the Board of Directors using the "Black & Scholes" method. This expense is spread over the vesting period along with corresponding increases in reserves.

The total expense is reported as €748,000 under employee expenses and as €296,000 under additional restructuring costs.

The following table presents the valuation assumptions and results for share options and bonus shares:

	Share price on date of grant *(in €)*	Exercise price *(in €)*	Volatility	Expected life	Expected maturity	Risk-free rate	Expected dividend yield rate	Probability of beneficiaries leaving	Option value on date of grant *(in €)*
Plan 03/03/2011	63.50	63.93	36.80%	10 years	4 years	3.65%	3.19%	3%	17.58
Plan 28/05/2013	16.15	0.00	36%	3 years	3 years	0.493%	2.5%	3%	3.27
Plan 03/09/2013	15.95	0.00	37%	3 years	3 years	0.702%	2.5%	3%	3.09

NOTE 31 Depreciation, amortisation and impairment

(in € thousands)	2012/2013	2011/2012
Depreciation and amortisation	-47,964	-47,257
Impairment losses	-8,084	3,077
TOTAL	**-56,048**	**-44,180**

The net impairment losses of €8,084,000 for 2012/2013 include provisions of €11,354,000 and reversals of unused provisions of €3,270,000 (compared to reversals of unused provisions of €13,277,000 for 2011/2012).

NOTE 32 Other operating income and expenses from ordinary activity

(in € thousands)	2012/2013	2011/2012
Taxes and duties	-14,385	-19,535
Other operating expenses on ordinary activities	-4,030	-11,305
Other operating income from ordinary activities	23,374	21,043
TOTAL	**4,959**	**-9,797**

"**Other operating income and expenses from ordinary activities**" comprise primarily taxes and duties such as payroll taxes (learning tax, training tax) and real estate tax; other operating income such as subsidies and insurance reimbursements; and other operating expenses such as certain registered office expenses.

Other operating income from ordinary activities amounts to €23,374,000 for 2012/2013, compared to €21,043,000 for the previous year. In 2012/2013, this item includes €12,461,000 corresponding to the income received by the Pierre & Vacances-Center Parcs Group under the sub-licence contract for the use of the "Center Parcs" brand by the partner subcontractor Elior responsible for catering and food retail operations in the French and German villages.

NOTE 33 Other operating income and expenses

(in € thousands)	2012/2013	2011/2012
Gains (losses) on disposals	599	600
Restructuring costs	-27,375	-5,012
Provisions for restructuring costs	-1,723	-962
Impairment of non-current assets	-565	-304
Other items	-4,781	-861
TOTAL	**-33,845**	**-6,539**

"**Other operating income and expenses**" represented a gross charge of €33,845,000. These mainly comprise restructuring costs and provisions due to the continuation and strengthening of the transformation plan (€29,098,000), as well as a €4,849,000 expense relating to the SATI dispute.

You are reminded that the Pierre & Vacances-Center Parcs Group, acquired SATI in 1993, through its subsidiary Sogire, then sold it to a non-Group company in 1997. The syndicates of the co-ownership properties managed by SATI brought legal actions against the company. Given the absence of misconduct by SATI or harm to co-owners, the courts rejected the substance of all these claims. In this regard, the court did not question the performance and quality of the management activities carried out by SATI during these periods. However, having identified an irregularity in form with respect to the regulations applicable to these management contracts, the court declared them null and void and ordered the reimbursement of all the fees received. As guarantor, in May 2012, the Pierre & Vacances-Center Parcs Group was ordered to pay the amounts due by SATI and subsequently filed an appeal to challenge that ruling. In addition, the Group also filed a criminal case to collect, as provided by law and case-law, the payment of fair compensation for the activities carried out under those contracts. Following an unfavourable arbitration award, a payment of €4,849,000 was made in respect of this dispute during financial year 2012/2013.

NOTE 34 Net financial income

(in € thousands)	2012/2013	2011/2012
Gross borrowing costs	-17,716	-18,742
Income from cash and cash equivalents	1,006	560
NET BORROWING COSTS	**-16,710**	**-18,182**
Income from loans	817	1,280
Other financial income	1,441	1,034
Other financial expenses	-1,667	-2,401
NET OTHER FINANCIAL EXPENSES	**591**	**-87**
TOTAL	**-16,119**	**-18,269**
Total financial expenses	*-19,383*	*-21,143*
Total financial income	*3,264*	*2,874*

Net financial expenses totalled €16,119,000 in 2012/2013 compared with €18,269,000 in 2011/2012. This €2,150,000 reduction is mainly linked to decrease in interest charges (€1,769,000) following the repayment of the annual instalment for the corporate loan. At 30 September 2013, the principal amount outstanding on this loan was €40,000,000 compared to €60,000,000 at 30 September 2012.

NOTE 35 Income tax and deferred tax

Breakdown of the tax expense:

The Group's tax expense is based on a tax rate of 34.43% and does not therefore include the additional contribution which has applied to companies reporting revenue greater than €250 million since 2011.

The impact of this additional contribution is included in "Other items" and the amount is very low for 2012/2013, since the Group reported a tax loss in France for the period concerned, which meant that no deferred tax asset was recognised.

(in € thousands)	2012/2013	2011/2012
Consolidated profit (loss) before tax	**-47,410**	**-31,763**
Untaxed income:		
Impact of losses carried forward and other temporary differences not recognised or exceeding thresholds	34,036	15,187
Recognised tax losses excluding profit (loss) for the year	0	359
Intra-group transactions having a tax impact	-6,402	-4,052
Other	8,155	-3,997
Taxable income (loss) at tax rate applicable in France	**-11,622**	**-24,266**
Tax rate in France	*34.43%*	*34.43%*
Theoretical tax benefit at corporate tax rate applicable in France	**4,001**	**8,355**
Differences on tax rates abroad (1)	1,072	844
CVAE	-5,317	-5,119
Other items	-4	434
GROUP TAX INCOME (EXPENSE)	**-247**	**4,514**
tax payable (including CVAE)	-6,630	-6,050
of which deferred taxes	6,383	10,564

(1) Including €1,012,000 in the Netherlands where the tax rate is 25%.

Tax losses for the year that were not activated due to their unlikely recovery within a reasonable time frame primarily relate to the tax group in France, Belgium, Spain and to a lesser extent Italy.

Intra-group transactions having a tax impact mainly correspond to internal impairment of net negative positions which are tax deductible, but which have no impact on the consolidated profits before tax.

Finally, other taxable items amount to €8,155,000 for 2012/2013 and mainly correspond to non-deductible financial expenses.

Further to the rulings handed down in July 2013 by the Administrative Court, Pierre et Vacances SA obtained a favourable outcome to its dispute with the Tax Authorities relating to a tax inspection for the financial years 2003/2004, 2004/2005 and 2005/2006. Although the Tax Authorities launched an appeal against these decisions, in light of the ruling and the findings of the Reporting Judge *(Rapporteur Public)* and the advice of tax advisors, the Pierre & Vacances-Center Parcs Group does not anticipate any financial risk. It also obtained revocation of the bank guarantee, set up on 30 November 2011 following the request for recovery made as a result of this audit, as well as obtaining reimbursement of all costs incurred as a result of setting up this guarantee.

Analysis of deferred tax assets and liabilities by type and by country

Within the same country, the majority of the Group's entities consolidate their taxable profit. The breakdown of the Group's deferred tax position by country therefore reflects the position of each tax consolidation subgroup.

(in € thousands)	30/09/2012	Other changes	Change through profit or loss	Changes through other comprehensive income or loss	30/09/2013
France	-9,426	94	9,031	-195	**-496**
The Netherlands	-17,305	-	152	-	**-17,153**
Belgium	83	-	-31	-	**52**
Germany	-12	-449	21	-	**-440**
Spain	319	-	-51	-	**268**
Italy	189	-	-5	-	**184**
Deferred taxes on temporary differences	**-26,152**	**-355**	**9,117**	**-195**	**-17,585**
France	80,605	-	-	-	**80,605**
The Netherlands	2,461	-	-2,461	-	**0**
Belgium	3,648	-	-	-	**3,648**
Germany	2,596	-	-112	-	**2,484**
Spain	148	-	-	-	**148**
Italy	-	-	-	-	**-**
Deferred tax on losses carried forward	**89,458**	**0**	**-2,573**	**0**	**86,885**
TOTAL	**63,306**	**-355**	**6,544**	**-195**	**69,300**
of which deferred tax assets	76,789				**74,212**
of which deferred tax liabilities	-13,483				**-4,912**

Unused losses carried forward totalled €191.8 million. This concerns the French tax consolidation group for an amount of €66.8 million.

Deferred taxes recognised as tax losses at 30 September 2013 amounted to €86.9 million, including €80.6 million in respect of tourism and property businesses carried out by the Group in France.

Losses carried forward are only recognised as deferred tax assets when the business plan confirms that they will be used within a reasonable time frame. At 30 September 2013, a reasonable time frame is set at within six years.

The tax rules applicable at the reporting date, namely those approved at 30 September 2013, were used to calculate the amount of deferred taxes.

In addition, it should be noted that the amount of tax losses which may be used in France is subject to a ruling limiting the crediting of taxable losses to 50% of the profit beyond the first €1 million and in Germany, up to 60% of the profit beyond the first €1 million.

NOTE 36 Earnings per share

Average number of shares

	2012/2013	2011/2012
Number of shares outstanding at 1st October	8,821,551	8,821,551
Number of shares issued during the financial year	0	0
Number of shares issued at the end of the period	**8,821,551**	**8,821,551**
Weighted average number of shares	8,449,649	8,594,339
Weighted average number of potential shares	8,528,515	8,594,339

The various dilutive instruments included in calculating the weighted average number of shares after dilution are presented below:

Number of bonus shares (AGA), share subscription options (OSA) and share purchase options (OAA) granted by the Board of Directors:	Type	Exercise price *(in €)*	2012/2013	2011/2012
granted on 28/05/2013 and outstanding	AGA	0	77,866	-
granted on 03/09/2013 and outstanding	AGA	0	1,000	-
		-	78,866	0

Earnings per share

	2012/2013	2011/2012
Net profit (loss) attributable to owners of the Company (in € thousands)	-47,663	-27,372
Weighted basic earnings per share, attributable to owners of the Company (in €)	-5.64	-3.18
Weighted diluted earnings per share, attributable to owners of the Company (in €)	-5.64	-3.18

Other financial information

NOTE 37 Number of employees

The average annual number of employees (full-time equivalent) of the Pierre & Vacances-Center Parcs Group companies that are fully or proportionally (taken at 100%) consolidated stood as follows:

	2012/2013	2011/2012
Management	626	816
Supervisory staff and other employees	6,368	6,649
TOTAL	**6,994**	**7,465**

NOTE 38 Off-statement of financial position commitments

The collateral granted by the Group to secure its bank loans and reciprocal commitments are detailed respectively in Note 20 – Financial liabilities and Note 22 – Hedging financial instruments. They are therefore not included in the table below:

	Maturities				
(in € thousands)	< 1 year	1 to 5 years	> 5 years	30/09/2013	30/09/2012
Rent commitments	343,676	1,118,771	990,285	2,452,732	2,575,716
Other commitments given	26,888	40,989	1,492	69,369	86,941
Commitments given	**370,564**	**1,159,760**	**991,777**	**2,522,101**	**2,662,657**
Completion guarantees	70,162	0	0	70,162	55,376
Other commitments received	981	734	43,781	45,496	45,545
Commitments received	**71,143**	**734**	**43,781**	**115,658**	**100,921**

Commitments given

- When the land and buildings of the residences and villages operated by the Pierre & Vacances-Center Parcs Group's tourism operating companies are sold, a lease is signed with the new owners. At 30 September 2013, the rent remaining to be paid by the Group over the residual term of these leases amounted to €2,453 million. The present value of these rental commitments, discounted at a rate of 6.0%, is €1,862 million, of which €1,244 million has a maturity of five years or less.

Breakdown of rent commitments by business segment and maturity date at 30 September 2013:

		Maturities					
(in € thousands)	30/09/2013	< N+1	N+2	N+3	N+4	N+5	> N +5
Pierre & Vacances Tourisme Europe	872,503	177,440	144,699	122,119	102,563	89,504	236,178
Center Parcs Europe	1,580,229	166,236	169,720	166,331	160,602	163,233	754,107
TOTAL	**2,452,732**	**343,676**	**314,419**	**288,450**	**263,165**	**252,737**	**990,285**

The main features of the land and buildings lease agreements for the Pierre & Vacances Tourisme Europe residences and villages entered into with private or institutional investors are usually signed for between nine and 12 years with the option of renewal on expiry. The leases signed include a fixed rent payment. In certain cases, they can include, in addition to the fixed portion, a variable portion that remains marginal. These rents are subject to indexation clauses corresponding in France to the rent reference index, and in Italy and Spain to the consumer price index applicable in the respective country.

The agreements to lease the land and buildings of the 23 villages operated under the Center Parcs and Sunparks brands are generally signed for periods of between 11.5 and 15 years, with the option of renewal. The rents are primarily comprised of a fixed element. They are subject to fixed (2.9%) or variable indexation reflecting inflation or the rent reference index applicable in the country in which the assets are located, with floor and ceiling rates usually between 1.75% and 3.75%, depending on the agreement.

Furthermore, Société d'Investissement Touristique et Immobilier (a company indirectly controlled by the Chairman, founder and indirect majority shareholder of Pierre et Vacances SA) has a purchase option allowing it to buy, for €70 million, the land and buildings of the Center Parcs village of Eemhof (in the Netherlands) when their lease expires, namely in October 2023.

- At 30 September 2013 other commitments given mainly comprised:
  - commitments given under the IT solutions and material outsourcing contract, totalling €58,014,000;
  - a guarantee issued by Pierre et Vacances SA to Société d'Aménagement Arve-Giffre (SAG), on behalf of SNC Flaine Montsoleil Centre for land acquired in Haute-Savoie (€2,000,000);
  - a counter-guarantee of €1,100,000 issued by Pierre et Vacances SA to HSBC, on behalf of TH Hôtels Espagne SA, owner of a residence building in Torremolinos, Spain, which is operated by Sociedad de Explotacion Turistica Pierre & Vacances Espana SL;
  - a counter-guarantee of €1,200,000 issued by Pierre et Vacances SA to Unicredit Bank Austria AG, on behalf of Uniqua, owner of a city residence building in Vienna, Austria, which is operated by New City Aparthotels Betriebs GmbH.

Over the course of 2012/2013, some of the commitments given by the Pierre & Vacances-Center Parcs Group were extinguished. They mainly concerned:

- a surety bond of €750,000 issued by Pierre et Vacances SA to E.ON Benelux NV, on behalf of Center Parcs Netherlands NV for the electricity supply to Center Parcs Netherlands NV;
- a surety bond of €944,000 issued by Pierre et Vacances SA to Société Générale, on behalf of SNC Flaine Montsoleil for the guarantee of reimbursement;
- a surety bond of €684,000 issued by Pierre et Vacances SA to CITAR, on behalf of Senioriales Pringy for the development and construction project.

Commitments received

Completion guarantees are issued by banks with respect to property development transactions. The changes in completion guarantees at 30 September 2013 resulted from:

- new guarantees issued during the year for a total amount of €50,914,000. The main programmes concerned are Center Parcs de la Vienne (€19,256,000); Les Senioriales – Izon (€5,572,000), Les Senioriales – Charleval (€3,475,000), Les Senioriales – Cavillargues (1,859,000);
- a total fall of €36,128,000 arising from the expiry or resetting of several guarantees during the year relating mainly to Les Senioriales – Pont Aven (-€4,810,000), Les Senioriales – Juvignac (-€6,086,000), Les Senioriales – Saint Laurent de la Prée (-€2,847,000), Les Senioriales – Bassan (-€1,909,000), Biarritz (-€4,607,000) and Bois de Harcholins Villages (-€2,800,000).

Other commitments received mainly include:

- commitments given by banks on behalf of the property development and tourism companies. These commitments enable the latter to obtain the relevant licences to conduct their property management, business and property trading and travel agency activities so that they can carry out their regulated business. At 30 September 2013, these commitments totalled €41,372,000;
- the guarantee granted by Accor to Pierre et Vacances SA for the operation of city residences in Austria (€600,000).

NOTE 39 Remuneration of executive management and directors

Attendance fees paid to members of the Board of Directors in 2013 in respect of financial year 2012/2013 amounted to €155,000 compared to €160,000 for 2011/2012.

For the years ended 30 September 2013 and 30 September 2012, no salary (including benefits of any kind) was paid to a corporate officer directly by Pierre et Vacances SA or by any of the Pierre & Vacances-Center Parcs Group companies controlled as defined in Article L. 233-16 of the French Commercial Code.

However, Société d'Investissement Touristique et Immobilier (a company indirectly owned by the founding Chairman and majority shareholder of Pierre et Vacances SA), as an asset management company, invoiced for fees for the services rendered by Gérard Brémond, Françoise Gri, Thierry Hellin and Patricia Damerval. The fees invoiced by S.I.T.I. were calculated on the basis of direct costs (wages paid + employer's contributions + other direct costs: travel, premises, secretarial costs) plus a 5% margin and calculated *prorata* for the time spent by each individual on managing the business of Pierre & Vacances-Center Parcs Group companies.

Since these people are on the Group Executive Management Committee, their remuneration is included in the table below:

	2012/2013	2011/2012
Fixed remuneration (1)	1,507,270	1,947,485
Variable remuneration (2)	297,425	895,439
Post-employment benefits (3)	15,622	23,585
Share-based remuneration (4)	323,265	606,598
TOTAL	**2,143,582**	**3,473,107**

(1) Amount paid including reinstatement of the benefit in kind involving the availability of a company car.
(2) Paid in the financial year following the year for which it is granted.
(3) This amount corresponds to the expense recognised during the financial year.
(4) Represents the annual share-based remuneration expense on grants of share options and bonus shares (theoretical measurement on the basis of the of Pierre et Vacances shares at the date of grant). The €296,958 relating to options is for instruments which will only vest (and therefore may be exercised) from 4 March 2015, subject to attendance and/or performance conditions, and for which the value, to date, can be considered to be zero due to the drop in the price of the Pierre et Vacances share to well below the exercise price (€63.93).

For each of them, the variable bonus is determined based on the financial performance of the Pierre & Vacances-Center Parcs Group and the achievement of personal objectives.

NOTE 40 Parent company

The Pierre & Vacances-Center Parcs Group's financial statements are fully consolidated into those of Société d'Investissement Touristique & Immobilier (S.I.T.I.).

NOTE 41 Related party transactions

The Group's related parties consist of:

- members of the administrative and management bodies: their remuneration and benefits are detailed in Note 39;
- the parent company of Pierre et Vacances (la Société d'Investissement Touristique et Immobilier) and its subsidiaries which are not included in the Group's scope of consolidation;
- joint ventures which are proportionally consolidated: Group entities Villages Nature, Montrouge Développement, Nuit & Jour Projections, Part House, Adagio group entities, N.L.D., Caen Meslin, Nantes Russeil and La Financière Saint-Hubert SARL);
- SDRT Immo (property development company owned by Pierre et Vacances Maroc) accounted for *via* the equity method.

The main transactions with related companies include:

- rent and administrative staff invoicing;
- the purchase of support and consulting services under the management agreement;
- the apartment lease contracts operated by the subsidiary PV Résidences & Resorts France;
- the retrocession of a subsidy from Lepeudry (S.I.T.I group) to Presqu'ile de la Touques (Pierre & Vacances-Center Parcs Group) for €312,000, as well as the reinvoicing of cleanup works on the Presqu'île de la Touques site for €32,000.

These transactions are completed under normal market conditions.

Related party transactions break down as follows:

(in € thousands)	30/09/2013	30/09/2012
Revenue	2,655	1,473
Purchases and external services	-14,709	-17,823
Other operating income and expenses on ordinary activities	-2	1,674
Net financial income	710	1,021

Receivables and liabilities included in the statement of financial position linked to related parties:

(in € thousands)	30/09/2013	30/09/2012
Trade receivables	4,393	4,168
Other current assets	31,123	35,474
Trade payables	6,894	8,111
Other financial liabilities	17,702	21,698

Off-statement of financial position commitments linked to related parties:

(in € thousands)	30/09/2013	30/09/2012
Guarantees and pledges	1,200	1,738
Rent commitments	36,845	16,099
Commitments given	**38,045**	**17,837**
Guarantees and pledges	600	869
Completion guarantees	0	0
Commitments received	**600**	**869**

NOTE 42 Joint ventures

The following companies are controlled jointly and proportionally consolidated at 30 September 2013:

- SCI Montrouge Développement (50%);
- Entities comprising the Villages Nature group (50%);
- Part House SRL (55%);
- Nuit & Jour Projections SL (50%);
- Entities comprising the Adagio group (50%);
- SNC N.L.D. (50%);
- SCCV Nantes Russeil (50%);
- SNC Caen Meslin (40%);
- La Financière Saint-Hubert SARL (55%).

The contributions to the main aggregates on the Group's statement of financial position and income statement are as follows (in share owned by the Group):

Information on the statement of financial position

(in € thousands)	30/09/2013	30/09/2012
Non-current assets	6,795	5,835
Current assets	34,701	29,095
TOTAL ASSETS	**41,496**	**34,930**
Non-current liabilities	1,243	1,146
Current liabilities	37,147	43,055
TOTAL LIABILITIES EXCLUDING EQUITY	**38,390**	**44,201**

Information on the income statement

(in € thousands)	2012/2013	2011/2012
Revenue	19,411	17,488
Operating profit (loss) from ordinary activities	2,440	2,952
PROFIT (LOSS) FOR THE YEAR	**1,784**	**2,170**

NOTE 43 Significant events since the 2012/2013 reporting period

There have been no significant events since the end of the 2012/2013 reporting period.

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 30 September 2013

To the Shareholders,

In compliance with the assignment entrusted to us by your Shareholders' Ordinary Meeting, we hereby report to you, for the year ended 30 September 2013, on:

- the audit of the accompanying consolidated financial statements of Pierre et Vacances;
- the justification of our assessments;
- the specific verification required by law.

The consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the annual financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and financial position of the Group, as well as of the results of its operations, in accordance with IFRS accounting standards as adopted in the European Union.

Without calling into question the opinion expressed above, we would like to draw your attention to Note 1.3 to the consolidated financial statements, which details the change in the method used to present the financial statements since the previous year-end relating to the reclassification of marketing fees for property development projects from current assets to inventories.

II. Justification of our assessments

In accordance with the provisions of Article L. 823-9 of the French Commercial Code on the justification of our assessments, please note the following items:

As indicated in Note 1.5 to the financial statements, these estimates are used in particular to calculate the recoverable amount of goodwill, intangible assets with indefinite useful lives, deferred tax assets and the classification of lease agreements. Our work consisted of examining the reasonableness of the assumptions upon which these estimates were based and the review of the calculations performed by your Company.

Notes 1.11, 1.12, 1.14, 4, 5, 6 and 7 to the financial statements describe the accounting methods and means of valuing goodwill and property, plant and equipment and intangible assets. As part of our assessment of the accounting rules and principles used by your Group, we verified the consistency of the data and assumptions used, as well the appropriateness of the accounting methods used and the information provided in the notes to the financial statements.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verification

In accordance with the professional standards applicable in France, we have also performed the specific verification required by law of the information relating to the Group, provided in the management report.

We have no observations to make regarding their fairness and consistency with the consolidated financial statements.

Paris and Paris-La Défense, 15 January 2014

The Statutory Auditors

AACE ÎLE-DE-FRANCE	ERNST & YOUNG et Autres
French member of Grant Thornton International	
Michel Riguelle	Bruno Bizet

2

THE COMPANY

PIERRE ET VACANCES SA

INFORMATION ON THE COMPANY AND ITS SHARE CAPITAL

COMPANY INFORMATION

GENERAL INFORMATION

Legal name

Pierre et Vacances.

Registered office

L'Artois – Espace Pont de Flandre – 11, rue de Cambrai – 75947 Paris Cedex 19.

Telephone number: +33 (0)1 58 21 58 21.

Legal form

A French Public Limited Company *(Société Anonyme)* with a Board of Directors, incorporated under French law and governed by the French Commercial Code and by its articles of association.

Date of incorporation and term of the Company

The Company was incorporated for a term of 99 years with effect from its registration in the Paris Trade and Companies Register on 7 August 1979, except in the event of an early dissolution or extension.

Corporate purpose (Article 2 of the articles of association)

The purpose of the Company is to:

- acquire equity interests in other companies, by means of the formation of companies, contributions of companies, subscriptions for or purchases of shares or equity interests, mergers, alliances, partnerships or any other means, and particularly in companies that are active in the following areas:
  - sell and manage property,
  - acquire, develop and resell land, and construct property,
  - operate, in whatever form, residences, hotels, motels, unfurnished or furnished premises, and restaurants of all kinds; all activities relating to the organisation and management of holidays and leisure activities; all direct or indirect equity investments in any French or foreign companies involved in the above businesses or likely to promote the development thereof;
- manage and provide technical, administrative, legal and financial assistance to these companies and their subsidiaries; and
- generally carry out all commercial and financial transactions, and all transactions involving property and equipment, relating directly or indirectly to the above business purpose or likely to help in the development thereof.

Trade and Companies Register

316 580 869 RCS Paris.

Business activity code

7010Z.

Financial year

The Company's financial year runs from 1st October to 30 September of the following year.

Consultation of documents and information relating to the Company

Company documents for the last three financial years (annual financial statements, minutes of Shareholders' Meetings, attendance sheets for said Shareholders' Meetings, lists of directors, Statutory Auditors' reports, articles of association, etc.) can be consulted at the Pierre et Vacances registered office.

In addition, the Company's articles of association and, where applicable, the reports, correspondence, assessments and declarations made by an expert at the Company's request, and the Company's historic financial information for the previous two years may be consulted at the Pierre et Vacances registered office.

Appropriation of earnings (Article 20 of the articles of association)

Net income generated during the financial year, after deducting overheads and other expenses incurred by the Company, including all depreciation, amortisation and impairment losses, represents the profit (or loss) for the financial year.

Of this profit, less any losses carried forward, at least one twentieth shall be appropriated in order to build up the regulatory reserve required by law. Such transfers should continue for as long as the regulatory reserve represents less than one tenth of the total share capital.

The residual balance, plus any profit carried forward, constitutes the profit available for distribution to shareholders.

The Shareholders' Ordinary Meeting may appropriate whatever sums it deems fit, either to be carried forward as retained earnings to the following financial year, or to be transferred to one or more general or special reserves, the use or allocation of which is determined by the Meeting.

The Shareholders' Ordinary Meeting may also decide to make payouts from the reserves available for this purpose. Where this is the case, the applicable resolution must expressly indicate from which reserves the payout shall be made.

The Meeting may offer each shareholder the option to receive all or part of the dividend payment in the form of shares (subject to legal conditions) or in cash.

Specific clauses in the articles of association

Double voting rights (Article 16 of the articles of association)

With effect from the Shareholders' Extraordinary Meeting of 28 December 1998, voting rights double those conferred on other shares, in view of the portion of share capital that they represent, shall be attributed to all fully paid-up shares for which proof of registration in the name of the same shareholder for a period of at least two years has been provided.

In the event of an increase in the share capital by incorporation of reserves, profits or share premiums, double voting rights shall be attributed from the date of issue to registered shares allotted free of charge to a shareholder as a result of his ownership of existing shares that are already entitled to double voting rights.

Shares converted to bearer shares or whose ownership is transferred lose their double voting rights.

Notwithstanding the above, the transfer by inheritance, by liquidation of spouses' joint property, or by inter vivos donation to a spouse or relative in the line of succession shall not entail the loss of double voting rights, and shall not interrupt the time period stipulated in Article L. 225-123 of the French Commercial Code. The same applies in the event of a transfer as a result of a merger or demerger of a shareholding company.

Identifying shareholders (Article 7 of the articles of association)

The Company may at any time, subject to the conditions laid down by regulations, ask the body responsible for clearing its shares to reveal the names, addresses and nationalities of holders of shares conferring an immediate or future right to vote at its Shareholders' Meetings, together with the number of shares held by each such shareholder and any restrictions attached to these shares; at the Company's request, the above information may be limited to shareholders holding a minimum number of shares set by the Company.

Breaching of thresholds (Article 8 of the articles of association)

In addition to legal thresholds, the Company's articles of association provide that any natural or legal person becoming the owner, by whatever means, in the sense of Article L. 233-7 of the French Commercial Code, of 5% of the issued capital or any multiple of this threshold, shall inform the Company of the total number of shares held by the person, by means of a registered letter with acknowledgement of receipt sent to the registered office within 15 days of one of these thresholds being breached.

In the event of non-compliance with this disclosure requirement and at the request of one or more shareholders owning at least 5% of the capital, the shares exceeding the percentage that should have been disclosed shall be immediately stripped of voting rights until the expiration of a period of three months from the date when the shareholder rectifies the disclosure omission.

Shareholders' Ordinary Meetings (Articles 16, 17 and 18 of the articles of association)

Shareholders' Ordinary Meetings shall be held at the registered office of the Company or at any other place indicated in the meeting notice.

Any shareholder is entitled to attend Shareholders' Ordinary Meetings in person or by proxy, on proof of their identity and share ownership.

The right to participate in Shareholders' Ordinary Meetings is subject:

- in the case of registered shareholders, to entry of the shares in the name of the shareholder in the Company registers at least three working days before the Shareholders' Ordinary Meeting;
- in the case of holders of bearer shares, to the filing, according to the conditions stipulated by law, of the certificate drawn up on the basis of the attestation of participation issued by the authorised intermediary three working days before the date of the Shareholders' Ordinary Meeting.

Any shareholder shall be entitled to exercise a postal vote using a form that may be obtained under the terms specified in the meeting notice and under the conditions provided by law.

Any shareholder may also, if the Board of Directors so decides at the time the Meeting is convened, participate and vote at the Shareholders' Ordinary Meeting by means of electronic telecommunication enabling their identity to be established under the conditions provided by law.

Shareholders participating in the Meeting by videoconference, or by any other means of electronic telecommunication enabling their identity to be established under the conditions provided by law, shall be deemed to be present for the purposes of establishing quorum and majority.

Methods of convening Shareholders' Meetings

Shareholders' Ordinary Meetings are convened by the Board of Directors or, failing this, by the Statutory Auditors, in accordance with the requirements of Article R. 225-162 of the French Commercial Code, or else by a corporate officer designated by the Presiding Judge at the Commercial Court ruling in summary proceedings upon request or, in an emergency, by any interested party or by one or more shareholders together holding at least 5% of the issued capital.

Notice of meeting shall be given in the form of an announcement published in one of the journals authorised to publish legal notices in the administrative department in which the Company's registered office is located. Shareholders holding registered shares shall be convened by formal letter, which can be sent by registered post at the shareholders' request with the latter bearing the cost of the same.

If all the shares are held in registered form, the notices provided for in the previous paragraph may be replaced by a meeting notice sent by registered post to each shareholder, with the Company bearing the cost of the same.

INFORMATION ABOUT THE S.I.T.I. GROUP

SA *Société d'Investissement Touristique et Immobilier* – S.I.T.I., a Pierre & Vacances-Center Parcs Group management holding company, indirectly controlled by Gérard BRÉMOND via SCI S.I.T.I. "R", has a 44.25% interest in Pierre et Vacances SA. The Pierre & Vacances subgroup constitutes the main asset of S.I.T.I SA and is fully consolidated.

S.I.T.I.'s equity interests to date outside Pierre et Vacances SA consist mainly of:

- assets not transferred to Pierre et Vacances SA, prior to its initial public offering in June 1999. These are mainly companies holding land (CFICA, Lepeudry & Grimard, La Buffa, etc.) and various non-strategic assets (SAEM de Morzine Avoriaz, etc.);
- companies involved in other business sectors (interests held through GB Développement: Cine-@, TSF Jazz, Duc des Lombards, etc.);
- companies bought back during financial years 2004/2005 and 2005/2006 from individual investors, relating to apartments in Pierre & Vacances villages in Martinique and in Guadeloupe (SNC Société Hôtelière de la Rivière à la Barque, SNC Société Hôtelière de la Plage du Helleux and SNC Filao). Some of these apartments were split sold to individual investors.

HISTORY OF THE PIERRE & VACANCES-CENTER PARCS GROUP

1967: Gérard Brémond launches a new tourist resort concept in Avoriaz.

1970 to 1997: the concept is implemented and expanded:

- application of property development and tourism know-how in other Alpine resorts and seaside locations;
- company acquisitions, site takeovers and tourism developments;
- launch, in 1979, of the "Ownership & Holidays" formula enables private individuals to acquire full ownership of an apartment for a reduced investment thanks to the deduction of VAT and the prepayment of rent.

1999 to 2003: the Group carries out major external growth operations and increases its power:

- 1999: acquisition of Orion Vacances (20 residences) – Initial public offering;
- 2000: acquisition of the Dutch group GranDorado, the leading operator of holiday villages for short-stay rentals in the Netherlands;
- 2001: three major acquisitions:
  - 50% of Center Parcs Europe (ten villages: five in the Netherlands, two in France, two in Belgium and one in Germany),
  - 100% of the Maeva group, the second largest operator of holiday residences in France (138 residences and hotels),
  - rent management companies, companies operating mechanical lifts and property at the mountain resort of Valmorel;
- 2002: acquisition of Résidences MGM, a tourism operating company running luxury leisure residences (12 residences);
- 2003: the Group becomes the sole shareholder of Center Parcs Europe.

2004 – 2005: with a leading presence in all segments of the leisure residence range, the Group takes a further step in its ongoing growth:

- 2004: acquisition by Center Parcs Europe of the holiday village "Butjadinger Küste" in Tossens, Germany;

  Gestrim partnership: an agreement to develop together, within Citéa, the residence management business through 2-star city hotels;
- 2005: start of construction of the new Center Parcs, Domaine du Lac de l'Ailette village in France.

  Signing of a partnership agreement with WWF France to ensure a progressive environmental approach.

  Opening of Bonavista-Bonmont, located in Calalogne, the first residence built by the Pierre & Vacances-Center Parcs Group in Spain.

  The Group carries out a major earnings growth initiative, primarily focused on improving the performance of its tourism businesses and continues to develop and improve the quality of its holiday residence portfolio through property development.

2006: launch of the fourth Center Parcs project in France (in Moselle – Lorraine).

2007: Pierre & Vacances and Accor join forces to develop a network of city residences in Europe and to become leaders in this market under the Adagio City Aparthotel brand;

Acquisition of the Belgian Group Sunparks, relating to the operation and the real-estate assets of four 3/4-star villages similar to Center Parcs located on the Belgian coast, in the Ardennes and in the Campine;

Villages Nature project: a letter of intent is signed between the State, Euro Disney and Pierre & Vacances confirming the interest in and support for this innovative project by the State, in collaboration with French local authorities;

Acquisition of the property development company Les Senioriales, specialising in building residences aimed at active seniors;

Opening of the third Center Parcs in France (Domaine du Lac de l'Ailette village).

2008: signing of a letter of intent to build a fifth French Center Parcs village in Isère in the commune of Roybon;

Opening of six residences under the Adagio City Aparthotels brand.

2009: signing of a strategic partnership agreement with CDG *(Caisse de Dépôt de Gestion du Maroc)* for the development of tourism and property development projects in Morocco;

Acquisition of the tourism operations of Intrawest in the Alps (Arc 1950 and Flaine Montsoleil);

Sale of the business goodwill of three Latitudes hotels (Val d'Isère, Arc 1800 and Les Ménuires).

2010: opening of the fourth Center Parcs in France, in Moselle-Lorraine (Domaine des Trois Forêts village);

Announcement of the planned sixth Center Parcs in France, in Vienne;

Opening of seven residences under the Adagio City Aparthotels brand;

Signing of the Villages Nature development agreement with the authorities.

2011: acquisition of Citéa by Adagio City Aparthotel;

Signing of the final agreements for the creation of the Center Parcs de Bostalsee (in Sarre) and closure of the project financing;

Signing of a framework agreement for the development of a new Central Parcs in southern Germany (Baden Wurttemberg) and for the purchase of the land;

Disposal of three Latitudes hotels (Trouville, Courchevel 1650, Toulouse); renovation of approximately 400 cottages in the Center Parcs at Domaine des Bois Francs (Normandy) and Domaine des Hauts de Bruyères (Sologne).

2012: signing of a Master Franchise agreement between Adagio City Aparthotel and Accor Latin America for the introduction of the Adagio and Adagio Access ranges in Brazil;

Disposal of the Latitudes hotel in Valescure;

Renovation of 350 cottages in the Domaine des Hauts de Bruyères and seven Center Parcs villages in the Netherlands, Germany and Belgium;

Marketing launch of Center Parcs Vienne;

Villages Nature: issue of five building permits covering the first tranche of 857 accommodations and the majority of equipment.

2013: Business partnership agreement signed with TUI France;

Opening of Center Parcs Bostalsee in the Sarre region (fifth Center Parcs in Germany);

Sale of the Maeva village in the Camargue;

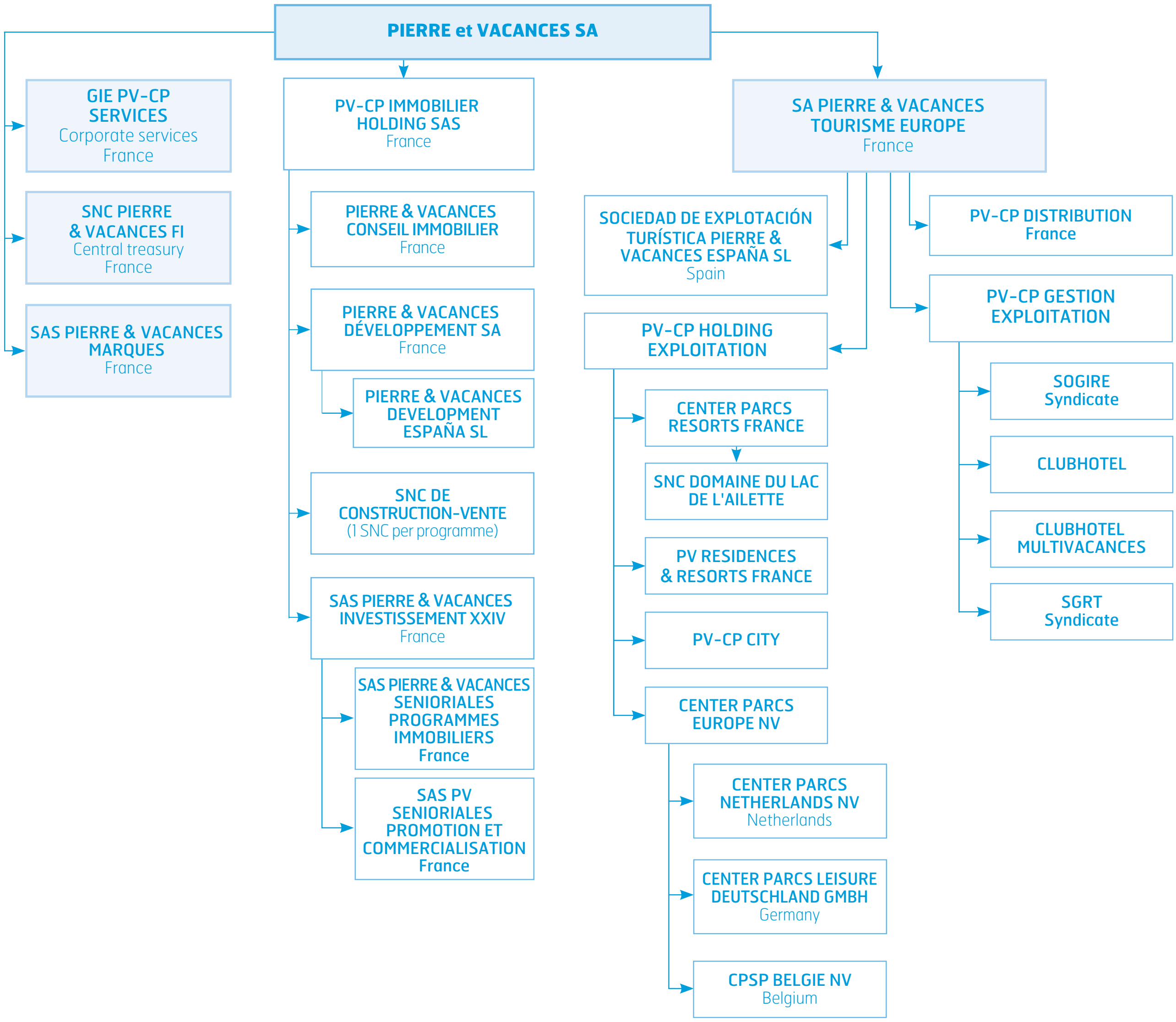
Opening of the first Adagio© Aparthotel in the UK, in Liverpool;

Off-plan sales agreement for sporting and leisure facilities at Center Parcs Vienne signed with a semi-public company, majority owned by the Vienne Département, the Poitou-Charentes Region and the Caisse des Dépôts et Consignations;

Definitive agreement signed for the block sale of cottages at Center Parcs Vienne to institutional investors for €156.9 million, inclusive of tax.

LEGAL FORM OF PIERRE ET VACANCES

Simplified organisational structure at 30 September 2013



The companies above are fully owned and fully consolidated.

Pierre et Vacances SA, the Group holding company, listed on Eurolist of Euronext Paris, holds equity interests in all the subholdings. It pays the external fees and expenses relating to the registered office at Artois, in the 19th district of Paris (particularly the rents), which it reinvoices to the various Group entities according to certain allocation criteria, particularly the square footage occupied. Pierre et Vacances SA is required to give sureties or guarantees to banks on behalf of its subsidiaries when setting up *corporate finance* or financial completion guarantees.

GIE PV-CP Services provides and invoices for management, administration, accounting, financial and legal services for the Group and handles the services shared by the Group's companies through service agreements.

Pierre & Vacances FI is the Group's central cash management company. It collects the surplus cash from the subsidiaries, redistributes it to those that need it and invests the balance.

Pierre & Vacances Marques SAS owns and manages the Pierre & Vacances, Maeva and Multivacances brands. As such, it reinvoices the Tourisme France operating entities for brand royalties.

Pierre & Vacances Tourisme Europe, the holding company for tourism activities, controls:

- *PV-CP Gestion Exploitation SAS*, the holding company for the business segment dedicated to portfolio management activities and relationships with owners;
- PV-CP Distribution SA, a travel agency, dedicated to promoting and selling residences and villages (not including selling and marketing of Center Parcs products for the BNG area, which are handled by Center Parcs Europe NV and its subsidiaries). In this capacity, PV-CP

Distribution SA reinvoices its selling fees to PV Résidences & Resorts France and Center Parcs Resorts France;

- PV-CP Holding Exploitation SAS, the holding company for the business segment dedicated to tourism operations, which controls:
  - Center Parcs Resorts France SAS which groups together all Bois Francs, Hauts de Bruyères and Les Trois Forêts Center Parcs operating activities, and which itself controls:
    - Domaine du Lac de l'Ailette SNC, a subsidiary responsible for operating the Domaine du Lac de l'Ailette holiday village in France,
  - PV Résidences & Resorts France SAS, which includes all the operating activities of the Maeva, Pierre & Vacances, Pierre & Vacances villages clubs and Pierre & Vacances premium villages and residences,
  - PV-CP City SAS, which includes all the operating activities of the 31 city residences acquired from Lamy on 15 June 2011,
  - Center Parcs Europe NV, a tourism holding company with a 100% stake in the Center Parcs Europe subgroup, which manages approximately 14,500 cottages in the Netherlands, Germany and Belgium. This company performs the shared services for the Center Parcs Europe subgroup, which are reinvoiced to its subsidiaries and the commercial activity in the Netherlands. Center Parcs Europe NV indirectly controls:
    - Center Parcs Netherlands NV a subsidiary which manages all the villages in the Netherlands (eight villages),
    - Center Parcs Germany Holding BV, which manages five villages in Germany through various subsidiaries,
    - CPSP België NV which, through various subsidiaries, markets and manages six villages in Belgium;
- Sociedad de Explotación Turística Pierre & Vacances España SL, which manages the Pierre & Vacances tourism operation in Spain.

PV-CP Immobilier Holding SAS (formerly CP Prog Holding), controls:

- PV Senioriales Promotion et Commercialisation, which promotes, constructs and markets residences for retired people;
- *Pierre & Vacances Conseil Immobilier (PVCI)*, which sells to individual investors new or renovated apartments and homes developed and managed by the Pierre & Vacances-Center Parcs Group. It is also responsible, for the owners that require it, for selling these apartments and thus provides the investors with liquidity from their investment. PVCI bills the construction-sales companies for the marketing fees;
- *Pierre & Vacances Développement SA (PVD)*, which carries out the real estate prospecting and the delegated project management. PVD invoices project management fees to the construction-sales companies;
- construction-sales companies.

The property development operations are in fact housed in dedicated construction-sales SNCs in order to simplify management and set-up of financing. Some property development operations can be carried out jointly with other parties. In such cases, Pierre & Vacances allows other developers to invest in these construction-sale companies.

The aim of PV-CP Immobilier Holding SAS is to wind up these companies and provide the ten-year warranty.

Different types of internal reinvoicing transactions are carried out between the entities of the tourism business segment and those of the property development business segment. These transactions are carried out under normal market conditions.

The construction-sales companies receive rents from the tourism business segment for the apartments that are not yet sold to investors but are operated by tourism entities. Conversely, for renovation operations, the property development companies that carry out the work indemnify the tourism operating companies for the costs incurred during the period of closure for the renovation work. Finally, the construction-sales companies sometimes pay the rent on apartments sold to investors before the site is opened to the public.

Furthermore, when, as part of the sale of properties to outside investors, the rent commitments given by the tourism operating companies are higher than market rents at the time of the sale, the excess rent, called "support funds", is recognised in the financial statements as a reduction to the selling price of the property. Therefore, this excess property margin is reallocated over the period of the lease to income from tourism activities.

Finally, the tourism operating companies help to manage certain property development programmes by participating in the design of the product, setting up the lease, delivering and accepting the site and putting it into operation. They also contribute to the marketing of certain property development programmes by actively helping with the selling work performed by their teams on the sites. For doing this work, they invoice project management and marketing fees to the property development companies concerned.

Summary of parent-child companies – Financial year 2012/2013

(in € thousands)	Tourism business	Property development	Other (including corporate departments)	P&V SA (listed company)	Total Group
Non-current assets (including goodwill)	567,710	23,861	30,315	5,355	627,242
Gross financial debt (excluding derivative financial instruments – liabilities)	113,853	29,191	0	161,279	304,323
Cash and cash equivalents recognised on statement of financial position	32,085	14,234	-25,021	214	21,512
Dividends paid to PV SA for the financial year	0	198	4,248		4,446

INFORMATION ABOUT THE SHARE CAPITAL

SHARE CAPITAL

At 31 December 2013, the share capital stood at €88,215,510 divided into 8,821,551 ordinary shares with a par value of €10 each, all of the same class and fully paid up.

The shares are in nominee or bearer form at the shareholder's discretion.

The Company keeps itself informed of the ownership of its shares under the conditions provided by law.

The shares are freely transferable, unless otherwise stipulated by law or regulations.

The transfer of the shares, whether free of charge or for a consideration and whatever their form, is done by transfer between accounts in accordance with the procedure laid down by law.

Double voting rights are attributed to shares held in nominee form for more than two years. At 31 December 2013, with double voting rights being granted on 3,982,196 shares, the total number of voting rights stood at 12,803,747 for 8,821,551 shares.

POTENTIAL CAPITAL

The potential capital of Pierre et Vacances if all options were exercised and if all the OCÉANE convertible bonds were converted into new shares would be €104,503,110 corresponding to 10,450,311 shares:

8,821,551 existing shares at 31/12/2013

+ 1,507,010 OCÉANE convertible bonds (maturing on 01/10/2015)

+ 121,750 share subscription options at 31/12/2013

= 10,450,311 potential shares at 31/12/2013

TABLE SUMMARISING CURRENTLY VALID DELEGATIONS OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS CONCERNING CAPITAL INCREASES

The Shareholders' Extraordinary Meeting of 6 March 2012 granted the Board of Directors certain delegations authorising them to increase the issued capital, with the option to sub-delegate under the conditions provided by law.

The Board of Directors has not used these authorisations.

A list of the resolutions adopted during the Shareholders' Extraordinary Meeting and authorising the Board of Directors to increase the share capital is given below.

A proposal will be made to the shareholders at the Shareholders' Ordinary Meeting called to approve the financial statements for the year ended 30 September 2013, to renew the delegations and authorisations expiring during the course of 2013/2014.

Resolution No.	Purpose	Term
9	Authorisation to issue shares and/or securities giving immediate or eventual access to the Company's capital with maintenance of the preferential subscription rights and up to the par value of €44,000,000.	26 months
10	Authorisation to issue shares and/or securities giving immediate or eventual access to the Company's capital with cancellation of preferential subscription rights and up to the par value of €44,000,000, this amount being applied to the general ceiling set by the 9th resolution.	26 months
11	Authorisation to increase capital, with cancellation of preferential subscription rights through private investment, and up to the par value of €44,000,000, this amount being applied to the general ceiling set by the 9th and 10th resolutions.	26 months
12	Authorisation to increase the number of shares to be issued upon an increase in capital with or without cancellation of preferential subscription rights, up to 15% of the initial issue, subject to the ceilings set out in the 9th, 10th and 11th resolutions.	26 months
13	Authorisation to set the issue price of shares to be issued within the framework of the 10th and 11th resolutions, with cancellation of preferential subscription rights, up to 10% of the capital per year.	26 months
14	Authorisation to make capital increases reserved for members of the Group Share Ownership Plan and up to the par value of €850,000.	26 months
15	Authorisation to issue shares in the Company with cancellation of the preferential subscription rights in order to grant options to subscribe for shares to executive and non executive corporate officers and/or certain members of the salaried personnel of the Company or of companies or groups affiliated thereto(1).	38 months
16	Authorisation to issue ordinary shares in the Company in order to grant them free of charge to executive and non-executive corporate officers and/or certain members of the salaried personnel of the Company or of companies or groups affiliated thereto, up to 3% of the issued capital(2).	38 months

(1) Opening of share option plan: options giving entitlement to subscribe for new Company shares or to purchase existing Company shares originating from purchases made by it. The total number of options granted by virtue of this authorisation may not give entitlement to subscribe for or purchase more than 250,000 shares.

(2) The bonus shares granted by the Board of Directors under this authorisation are existing Company shares originating from purchases made by it.

REPORT ON TREASURY SHARES

Within the framework of the treasury share buy-back programme authorised by the Shareholders' Ordinary Meeting of 28 February, 2013, in the period from 28 February 2013 to 30 September 2013, the Company acquired 65,167 shares as part of the AMAFI liquidity agreement at an average price of €15.97.

Furthermore, during this same period, 66,906 shares were sold at an average price of €16.42 as part of the AMAFI agreement.

Using the authorisations granted by the Shareholders' Ordinary Meetings of 11 March 2004 and 10 March 2005, on 26 September 2005, the Board of Directors instituted a Pierre et Vacances share purchase option plan involving 28,000 shares for the benefit of Group managers with a high level of responsibility. Under this plan, options were granted to eight beneficiaries for the purchase of 28,000 treasury shares at €59.89 each. The option price at grant date reflects the average Pierre et Vacances SA share price during the 20 trading sessions preceding the launch of the plan, less a 5% discount. To date, 26,000 options are outstanding and 2,000 options were lapsed.

Using the authorisations granted by the Shareholders' Ordinary Meeting of 2 March 2006, on 21 July 2006, the Board of Directors instituted a Pierre & Vacances share purchase option plan involving 16,500 shares for the benefit of Group managers with a high level of responsibility. Under this plan, options were granted to 20 beneficiaries for the purchase of 16,500 treasury shares at €80.12 each. The option price at grant date reflects the average Pierre et Vacances SA share price during the 20 trading sessions preceding the launch of the plan, less a 5% discount. To date, 11,500 options are outstanding and 5,000 options were lapsed.

Using the authorisations granted by the Shareholders' Ordinary Meeting of 2 March 2006, on 9 January 2007, the Board of Directors instituted a Pierre et Vacances share purchase option plan involving 46,875 shares for the benefit of Group managers with a high level of responsibility. Under this plan, options were granted to 19 beneficiaries for the purchase of 46,875 treasury shares at €87.40 each. The option price at grant date reflects the average Pierre et Vacances SA share price during the 20 trading sessions preceding the launch of the plan, less a 5% discount. To date, 46,875 options are outstanding.

Using the authorisations granted by the Shareholders' Ordinary Meeting of 2 March 2006, on 7 January 2008, the Board of Directors instituted a Pierre et Vacances share purchase option plan involving 38,375 shares for the benefit of Group managers with a high level of responsibility. Under this plan, options were granted to ten beneficiaries for the purchase of 38,375 treasury shares at €86.10 each. The option price at grant date reflects the average Pierre et Vacances SA share price during the 20 trading sessions preceding the launch of the plan, less a 5% discount. To date, 38,375 options are outstanding.

Using the authorisations granted by the Shareholders' Ordinary Meeting of 14 February 2008, on 12 January 2009, the Board of Directors instituted a Pierre et Vacances share purchase option plan involving 5,000 shares for the benefit of a Group manager with a high level of responsibility. Under this plan, options were granted to a beneficiary for the purchase of 5,000 treasury shares at €39.35 each. The option price at grant date reflects the average Pierre et Vacances SA share price during the 20 trading sessions preceding the launch of the plan. To date, 5,000 options are outstanding.

Using the authorisations granted by the Shareholders' Ordinary Meeting of 3 March 2011, on 3 March 2011, the Board of Directors instituted a Pierre et Vacances share purchase option plan involving 222,500 shares for the benefit of 41 Group managers with a high level of responsibility. Under this plan, options were granted to 41 beneficiaries for the purchase of 222,500 treasury shares at €63.93 each. The option price at grant date reflects the average Pierre et Vacances SA share price during the 20 trading sessions preceding the launch of the plan. To date, 144,500 options are outstanding and 78,000 options have lapsed.

Using the authorisations granted by the Shareholders' Ordinary Meeting of 6 March 2012, on 28 May 2013, the Board of Directors introduced a Pierre & Vacances bonus share plan which involved granting a maximum of 229,768 shares to 50 top executives within the Group, the bonus share grant being subject to performance requirements and not being made final until the end of a vesting period expiring on 31 December 2015, said shares originating from buybacks made by the Company.

At 30 September 2013, the Company held 373,461 treasury shares, of which 5,478 were part of the liquidity agreement and 367,983 were held under the buy-back programme.

The 367,983 shares held under the buy-back programme are reserved for the plans listed above.

Since 17 December 2012, the Company has asked Natixis to implement a liquidity agreement according to the Code of Ethics established by the *Association Française des Marchés Financiers* (the French Financial Markets Professional Association, or AMAFI) and approved by the *Autorité des Marchés Financiers* (the French Financial Markets Authority, or AMF). This contract was previously entrusted to Crédit Agricole Cheuvreux.

Since the authorisation given by the Shareholders' Ordinary Meeting of 28 February 2013 authorising a share buyback programme expires on 28 August 2014, a new authorisation will be submitted for approval to the Shareholders' Ordinary Meeting called to approve the financial statements for the year ended 30 September 2013.

CHANGES IN SHARE CAPITAL OVER THE LAST FIVE FINANCIAL YEARS

Date	Transaction	Par value *(in €)*	Issued capital *(in €)*	Additional paid-in capital *(in €)*	Total issued capital *(in €)*	Total number of shares
01/2009	Capital increase following the vesting of bonus shares noted by the Board of Directors meeting of 12 January 2009 and amended by the Board of Directors meeting of 12 February 2009	10	86,650	-86,650	88,195,760	8,819,576
05/2010	Capital increase following the exercise of share subscription options on 03/02/2010, 12/03/2010 and 15/03/2010	10	19,750	73,075	88,215,510	8,821,551

CHANGES IN SHARE CAPITAL AND VOTING RIGHTS OVER THE LAST THREE FINANCIAL YEARS

	At 30/09/2011			At 30/09/2012			At 30/09/2013		
Shareholders	Number of shares	% capital	% voting rights	Number of shares	% capital	% voting rights	Number of shares	% capital	% voting rights
S.I.T.I.	3,903,548	44.25	61.15	3,903,548	44.25	61.09	3,903,548	44.25	60.87
Directors	7,256	0.08	0.06	7,241	0.08	0.08	7,291	0.08	0.12
Treasury -shares	104,840	1.19	0.81	349,584	3.96	2.73	373,461	4.23	2.91
General public	4,805,907	54.48	37.98	4,561,178	51.70	36.10	4,537,251	51.44	36.10
of which employees	*82,612*	*0.93*	*0.94*	*78,046*	*0.88*	*0.95*	*88,863*	*1.01*	*1.38*
TOTAL	**8,821,551**	**100**	**100**	**8,821,551**	**100**	**100**	**8,821,551**	**100**	**100**

Article 222-12 of the General Regulations of the AMF states that, to calculate shareholding thresholds, the total number of voting rights is determined on the basis of all of the shares to which voting rights are attached, including shares stripped of voting rights.

NOTICE OF THE BREACHING OF SHAREHOLDING THRESHOLDS

None.

SHAREHOLDERS' AGREEMENTS

None.

GROUP SHARE OWNERSHIP PLAN

The Group Share Ownership Plan, set up with the payment of the employees' profit-sharing entitlement for 1997/1998, received voluntary payments from employees and the Company's matching contributions to subscribe for Pierre et Vacances shares in connection with the initial public offering and capital increase of March 2002. It also receives voluntary payments from employees.

Within this Group Share Ownership Plan, the mutual fund consisting exclusively of Pierre et Vacances shares represented 0.29% of the capital at 30 September 2013 (25,250 shares).

EMPLOYEE PROFIT-SHARING

A special Group employee profit-sharing agreement, covering the majority-controlled French entities, distributes the Group's special profit-sharing reserve (equalling the total special profit-sharing reserves calculated in each company) between all Group employees having an employment contract for more than three months with a participating entity. The special profit-sharing reserve for the Group profit-sharing agreement stood at €14,293 at 30 September 2013.

Amounts paid for Group profit-sharing in previous financial years:

2011/2012	€271,786
2010/2011	€474,700
2009/2010	/
2008/2009	€500,000

POLICY OF DIVIDEND PAYMENTS OVER THE LAST FIVE FINANCIAL YEARS – TIME LIMIT FOR DIVIDEND CLAIMS

Over the last five financial years, Pierre et Vacances SA has made the following dividend payments:

Financial year for which the dividend was paid	Number of shares[(1)]	Par value *(in €)*	Net dividend *(in €)*
2007/2008	8,683,682	10	2.70
2008/2009	8,696,887	10	1.50
2009/2010	8,749,035	10	0.70
2010/2011	8,517,904	10	0.70
2011/2012	8,453,568	10	/

(1) Number of shares eligible for dividends for the year.

The dividend policy is based on the Group's profit (loss) from ordinary activities, financial position and projected financial needs. Thus, no guarantee can be given as to the amount of dividend payments for a given financial year. Unclaimed dividends are forfeited to the French government five years after they become payable.

Given the Group's 2013 results, the non-payment of a dividend will be proposed to the Shareholders' Ordinary Meeting of 13 March 2014.

Financial instrument pledges granted involving Pierre et Vacances SA shares

Name of shareholder recorded on the purely nominee account	Beneficiary	Start date	Maturity date	Number of shares pledged
SA S.I.T.I.	NEUFLIZE OBC	22 March 2011	30 April 2016	900,000 or 10.20% of the issuer's share capital

OWNERSHIP OF SHARE CAPITAL AND VOTING RIGHTS

At 31 December 2013, the estimated shareholder structure of Pierre & Vacances is as follows:

	Number of shares	% of issued capital	Value of profit-sharing at 31 December 2013 *(in € thousands)*	Number of voting rights	% of voting rights
S.I.T.I. (1)	3,903,548	44.25	119,956	7,807,096	60.98
Directors	7,291	0.08	224	15,432	0.12
Treasury shares	370,284	4.20	11,379	370,284	2.89
of which shares acquired as part of the buy-back programme	*367,983*		*11,308*		
of which shares acquired as part of the liquidity agreement	*2,301*		*71*		
General public(2)	4,540,428	51.47	139,527	4,610,935	36.01
TOTAL	**8,821,551**	**100**	**271,086**	**12,803,747**	**100**

(1) S.I.T.I. SA is 72.43% directly owned by SCI S.I.T.I. «R», the latter being 90% owned by Gérard Brémond.

(2) Including employees (87,571 shares or 0.99% of issued capital) and Financière de l'Échiquier (742,100 shares according to the identification of the holders of bearer shares at 30 September 2013, or 8.41% of the share capital).

The Company has taken a number of measures to prevent the control exerted by S.I.T.I. SA from being abusive (see the Chairman's report on the organisation of the Board of Directors and internal control procedures, which is included in the annual financial report).

To the Company's knowledge, no other shareholder owns more than 5% of the share capital or voting rights (other than those listed above).

In accordance with Article L. 223-13 of the French Commercial Code and given the disclosures and notifications received in accordance with Articles L. 233-7 and L. 233-12 of said Code, it is stated that:

- S.I.T.I. SA directly holds more than a third of the share capital and more than half of the voting rights at Shareholders' Ordinary Meetings;
- SCI S.I.T.I. «R» indirectly holds more than a third of the share capital and more than half of the voting rights at Shareholders' Ordinary Meetings.

STOCK MARKET SHARE PRICES AND TRADING VOLUMES

As at 31 December 2013, Pierre & Vacances shares are listed on the Eurolist of Euronext Paris (Compartment C) and are included in the CAC All-Tradable, CAC Mid & Small 190, CAC Travel & Leisure and CAC Small 90 indexes.

Share trading over the last 18 months:

Period	Number of shares exchanged	Issued capital *(in € millions)*	Adjusted highs and lows	
			Highest	Lowest
July 2012	502,449	6.52	14.60	11.36
August 2012	980,065	12.89	15.48	10.82
September 2012	407,368	6.19	17.90	12.50
October 2012	278,253	4.24	17.44	13.00
November 2012	404,091	5.27	14.40	11.66
December 2012	475,585	7.00	15.98	13.46
January 2013	275,972	4.67	18.19	15.62
February 2013	240,305	3.55	16.00	13.58
March 2013	144,434	2.11	15.59	13.60
April 2013	87,218	1.19	14.50	12.90
May 2013	257,130	3.96	16.50	14.32
June 2013	302,860	4.83	16.70	15.20
July 2013	259,086	4.16	17.81	14.28
August 2013	107,837	1.81	17.51	16.00
September 2013	189,092	3.27	18.68	15.86
October 2013	240,360	4.53	20.85	16,84
November 2013	258,164	5.51	23.70	19.00
December 2013	423,727	11.57	31.80	22.82

(Source: Euronext).

On 25 January 2011, the Company issued bonds convertible into new shares or exchangeable for existing shares (OCÉANE), maturing on 1st October 2015. These bonds were admitted for trading on Euronext Paris on 2 February 2011.

Share trading over the last 18 months:

	Price	
Period	Highest	Lowest
July 2012	76.00	72.00
August 2012	78.00	75.00
September 2012	77.50	76.00
October 2012	76.00	72.50
November 2012	74.90	73.50
December 2012	75.80	73.60
January 2013	77.00	75.00
February 2013	77.90	75.90
March 2013	77.00	76.05
April 2013	79.80	75.80
May 2013	79.50	76.45
June 2013	77.00	76.22
July 2013	78.00	76.00
August 2013	79.80	77.35
September 2013	79.80	78.00
October 2013	78.90	76.65
November 2013	78.50	77.15
December 2013	78.00	77.25

(Source: Euronext).

BOARD OF DIRECTORS' REPORT TO THE SHAREHOLDERS' ORDINARY MEETING

COMMENTS ON THE PARENT COMPANY FINANCIAL STATEMENTS

PREAMBLE

Pierre et Vacances SA, the Group holding company, owns:

- interests in all the subholdings;
- the lease and the fittings at the administrative premises of the registered office situated in the 19th district of Paris *(Espace Pont de Flandre)*.

At 30 September 2013, there were two types of agreements binding Pierre et Vacances SA and its subsidiaries:

- an agreement on the reinvoicing of head office expenses (rental expenses, amortisation of fittings and furniture);
- sub-leases within the framework of reinvoicing for rent.

SIGNIFICANT EVENTS

Significant events relating to the Pierre & Vacances-Center Parcs Group for which Pierre et Vacances SA is the holding company are described in the Group management report.

CHANGES IN THE BUSINESS

Revenue in financial year 2012/2013 was €9.5 million. It mainly consisted of:

- €6.7 million from reinvoicing subsidiary entities for their share of rent expenses for the occupation of premises at the Group's registered office at Artois, in the 19th district of Paris;
- €2.8 million for services rendered and reinvoiced to subsidiaries for the development of their businesses.

Operating loss for the financial year 2012/2013 was €3.3 million (compared with a €0.3 million loss in 2011/2012). This loss was the result of costs inherent in the Group's holding activity.

The change in 2012/2013 compared with the previous year is mainly due to €3.0 million in income relating to rental compensation in 2011/2012.

Net financial income amounted to -€98.1 million compared with €20.4 million the previous year. It consisted primarily of the following:

- dividend income of €4.4 million from subsidiaries, including €4.3 million from Pierre & Vacances Marques, a subsidiary owning the Group's brands (mainly Pierre & Vacances, Maeva and Multivacances) and all of the related intangible assets, excluding Les Senioriales and those operated by the Center Parcs sub-group;
- interest income of €5.3 million on current accounts, including €4.5 million on the current account held by Pierre & Vacances FI, a subsidiary responsible for the Group's central cash management;
- income of €3.8 million relating to a change in the provisions for treasury share impairment losses;
- financial expenses of €112.8 million, including, in particular:
  - €98.7 million in financial provisions, including €74.0 million for Pierre et Vacances Tourisme Europe shares and €23.6 million for Pierre et Vacances FI current account depreciation,
  - interest on bank loans of €5,8 million, including €4.6 million related to bonds convertible into shares, issued in 2010/2011,
  - €4.2 million interest on the Group's financial debt, including €3.0 million in respect of Center Parcs Europe NV and €1.2 million in respect of Pierre et Vacances-Center Parcs Finances SAS,
  - €3.7 million in commission, interest and expenses.

Net financial income for 2011/2012, which came to €20.4 million, mainly comprised:

- dividend income of €24.7 million from subsidiaries, including:
- interest income of €9.1 million on the current account of Pierre & Vacances FI, a subsidiary responsible for the Group's central cash management;
- financial expenses of €13.6 million, including, in particular:
  - interest on bank loans of €7.0 million, including €4.6 million related to bonds convertible into shares, issued in 2010/2011,
  - impairment losses on financial assets totalling €4.1 million,
  - €2.2 million on commission and expenses on sureties.

Non-recurring losses amounted to -€26.0 million compared to -€0.2 million in 2011/2012, mainly comprising:

- a €19.5 million provision for impairment of goodwill at Pierre et Vacances/Maeva tourism businesses;
- a loss of €3.9 million on the exchange of shares relating to the merger of Pierre et Vacances Immobilier Holdings to the benefit of Pierre et Vacances-Center Parcs Immobilier SAS as part of the simplification of the property development business segment's legal structure;
- an expense of €2.6 million related to charges and fees paid in the context of Group restructuring activities.

Non-recurring losses generated in 2011/2012 mainly related to fees paid in the context of the Group's business transformation.

In its capacity as parent company, Pierre et Vacances SA records any tax resulting from the tax consolidation of the Group in its financial statements. Income tax recognised came to €13.8 million (compared with €12.4 million the previous year).

Income from tax consolidation stood at €13.7 million, plus a family tax credit of €0.1 million.

As a result, **the loss** for the year stood at €113.5 million compared with a profit of €32.4 million the previous year.

2

CHANGES IN FINANCIAL POSITION

Total assets amounted to €998 million at 30 September 2013 compared with €1,117 million at 30 September 2012, a drop of €119 million. This change mainly related to the fall, over the period, in the net value of fixed assets (€100.2 million).

It corresponds:

- to the downward revision of the value of securities and goodwill attached to Pierre & Vacances and Center Parcs tourism business. The gross value of these assets includes recognition of unrealised gains recorded historically within the context of internal restructuring in previous financial years. An update of these valuations on 30 September 2013 to take account of the economic cycle facing the Pierre & Vacances Center Parcs Group has thus led to the recognition of:
  - a €74.0 million impairment of the equity investment in the subsidiary PV Tourisme Europe,
  - a €19.5 million impairment of intangible assets as a result of internal restructuring in 2007 and 2008 and relating to Pierre & Vacances/Maeva tourism business;
- to the €3.8 million loss on the exchange of shares in CP Prog Holding SAS for shares in CP Prog Immobilier Holding SAS within the context of the simplification of the legal structure of the Group's tourism business.

The net carrying amount of investments in associates and other long term equity investments at 30 September 2013 was €478 million and consisted of the following main investments (in € millions):

• Pierre & Vacances Tourisme Europe SA	348.1
• PV-CP Immobilier Holding	64.9
• Pierre & Vacances Marques SAS	60.7
• Villages Nature de Val d'Europe	1.2

In 2012/2013, Pierre et Vacances SA equity fell by €113.5 million to €573.2 million at 30 September 2013. This change is detailed below (in € millions):

• Profit (loss) for the year	-113.5

Share capital at 30 September 2013 was €88,215,510 and was divided into 8,821,551 fully paid-up ordinary shares with a par value of €10 each.

Provisions for risks and charges at 30 September 2013 amounted to €3.5 million. They were broken down as follows (in € million):

• Provisions for financial risks relating to subsidiaries	3.5

The outstanding bond issue corresponds to the issuance on 25 January 2011 of €115 million in bonds convertible into new shares or exchangeable for existing shares (OCÉANE), maturing on 1st October 2015.

Amounts due to credit institutions showed a balance of €45 million at 30 September 2013. These primarily corresponded to:

- a €100 million loan taken out during financial year 2009/2010 and amortised on a straight-line basis over five years, whose principal balance at 30 September 2013 amounted to €40 million;
- accrued interest of €4.9 million.

The loan of a nominal amount of €100 million is at a variable rate (six-month Euribor + margin). In order to manage the risk associated with interest rate fluctuations, Pierre et Vacances SA is taking out interest rate hedging contracts. Several swap contracts have been entered into by Pierre et Vacances SA to hedge this loan.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

None.

OUTLOOK

In 2013/2014, Pierre et Vacances SA will continue to act as the Group holding company under conditions equivalent to those in the reporting year.

SUBSIDIARIES, ASSOCIATES AND OTHER LONG-TERM EQUITY INVESTMENTS

In addition to the information given in this document, we have described the activity of the subsidiaries and of the controlled entities in the Group management report and in the Registration document for the Pierre & Vacances-Center Parcs Group.

The activities of the main subsidiaries in 2012/2013 are presented below:

- Pierre & Vacances Tourisme Europe SA

Pierre et Vacances Tourisme Europe SA continued its activities as the sub-holding company for the tourism business segment.

For the year ended 30 September 2013, Pierre et Vacances Tourisme Europe recorded a loss of €15.1 million.

- Pierre & Vacances Marques SAS

The activity of this company consists of collecting royalties from the granting of rights to use its brands.

In 2012/2013, Pierre & Vacances Marques SAS renewed its annual licences awarded to the various Group companies that use its brands.

The Company's profit for this financial year amounted to €5.4 million.

- Pierre & Vacances FI SNC

In 2012/2013, Pierre & Vacances FI SNC continued its responsibilities for central cash management for the various Pierre & Vacances-Center Parcs Group entities.

As a result of the new usufruct right structure introduced on 30 September 2008, at 30 September 2013, Pierre & Vacances FI still owned the usufruct rights of the following companies:

- Center Parcs Holding Belgique SAS (€17.2 million);
- PV-CP Distribution (€37.9 million).

On 1st October 2013, full ownership of the 3,575 Center Parcs Holding Belgique SAS shares which had been subject to a division of ownership was returned to Center Parcs Europe NV, and the full ownership of the 215,622 PV-CP Distribution shares which had been subject to a division of ownership was returned to Pierre & Vacances Tourisme Europe SA.

Over this reporting period, SNC Pierre & Vacances FI recorded a net loss of €4.6 million.

The following information is provided on these subsidiaries, associates and long-term equity investments:

Significant equity investments

During the last financial year, the Company acquired the following investments:

PV-CP Immobilier Holding SAS (formerly CP Prog Holding)

On 9 August 2013, Pierre et Vacances SA was awarded 123 shares (a 100% equity interest) in CP Prog Holding, in exchange for the buyback by Pierre et Vacances Immobilier Holding SE of 277,069 of its treasury shares with a view to their cancellation.

On 27 August 2013, 2,930 CP Prog Holding shares were issued and allocated, in full, to Pierre et Vacances SA (as consideration for the merger by absorption of Pierre et Vacances Immobilier Holding SE by CP Prog Holding).

Entwicklungsgsellschaft Ferienhauspark Bostalsee GmbH

On 26 September 2013, Pierre et Vacances SA exercised its right to buy IETC International Engineered Timber Construction GmbH's equity interest in Entwicklungsgsellschaft Ferienhauspark Bostalsee GmbH, thereby increasing its investment in said company from 19.90% to 59.95%.

Significant disposals

During the year ended, the Company has disposed of the following investments:

Pierre et Vacances Investissement XXXXVIII

On 10 September 2013, Pierre et Vacances sold 278 shares (a 100% equity interest) in Pierre et Vacances Investissement XXXXVIII to PV-CP Holding Exploitation for €2,780.

SNC Domaine du Lac de l'Ailette

On 20 September 2013, Pierre et Vacances SA sold 191 shares in SNC Domaine du Lac de l'Ailette to Center Parcs Resorts France for €640,919.60.

Significant investments and disposals since the year-end

None.

REMUNERATION OF EXECUTIVES AND MEMBERS OF THE BOARD OF DIRECTORS

REMUNERATION OF EXECUTIVE AND NON-EXECUTIVE CORPORATE OFFICERS

Please note that the Company chose the AFEP-MEDEF Code, revised in June 2013, as its benchmark code and that within the context of the "Comply or Explain" rule laid down in Article L. 225-37 of the French Commercial Code and referred to in Article 25.1 of the AFEP-MEDEF Code, the Company believes that its practices comply with the recommendations of said Code apart from the points mentioned on pages 198 of this Registration document.

For the financial years ending on 30 September 2013 and 30 September 2012, no wage (including any kind of benefit) was paid directly to a corporate officer by Pierre & Vacances-Center Parcs Group companies controlled in accordance with Article L. 233-16 of the French Commercial Code or by Pierre et Vacances SA. However, Société d'Investissement Touristique et Immobilier (a company indirectly controlled by the Chairman, founder and majority shareholder of Pierre et Vacances SA) as an asset management company, invoiced for fees representing the cost of the services rendered by Gérard Brémond, Françoise Gri, Thierry Hellin and Patricia Damerval. The fees invoiced by S.I.T.I. were calculated on the basis of direct costs (wages paid + employer's contributions + other direct costs: travel, premises, secretarial costs) plus a 5% margin and calculated *prorata* for the time spent by each individual on managing the business of Pierre & Vacances-Center Parcs Group companies.

For each of them, the variable bonus relates to the Group's financial performance and the achievement of personal objectives.

The Group has not introduced a system of sign-on bonuses or termination benefits for its executive or non-executive corporate officers.

There are no additional pension schemes specific to executive and non-executive corporate officers. They receive, in accordance with their contract of employment with S.I.T.I., an end-of-service lump sum payment calculated on the basis of the rules applicable to all salaried employees.

Summary of remunerations of and options and shares granted to each executive corporate officer

(in €)	2012/2013	2011/2012
Gérard Brémond, Chairman of the Board of Directors		
Remuneration payable for the year	593,619	548,671
Value of options granted during the year	-	-
Value of performance-related shares granted during the year	-	-
TOTAL	**593,619**	**548,671**
Françoise Gri, Chief Executive Officer		
Remuneration payable for the year	642,791	NA
Value of options granted during the year	-	NA
Value of performance-related shares granted during the year	101,280	NA
TOTAL	**744,071**	**NA**

At its meeting on 3 December 2012, the Board of Directors of Pierre et Vacances SA decided to separate the functions of Chairman and Chief Executive Officer, from 2 January 2013. Since this date, Gérard Brémond has held the position of Chairman of the Board of Directors and Françoise Gri that of Chief Executive Officer.

The Following table summarises the remunerations of each corporate officer

(in €)	Remuneration in 2012/2013 payable for the year	Remuneration in 2012/2013 paid during the year	Remuneration in 2011/2012 payable for the year	Remuneration in 2011/2012 paid during the year
Gérard Brémond, Chairman of the Board of Directors				
Fixed remuneration	500,000	500,000	500,000	500,000
Variable remuneration	90,000	45,000	45,000	90,000
Special remuneration			-	-
Attendance fees			-	-
Benefits in kind	3,619	3,619	3,671	3,671
TOTAL	**593,619**	**548,619**	**548,671**	**593,671**
Françoise Gri, Chief Executive Officer				
Fixed remuneration	375,000	375,000	NA	NA
Variable remuneration	265,500	0	NA	NA
Special remuneration			NA	NA
Attendance fees			NA	NA
Benefits in kind	2,291	2,291	NA	NA
TOTAL	**642,791**	**377,291**	**NA**	**NA**
Patricia Damerval, Deputy Chief Executive Officer				
Fixed remuneration	308,251	308,251	308,007	308,007
Variable remuneration	138,895	135,000	70,000	150,000
Special remuneration			-	-
Attendance fees			-	-
Benefits in kind	2,642	2,642	2,696	2,696
TOTAL	**449,788**	**445,893**	**380,703**	**460,703**
Thierry Hellin, Deputy Chief Executive Officer				
Fixed remuneration	308,347	308,347	308,007	308,007
Variable remuneration	135,895	117,425	70,000	135,520
Special remuneration			-	-
Attendance fees			-	-
Benefits in kind	7,120	7,120	7,762	7,762
TOTAL	**451,362**	**432,892**	**385,769**	**451,289**

Summary of commitments given to executive corporate officers

Executive corporate officers	Employment contract	Supplementary retirement plan	Compensation or benefits due or liable to be due if positions are discontinued or changed	Compensation relating to a non-competition -clause
Gerard Brémond Chairman of the Board of Directors	No	No	No	No
Françoise Gri Chief Executive Officer	No	No	No	No

Gérard Brémond has been a Director since 3 October 1988. He was Chairman and Chief Executive Officer from 3 October 1988 until 16 November 2009, then Chairman of the Board of Directors from 16 November 2009 until 30 August 2012 and Chairman and Chief Executive Officer from 30 August 2012 to 2 January 2013. He has been Chairman of the Board of Directors since 2 January 2013. Françoise Gri has been Chief Executive Officer since 2 January 2013 and a director since 28 February 2013.

ATTENDANCE FEES AND OTHER REMUNERATION PAID TO NON-EXECUTIVE CORPORATE OFFICERS

Information in this table relates to non-executive corporate officers receiving only attendance fees or other special remuneration.

The Board of Directors establishes the rules for the allocation of attendance fees.

These fees are paid based on the actual participation of the Director in the meetings of the Board and of the special committees, as applicable.

(in €)	Attendance fees for 2012/2013 paid in October 2013	Attendance fees for 2011/2012 paid in October 2012
Olivier Brémond		
Attendance fees	30,000(*)	30,000(*)
Other remuneration	-	-
Ralf Corsten		
Attendance fees	34,000(***)	33,000(**)
Other remuneration	-	-
Marc R. Pasture		
Attendance fees	33,000(**)	33,000(**)
Other remuneration	-	-
Delphine Brémond		
Attendance fees	25,000	30,000
Other remuneration	-	-
Andries Arij Olijslager		
Attendance fees	33,000(**)	34,000(***)
Other remuneration	-	-
TOTAL	**155,000**	**160,000**

(*) €22,500 actually received by the director (€7,500 deducted at source and paid directly by Pierre et Vacances SA to the French tax authorities).
(**) €24,750 actually received by the director (€8,250 deducted at source and paid directly by Pierre et Vacances SA to the French tax authorities).
(***) €25,500 actually received by the director (€8,500 deducted at source and paid directly by Pierre et Vacances SA to the French tax authorities).

LOANS AND GUARANTEES ISSUED BY PIERRE ET VACANCES SA

No loan or guarantee has been granted by Pierre et Vacances SA to the members of the Group Executive Management Committee or the Board of Directors.

SHARE OPTIONS AND BONUS SHARES

GRANT POLICY

The grant policy followed hitherto by the Group identifies:

- occasional grants to a large number of Group managers;
- more regular grants, in principle on an annual basis, to key Group employees;
- special grants to Group employees (managers and non-managers).

This policy is likely to change during future years due to the legislative and regulatory changes in the accounting treatment for share options.

The Company states that, having signed up to the AFEP-MEDEF Corporate Governance Code:

- all bonus share plans are subject to performance-related conditions (with the exception of two plans, see table on page 162) ;
- bonus shares are only granted to corporate officers if all performance-related conditions have been met;
- the Company has set up a system for linking employees' performance to the performance of the Company (introduction of a special profit-sharing agreement);
- share options were granted over the same calendar periods;
- share option plans are subject to presence and/or performance requirements;
- corporate officers have agreed not to use hedging facilities until their term of office expires;
- in accordance with Internal Regulations, corporate officers are required to respect closed periods covering (i) the 30 calendar days prior to the date on which the half-yearly and annual consolidated financial statements are published as well as their actual publication dates and (ii) the 15 calendar days prior to the date of publication of the quarterly revenues, as well as the their actual publication dates. The timetable for such closed periods is prepared on an annual basis.

SHARE OPTION PLANS

History of share subscription option plans

At 31 December 2013, 121,750 share subscription options were outstanding.

If all the options were exercised, 121,750 new shares would be issued, increasing the total number of shares to 8,943,301.

These new shares would represent an increase of €8,496,642 in equity.

The options outstanding represent 1.36% of the share capital after the increase.

	2003 option plans		2004 option plan	2005 option plan
Date of Shareholders' Ordinary Meeting		10/03/2003	11/03/2004	11/03/2004
Date of Board of Directors' Meeting	11/04/2003	03/11/2003	07/09/2004	26/09/2005
Total number of shares that may be subscribed for at grant date	25,000	7,150	162,300	1,000
Number of shares that may be subscribed for by the ten employees granted the largest number of share options	25,000	7,150	51,000	1,000
Number of shares that may be subscribed for by current members of the Board of Directors	15,000	/	8,000	/
of which:				
Thierry Hellin			4,000	
Patricia Damerval	15,000		4,000	
Vesting date	12/04/2007	04/11/2007	08/09/2008	27/09/2009
Subscription price(*)	€44	€63.83	€66.09	€59.89
Expiry date	12/04/2013	04/11/2013	08/09/2014	27/09/2015
Number of shares subscribed for	20,000	/	/	/
Total number of options lapsed	5,000	/	41,550	/
Total number of options outstanding at the end of the year	/	7,150	120,750	1,000

(*) The subscription price corresponds to the average share price quoted during the 20 trading sessions preceding the grant decision, less a 5% discount.

History of share purchase option plans

	2005 share purchase option plan	2006 share purchase option plan	2007 share purchase option plan	2008 share purchase option plan	2009 share purchase option plan	2011 share purchase option plan
Date of Shareholders' Ordinary Meeting	11/03/2004 and 10/03/2005	02/03/2006	02/03/2006	02/03/2006	14/02/2008	03/03/2011
Date of Board of Directors' Meeting	26/09/2005	21/07/2006	09/01/2007	07/01/2008	12/01/2009	03/03/2011
Total number of shares that may be purchased at grant date	28,000	16,500	46,875	38,375	5,000	222,500
Number of shares that may be purchased by the ten employees granted the largest number of share options	28,000	16,500	45,375	38,375	5,000	80,000
Number of shares that may be purchased by current members of the Board of Directors	8,000	/	8,000	8,000	/	70,000
Of which:						
Thierry Hellin	4,000		4,000	4,000		35,000
Patricia Damerval	4,000		4,000	4,000		35,000
Vesting date	27/09/2009	22/07/2010	10/01/2011	08/01/2012	13/01/2013	04/03/2015
Purchase price	€59.89(*)	€80.12(*)	€87.40(*)	€86.10(*)	€39.35(**)	€63.93(**)
Expiry date	27/09/2015	22/07/2016	10/01/2017	08/01/2018	13/01/2019	04/03/2021
Number of shares purchased	/	/	/	/	/	/
Total number of share purchase options lapsed or forfeited	2,000	5,000	/	/	/	78,000
Total number of options outstanding at the end of the year	26,000	11,500	46,875	38,375	5,000	144,500

(*) The purchase price corresponds to the average share price quoted during the 20 trading sessions preceding the grant decision, less a 5% discount.
(**) The purchase price corresponds to the average share price quoted during the 20 trading sessions preceding the grant decision without a discount.

Share options granted during the financial year to each corporate officer by the Company itself and by any Group company

None.

Share subscription or purchase options exercised during the financial year by each corporate officer

None.

Share options granted to the top ten receiving employees who are not corporate officers and options exercised by the latter

None.

BONUS SHARES

History of bonus share plans

	2007 plan	2007 plan	2008 plan	2009 plan	2009 plan	2009 plan	2013 plan	2013 plan	2013 plan
Date of Shareholders' Ordinary Meeting	10/03/2005	10/03/2005	10/03/2005	14/02/2008	12/02/2009	12/02/2009	06/03/2012	06/03/2012	06/03/2012
Date of Board of Directors' Meeting	09/01/2007	09/01/2007	07/01/2008	12/01/2009	12/02/2009	12/02/2009	28/05/2013	03/09/2013	02/12/2013
Total number of beneficiaries	2,207	9	8	57	2	1	50	2	4
Total number of shares granted initially	11,035	16,010	13,010	84,135	3,325	6,575	229,768(****)	13,333(****)	15,555(****)
Total number of shares granted to current members of the Board of Directors	10	3,000	3,000	10,000	/	/	61,000	/	/
Of which:									
Françoise Gri							31,000(*****)		
Thierry Hellin	5	1,500	1,500	5,000(***)			15,000		
Patricia Damerval	5	1,500	1,500	5,000(***)			15,000		
Starting date of the vesting period	09/01/2007	09/01/2007	07/01/2008	12/01/2009	12/02/2009	12/02/2009	28/05/2013	03/09/2013	02/12/2013
Starting date of the lock-in period	10/01/2009	10/01/2009	08/01/2010	13/01/2011	13/02/2011	13/02/2011	01/01/2016	01/01/2016	01/01/2016
Duration of the lock-in period	2 years	2 years	2 years	2 years	2 years	2 years	2 years	2 years	2 years
Grant conditions and criteria	Presence conditions	Presence and performance-related conditions	Presence and performance-related conditions	Presence and performance-related conditions(**)	Presence and performance-related conditions(**)	Presence conditions	Presence and performance-related conditions	Presence and performance-related conditions	Presence and performance-related conditions
Source of the shares to be granted	Shares to be issued	Treasury shares	Treasury shares	Treasury shares	Treasury shares	Treasury shares	Treasury shares	Treasury shares	Treasury shares
Number of shares cancelled	2,370	/	/	40,727(*)	2,665(*)	/	/	/	/
Number of shares vested	8,665	16,010	13,010	43,408	640	6,575	/	/	/
Potential dilution resulting from the vesting of shares	8,665	None, the bonus shares granted being existing shares							

(*) *At its meeting of 1st December 2009, the Board of Directors found that only some of the performance-related conditions had been met for the first half of the shares granted on 12 January 2009 and 12 February 2009.*
At its meeting of 18 January 2011, the Board of Directors found that none of the performance-related conditions had been met for the second half of the shares granted on 12 January 2009.
At its meeting of 14 February 2011, the Board of Directors found that none of the performance-related conditions had been met for the second half of the shares granted on 12 February 2009.

(**) *Performance-related conditions applying to the first half of the shares granted: the indicators are EBIT, operational cash flows generated (excluding acquisitions), as well as external indexes (SBF 250, property values and tourism values).*
Performance-related conditions applying to the second half of the shares granted: the indicators are group share of net profit or loss, operational cash flows generated (excluding acquisitions), and the external indexes listed above.

(***) *The value of bonus shares granted in 2008/2009 amounted to €183,606 for each corporate officer.*

(****) *The number of shares to be vested under this plan is subject to a performance-related condition based on share price performance. The performance-related requirement at maturity will be calculated on the volume-weighted average Pierre & Vacances share price for all trading days in October, November and December 2015. The volumes appearing in this table and in the subsequent tables are the maximum for 100% achievement of the performance-related condition.*

(*****) *In accordance with Article L. 225-197-1 of the French Commercial Code, the Board of Directors decided that Françoise Gri should retain in registered form 10% of the shares vested to her on 1st January 2016, until the end of her term of office.*

Bonus shares granted during financial year 2012/2013 to each corporate officer

Name of corporate officer	Plan date	Number of shares granted during the reporting period	Valuation of shares using the same method as that used for the consolidated financial statements	Purchase date	Date available
Françoise Gri	28/05/2013	31,000	101,280	01/01/2016	02/01/2018
Thierry Hellin	28/05/2013	15,000	49,006	01/01/2016	02/01/2018
Patricia Damerval	28/05/2013	15,000	49,006	01/01/2016	02/01/2018

Bonus shares becoming available during financial year 2012/2013 for each corporate officer

Name of corporate officer	Plan date	Number of shares becoming available during the financial year
Thierry Hellin	12/01/2009	1,828
Patricia Damerval	12/01/2009	1,828

Bonus shares granted in 2012/2013 to the top ten employees who are not corporate officers (general information)

104,330.

OTHER ITEMS

Summary of trading in the Company's shares

Summary of trading in the Company shares referred to in Article L. 621-18-2 of the French Monetary and Financial Code [1] over the course of the last financial year:

Person involved	Nature of the transactions	Number of shares	Date of the transaction
Françoise Gri	Acquisition	50	09/2013

Other shares giving access to the capital

None.

(1) Trading in Company shares by executives, related persons and their close relatives.

FINANCIAL STATEMENTS AT 30 SEPTEMBER 2013

INCOME STATEMENT

Items *(in € thousands)*	Notes	2012/2013	2011/2012
Sales of services		9,481	8,725
Net revenue		**9,481**	**8,725**
Reinvoiced expenses and reversals of write-offs and provisions		10,267	10,609
Other income		3	3,070
Operating profit (loss)		**19,751**	**22,404**
Other purchases and external expenses		20,168	19,749
Income and other taxes		737	836
Social security expenses		1,077	1,161
Depreciation and amortisation		758	782
Impairment for current assets		146	
Other operating expenses		185	176
Operating expenses		**23,071**	**22,704**
OPERATING PROFIT (LOSS)	**12**	**-3,320**	**-300**
Financial income from associates and other long-term equity investments		4,446	24,733
Financial income from other securities and non-current assets loans		0	38
Other interest income		6,225	9,144
Reinvoiced expenses and reversals of provisions		4,038	148
Net gains on disposals of marketable securities		38	
Financial income		**14,747**	**34,063**
Amortisation and provisions on financial assets		98,660	4,102
Interest expense		13,877	9,511
Net (loss) on disposals of marketable securities		268	1
Financial expenses		112,805	13,614
NET FINANCIAL INCOME	**13**	**-98,058**	**20,449**
PROFIT (LOSS) FROM ORDINARY ACTIVITIES, BEFORE TAX		**-101,378**	**20,149**

Items *(in € thousands)*	Notes	2012/2013	2011/2012
Non-recurring income from management transactions		0	0
Non-recurring income from capital transactions		67,816	2,078
Reinvoiced expenses and reversals of provisions		373	173
Non-recurring income		**68,189**	**2,251**
Non-recurring expenses on management transactions		2,609	293
Non-recurring expenses on capital transactions		71,786	2,128
Non-recurring depreciation, amortisation and impairment		19,762	0
Non-recurring expenses		**94,157**	**2,421**
NON-RECURRING PROFIT (LOSS)	**14**	**-25,968**	**-170**
Income tax	15	-13,856	-12,371
TOTAL INCOME		**102,687**	**58,718**
TOTAL EXPENSES		**216,177**	**26,368**
PROFIT (LOSS) FOR THE YEAR		**-113,490**	**32,350**

STATEMENT OF FINANCIAL POSITION

ASSETS

Items *(in € thousands)*	Notes	Gross Amount	Amort. & Prov.	Net 30/09/2013	Net 30/09/2012
Intangible assets	**1**	**19,924**	**19,566**	**358**	**19,470**
Property, plant and equipment	**1**				
Other non-current assets		7,344	6,817	527	713
Assets in progress					
Financial assets	**1,2,4**				
Other long-term equity investments		553,577	75,158	478,419	557,051
Loans and other financial assets		239		239	2,537
NON-CURRENT ASSETS		**581,084**	**101,541**	**479,543**	**579,771**
Advances and prepayments to suppliers		21		21	21
Trade receivables	4 & 5	6,339	189	6,150	17,694
Other receivables	3,4,5	523,442	23,891	499,551	505,176
Marketable securities	6	11,509	2,456	9,053	5,113
Cash and cash equivalents	6	241		241	5,248
Prepaid expenses	4 & 10	2,641		2,641	2,580
CURRENT ASSETS		**544,193**	**26,536**	**517,657**	**535,832**
Deferred expenses	11	992		992	1,564
GRAND TOTAL		**1,126,269**	**128,077**	**998,192**	**1,117,167**

LIABILITIES

Items *(in € thousands)*	Notes	30/09/2013	30/09/2012
Issued capital		88,215	88,215
Additional paid-in capital		8,691	8,691
Legal reserve		8,822	8,822
Other reserves		2,308	2,308
Retained earnings		578,688	546,338
Profit (loss) for the year		**-113,490**	**32,350**
EQUITY	**7**	**573,234**	**686,724**
Provisions for risks			515
Provisions for charges		3,531	2,593
PROVISIONS FOR RISKS AND CHARGES	**2**	**3,531**	**3,108**
Financial liabilities			
Outstanding bond issue	4	115,000	115,000
Amounts due to credit institutions	4	44,897	65,020
Sundry loans and other borrowings	4 & 8	241,211	234,017
Operating liabilities			
Trade payables	4 & 5	3,349	7,929
Tax and social security liabilities	4	381	1,959
Sundry liabilities			
Amounts due to suppliers of non-current assets	4	0	0
Other liabilities	4 & 9	16,587	3,392
Accruals			
Deferred income	4 & 10	2	18
TOTAL LIABILITIES		**421,427**	**427,335**
GRAND TOTAL		**998,192**	**1,117,167**

PROPOSED ALLOCATION OF PROFIT AND DISTRIBUTION OF DIVIDENDS FOR THE YEAR

Net of all charges, taxes and amortisation, the parent company financial statements show a net loss of €113,489,544.12.

It is proposed that it be appropriated as follows:

• Loss for the year	-€113,489,544.12
• Plus retained earnings for the previous year	€578,688,032.96
Totalling	**€465,198,488.84**
• to the legal reserve	€0.00
• retained earnings	€465,198,488.84

Following this allocation of profit, equity will break down as follows:

• share capital (€8,821,551 x €10)	€88,215,510.00
• share premium	€8,635,020.43
• merger premium	€55,912.36
• legal reserve	€8,821,551.00
• other reserves	€2,308,431.46
• retained earnings	€465,198,488.84
Total	**€573,234,914.09**

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

(The amounts presented in these notes are in € thousands)

Total assets before allocation reported in the statement of financial position at 30 September 2013 (in €):	998,192,020.44
Loss for the year reported in the income statement (in €):	113,489,544.12

The reporting period lasts for 12 months, from 1st October 2012 to 30 September 2013.

The parent company financial statements were approved on 2 December 2013.

SIGNIFICANT EVENTS FOR 2011/2012

Governance

Executive Management of the Pierre & Vacances-Center Parcs Group

On 2 January 2013, Françoise Gri joined the Pierre & Vacances-Center Parcs Group as the Group's Chief Executive Officer. Françoise Gri has spent most of her working life at the IBM Group and was appointed as the Group's Chairman and Chief Executive Officer in France in 2001. At IBM she was, in particular, instrumental in transforming the business from selling hardware to providing services, with the company becoming a leader in technological integration in France.

In 2007, she became Chairman of Manpower and led the interim giant's "overhaul", turning it into a group specialising in workforce solutions. After this mission to transform the company had been successfully completed, Françoise Gri became Chairman of ManpowerGroup France and Southern Europe in 2011.

Françoise Gri is a member of the Economic, Social and Environmental Committee (CESE). She sits on the MEDEF Ethics and Employment Committees. She is also a member of the Board of Directors of Edenred and of Crédit Agricole.

Executive Management of the Tourism business

On 15 April 2013, James Mennekens, Chief Executive Officer of Tourism, left the Group. The following now report directly to Françoise Gri:

- the Group's Tourism Sales Department;
- the Executive Management of Pierre et Vacances Tourism and Center Parcs Europe (the Business Lines).

Operational departments

To support and lead the transformations required to implement the Group's strategy, two new departments were created:

- the Operational Innovation and Information Systems Department, charged with transforming the Group's operating processes and methods and responsible for IT systems performance;
- the Group Strategic Marketing Department, responsible for brand strategies, customer satisfaction, online reputation and external communications strategy.

These two departments are jointly responsible for defining and implementing the Group's digital strategy.

Cost reduction plan

The process of streamlining the Group's organisation and the associated Job Protection Plan resulted in the departure of 195 people in France and Europe, the vast majority of which departures were voluntary. The cost savings made during the year are in line with the plan announced.

VAT system and payment option

Since 1st February 2013, Pierre et Vacances has opted to pay VAT on sums invoiced.

VAT consolidation group

Pierre et Vacances SA is the head of a VAT consolidation group set up on 1st October 2012.

As a result, it alone is liable for the VAT payable to the Treasury and is the recipient of any VAT credits generated by the consolidated group.

ACCOUNTING PRINCIPLES AND METHODS

The annual financial statements are presented in accordance with the provisions of the 1999 French General Chart of Accounts *(Plan comptable général)* (Regulation 99-03 of 29 April 1999 of the French Accounting Regulations Committee, or *Comité de la Réglementation Comptable,* approved by the ministerial order of 22 June 1999).

Generally accepted accounting principles have been applied, including the principle of prudence, in accordance with the following basic assumptions:

- going concern;
- consistency of accounting methods from one financial year to the next;
- independence of financial years;

and in accordance with professional standards.

The main measurement methods relate to the following:

- tangible and intangible fixed assets: property, plant and equipment and intangible assets are measured at their acquisition cost, at their contribution value or at their construction cost.

With the exception of goodwill, the other property, plant and equipment, and intangible asset items are depreciated or amortised using the straight-line method, over their economic lives established as follows:

General installations	10 years
Office furniture and equipment	3 to 10 years

The depreciation or amortisation thus calculated is included in operating profit or loss.

- Investments in associates and other long-term equity investments: shares are valued at their purchase price or at their contribution value.

  A provision for impairment losses is recognised if this value is greater than the value in use determined at the reporting date taking into account the proportion of equity, the potential profitability or, if applicable, the stock market prices.
- Loans and other financial assets: this line item mainly includes subordinated loans granted to the EIG NPPV3 as part of transactions to securitise "Ownership & Holidays" receivables and accrued interest relating thereto;
- Trade receivables: a provision is made for risk of non-recovery of receivables when a debtor shows a risk of insolvency or disputes the basis of receivables or when payments are unusually delayed. The provisions are based on an individual assessment of this risk of non-recovery;
- Other receivables: these include, in particular, tax receivables, VAT, Group current accounts, sundry receivables and accrued income;
- Securitisation: under the "Ownership & Holidays" sales programme offered to investors in properties developed and marketed by Pierre et Vacances real estate subsidiaries, the buyers do not have to pay out the full purchase cost of the assets. Receivables linked to prepaid rent commitments receive interest. They are repaid each year through rent paid by tourism operating companies. Pierre et Vacances regularly securitises these receivables arising from property sales under the "Ownership & Holidays" formula. These refinancing transactions involve transferring the receivables to a banking economic interest group (EIG) in return for payment of the securitisation proceeds.

  A rental agreement covering these repayments is granted to Pierre et Vacances in connection with these property sales through its tourism operating subsidiaries. Thus, on a going concern assumption, the risk that the non-repayment of receivables securitised in the EIG actually falls on Pierre et Vacances is zero. Pierre et Vacances does not own any shares in the capital of the banking EIGs and is not involved in their management. Once receivables have been transferred to the banking EIG, Pierre et Vacances no longer receives any benefit in remuneration of the transferred receivables.

  In legal terms, the transaction is a conventional subrogation in which the banking EIG is substituted for Pierre et Vacances in terms of its rights, actions and privileges, which means Pierre et Vacances can no longer show the receivables on its statement of financial position. Information on total securitised receivables is given in off-statement of financial position commitments.

  The securitisation transaction can generate, on the date of transfer of the receivables, a profit linked to the differential between the rate of return on the receivables and the rate of refinancing of the EIG. This profit was previously recognised in the period in which securitisation was carried out. For securitisation transactions carried out from 1st October 1998 onward, it is now spread over the duration of the transactions.
- Marketable securities: marketable securities are recognised at their acquisition cost. They are subsequently measured at the lower of their acquisition cost and their market value.
- Pierre et Vacances treasury shares are reported:
  - as assets on the statement of financial position under "Marketable securities", when these shares are explicitly reserved, on acquisition, either to be granted to employees or to stimulate the market under the liquidity agreement;
  - or otherwise as long-term equity investments.
- Charges and deferred income: this item principally comprises operating income and expenses.
- Deferred expenses: such charges correspond to the cost of loan issues.
- Inclusion of subsidiary profit (loss): in accordance with statutory provisions, profit or loss of subsidiaries in the form of a partnership exempt from corporate income tax are included in the same year.

ADDITIONAL INFORMATION ON THE STATEMENT OF FINANCIAL POSITION AND INCOME STATEMENT

NOTE 1 Non-current assets

Tangible and intangible assets	30/09/2012	Acquisitions	Disposals and retirements	30/09/2013
Intangible assets				
Brand names, concessions, patents	96			96
Goodwill	19,470	-	-	19,470
Other intangible assets	-	-	-	-
Intangible assets in progress	-	358	-	358
TOTAL INTANGIBLE ASSETS	**19,566**	**358**	**-**	**19,924**
Property, plant and equipment				
Miscellaneous fixtures	4,573	-	-	4,573
Office and computer equipment, and furniture	2,771	-	-	2,771
Assets in progress	-	-		
TOTAL PROPERTY, PLANT AND EQUIPMENT	**7,344**	**-**	**-**	**7,344**
Financial assets				
Long-term equity investments and related loans and receivables	558,143	64,965	69,532	553,577
Loans and other financial assets	2,537		2,298	239
TOTAL FINANCIAL ASSETS	**560,680**	**64,965**	**71,830**	**553,816**
TOTAL GROSS TANGIBLE AND INTANGIBLE ASSETS	**587,590**	**65,323**	**71,830**	**581,084**

Depreciation, amortisation and impairment	30/09/2012	Increases	Reductions	30/09/2013
Brand names, concessions, patents	96	-	-	96
Goodwill	-	19,470	-	19,470
Other intangible assets	-	-	-	-
TOTAL INTANGIBLE ASSETS	**96**	**19,470**	**-**	**19,566**
Property, plant and equipment				
Miscellaneous fixtures	4,002	125	-	4,127
Office and computer equipment, and furniture	2,629	61	-	2,690
TOTAL PROPERTY, PLANT AND EQUIPMENT	**6,631**	**186**	**-**	**6,817**
Financial assets				
Long-term equity investments and related loans and receivables	1,093	74,065	-	75,158
Loans and other financial assets	-	-	-	-
TOTAL FINANCIAL ASSETS	**1,093**	**74,065**	**-**	**75,158**
TOTAL DEPRECIATION, AMORTISATION AND IMPAIRMENT	**7,820**	**93,721**	**-**	**101,541**
TOTAL NET TANGIBLE AND INTANGIBLE ASSETS	**579,771**	**-28,398**	**71,830**	**479,543**

The drop in the net value of tangible and intangible fixed assets (€100,228 thousand) in the year was mainly due to:

- the downward revision of the value of equity interest and goodwill attached to Pierre & Vacances and Center Parcs tourism business. The gross value of these assets includes recognition of unrealised gains recorded historically within the context of internal restructuring in previous financial years. An update of these valuations on 30 September 2013 to take account of the economic cycle facing the Pierre & Vacances-Center Parcs Group has thus led to the recognition of:
  - a €74,050,000 impairment of the equity interest in the subsidiary PV Tourisme Europe, thereby reducing the net value of the shares from €422,130,000 to €348,080,000,
  - a €19,470,000 impairment of intangible assets as a result of internal restructuring in 2007 and 2008 and relating to Pierre & Vacances/Maeva tourism business;
- the €3,850,000 loss on the exchange of shares in CP Prog Holding SAS for shares in CP Prog Immobilier Holding SAS within the context of the simplification of the legal structure of the Group's tourism business;
- the repayment of €976,000 in loans for the subsidiary PVD ESPANA.

2

NOTE 2 Impairment losses

	30/09/2012	Increases	Reductions used	Reductions not used	30/09/2013
Provisions for risks and charges	3,108	995	515	57	3,531
Provisions for impairment losses					
Goodwill	-	*19,470*			*19,470*
Investments in associates and other long-term equity investments	*1,093*	*74,065*			*75,158*
Financial assets	-				-
Trade receivables	*43*	*146*			*189*
Current accounts	-	*23,891*			*23,891*
Treasury shares	*6,289*	-	*3,833*		*2,456*
GRAND TOTAL	**10,533**	**118,567**	**4,348**	**57**	**124,695**

Provisions for risks and charges correspond to provisions covering subsidiaries' net negative positions:

- a total of €3,243,000 for Orion SAS;
- €288,000 for Cobim.

Provisions for impairment losses on investments in associates and other long-term equity investments relate to the following:

- €74,050,000 for PV Tourisme Europe SAS;
- €1,055,000 for Part House SRL;
- €38,000 for Orion SAS;
- €15,000 for PVFI SNC.

Provisions for impairment losses on other assets correspond to:

- goodwill from internal restructuring totalling €19,470,000;
- €189,000 for trade receivables;
- impairment losses on the current accounts of the subsidiaries PVFI for €23,599,000 and Part House for €292,000;
- a €2,456,000 impairment loss on treasury shares, excluding treasury shares intended for employees of company subsidiaries, in order to restore the value of these Pierre et Vacances SA shares to the average stock market price for the month preceding the reporting date.

NOTE 3 Other receivables

	30/09/2013	30/09/2012
CURRENT ACCOUNTS	**498,562**	**499,321**
Pierre et Vacances FI SNC	*458,412*	*471,132*
Adagio Holding SAS	*9,848*	*11,855*
Pierre et Vacances Maroc	*4,656*	*4,431*
Villages Nature Val d'Europe	*16,623*	*6,758*
Part House SRL	*292*	*974*
E. Ferien Bostalsee	*8,679*	*4,119*
Miscellaneous current accounts – assets	*52*	*52*
STATE AND OTHER PUBLIC AUTHORITIES	**11,433**	**1,207**
OTHER RECEIVABLES AND MISCELLANEOUS ACCOUNTS IN DEBIT	**13,447**	**4,648**
TOTAL	**523,442**	**505,176**

Pierre et Vacances FI, a subsidiary of Pierre et Vacances SA, is responsible for central cash management for all Group subsidiaries.

Claims on the State primarily correspond:

- to the request for a VAT refund of €4,500,000 by the VAT consolidation group created on 1st October 2012;
- to the VAT Group's VAT credit for September 2013 totalling €5,999,700;
- to family tax credits of €396,000;
- to rights to recover €355,000 of VAT.

The "Other receivables" item primarily relates to sums owed to Pierre et Vacances SA by subsidiaries:

- €7,274,000 in income tax in its capacity as head of the consolidated tax group;
- a claim against the subsidiary SOGIRE SA further to a settlement in the amount of €3,592,000 by Pierre et Vacances SA relating to a dispute involving the subsidiary;
- €1,043,000 in consolidated VAT for September 2013.

NOTE 4 Summary of maturities of receivables and liabilities

		Due date	
Receivables	Amount	Less than 1 year	More than 1 year
Loans	-		
Other financial assets	239		239
Trade receivables	6,339	6,339	
State and other public authorities	11,433	11,433	
Group and associates	498,562	498,562	
Other receivables	13,477	13,477	
Accruals	2,641	2,641	
	532,661	**532,442**	**239**

		Due date		
Total liabilities	Amount	Less than 1 year	1 to 5 years	More than 5 years
Outstanding bond issue	115,000		115,000	
Amounts due to credit institutions	44,897	24,897	20,000	
Sundry loans and long-term borrowings	241,211	240,785		426
Trade payables	3,349	3,349		
Tax and social security liabilities	381	381		
Other liabilities	16,587	16,587		
Accruals	2	2		
	421,427	**286,001**	**135,000**	**426**

The outstanding bond issue corresponds to the issuance on 25 January 2011 of €115 million in bonds convertible into new shares or exchangeable for existing shares (OCÉANE), maturing on 1st October 2015.

Amounts due to credit institutions mainly include residual principal related to a €100 million loan taken out during financial year 2009/2010 and amortised on a straight-line basis over five years, whose principal balance at 30 September 2013 amounted to €40 million. This is a variable rate loan (six-month Euribor + margin). In order to manage the risk associated with interest rate fluctuations, Pierre et Vacances SA enters into interest rate hedging contracts for the entire Group. In this context, Pierre et Vacances SA reinvoices Group companies that have directly taken out bank loans for any losses and profits associated with the hedging of these loans in proportion to the associated liabilities.

Thus, several swap contracts have been entered into by Pierre et Vacances SA to hedge variable rate loans taken out for the purposes of financing the Group's external growth. The characteristics of all of these hedging contracts are shown in Note 18 "Off-statement of financial position commitments".

None of the Pierre et Vacances SA's bank borrowings are based on its debt rating or that of the Group. Amounts due to credit institutions include contractual clauses referring to the consolidated financial position of the Pierre & Vacances-Center Parcs Group. These ratios are adjusted to the repayment profile for these loans. The level and definition thereof have been fixed in consultation with the lenders on the basis of forecasts. Compliance with these ratios is assessed only once a year at the reporting date. Failure to comply with these ratios authorises the lenders to call in some or all of the debt early. These credit lines are also all provided with the usual legal covenants: "negative pledge", *"pari passu"* and "cross default".

In the financial statements closed on 30 September 2013, the Pierre & Vacances SA balance sheet recognised a VAT consolidation group claim against the Treasury for a €5,999,700 VAT credit as a result of setting off VAT debts to its subsidiaries totalling €1,043,000 against €6,835,000 in subsidiaries' VAT receivables.

The following companies belonged to the consolidated VAT group at 30/09/2013:

- Pierre et Vacances SA;
- PV-CP Distribution SA;
- Sogire SA;
- Société de Gestion de Mandats SARL;
- Club Hôtel Multivacances SAS;
- Cobim SARL;
- Club Hôtel SARL;
- SGRT SARL;
- PV-CP Résidences exploitation SAS, renamed PV Résidences et Resorts France SAS over the reporting period;
- PV-CP Resorts France SAS, renamed Center Parcs France SAS over the reporting period;
- Pierre et Vacances Investissement XXIV SAS;
- PV-CP Gestion de l'Exploitation SAS;
- Orion SAS;
- Pierre et Vacances Senioriales Programmes Immobiliers SAS;
- Société d'Exploitation Touristique Pierre et Vacances Guadeloupe;
- Société d'Exploitation Touristique Pierre et Vacances Martinique;
- Pierre et Vacances Marques SA;
- Commerces Patrimoine Cap Esterel SNC;
- Pierre et Vacances Esterel Développement SAS;
- Pierre et Vacances Investissement XXXXIII SAS;
- Pierre et Vacances Investissement XXXVIII SAS;
- Pierre et Vacances Investissement XXXXV SAS;
- Pierre et Vacances Investissement XXXXVI SAS;
- Pierre et Vacances Investissement XXXXVII SAS;
- Domaine du Lac de l'Ailette SNC;
- Société Hôtelière de l'Anse à la Barque SNC;
- PV-CP City SAS;
- PV Prog 30 SNC;
- PV Prog 44 SNC;
- PV Prog 45 SNC;
- PV Prog 46 SNC;
- PV Prog 47 SNC;
- PV Prog 48 SNC;
- PV Prog 49 SNC.

NOTE 5 Accrued income and expenses

Accrued income	30/09/2013	30/09/2012
Customers	1,334	238
Repayment of business tax (*taxe professionnelle*)	154	154
Interest accrued	314	141
Interest on MGM debt	4	6
Repayment of surety commission	557	0
	2,363	**539**

Accrued expenses	30/09/2013	30/09/2012
Interest accrued on loans and borrowings	4,870	5,020
Suppliers	1,722	976
Expenses on swaps	185	127
	6,777	**6,123**

NOTE 6 Marketable securities and cash

Marketable securities consist primarily of treasury shares. These amounted to €11,509,000 at 30 September 2013.

At 30 September 2013, the Group held:

- 367,983 treasury shares intended to be granted to employees and totalling €11,410,000;
- 5,478 shares acquired to adjust the stock market price, for an amount of €98,000.

A €2,456,000 impairment loss on treasury shares, excluding treasury shares intended for employees of company subsidiaries, was recognised on 30 September 2013 in order to restore the value of these Pierre et Vacances SA shares to the average stock market price for the month preceding the reporting date.

Cash and cash equivalents amounted to €241,000 at 30 September 2013, compared to €5,248,000 at the end of the previous year.

NOTE 7 Changes in equity

	Share capital	Additional paid-in capital	Reserves and retained earnings	Profit (loss) for the year	Total equity
EQUITY AT 30/09/2011	**88,215**	**8,691**	**488,921**	**74,510**	**660,337**
Capital increase					
Dividends paid				-5,963	-5,963
Legal reserve					
Retained earnings			68,547	-68,547	
Profit (loss) for the year				32,350	32,350
EQUITY AT 30/09/2012	**88,215**	**8,691**	**557,468**	**32,350**	**686,724**
Capital increase					
Dividends paid					
Legal reserve					
Retained earnings			32,350	-32,350	
Profit (loss) for the year				-113,490	-113,490
EQUITY AT 30/09/2013	**88,215**	**8,691**	**589,818**	**-113,490**	**573,234**

NOTE 8 Sundry loans and other borrowings

	30/09/2013	30/09/2012
Loans and advances to equity investees	**230,226**	**229,035**
Center Parcs Europe NV	-	229,035
PVCP Finances SAS	229,035	0
Interest accrued on the PVCP Finances SAS debt	1,191	
Current accounts	**10,559**	**10,559**
Société d'Investissement Touristique et Immobilier	*10,559*	*10,559*
Miscellaneous current accounts – liabilities		
Deposits received	426	426
TOTAL	**241,211**	**234,017**

At 30 September 2013, la Société d'Investissement Touristique et Immobilier (S.I.T.I.) held a 44.25% interest in Pierre et Vacances SA.

The €229,035,000 financial debt originally held in respect of Center Parcs Europe NV corresponding to the purchase price of shares in Center Parcs Holding France SAS was transferred over the reporting period to Center Parcs Finances SAS by means of a partial contribution of assets.

NOTE 9 Other liabilities

	30/09/2013	30/09/2012
EIG NPPV III	44	698
Debt in respect of CPEG (Bostalsee)	3,857	0
Payables relating to tax consolidation	5,298	2,096
Payables relating to the VAT consolidation group	6,835	
Sundry liabilities	553	598
TOTAL	**16,587**	**3,392**

Payables to EIGs correspond to rent payable relating to securitisation.

The debt payable to CPEG corresponds to recovery of the CPEG current account from IETC as part of the buyback of EFB shares held by IETC.

Payables relating to tax consolidation are linked to the recognition of tax advances resulting from tax consolidation into Pierre et Vacances SA in its capacity as parent company of the tax consolidation group.

Total liabilities relating to the VAT consolidation group are linked to the recognition of subsidiaries' VAT liabilities for the Pierre et Vacances SA September 2013 VAT return submitted in its capacity as parent company of the tax consolidation group.

Sundry liabilities correspond, in particular, to €155,000 in attendance fees for the 2012/2013 financial year, €185,000 in SWAPs and €180,000 in fees for unused credit lines.

NOTE 10 Accruals

Assets	30/09/2013	30/09/2012
Rents and rental charges	1,859	1,895
Miscellaneous	782	685
TOTAL PREPAID EXPENSES	**2,641**	**2,580**

The line item "Miscellaneous" included, at 30 September 2013, €681,000 in computer rental prepayments with respect to licences and maintenance.

Liabilities	30/09/2013	30/09/2012
Margin on securitisation	2	17
TOTAL DEFERRED INCOME	**2**	**17**

The margin on securitisation, recognised in deferred income, corresponds to the spreading over the duration of the operation of the profit generated by transactions for the securitisation of receivables arising from sales under the "Ownership & Holidays" formulae. This margin represents the differential between the rate of return on the receivables and the rate of refinancing.

NOTE 11 Deferred expenses

	30/09/2012	Increase	Reduction	30/09/2013
Expenses and fees on securitisation	5		5	0
Commission on loan	1,559		567	992
TOTAL	**1,564**		**572**	**992**

Loan commissions correspond to bank charges and fees incurred as a result of the refinancing of bank loans during 2009/2010.

NOTE 12 Analysis of operating profit (loss)

	2012/2013	2011/2012
Services	2,754	1,849
Miscellaneous rentals	6,727	6,876
TOTAL REVENUE	**9,481**	**8,725**
Reinvoicing of expenses and fees	10,267	10,609
Miscellaneous	3	3,070
TOTAL OPERATING INCOME	**19,751**	**22,404**
Rents and rental charges	8,023	8,165
Miscellaneous fees	5,148	2,678
Other purchases and external expenses	8,995	11,079
Depreciation, amortisation and impairment	905	782
TOTAL OPERATING EXPENSES	**23,071**	**22,704**
OPERATING PROFIT (LOSS)	**-3,320**	**-300**

Revenue for financial year 2012/2013 mainly consisted of:

- €2,754,000 in reinvoicing of services rendered to subsidiaries for the development of their businesses;
- €6,727,000 from reinvoicing subsidiary entities for their share of rent expenses for the occupation of premises at the Group's registered office at Artois, in the 19th district of Paris.

The operating loss was the result of costs inherent in the Group's holding activity.

The change compared with the previous year was mainly due to the recognition over the previous reporting period of €3,000,000 in agreed compensation from the landlord of PVSA's registered office premises.

NOTE 13 Net financial income

	2012/2013	2011/2012
Financial income from associates and other long-term equity investments	4,446	24,733
Reinvoiced expenses and reversals of provisions	4,038	148
Other interest income	6,225	9,144
Other financial income	38	38
FINANCIAL INCOME	**14,747**	**34,063**
Amortisation and provisions on financial assets	98,660	4,102
Impairment losses		
Interest expense	13,877	9,511
Net expense on disposals of marketable securities	268	1
Other financial expenses	-	-
FINANCIAL EXPENSES	**112,805**	**13,614**
NET FINANCIAL INCOME	**-98,058**	**20,449**

Net financial loss for 2012/2013 was €98,058,000. It consisted primarily of the following:

- dividend income of €4,446,000 from subsidiaries, including €4,248,000 from PV Marques, a subsidiary owning the Group's brands (mainly Pierre et Vacances, Maeva and Multivacances), excluding "Les Senioriales" brand and those operated by the Center Parcs sub-group;

- interest income of €5,528,000 on current accounts, including €4,536,000 on the current account held by Pierre et Vacances FI, a subsidiary responsible for the Group's central cash management;
- income of €3,833,000 relating to an adjustment to the provision for treasury share impairment losses;
- financial expenses of €112,805,000, including, in particular:
  - €98.7 million in financial provisions, including €74.0 million for Pierre et Vacances Tourisme Europe shares and €23.6 million for Pierre et Vacances FI current account depreciation,
  - interest on bank loans of €5,790,000, including €4,600,000 related to bonds convertible into shares, which were subscribed for during the year ended on 30 September 2011,
  - €4,167,000 in interest on the Group's financial debt, including €2,976,000 in respect of Center Parcs Europe NV and €1,191,000 in respect of Center Parcs Finances SAS,
  - commissions on sureties and interest rate swaps of €1,532,000,
  - commissions and interest on bank loans of €1,428,000,
  - interest and commissions on short-term financing of €734,000.

Net financial income for 2011/2012 was €20,449,000. It mainly consisted of the following:

- dividend income of €24,733,000 from subsidiaries;
- interest income of €9,088,000 on the current account of Pierre & Vacances FI SNC;
- financial expenses of €13,614,000, including, in particular:
  - impairment losses on financial assets totalling €4,102,000,
  - interest on bank loans of €7,006,000,
  - commissions and interest on bank loans of €1,051,000,
  - commissions and expenses on sureties and interest rate swaps of €875,000.

NOTE 14 Non-recurring profit (loss)

	2012/2013	2011/2012
Non-recurring profit (loss) on management transactions	-2,609	-293
Non-recurring profit (loss) on capital transactions	-3,970	-50
Non-recurring increases and reversals, provisions and reinvoicing of expenses	-19,389	173
NON-RECURRING PROFIT (LOSS)	**-25,968**	**-170**

Non-recurring profit (loss) for the financial year mainly comprised:

- a €19,420,000 provision for goodwill impairment arising from internal restructuring and relating to the Pierre et Vacances/Maeva tourism business;
- a non-recurring profit (loss) on capital transactions generated in 2012/2013 mainly related to a €3,850,000 loss on the exchange of shares relating to the merger of Pierre & Vacances Immobilier Holdings to the benefit of CP Prog Holdings SAS as part of the simplification of the Group's property development business segment's legal structure;
- a non-recurring loss of €2,609,000 on management transactions was generated in 2012/2013, of which €2,134,000 represents expenses and fees incurred in the context of Group restructuring activities.

The non-recurring profit (loss) for 2011/2012 primarily comprised:

- €293,000 for charges and fees paid in the context of Group restructuring activities;
- €173,000 in non-recurring income corresponding to reversals of provisions for legal proceedings and deposit impairment which were not applicable in the reporting period.

NOTE 15 Income tax

Pierre et Vacances SA formed a tax consolidation group with effect from 1st October 1996. At 30 September 2013, this group comprised the following companies:

- Pierre et Vacances SA;
- Pierre et Vacances Tourisme Europe SA;
- PV-CP Distribution SA;
- Sogire SA;
- Compagnie Hôtelière Pierre et Vacances SA;
- Société de Gestion de Mandats SARL;
- Club Hôtel Multivacances SAS;
- Pierre & Vacances Transactions SARL;
- Pierre & Vacances Développement SA;
- Pierre & Vacances Conseil Immobilier SA;
- Pierre & Vacances Courtage SARL;
- Club Univers de France SARL;
- Pierre & Vacances Rénovation Tourisme SAS (formerly PVI XVIII SAS);
- Cobim SARL;
- Tourisme Rénovation SAS;
- Peterhof 2 SARL;
- Club Hôtel SARL;
- SGRT SARL;
- Pierre et Vacances Fi SNC;
- PV-CP Résidences exploitation SAS, renamed PV Résidences et Resorts France SAS over the reporting period;
- PV-CP Resorts France SAS, renamed Center Parcs France SAS over the reporting period;
- Pierre et Vacances Investissement XXIV SAS;
- PV-CP Holding Exploitation SAS;
- PV-CP Gestion de l'Exploitation SAS;
- Senioriales Promotion et Commercialisation SAS;
- SICE SNC;
- Holding Rénovation Tourisme SAS;
- Orion SAS;
- Pierre et Vacances Senioriales Programmes Immobiliers SAS;
- PV Prog Holding SAS;
- CP Prog Holding SAS, renamed PV-CP Immobilier Holding SAS over the reporting period;
- Société d'Exploitation Touristique Pierre et Vacances Guadeloupe;
- Société d'Exploitation Touristique Pierre et Vacances Martinique;
- Pierre et Vacances Marques SA;
- Commerces Patrimoine Cap Estérel SNC;
- Pierre et Vacances Esterel Développement SAS;
- Pierre et Vacances Investissement XXXXIII SAS;
- Pierre et Vacances Senioriales Exploitation SAS;
- Pierre et Vacances Investissement XXXXV SAS;
- Pierre et Vacances Investissement XXXXVI SAS;
- Pierre et Vacances Investissement XXXXVII SAS;
- Center Parcs Holding Belgique SAS;
- Pierre et Vacances Investissement XXXXVIII SAS;
- Pierre et Vacances Investissement XXXXIX SAS;
- PV-CP City SAS.

Breakdown of the tax expense	
Tax passed on by subsidiaries	13,749
Tax benefits from previous years	107
Net tax (benefit)	**13,856**

Each subsidiary in the tax consolidation group recognises its tax as if it were levied separately. Pierre et Vacances SA, as the parent company in the tax consolidation group, records the tax saving resulting from tax consolidation.

In the absence of tax consolidation, the amount of tax that would have been borne by Pierre et Vacances SA in 2012/2013 would have been zero.

Further to the rulings handed down in July 2013 by the Administrative Court, Pierre et Vacances SA obtained a favourable outcome to its dispute with the Tax Authorities relating to a tax inspection for the financial years 2003/2004, 2004/2005 et 2005/2006. Although the Tax Authorities launched an appeal against these decisions, in light of the ruling and the findings of the Reporting Judge *(Rapporteur Public)* and the advice of tax advisors, the Pierre & Vacances-Center Parcs Group does not anticipate any financial risk. It also obtained revocation of the bank guarantee, set up on 30 November 2011 following the request for recovery made as a result of this audit, as well as obtaining reimbursement of all costs incurred as a result of setting up this guarantee.

NOTE 16 Increases and reductions in the future tax liability

The taxable result of the whole consolidation group led by Pierre et Vacances SA showed for 2012/2013 an amount of €15,863,000, corresponding to a loss at the standard tax rate that may be carried forward.

NOTE 17 Related companies

Statement of financial position items	Related companies	Equity investees
Net equity interests	476,669	1,750
Trade receivables	3,868	1,220
Other receivables(*)	455,468	26,471
Sundry loans and long-term borrowings(*)	241,211	
Trade payables	1,413	
Other liabilities	5,298	
Income and expense items		
Financial expenses	72	
Financial income	9,457	247
Non-recurring expenses(**)	69,679	
Non-recurring income(**)	65,615	

(*) *These line items mainly include current accounts and are shown net of impairment.*

(**) *The non-recurring loss of €3,849,000 relates to the loss on the exchange of shares in PV Immobilier Holding for shares in PVCP Immobilier Holding.*

FINANCIAL COMMITMENTS AND OTHER INFORMATION

NOTE 18 Off-statement of financial position commitments

	30/09/2013	30/09/2012
Lease payment guarantees	1,174,763	1,155,049
First-call guarantee to Sogefinerg (Ailette finance lease)	177,145	179,994
Commitments given within the framework of contracts to outsource IT solutions and equipment	58,014	77,135
Counter-guarantee given on behalf of TH Hotel Espagne to HSBC for the operating of a residence in Torremolinos	1,100	1,100
Counter-guarantee given on behalf of Uniqua to Unicredit Bank Austria AG for the operating of a holiday residence in Vienna	1,200	1,200
Surety issued by PVSA on behalf of the electricity provider Eon to CP Europe NV	0	750
Counter-guarantee issued to Société Générale on behalf of PV Exploitation Belgique to secure a leasehold agreement	620	620
Surety given on behalf of P&V Italia Srl in the acquisition of Résidence de Garden	0	440
Counter-guarantee given to Société Générale on behalf of Crédit Suisse for the operating of a residence in Basel	0	538
Surety on behalf of PVD SA to Colmar Patrimoine SARL for the purchase of property	198	198
Surety on behalf of PVD SA to the local authority of Courseulles sur Mer for the purchase of land	159	159
Surety on behalf of PVD SA to the local authority of Roybon for the purchase of land	30	30

	30/09/2013	30/09/2012
Surety issued to Société Générale on behalf of Flaine Montsoleil for the guarantee of reimbursement	0	944
Surety issued to BNP Paribas Leasing Solutions & Fortis Lease NV on behalf of PV Exploitation Belgique as part of the TV leasing agreement	39	39
Surety issued to the development company ARVE-GIFFRE on behalf of Flaine Montsoleil for the purchase of land	2,000	2,000
Surety issued to SoGePi on behalf of PV Italia as part of the sale of Calarossa	413	413
Surety issued to GDF Suez on behalf of Senioriales JUVIGNAC as part of the energy supply contract	0	106
Surety issued to CITAR on behalf of Senioriales – PRINGY for a development and construction project (roads, laying of pipework, etc.)	0	684
Surety issued by PVSA to G.C.C. on behalf of Les Senioriales – Marseille Saint Loup within the context of contract of works Lot No. 2 – Building Fabric	2,811	0
Surety issued by PVSA to the Treasury on behalf of Roybon Équipements SNC concerning the deferred payment of the Architecture, Planning and Environment Council regional tax as well as the regional tax for sensitive natural areas	2,418	0
Surety issued by PVSA to Les Zelles SAS on behalf of Les Senioriales – Marseille Saint Loup for the performance of works Lot No. 6 External woodwork	234	0
Surety on behalf of Les Senioriales – Izon	1,325	0
Surety on behalf of Les Senioriales – Saint Laurent de la Prée	227	1,148
Surety on behalf of Les Senioriales – Marseille Saint Loup	2,062	1,346
Surety on behalf of Les Senioriales – Mions	1,510	0
Surety on behalf of Flaine Montsoleil Centre	2,183	0
Surety on behalf of Bois de la Mothe Chandenier Cottages	228	0
Rent payment guarantee on securitisation transactions:	*0*	*8*
Payment of rent on EIG NPPV3 T3 securitisation transactions	0	8
COMMITMENTS GIVEN	**1,428,679**	**1,423,901**
Guarantees and pledges:	**2,408**	**2,677**
Guarantee received from Accor for 50% of the counter-guarantee amount to Unicredit Bank Austria AG for the operating of a residence in Vienna	600	600
Guarantee received from Accor for 50% of the counter-guarantee amount to Société Générale for the operating of a residence in Basel	0	269
Rent guarantee deposit – Artois	1,795	1,795
Guarantee deposit for additional parking spaces	13	13
COMMITMENTS RECEIVED	**2,408**	**2,677**
RECIPROCAL COMMITMENTS	**40,000**	**60,000**

Lease payment guarantees:

Pierre et Vacances SA has provided guarantees totalling €1,174,753,000, as described below:

- to Green Buyco BV a company outside the Group, owner of the land and buildings of seven Center Parcs Europe villages, for payment of rent by its operating subsidiaries. At 30 September 2013, outstanding rent commitments for the remaining term of the leases for these seven villages came to €617,5 million;
- for payment of rent for the village of Eemhof to the Dutch company Zeeland Investments Beheer, owner of the land and buildings of the village. Outstanding rent commitments for the remaining term of the lease came to €154,3 million;
- to Hotels Espagne, owner of the residence in Torremolinos, for payment of rent for the term of the lease, which stood at €0,2 million;
- to the owner of the land and buildings of the Center Parcs village of Bostalsee in the Sarre region of Germany, together with Center Parcs Bungalowpark GmbH, for payment of rent owed by its operating subsidiary. Outstanding rent commitments for the remaining term of the lease came to €111.0 million;
- to the owner of the Adagio residence in Liverpool, for the payment of 50% of rent owed by its operating subsidiary Adagio UK Limited. Outstanding rent commitments for the remaining term of the lease came to €8.1 million;

- to the owner of the Adagio residence in Cologne, for the payment of 50% of rent owed by its operating subsidiary Adagio Deutschland GmbH. Outstanding rent commitments for the remaining term of the lease came to €6.5 million;
- to the owner of the land and buildings of the Center Parcs village of Butjadinger Küste in Tossens, Germany, together with Center Parcs Europe NV, for payment of rent owed by its operating subsidiary. Outstanding rent commitments for the remaining term of the lease came to €25.9 million;
- to Uniqua, owner of the residence in Vienna, for payment of outstanding rent commitments for the remaining term of the lease amounting to €7.9 million;
- to Spectrum Real Estate GmbH, owner of the residence in Munich, for payment of outstanding rent commitments for the remaining term of the lease amounting to €7.8 million;
- to the individual owners of the Bonmont residence, for payment of outstanding rent commitments for the remaining term of the lease amounting to €6.8 million;
- to the individual owners of the Calédonia residence, for payment of outstanding rent commitments for the remaining term of the lease amounting to €0.1 million;
- to Llopuig S.L., owner of the Tossa Del Mare residence, for payment of outstanding rent commitments for the remaining term of the lease amounting to €0.7 million;
- to Diesco De Restauracio S.L., owner of the Calacristal residence, for payment of outstanding rent commitments for the remaining term of the lease amounting to €0.6 million;
- to La Foncière des Murs for rent commitments related to the Sunparks villages, with an outstanding amount for the term of the leases of €133.7 million;
- to Eurosic for rent commitments related to the Center Parcs village in Chaumont, with an outstanding amount for the term of the leases of €30.5 million;
- to Eurosic for rent commitments related to the Center Parcs village in Bois Francs, with an outstanding amount for the term of the leases of €63.2 million.

First-call guarantee to Sogefinerg (Ailette finance lease)

Within the framework of the building of central facilities (tropical paradise, restaurants, bars, shops, sports and leisure facilities) at the new Center Parcs in Aisne, Pierre et Vacances signed a public service delegation agreement with the Conseil Général de l'Aisne, which delegates to Pierre & Vacances and its subsidiaries the design, building and operation of the leisure centre facilities. Furthermore, a tripartite agreement was signed between Pierre et Vacances, the Conseil Général de l'Aisne and a finance institution to set up the financing for this work. Part of the cost of building the facilities is being provided by a subsidy from the Conseil Général de l'Aisne. The remaining financing is based on the transfer of assets to the financial institution as an off-plan sale performed by a property development subsidiary indirectly owned by Pierre et Vacances. The transfer is supplemented by a lease of the facilities. Within the framework of the finance lease for the facilities, Pierre et Vacances SA has granted a first-call guarantee of €177,145,000 that will be amortised over the term of the lease, that is to say until 31 December 2038. On this date, the Conseil Général will regain ownership of the facilities free of charge.

Guarantees to banks on behalf of Group subsidiaries

In the context of bridging loans put in place for property development operations, Pierre et Vacances SA has granted guarantees to banks on behalf of Group subsidiaries totalling €7,535,000.

Reciprocal commitments

The derivative financial instruments contracted by the Pierre & Vacances-Center Parcs Group at 30 September 2013 are intended exclusively for the management of interest rate risk. They are deemed to be derivatives designated as cash flow hedging instruments. Interest rate risk is generally managed relative to the Group's net financial liabilities in order to protect it against a possible rise in interest rates. To this end, the Group entered into swap agreements with leading banks.

At 30 September 2013, the notional amounts and market values of these swap contracts intended to hedge the variable rate borrowings were as follows:

Rate received	Rate paid	Notional amount at 30/09/2013 *(in € thousands)*	Market value of hedging instruments *(in € thousands)*	Start date	Maturity date
6-month Euribor	0.7150%	0(**)	-10	28 June 2014	28 June 2015
6-month Euribor	0.8250%	0(*)	-31	28 Dec. 2013	28 June 2014
6-month Euribor	1.7425%	20,000	-144	28 Dec. 2010	28 Dec. 2013
6-month Euribor	1.7325%	20,000	-143	28 Dec. 2010	28 Dec. 2013
TOTAL		**40,000**	**-328**		

(*) Swap contract entered into on 11 July 2012 and effective from 28 December 2013.
(**) Swap contract entered into on 19 June 2013 and effective from 28 June 2014.

The market value of the hedging financial instruments was -€328,000 at 30 September 2013, compared with -€895,000 at 30 September 2012.

NOTE 19 Parent company

The Company's financial statements are fully consolidated into those of Société d'Investissement Touristique et Immobilier – S.I.T.I. SA

NOTE 20 Remuneration of executive management and directors

Attendance fees paid to members of the Board of Directors in 2013 for financial year 2012/2013 were €155,000 compared to €160,000 for 2011/2012.

For the years ending 30 September 2013 and 30 September 2012, no salary (including benefits of any kind) was paid to a corporate officer directly by Pierre et Vacances SA or by any of the Pierre & Vacances-Center Parcs Group companies controlled as defined in Article L. 233-16 of the French Commercial Code.

However, Société d'Investissement Touristique et Immobilier (a company indirectly owned by the Chairman, founder and majority shareholder of Pierre et Vacances SA), as an asset management company, invoiced for fees for the services rendered by Gérard Brémond, Françoise Gri, Thierry Hellin and Patricia Damerval. The fees invoiced by S.I.T.I. were calculated on the basis of direct costs (wages paid + employer's contributions + other direct costs: travel, premises, secretarial costs) plus a 5% margin and calculated *prorata* for the time spent by each individual on managing the business of Pierre & Vacances-Center Parcs Group companies.

Since these people are on the Group Executive Management Committee, their remuneration is included in the table below:

	2012/2013	2011/2012
Fixed remuneration(1)	1,507,270	1,947,485
Variable remuneration(2)	297,425	895,439
Post-employment benefits(3)	15,622	23,585
Share-based remuneration(4)	323,265	606,598
TOTAL	**2,143,582**	**3,473,107**

(1) Amount paid including reinstatement of the benefit in kind involving the availability of a company car.
(2) Paid in the financial year following the year for which it is granted.
(3) This amount corresponds to the expense recognised during the financial year.
(4) This amount represents the annual share-based remuneration expense on grants of share options and bonus shares (theoretical measurement on the basis of the of Pierre et Vacances share price at the date of grant). The €296,958 relating to options is for instruments which will only vest (and therefore may be exercised) from 4 March 2015, subject to attendance and/or performance conditions, and for which the value, to date, can be considered to be zero due to the drop in the price of the Pierre et Vacances share well below the exercise price (€63.93).

For each of them, the variable bonus is determined based on the financial performance of the Pierre & Vacances-Center Parcs Group and the achievement of personal objectives.

NOTE 21 List of subsidiaries and equity investments

Subsidiaries, associates and other long-term equity investments	Share capital	Equity other than share capital (excluding profit)	Portion of capital held (in %)	Gross value of shares held
SUBSIDIARIES (more than 50% of capital held):				
PV-CP Immobilier Holding	31	60,388	100.00	64,965
Pierre et Vacances FI SNC	15	-19,071	99.00	15
Cobim SARL	76	-100	100.00	0
Part House SRL	99	-286	55.00	1,054
Pierre et Vacances Courtage SARL	8	122	100.00	8
Orion SAS	38	-2,987	100.00	38
Pierre et Vacances Investissement XXXVIII SAS	38	-5	100.00	38
Pierre et Vacances Investissement XXXXIII SAS	38	-5	100.00	38
Pierre et Vacances Investissement XXXXV SAS	9	-7	100.00	10
Pierre et Vacances Investissement XXXXVI SAS	10	-7	100.00	10
Pierre et Vacances Investissement XXXXVII SAS	10	-7	100.00	10
Pierre et Vacances Investissement XXXXIX SAS	10	-4	100.00	10
PV CP Support Services BV	18	0	100.00	18
Pierre et Vacances Maroc SAS	1,610	-5,988	100.00	2,720
Multi-Resorts Holding BV	18	541	100.00	18
Pierre et Vacances South Europe Holding BV	18	0	100.00	18
Pierre et Vacances Tourisme Europe	52,590	175,435	100.00	422,129
Pierre et Vacances Marques SAS	62,061	2,466	97.78	60,686
SUBSIDIARIES (more than 10% of the capital held):				
GIE PV-CP Services	150	2	20.00	30
Adagio SAS	1,000	4,138	50.00	500
Entwicklungsgesellschaft Ferienhauspark Bostalsee GmbH	100	-2,848	19.90	20
Les Villages Nature de Val d'Europe SAS	2,018	160	50.00	1,234
Villages Nature Management SARL	30	-9	50.00	15

NOTE 22 Significant events after the reporting period

There have been no significant events after the reporting date.

Net carrying amount of shares held	Loans and receivables outstanding granted by the company and not yet paid back	Amounts of guarantees and securities given by the Company	Revenue before tax for the last financial year	Profit (loss) for the year ended	Dividends gained by the Company during the financial year	Comments
64,935	0	0	0	32,427	2,083	30/09/2013
0	458,412	0	0	-4,597	0	30/09/2013
0	0	0	0	-265	0	30/09/2013
0	292	0	1,561	177	0	30/09/2013
8	0	0	655	437	0	30/09/2013
0	0	0	429	77	0	30/09/2013
38	0	0	0	-1	0	30/09/2013
38	0	0	0	-2	0	30/09/2013
10	0	0	0	-3	0	30/09/2013
10	0	0	0	-4	0	30/09/2013
10	0	0	0	-4	0	30/09/2013
10	0	0	0	-3	0	30/09/2013
18	0	0	0	0	0	30/09/2013
2,720	4,656	0	678	-5,707	0	30/09/2013
18	0	0	0	-32	0	30/09/2013
18	0	0	0	0	0	30/09/2013
348,080	0	0	0	18,380	0	30/09/2013
60,686	0	0	0	5,392	4,248	30/09/2013
30	0	0	0	0	0	30/09/2013
500	9,848	0	40,438	1,708	0	31/12/2012
20	8,678	0	35,327	3,991	0	30/09/2013
1,234	16,623	0	75	0	0	30/09/2013
15	0	0	0	-2	0	30/09/2013

FIVE-YEAR FINANCIAL SUMMARY

(Articles R. 225-81, R. 225-83 and R. 225-102 of the French Commercial Code)

	Year ending 30 September				
Information type	2009	2010	2011	2012	**2013**
I- Financial position					
a) Share capital	88,196	88,216	88,216	88,216	88,216
b) Number of shares issued	8,819,576	8,821,551	8,821,551	8,821,551	8,821,551
c) Par value (in €)	10.00	10.00	10.00	10.00	10.00
II- Results of transactions					
a) Revenue before tax	10,668	8,266	8,451	8,725	9,481
b) Income before tax, depreciation, amortisation and impairment	14,543	4,886	65,236	24,539	-12,425
c) Income tax	-9,520	-7,302	-12,224	-12,371	-13,856
d) Income after tax, depreciation, amortisation and impairment	29,293	11,437	74,510	32,350	-113,490
e) Profits distributed	13,229	6,175	6,175	-	-
III- Earnings per share (in €)					
a) Income after tax, but before depreciation, amortisation and impairment	2.73	0.55	8.78	4.18	0.16
b) Income after tax, depreciation, amortisation and impairment	3.32	1.30	8.45	3.67	-12.87
c) Dividend per share	1.50	0.70	0.70	0.00	0.00
IV- Employees					
a) Number of employees					
b) Employee expenses, excluding benefits			None		
c) Employee benefit expenses					

STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

Year ending 30 September 2013

To the Shareholders,

In compliance with the assignment entrusted to us by your Shareholders' Ordinary Meeting, we hereby report to you, for the year ended 30 September 2013, on:

- the audit of the accompanying annual financial statements of Pierre et Vacances;
- the justification of our assessments;
- the specific verifications and information required by law.

The annual financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the annual financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the annual financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the annual financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the annual financial statements give a true and fair view of the assets and liabilities and of the financial position of Pierre et Vacances SA., as well as of the results of its operations for the year then ended in accordance with French accounting principles and methods.

II. Justification of our assessments

In accordance with the provisions of Article L. 823-9 of the French Commercial Code on the justification of our assessments, please note the following items:

- section 2 "Significant accounting principles and methods" of the notes to the financial statements describes in particular the principles and methods related to the measurement of investments in associates and other long-term equity investments. Section 3 "Additional information on the statement of financial position and income statement" sets out the impairment recocognised on certain investment securities and intangible assets. We verified the appropriateness of the accounting methods applied as well as of the information provided in the notes to the annual financial statements.

These assessments were made as part of our audit of the annual financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verifications and information

In accordance with the professional standards applicable in France, we have also performed the specific verifications required by law.

We have no matters to report regarding the fair presentation and consistency with the annual financial statements of the information given in the Board of Directors management report and in the documents sent to shareholders on the financial position and the annual financial statements.

As regards the information provided pursuant to Article L. 225-102-1 of the French Commercial Code on remuneration and benefits paid to executive and non-executive corporate officers and commitments made in their favour, we verified the consistency of this information with the information given in the financial statements or with the data used to prepare the financial statements, and, if applicable, with the information received by the Company from the companies which control it or which are controlled by it. On the basis of this work, we certify that this information is accurate and fair.

Pursuant to the law, we satisfied ourselves that the information relating to taking holdings and gaining control and the identity of capital and voting rights holders was contained in the management report.

Paris and Paris-La Défense, 15 January 2014

The Statutory Auditors

AACE ÎLE-DE-FRANCE	ERNST & YOUNG et Autres
French member of Grant Thornton International	
Michel Riguelle	Bruno Bizet

STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

Year ended 30 September 2013

To the Shareholders,

In our capacity as your Company's statutory auditors, we hereby present our report on regulated agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements and commitments indicated to us, or that we may have identified in the performance of our engagement. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements and commitments. Under the provisions of Article R. 225-31 of the French Commercial Code, you are responsible for assessing the merits of entering into these agreements and commitments with a view to their approval.

In addition, it is our responsibility, where applicable, to report to you the information required by Article R. 225-31 of the French Commercial Code relating to the execution, during the year under review, of agreements and commitments already approved by the Shareholders' Ordinary Meeting.

We performed the procedures that we considered necessary having regard to the professional guidance issued by the French national institute of accountants *(Compagnie nationale des commissaires aux comptes)* relating to this type of assignment. These procedures consisted of verifying that the information provided to us was consistent with the relevant source documents from which it was taken.

Agreements and commitments submitted for approval by the Shareholders' Ordinary Meeting

Agreements and commitments authorised during the year ended 30 September 2013:

In accordance with Article L. 225-40 of the French Commercial Code, we have been advised of the following agreements and commitments previously authorised by your Board of Directors.

With Center Parcs Resorts France:

On 3 September 2013, your Board of Directors authorised your Company to sell its 191 shares in SNC Domaine du Lac de l'Ailette to Center Parcs Resorts France for €640,919.60. This sale took place on 20 September 2013.

Person involved in this agreement: Madame Françoise GRI, Chief Executive Officer of Pierre et Vacances and Chairman and Chief Executive Officer of Pierre et Vacances Tourisme Europe, herself Chairman of Center Parcs Resorts France.

With Adagio SAS:

On 3 September 2013, your Board of Directors authorised the signing of a corporate strategy support contract between, on the one hand, Pierre & Vacances and Accor, and on the other hand, Adagio SAS.

This support contract was signed on 4 September 2013 for a period of one year, expiring on 31 December 2013. These service provisions gave rise to remuneration calculated on the basis of real direct and indirect costs, plus a 10% margin, and were billed quarterly on the basis of evidence of services rendered to Adagio SAS. As a result, your Company recognised an income of €851,000 at 30 September 2013.

Persons involved in this agreement:

- Gérard BRÉMOND, Chairman of the Board of Directors of Pierre et Vacances and Chairman of Adagio SAS;
- Françoise GRI, Chief Executive Officer of Pierre et Vacances and member of the Board of Directors of Adagio SAS;
- Patricia DAMERVAL, permanent representative of GB Développement SAS on the Pierre et Vacances Board of Directors and member of the Board of Directors of Adagio SAS.

Agreements and commitments already approved by the Shareholders' Ordinary Meeting

Agreements and commitments approved during previous financial years that remained in effect during the year ended 30 September 2013:

Pursuant to Article R. 225-30 of the French Commercial Code, we were informed that the following agreements and commitments, already approved by the Shareholders' Ordinary Meeting during previous financial years, remained in force during the year under review:

With S.I.T.I. – Société d'Investissement Touristique et Immobilier

Sale and leaseback transaction with Zeeland Investments Beheer B.V.:

S.I.T.I. has a freely transferable option to purchase 100% of the shares of the company **Recreatiecentrum De Eemhof B.V.,** or the buildings of the Eemhof village (owned by CENTER PARCS DE EEMHOF B.V., a company wholly owned by **Recreatiecentrum DE EZMHOF B.V.**), initially exercisable within ten years. This term was extended by five years in 2009/2010, following the signing of a renovation programme for the Eemhof village and including 564 cottages for a total of €14.5 million. Therefore, if the option is exercised, **S.I.T.I.** will acquire 100% of the shares of **Recreatiecentrum De Eemhof B.V.,** or ownership of the village buildings, on the 20th anniversary of the sale, i.e. 31 October 2023, for a price of €70 million.

In addition, **PIERRE ET VACANCES** guaranteed to **ZEELAND INVESTMENTS BEHEER B.V.,** for the duration of the lease, the payment of the rent due by its operating subsidiary.

Finally, **PIERRE ET VACANCES** guarantees all obligations of the vendor under the sale contract, which were subscribed by **DN 8 HOLDING B.V.,** including all representations and guarantees made to the purchaser.

The person involved in this agreement is Gérard BREMOND.

Paris and Paris-La Défense, 15 January 2014

The Statutory Auditors

A.A.C.E. Île-de-France	ERNST & YOUNG et Autres
French member of Grant Thornton International	
Michel Riguelle	Bruno Bizet

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3

CORPORATE GOVERNANCE

DIRECTORS AND MANAGEMENT

COMPOSITION OF THE BOARD OF DIRECTORS

Name	Function	Date first appointed	End of current term of office	Main function within the Company	Main function outside the Company	Independence criteria(2)	Number of shares held in the Company(3)
Gérard BRÉMOND	Chairman of the Board of Directors	03/10/1988	Until the Shareholders' Ordinary Meeting called to approve the financial statements for the year ending 30/09/2015	Chairman	/	No	10
Françoise GRI	Chief Executive Officer	03/12/2012(1)		Chief Executive Officer	/	No	50
Olivier BRÉMOND	Director	10/07/1995		/	Company Manager	No	10
SA S.I.T.I., represented by Thierry HELLIN	Director	03/10/2003		Group Deputy CEO	/	No	3,903,548 3,338
Marc R. PASTURE	Director	10/09/1998		/	Consultant	No	10
Ralf CORSTEN	Director	11/03/2004		/	Consultant	Yes	10
GB DÉVELOPPEMENT SAS, represented by Patricia DAMERVAL	Director	10/10/2005		Group Deputy CEO	/	No	10 3,343
Andries Arij OLIJSLAGER	Director	06/10/2008		/	Chairman of the Supervisory Board of Heijmans NV and Detailresult Groep NV	No	500
Delphine BRÉMOND	Director	02/12/2008		/		No	10

(1) Françoise Gri was appointed Chief Executive Officer, with effect from 2 January 2013, at the Board of Directors' meeting on 3 December 2012. Her appointment as a director was voted by the Shareholders' Ordinary Meeting of 28 February 2013.
(2) The criteria set out in the AFEP-MEDEF Code are used to assess the independence of directors. The position of each director with regard to the independence criteria has been examined by the Board of Directors during its self-assessment of the way in which it operates.
(3) The minimum number of shares that must be held by directors of the Company is ten.

The only family relationship between those listed in the above table is a relationship between Gérard Brémond, Olivier Brémond and Delphine Brémond.

To the Company's knowledge, there is no potential conflict of interest between the Company's executives' and directors' duties and their private interests and/or duties.

The Board's Internal Regulations specify that directors must inform the Board of any conflict of interest or potential conflict, and must abstain from any Board meeting vote in relation to any such conflict of interest situation.

In addition, to the Company's knowledge, no executive or non-executive corporate officer has:

- been convicted for fraud during at least the last five years;
- been made bankrupt, placed in compulsory administration or liquidation during at least the last five years;
- been charged for an offence and/or had an official public penalty pronounced against him or her by the statutory or regulatory authorities during at least the last five years.

Finally, to the Company's knowledge, no executive or non-executive corporate officer has been barred by a court from serving as a member of an administrative, management or supervisory body of an issuer or from being involved in the management or conduct of the affairs of an issuer during at least the last five years.

As of the date of this Registration document, no executive or non-executive corporate officer is linked to the Company, or to any of its subsidiaries, by a service agreement.

FUNCTIONING OF THE BOARD OF DIRECTORS

The Company complies with the governance regime applicable in the French Republic.

Moreover, the Company has selected the AFEP-MEDEF Corporate governance code for listed companies, last revised in June 2013, as its benchmark code.

In accordance with the AFEP-MEDEF Code, the Board's Internal Regulations are available on the Company's website.

All information relating to the way the Board of Directors operates appears in the Chairman's report on the organisation of the Board and the internal control procedures (pages 197 to 200 of this Registration document).

OFFICES HELD IN OTHER COMPANIES (EXCLUDING THE PIERRE & VACANCES-CENTER PARCS GROUP) IN THE LAST FIVE YEARS

Gérard BRÉMOND, Chairman of the Board of Directors:

Date of birth: 22/09/1937

Business address: L'Artois – Espace Pont de Flandre – 11, rue de Cambrai – 75947 Paris Cedex 19

Mr Gérard Brémond is:

- Chairman and Chief Executive Officer of SA Société d'Investissement Touristique et Immobilier – S.I.T.I.
- Chairman of GB Développement SAS
- Director of Lepeudry et Grimard
- Manager of SCI S.I.T.I. R
- Member of the Supervisory Board of the listed company Maroc Télécom

Mr Gérard Brémond was:

- until 30 April 2010, Director of Vivendi Universal

Françoise GRI, Chief Executive Officer:

Date of birth: 21/12/1957

Business address: L'Artois – Espace Pont de Flandre – 11, rue de Cambrai – 75947 Paris Cedex 19

Mrs Françoise Gri is:

- Deputy Chief Executive (non-director) of SA S.I.T.I.
- Director of the listed companies Edenred and Crédit Agricole SA

Mrs Françoise Gri was:

- Chairman of ManpowerGroup France and Southern Europe
- Executive Vice-Chairman of Manpowergroup
- Member of the Board of Directors of STX
- Member of the Supervisory Board of Rexel

Olivier BRÉMOND:

Born on 03/10/1962

Business address: Kisan – 125 Greene Street – New York, NY 10012

Mr Olivier Brémond is:

- Director of:
  - SA Société d'Investissement Touristique et Immobilier – S.I.T.I.
  - Kisan Inc. (United States)

Mr Olivier Brémond was:

- until December 2009, Director of Caoz (Iceland)
- until May 2012, Director of Kisan (Iceland)

Marc R. PASTURE:

Born on 19/12/1947

Business address: Wilhelmstrasse 5 AD – 53840 Troisdorf – Germany

Mr Marc Pasture is:

- Chairman of the Supervisory Board of:
  - Comités GmbH (Germany)
- Member of the Supervisory Board of:
  - Maritim Hotelgesellschaft mbH (Germany)
- Director of:
  - Deutsche Auslandsgesellschaft (Germany)
- Member of the Advisory Board of:
  - HDI-Gerling Industrie Versicherung AG (Germany)
  - Odewald & Compagnie (Germany)
  - Hauck & Aufhäuser Privatbankiers GmbH&CoKG (Germany)

Mr Marc Pasture was:

- until January 2010, member of the Supervisory Board of Société de Production Belge SA (Belgium)
- until March 2010, Director of TV Gusto Medien GmbH (Germany)
- until 1st November 2011, member of the Supervisory Board of Sevenload AG (Germany)
- until 12 December 2011, member of the Supervisory Board of Comités GmbH (Germany)
- until 30 September 2012, member of the Supervisory Board of Dolce Media GmbH (Germany)

Ralf CORSTEN:

Born on 21/02/1942

Business address: Hauptstrasse 27 – 82402 Seeshaupt – Germany

Mr Ralf Corsten is:

- Chairman of the Supervisory Board of:
  - Steigenberger Hotels AG (Germany)

Mr Ralf Corsten was:

- until 25 May 2009, Chairman of the Supervisory Board of Messe Berlin GmbH (Germany)

Thierry HELLIN, Group Deputy Chief Executive Officer [(1)]

Born on 11/11/1963

Business address: L'Artois – Espace Pont de Flandre – 11, rue de Cambrai – 75947 Paris Cedex 19

Mr Thierry Hellin is:

- Chairman and Chief Executive Officer of SA Lepeudry et Grimard
- Chairman of SAS Compagnie Foncière et Immobilière de la Côte d'Azur – CFICA
- General Manager of SARL Le Duc des Lombards
- Joint General Manager of SARL TSF Jazz

Mr Thierry Hellin was:

- until 12 September 2010, Joint General Manager of SARL Médiason
- until 31 December 2010, Joint General Manager of SARL TSF Côte d'Azur

Patricia DAMERVAL, Group Deputy Chief Executive Officer [(2)]

Born on 28/04/1964

Business address: L'Artois – Espace Pont de Flandre – 11, rue de Cambrai – 75947 Paris Cedex 19

Ms Patricia Damerval is:

- Permanent representative of SA S.I.T.I. on the Board of Directors of SA Lepeudry et Grimard

Ms Patricia Damerval was:

- until 16 November 2009, permanent representative of GB Développement SAS on the Board of Directors of SA S.I.T.I.

Andries Arij OLIJSLAGER:

Born on 01/01/1944

Business address: Olaxbeheer BV, Postbus 49, NL – 9062 ZH Oentsjerk, the Netherlands

Mr Andries Arij Olijslager is:

- Vice-Chairman of the Supervisory Board of AVEBE UA
- Chairman of the Supervisory Board of Heijmans NV
- Chairman of the Supervisory Board of Detailresult Groep NV

Mr Andries Arij Olijslager was:

- until 31 December 2009, member of the Supervisory Board of Samas-Groep NV
- until 31 March 2010, Vice-Chairman of the Supervisory Board of ABNAMRO Holding NV
- until 27 March 2012, Chairman of the Supervisory Board of Eriks BV

Delphine BRÉMOND:

Born on 14/07/1966

Business address:/

Mrs Delphine Brémond is:

- Director of SA Société d'Investissement Touristique et Immobilier – S.I.T.I.

SPECIALIST COMMITTEES

Since 3 March 2011, the Pierre et Vacances Board of Directors has two permanent specialist committees: the Audit Committee and the Remuneration Committee. As part of the annual self-assessment of the Board of Directors and the updating of its Internal Regulations, in its meeting on 2 December 2013, the Board of Directors extended the duties of the Remuneration Committee, which became the Remuneration and Appointments Committee.

The specialist Committees are composed of members of the Board of Directors. The Board appoints the members and the Chairman of each of the Committees.

The responsibilities and functioning of these specialist Committees in assisting the Board of Directors in its work are stated in the report of the Chairman on the organisation of the Board and internal control procedures (page 200 of this Registration document).

(1) In charge of Human Resources, Development, Sustainable Development, Legal Affairs, Risk Management and General Services.

(2) In charge of Finance, Development, Audit and Portfolio Management.

THE AUDIT COMMITTEE

This Committee comprises two members, appointed for the duration of their term of office as director: Mr Andries Arij Olijslager and Mr Ralf Corsten.

The Committee is chaired by Mr Andries Arij Olijslager.

THE REMUNERATION AND APPOINTMENTS COMMITTEE

This Committee comprises two members, appointed for the duration of their term of office as director: Mr Marc Pasture and Mr Ralf Corsten.

The Committee is chaired by Mr Marc Pasture.

DIRECTORS' INTERESTS

REMUNERATION OF EXECUTIVE AND NON-EXECUTIVE CORPORATE OFFICERS AND OF MEMBERS OF THE GROUP EXECUTIVE MANAGEMENT COMMITTEE

Remuneration of executive and non-executive corporate officers is detailed on page 155 "Remuneration of directors and members of the Board of Directors".

Total gross remuneration of members of the Group Executive Management Committee is detailed in the notes to the financial statements (Note 20).

LOANS AND GUARANTEES GRANTED OR SET UP IN FAVOUR OF MEMBERS OF THE BOARD OF DIRECTORS

No loan or guarantee has been granted by Pierre et Vacances SA to the members of the Group Executive Management Committee or the Board of Directors.

INTERESTS OF THE DIRECTORS IN THE CAPITAL OF PIERRE ET VACANCES SA

This information is given on page 149 in the section entitled "Ownership of shares and voting rights", on page 192 "Composition of the Board of Directors" and on pages 159-163 "Share options and bonus share grants".

There is no convention, agreement or partnership between the Company and the members of the Group Executive Management Committee or the Board of Directors concerning a restriction on the sale of their investments within a period of time.

PRIVILEGED INFORMATION – SHARE TRANSACTIONS

Because of the particular knowledge they have of the Company, its plans and its results, the directors are required to exercise strict vigilance in their transactions involving the Company's shares.

The directors undertake to keep, in registered form, throughout their term of office, the shares they acquired when they took up office; they also undertake to register in their name all shares subsequently acquired.

The directors more generally undertake to strictly observe the recommendations of the AMF (French market authority) concerning executive and non-executive corporate officers declaring transactions involving shares in their Company.

In order that Pierre et Vacances SA can itself abide by these AMF recommendations, the directors must declare to the AMF and Pierre et Vacances SA transactions concerning their shares within five days of the transaction. This obligation does not apply when the total amount of transactions performed over the calendar year is lower than €5,000.

The Internal Regulations of the Board of Directors also stipulates that, in addition to the period preceding the publication of privileged information to which they are privy, directors must also abstain from any share transactions during the 30-days prior to the publication of the annual and half-yearly results and during the 15-days prior to the publication of the quarterly sales results. They must also abstain from such transactions on the day on which this information is published.

The summary table of trading in the Company shares referred to in Article L. 621-18-2 of the French Monetary and Financial Code (1), over the course of the last financial year is included on page 163.

(1) Trading in Company shares by executives, related persons and their close relatives.

CHAIRMAN'S REPORT ON THE ORGANISATION OF THE BOARD OF DIRECTORS AND INTERNAL CONTROL PROCEDURES

In accordance with Article L. 225-37 of the French Commercial Code, the Chairman of the Board of Directors hereby reports on Board composition and the application of the principle of balanced representation of men and women on the Board, on how the Board prepares and organises its work and on the internal control and risk management procedures applied within the Group.

The Board of Directors, which was involved in preparing this report, approved its contents, in accordance with the provisions of Article L. 225-37 of the French Commercial Code, at its meeting on 2 December 2013.

OBJECTIVES AND PROCEDURE

The internal control procedures and organisation that follow are intended to identify, prevent and control the risks that the Group faces. Like any control system, it cannot however provide certainty that the risks are totally eliminated. The internal control procedures are mainly aimed at:

- supporting the Group in achieving its strategic and operational objectives;
- protecting the reliability, quality and availability of the financial information;
- protecting the Group's assets, human capital and brands;
- complying with the applicable laws and regulations.

The Chairman has entrusted the Group Executive Management, assisted by the Deputy Executive Management in charge of Finance, Development, Audit and Portfolio Management (hereinafter referred to as DGAF), with the management of internal control procedures and the preparatory work and diligence required in the production of this report. This report covers the Group's internal control procedures applied to the tourism and property development businesses. This report was drawn up based on interviews with the heads of the various Finance Departments, Group Internal Audit, as well as written information (descriptions of organisational structures and procedures, audit plans, etc.) provided by these departments.

In October 2012, the Group announced the implementation of a cost reduction and marketing plan, which resulted in changes to the Group's organisation in 2012/2013. In May 2013, the Group presented its "WIN 2016" strategic plan: "Operational innovation strategy for sustainable and profitable growth". This report describes the internal control procedures and organisation in force during 2012/2013.

GOVERNANCE – COMPOSITION OF THE BOARD OF DIRECTORS – CONDITIONS FOR THE PREPARATION AND ORGANISATION OF THE WORK OF THE BOARD OF DIRECTORS

CHOICE OF REFERENCE CODE

In accordance with Article L. 225-37 of the French Commercial Code, the Company states that it adheres to the AFEP-MEDEF Corporate governance code for listed companies, last revised in June 2013. The Code can be consulted on the website of the MEDEF (www.medef.com).

The Code's recommendations are part of the approach to corporate governance taken by the Pierre & Vacances-Center Parcs Group, it being specified that their application must be appropriate for the size and history of the Company.

Within the context of the "Comply or Explain" rule laid down in Article L. 225-37 of the French Commercial Code and referred to in Article 25.1 of the AFEP-MEDEF Code, the Company believes that its practices comply with the recommendations of the AFEP-MEDEF Code, with the exception of the points listed below:

Proportion of independent directors Article 9.2 of the Code: at least one-third of directors of controlled entities should be independent.	Only one director can be considered to be independent in the sense of the AFEP-MEDEF Code. The Company believes, however, that Marc Pasture and Andries Olijslager are persons from outside the Group whose freedom of judgement is not compromised, despite the fact that they cannot be considered to be independent directors in the sense of the AFEP-MEDEF Code.
Staggering of terms of office Article 14 of the Code: Terms of office should be staggered so as to avoid block renewals and to encourage the smooth re-election of directors.	The interplay between various cooptations and appointments over recent years has prevented the organisation of a staggered renewal of terms of office.
Time-limit for inspection of the financial statements by the Audit Committee Article 16.2.1 of the Code: enough time should be given for the Audit Committee to inspect the financial statements (minimum of two days prior to examination by the Board of Directors).	Since the members of the Audit Committee are non-residents, it is difficult, for obvious practical reasons, to fulfil this requirement. The Audit Committee meeting is, generally speaking, held on the eve of the Board of Directors' meeting. Members of the Audit Committee do, however, have access to all of the documents and disclosures required for them to perform their duties within deadlines allowing them to satisfactorily familiarise themselves with, and examine, such documents and disclosures.
Remuneration Committee Article 18.1 of the Code: the Committee shall be chaired by an independent director.	See above, explanation regarding the percentage of independent directors. In addition, the Chairman of the Remuneration Committee, who cannot be considered to be independent in the sense of the AFEP-MEDEF Code, is assisted in his work by an independent director.
Remuneration of executive corporate officers Article 23.2.1 of the Code: executive corporate officers shall retain a significant number of registered shares, to be set periodically by the Board of Directors, until the end of their term of office. Article 23.2.4 of the Code: in accordance with terms set by the Board and made public at the time of the award, performance shares granted to executive corporate officers shall be conditional upon the purchase of a set amount of shares once the granted shares are available.	Gérard Brémond owns 44.25% of issued capital *via* his asset holdings. Bonus share plan of 28 May 2013: in accordance with Article L. 225-197-1 of the French Commercial Code, the Board of Directors decided that Françoise Gri should retain as registered shares, 10% of the shares due to vest 1st January 2016 until the end of her term of office. The Company believes that this constitutes significant fulfilment of the retention obligation and the Board of Directors, at the proposal of the Remuneration Committee, decided not to require Françoise Gri to purchase an additional number of shares once the granted shares are made available.

COMPOSITION AND FUNCTIONING OF THE BOARD OF DIRECTORS

The Board of Directors of Pierre et Vacances SA has nine members, one of whom is classed as an independent director in accordance with the criteria given in the AFEP-MEDEF Code.

A table summarising the information provided on the composition of the Board of Directors and a list of the offices held in other companies is given on pages 192 to 194 of the Registration document.

The term of office of directors is three years. Each of the directors was re-elected or appointed until the end of the Shareholders' Ordinary Meeting to approve the financial statements for the financial year ending 30 September 2015.

The meetings of the Board of Directors are scheduled on an annual basis. This schedule is adjusted and supplemented, if applicable, by additional meetings as and when the directors need to be consulted.

During the financial year ended, the Board of Directors met six times, with an overall attendance rate of 89%. The average duration of each meeting was two hours and allowed examination and detailed discussion of the items on the agenda. Meetings of the Board of Directors are called by the Chairman. Documentation relating to agenda items is included with the meeting notice sent to each member of the Board of Directors in advance of Board meetings to allow them to prepare for discussions. The Chairman ensures that the directors receive all the information they require to perform their duties, in particular by the attendance of operational managers to present their activities and main results during meetings of the Board of Directors. Minutes of meetings of the Board of Directors are drawn up after each meeting and approved at the next meeting.

In accordance with Article L. 823-17 of the French Commercial Code, the Statutory Auditors were invited and attended Board Meetings held to examine and close the annual and half-yearly financial statements.

Meetings of the Board of Directors are usually held at the registered office or at any other venue as permitted by the articles of association. Within the context of the provisions of Article L. 225-37, paragraph 3 of the French Commercial Code, directors may also take part in Board Meetings using video-conferencing or telecommunication facilities. This option was taken once during the course of 2012/2013. In general, after the Board has reviewed and approved the minutes of the previous meeting's deliberations and decisions, the members discuss the items on the agenda. The discussions are organised and directed by the Chairman. He ensures that the Board examines all items on the agenda.

The Board of Directors has adopted a Directors' Charter and Internal Regulations governing how it functions and a Code of Conduct for directors with regard to their office. These rules incorporate a number of legal requirements along with provisions designed to reinforce directors' independence of action and judgement in relation to the Company and to enhance control of the Company.

The Board of Directors amended its Internal Regulations on 6 March 2012 to incorporate a definition of the "blackout periods" for director trading in Company shares, pursuant to the AMF recommendations on the prevention of insider misconduct.

The Board's Internal Regulations specify that the Board should carry out an annual appraisal of its operations. The functioning of the Board is governed by the Company's articles of association, some articles of which were amended by the Shareholders' Combined Ordinary and Extraordinary Meeting of 11 March 2004 and by the Shareholders' Combined Ordinary and Extraordinary Meeting of 14 February 2008 (reducing directors' terms of office from six to three years; prohibiting the appointment of directors aged over 70 (versus 75 previously) if the appointment means that the proportion of Board members aged over 70 would exceed a third of the total number; authorising directors to participate in Board meetings using video-conferencing or telecommunication facilities) and by Articles L. 225-17 et seq. of the French Commercial Code.

In accordance with its Internal Regulations, once a year, the Board of Directors' agenda includes an assessment of the Board's work and the operation of the Board is discussed. In 2013, the annual assessment was conducted using a questionnaire. Within the context of this annual assessment and the Company's adherence to the AFEP-MEDEF Code, the Board of Directors decided, at its meeting on 2 December 2013, to introduce a regular non-executive directors' meeting and to extend the duties of the Remuneration Committee, which on that date became the Remuneration and Appointments Committee.

The set of rules of governance that have been put in place by the Group makes it possible to ensure – amongst other things – that S.I.T.I. SA does not abuse its powers of control:

- the Group Executive Management Committee includes executives mostly from Pierre & Vacances and Center Parcs structures;
- the other Committees include operational staff from Pierre & Vacances and Center Parcs ensuring that decisions are shared.

APPLICATION OF THE PRINCIPLE OF BALANCED REPRESENTATION OF WOMEN AND MEN ON THE BOARD OF DIRECTORS

The Company already fulfils the first stage necessary for the balanced representation of women and men on the Board of Directors in application of the Law of 27 January 2011 (1).

(1) The law of 27/01/2011 set a threshold of 20% representation of both sexes to be achieved by the end of the first Shareholders' Ordinary Meeting held after 01/01/2014.

ROLE OF THE BOARD OF DIRECTORS

The Board of Directors determines the Company's key strategies and ensures their proper implementation and execution. The Board of Directors is briefed at least once a quarter on the activities of the Group's tourism and property development businesses, and examines the strategic aims of each business. It is regularly informed of the Group's revenue, the progress of significant operations and trends in the Group's markets. The Board approves significant changes to the Group's legal structure and major external and internal growth operations (acquisitions, launch of major property development programmes, property deliveries, etc.). Prior approval is required for transactions involving external financing, except in the case of normal property financing transactions that are not backed by guarantees issued by the parent company. In addition, in accordance with the provisions of Article L. 225-35 of the French Commercial Code, any guarantee, pledge or security granted by the Company must be submitted to the Board of Directors in advance for approval.

During the past financial year, the Board of Directors met on six occasions. In addition to the examination of the annual and half-yearly financial statements and the regular examination of the business and the results of the tourism and property development business segments, the main topics discussed concerned property transactions and developments, the financing thereof, corporate governance (adoption of the separation of functions of Chairman of the Board of Directors and Chief Executive Officer, distribution of directors' attendance fees, self assessment of the Board of Directors), progress of the cost reduction plan and the Win 2016 strategic plan.

COMMITTEES CREATED BY THE BOARD OF DIRECTORS

At its meeting of 3 March 2011, the Board of Directors formed two permanent special committees to assist it and effectively collaborate in preparing its decisions: the Audit Committee and the Remuneration Committee.

The specialist Committees are composed of members of the Board of Directors. The Board appoints the members and the Chairman of each of the Committees.

The Audit Committee

The Audit Committee has two members (Board members without operational functions), one of whom is independent according to the AFEP-MEDEF criteria. These members have the required skills in accounting, finance, internal control and risk management.

The Committee assists the Board in examining and approving the annual and half-yearly financial statements and, occasionally, with all operations or events that could have a significant impact on the situation of the Group, or its subsidiaries, in terms of commitments and/or risk.

In accordance with Article L. 823-19 of the French Commercial Code, and without prejudice to the skills of the Board of Directors which it does not replace, the Audit Committee is in particular responsible for monitoring the following issues:

- the process of preparing financial information;
- the efficiency of internal control and risk management systems;
- the legal control of the annual financial statements and consolidated financial statements by the Statutory Auditors;
- the independence of the Statutory Auditors.

In order to carry out its duties, the Audit Committee has access to all accounting and financial documents. It interviews those in charge of preparing the financial statements and the Statutory Auditors in order to obtain assurance that the latter have had access to all the information required to perform due diligence.

In financial year 2012/2013, the Audit Committee met twice (in December 2012 and May 2013), to examine the 2011/2012 financial statements and the half-yearly financial statements at 31 March 2012.

The Remuneration and Appointments Committee

The Remuneration and Appointments Committee has two members (Board members without operational functions).

The Remuneration and Appointments Committee is responsible for presenting proposals or recommendations to the Board of Directors relating in particular to:

- the global remuneration policy of the Company's executive and non-executive corporate officers;
- the type and method for calculating the remunerations of these executives after comparison with the practices observed in other companies;
- share options or bonus share grants;
- the appointment of directors and the opportunity to renew terms of office;
- and, generally, any question submitted to it by the Chairman or Board of Directors regarding the remuneration of executives and the composition of the Board of Directors.

The Remuneration Committee met twice in financial year 2012/2013. During these meetings, the Remuneration Committee worked on variable remuneration for eligible employees and the allocation of performance shares.

POWERS OF THE EXECUTIVE MANAGEMENT

The meeting of the Board of Directors held on 03/12/2012 opted to separate the functions of Chairman and Chief Executive Officer as of 02/01/2013.

Since 02/01/2013:

- Gérard Brémond is Chairman of the Board of Directors for the duration of his term of office as a director, that is to say until the end of the Meeting to approve the financial statements for the financial year ending 30 September 2015;
- Françoise Gri is Chief Executive Officer until the end of the Meeting called to approve the financial statements for the financial year ending 30 September 2015.

Powers of the Chairman of the Board of Directors

As Chairman of the Board of Directors, Mr Gérard Brémond organises and oversees the work of the Board of Directors and reports to the Shareholders' Ordinary Meeting. He ensures that the Company's corporate decision-making bodies operate effectively and in particular that the directors are in a position to fulfil their duties.

Powers of the Chief Executive Officer

As Chief Executive Officer, Françoise Gri is vested with full powers to act on behalf of the Company in all circumstances. She represents the Company in its relations with third parties. By virtue of the Company's corporate governance structure, no limitations have been placed on the powers of the Chief Executive Officer other than the requirement to exercise these powers within the scope of the Company's purpose and subject to the authority expressly assigned by law to Shareholder Meetings and the Board of Directors.

OTHER DECISION-MAKING BODIES

The "Société d'Investissement Touristique et Immobilier" brings together the principal Managers of the Pierre & Vacances-Center Parcs Group. As part of its management activities, S.I.T.I. makes them available to the Group. As such, these executives are included on the Management Committees described below.

GROUP'S GENERAL MANAGEMENT COMMITTEE (CODIR)

The Group's General Management Committee has four members: the Group's Chairman, Chief Executive Officer and the two Deputy Chief Executive Officers.

The Committee meets once a week and decides on the strategic guidelines that need to be implemented to enhance the Group's development and performance, such as brand management, product segmentation, the geographical spread of the development zones for the various brands, human resources, consolidated risk management and key financial indicators (revenue, income, cash flow, data consolidation, etc.). This Committee is also in charge of anticipating future changes in the Group's businesses, strategic planning and developing internal synergies within the Group.

GROUP'S EXECUTIVE COMMITTEE (COMEX)

The Group's Executive Committee meets once a month. The Committee has fourteen members and comprises the Group's Chairman, the Chief Executive Officer, the two Deputy Chief Executive Officers, the Chief Executive Officer of Adagio, the Chief Executive Officers of Pierre & Vacances Développement and Pierre & Vacances Conseil Immobilier, the Chief Executive Officers of Center Parcs Europe and Pierre & Vacances Tourisme, the Deputy Chief Executive Officer responsible for Tourism Sales, the Operational Innovation and Information Systems Director, the Group's Strategic Marketing Director, the Group's Finance Director for Operations and Services and the Human Resources Director. This Committee steers the implementation of the "WIN 2016" strategic guidelines and decides on major operational initiatives required to enhance Group development and performance.

TOURISM PERFORMANCE COMMITTEE

The Tourism Performance Committee meets twice a month. This Committee has seven members and comprises the Group's Chief Executive Officer, the Chief Executive Officers of Center Parcs Europe and Pierre & Vacances Tourisme, the Deputy Chief Executive Officer responsible for Tourism Sales, the Strategic Marketing Director, the Chief Executive Officer for Tourism Spain, the Group's Finance Director for Operations and Services, and the Human Resources Director upon invitation. The Committee decides on the initiatives necessary to enhance the development and performance of the Tourism business.

GROUP DEVELOPMENT COMMITTEE

The Group Development Committee, comprising the Chairman, Chief Executive Officer, two Group Deputy Chief Executive Officers and the Development Manager, meets each week in order to decide on development projects.

ADAGIO DEVELOPMENT COMMITTEE

The Development Committee meets once a month to examine all the Adagio development projects. The Adagio team presents the projects that are being studied by this Committee, which includes representatives of the Pierre & Vacances-Center Parcs Group (Chairman, Chief Executive Officer and Development Manager) and Accor (Chief Executive Officer for Hotel Development and his Deputy Chief Executive Officer).

PROPERTY DEVELOPMENT COMMITTEE

The Property Development Committee meets twice a month. This Committee consists of the Chairman and Chief Executive Officer, the main executives of the property development business segment (Pierre & Vacances Développement and Pierre & Vacances Conseil Immobilier), the Development Manager and the Manager of the Treasury/Finance business segment. The Committee is responsible for launching and monitoring property development programmes (studies, marketing, construction starts, issues related to construction progress, sales formulae, potential disputes, etc.).

LARGE PROPERTY DEVELOPMENT PROJECTS MONITORING COMMITTEE

The Large Property Development Projects Monitoring Committee was created in the second half of financial year 2011/2012 and met for the first time in September 2012. It meets every six weeks and comprises the Chief Executive Officer, the two Deputy Chief Executive Officers, the Chief Executive Officer of Pierre & Vacances Développement, the Directors and managers of the Property Development Programmes in question, the Finance Director for Operations and Services or his/her deputy and the Head of Property Development Operational Finance. The Committee is informed of the progress of the programmes monitored and makes the necessary decisions to control the cost price of each large development project and the effective date for delivery to Tourism.

"LES SENIORIALES" STRATEGIC COMMITTEE

The "Les Senioriales" Strategic Committee meets once a month. This Committee consists of the Chairman, the Chief Executive Officer, the Chief Executive Officer of Pierre & Vacances Développement, the Development Manager and the Chief Executive Officer of Les Senioriales. It discusses the business and current projects and authorises the purchase of land.

MANAGEMENT BOARD AND SUPERVISORY BOARD OF CENTER PARCS EUROPE

The two corporate governance bodies of Center Parcs Europe NV, a Dutch company, are the Management Board and the Supervisory Board.

The Management Board of Center Parcs Europe NV has two members: the Chief Executive Officer for Center Parcs Europe and the Group Finance Director for Operations and Services. The Management Board is required to comply with the instructions issued by the Supervisory Board in terms of the Company's financial, social and economic strategy. The Supervisory Board, consisting of three members (one of which is not executives of the Group), is specifically responsible for supervising more closely and advising the Management Board on a more regular basis. The Supervisory Board oversees the Management Board and the general conduct of the Company's business. It generally meets four times a year.

SPECIAL TERMS RELATING TO THE PARTICIPATION OF SHAREHOLDERS IN THE SHAREHOLDERS' ORDINARY MEETING

Detailed information on special terms relating to the participation of shareholders in Shareholders' Ordinary Meetings is given in the Company's articles of association (Title V – Shareholders' Ordinary Meeting) and is also summarised on page 139 of this Registration document.

According to Article 16 of the articles of association, any shareholder, irrespective of the number of shares they hold, is entitled, on proving their identity and their capacity, to participate in Shareholders' Ordinary Meetings subject to entry of their shares in the books at midnight (Paris time) at least three working days before the Shareholders' Ordinary Meeting. The recording or entry in the books of bearer shares held by an authorised intermediary is proven by a certificate of participation issued by the latter in accordance with legal and regulatory provisions.

REMUNERATION OF THE EXECUTIVE AND NON-EXECUTIVE CORPORATE OFFICERS

The company selected the AFEP-MEDEF Code, last revised in June 2013, as its benchmark code. Within the context of the "Comply or Explain" rule laid down in Article 25.1 of the AFEP-MEDEF Code, the Company believes that its practices comply with the recommendations of said Code with the exception of the points mentioned on page 198 of this Registration document.

The executive and non-executive corporate officers whose remunerations are detailed in the Board of Directors' report to the Shareholders' Ordinary Meeting receive fixed and variable remuneration in accordance with their employment contract with S.I.T.I. [1]. The amount set for the variable remuneration is linked to the financial performance of the Pierre & Vacances-Center Parcs Group and to the achievement of personal targets. They can be allocated options to subscribe for or purchase shares and be granted bonus shares in accordance with financial performance criteria.

There are no additional pension schemes specific to executive and non-executive corporate officers. They receive, in accordance with their contract of employment with S.I.T.I., an end-of-service lump sum payment calculated on the basis of the rules applicable to all salaried employees.

All of these rules apply to all members of CODIR/COMEX.

INTERNAL CONTROL PROCEDURES

Internal control procedures extend to all of the Group's business activities and are designed to provide a reasonable assurance, but not certainty, that risk factors are well managed and that the Group's objectives are being achieved.

(1) It being specified that neither the Chairman, nor the Chief Executive Officer has an employment contract with S.I.T.I., or with any of the Pierre & Vacances-Center Parcs Group companies.

SUMMARY OF THE PROCEDURES

Board of Directors

The Board of Directors has a two-fold responsibility:

- as the **governing body of the Group's parent company,** it takes decisions that are beyond the individual control of the corporate officers of said company (guarantees and securities, share option grants, adoption of individual and consolidated financial statements, etc.) and, upon implementation of these decisions, invests them with special and limited powers;
- as the Group's **supervisory body,** the Board is responsible for appointing and supervising the executive and non-executive corporate officers of the parent company and indirectly oversees the principal subsidiaries, which regularly report to it on the activities of the tourism and property development businesses in particular.

Committees

The various committees (CODIR/COMEX, Tourism Performance Committee, Development Committee, Adagio Development Committee, Property Development Committee, Large Property Development Monitoring Committee, Les Senioriales Strategic Committee) are chaired by the Chairman and the Chief Executive Officer of the Pierre & Vacances-Center Parcs Group. Those Committees allow the Chairman and Chief Executive Officer to supervise the actions of the management bodies of the Group's subsidiaries and corporate departments before, during and after important decisions are implemented, and to monitor the Group's day-to-day business.

Corporate Departments

A number of the Pierre & Vacances-Center Parcs Group's corporate departments have been assigned internal control responsibilities. This is the case in particular for the Group Internal Audit and the Finance Department for Operations and Services, which are part of the DGAF, as well as the Legal Department, Insurance and *Risk Management Department* and the Human Resources Department, which are part of the Deputy Executive Management in charge of Legal Affairs (hereinafter the DGAJ). These corporate departments are centralised at the Group's Paris office and the two above-mentioned Deputy Executive Management Departments report to the Chief Executive Officer of the Pierre & Vacances-Center Parcs Group.

Their responsibilities include:

- controlling the proper application of policies (financial, legal, sustainable development, purchasing, human resources, etc.) defined at Group level, within the subsidiaries and operational departments of the Pierre & Vacances-Center Parcs Group;
- implementing shared initiatives on behalf of subsidiaries and departments, each within its own area of expertise and in close collaboration with said subsidiaries' and departments' own teams (e.g. hedging risks, preparing or approving contracts, recording accounting transactions, compiling collective labour agreements, etc.);
- assisting operational managers, where required, on subjects falling under their respective areas of expertise;

Centralising these functions within departments that are independent of the business segments allows the Group to enhance controls and reduce risk exposure, while ensuring that Group policies are applied consistently.

Summary of delegation and internal control structure

This structure is based on:

- **a legal framework of entities:** consisting of a horizontal structure in which the holding company wholly owns its legally independent subsidiaries:
  - with their own "business" Chief Executive Officers,
  - supervised by the Group Chairman (or by the Chief Executive Officer),
  - whose corporate governance bodies, where such exist (depending on the company's legal form), are made up of executives from outside the business segment in question, in order to ensure optimum consultation, coordination and control by the parent company,
  - whose legal matters are managed centrally by the Group Legal Department;
- **which have a structure that centralises** business support and management control services within corporate Group services for Pierre & Vacances Développement, Pierre & Vacances Conseil Immobilier and for Tourism, the latter business segment (managed by the Group's Chief Executive Officer directly) now having the following departments:
  - **three General Operational Departments:**
    - General Pierre & Vacances Tourism Department (Pierre & Vacances, Maeva, Pierre & Vacances premium label brands),
    - General Center Parcs Europe Department (France, Belgium, Germany and the Netherlands/brands: Center Parcs and Sunparks),
    - General Adagio Department (Adagio and Adagio Access brands) which reports its results to the Board of Directors of Adagio,
  - a Deputy Executive Management **in charge of Tourism Sales** responsible for setting out the multi-channel distribution strategy (in particular the Internet strategy) for all of the Group's brands and markets.

The corporate departments bring together:

- the Executive Management, which oversees:
  - the Group's Operational Innovation and Systems Information Department (DIOSI) a new department charged with transforming the Group's operating processes and methods,
  - the Strategic Marketing Department (DMS), representing customers of the Group's tourism and property development businesses. This new department is responsible for the branding, customer satisfaction, online reputation and external communications strategies. The DMS and the DIOSI share responsibility for defining and implementing the Group's digital strategy;
- the Deputy Executive Management in charge of Finance, Development, Audit and Portfolio Management;
- the Deputy Executive Management in charge of Development, Legal Affairs, Sustainable Development, Human Resources and Purchasing.

This organisation ensures that policies and procedures are consistently applied across the Group, while allowing a high level of delegation of day-to-day responsibilities. Because the Company is organised by legal entity, a formal delegation scheme has been put in place by which each operational manager is given both the resources and personal responsibility for his actions.

RISK MANAGEMENT

The principal risks, their management and their coverage are outlined in the risk management section of the corporate governance part of the Registration document. Owing to the nature of its business, the Group mainly monitors risks related to the seasonal nature of its business, construction risks, and risks related to the stock of residences being marketed, receivables and rental commitments. The Group has implemented a market risk hedging and monitoring policy to manage its liquidity and interest rate risks.

The Group Legal Department is centralised and reports to the Group Deputy Chief Executive Officer in charge of Development, Legal Affairs, Human Resources and Sustainable Development in order to coordinate risk management. It intervenes upstream to secure the Group's legal commitments and monitors disputes involving all of the operational subsidiaries. A Risk Manager is responsible for handling insurance at Group level (including Center Parcs Europe) in order to optimise risk management (conservation/externalisation) and oversee the declarations of risks and claims.

From an operational perspective, Operations Management for Center Parcs Europe and Pierre & Vacances Tourisme include dedicated operational safety (water quality, fire prevention, etc.) experts coordinates on-site health and safety policy for all customers and employees and leads all necessary initiatives (Training, Operational Audits, Crisis Management). The Group Internal Audit, in partnership with the Legal Department, launched a mission in 2009/2010 to map the risks facing the Group.

As part of its task, numerous interviews took place with key people in the Group in order to get an idea of the perception of risks within the Group.

The risks listed were assessed in terms of impact, frequency and level of control.

A final summary and validation workshop led by Group Executive Management took place in April 2011; this workshop confirmed a list of risks which the Group shall aim to work on as a priority by strengthening its level of control. In financial year 2011/2012, working groups were set up to create actions plans to reduce the Group's exposure to the main risks identified. This work continued in financial year 2012/2013.

SUMMARY OF INTERNAL CONTROL PROCEDURES RELATING TO THE PREPARATION OF FINANCIAL AND ACCOUNTING INFORMATION

The DGAF carries out the main internal control tasks relating to the preparation of financial and accounting information, primarily through its Internal Audit Department and the Finance Department for Operations and Services. A body of procedures and practices has been defined to ensure that action is taken to control risks which could have a material effect on the Group portfolio or adversely affect its ability to achieve its corporate objectives.

Organisation of the DGAF's finance departments

The DGAF is responsible for central and operational management functions within a framework of delegated responsibilities for each business.

Central corporate functions combine holding company functions, which include: financial reporting and strategic operations, consolidation (management and accounting) and those managed for the Group as a whole: taxation (existence of a tax group), cash management and financing (existence of a cash management agreement), internal audit, Strategic Planning development and management, asset management.

Management control and accounting tasks are more devolved within the tourism and property development businesses.

"Central" corporate functions

Group Internal Audit: this Department, attached jointly to the DGAF and to the Group Executive Management, was created in financial year 2009/2010 in order to strengthen the effectiveness of the internal control system. This Department operates in the Group's various business segments, within the framework of an annual audit plan and through periodic assignments at the request of the Group Executive Management.

The Group **Financial Communication and Strategic Operations Department** supervises the Group's external communications directly with financial analysts, investors and shareholders. It also controls and approves all financial information and press releases issued by the Corporate Communication Department and by the Tourism and Property Development Operational Departments, and ensures the overall coherence of financial information disclosures. This Department is also responsible for all of the Group's strategic equity financing transactions (capital increase, bond issue with capital component, etc.).

The Group **Consolidation** Department is responsible for preparing, analysing and publishing the consolidated financial statements (financial and management accounts). It formulates financial and management principles and ensures compliance with the Group's accounting procedures. Consolidated financial statements are prepared each quarter, enabling the alignment of accounting transactions and management, thereby providing an additional assurance on the quality and reliability of financial information.

The Group **Tax Department** supervises and coordinates the Group's specific tax policies in each of the countries in which the Group operates (France, the Netherlands, Germany, Belgium, Italy and Spain). It is directly responsible for the Group's tax consolidation in France and functionally supervises the work of the teams of the Accounting Department of the Tourism and Holding entities located in the Netherlands and Germany, and which supervise the tax entities located in the Netherlands, Germany and Belgium. The Group Tax Department advises and assists the operating departments in all issues relating to tax law.

The Group **Treasury/Financing Department** manages the subsidiaries' cash positions through a central cash pooling structure. It is responsible for structuring Group financing and hedging interest-rate risks using derivatives. It decides upon the distribution of the cash/debt position between banks, organises invitations to tender on behalf of the Group and ensures the consistency of information published in its scope of activity.

The Group **Development Department** is responsible for external growth operations, acquisitions of property assets (mainly holiday residences), business goodwill, asset disposals and relationships with institutional lessors/owners.

The **Portfolio Management Department** acts as the liaison between the owners and all of the Group Operational Departments for all issues relating to leases and property management of the owners' portfolio. It brings together all the teams and functions dedicated to management of relationships, contracts and properties with regard to owners and multiple owners.

The **Strategic Planning Department** coordinates all of the projects for development of Center Parcs in Europe. This function covers the development strategy, market analyses, business plans, structuring of financing for projects in BNG and the coordination of scheduling among the Project Committees.

"Operational" functions

To better meet the expectations of the Operational Departments, the financial functions are organised as follows: an Operational Finance Department for Property Development and a Group Operational Finance Department for Tourism.

Tourism & Holding companies

Pierre & Vacances-Center Parcs tourism businesses, for which the Chief Executive Officer is responsible, are organised on the basis of two Business Lines: a TourismeFrance Business Line and a Center Parcs Europe Business Line. In addition to these Business Lines there is a Deputy Executive Management in charge of Tourism Sales.

In order to monitor the Group's entire tourism business, the Operational Finance Department is split into two units: one business segment based in Paris to support the Tourisme France *Business Line* and one unit principally based in Kempervennen in the Netherlands to support the *Center Parcs Europe Business Line.* These teams monitor commercial activity (price, volume, channels, etc.) alongside the General Sales Department for the *Business Lines.* The Operational Finance Department teams also provide financial monitoring for tourism business in Spain.

The Tourism and Holding Company Accounting Department is divided into two teams:

- one team based in France, which is itself split into three main services: accounting, financial management for owners and sales administration. Accounting services combine three functions: supplier accounting, bank-related accounting and general accounting. The Owners' Financial Management Department, divided into three further departments, is responsible for administering the database (leases, owners), the receipting and payment of rents and the booking of transactions for tourism operations and developments. This department also manages the stock of accommodation units to be marketed by Tourisme France. Sales administration is responsible for invoicing, collection, payment reminders, customer account management, prevention and management of customer risks, management of disputes and processing refund claims for direct customers (call centres, Internet, etc.) and *indirect* customers (tour operators, travel agents, works councils, etc.). Sales administration is also responsible for keeping accounts for sales made at the various sites (management of cash received and reminders);
- a team based in the Netherlands, in Kempervennen, in charge of the CP activities of the BNGF zone.

Property development

The organisation of the Accounting Department and the Operational Finance Department allows each Programme Manager or Service Manager to work with a single contact within their field of responsibility.

Since 1st January 2013, the *SAP* accounting tool has been used throughout the Group.

Duties of the Group's financial departments

Group Internal Audit

Group Internal Audit manages and coordinates all of the audit tasks to be carried out as part of the annual audit programme each financial year. The tasks and themes dealt with may affect all of the Group's businesses and subsidiaries.

The Operational Finance Department actively participates with the Group Internal Audit and Operating Control in financial audit tasks, but also social and regulatory audits of tourism operations related to holiday residences. These audits are mainly carried out on the operating sites (residences or villages from all the brands). In addition, the Operational Finance Department issues and distributes procedures aimed at limiting the risks of financial losses on-site. The main aim of the on site audit missions is to ensure that procedures are correctly applied, but also, working closely with the Human Resources Department, to ensure that social obligations and labour laws concerning advertising, keeping of registers, etc. are correctly applied.

The main areas of risk covered by the internal audit are:

- ensuring that revenue generated on-site is reported correctly and is optimised. It verifies that services provided have been invoiced correctly. Checks are also made on the correct application of pricing terms and justification of any discounts given. Finally, revenue deletions and reimbursements are traced and analysed;

- the security of property and financial assets. As such, the audit verifies in particular that proper security procedures are deployed on each site to protect cash receipts and deposits. Checks are also made on bank deposits to ensure their accuracy and frequency;
- collection and level of payments outstanding from customers. To ensure optimal recovery, a number of points have been looked at: drafting and strict enforcement of standardised contracts for groups and seminars, reminders sent to debtors within prescribed periods, taking of security deposits, accurate records of customer addresses;
- purchasing flows; approval of suppliers as part of the Group's common purchasing policy and its application. The validation of order forms, receipts and payment authorisations also receives particular attention during these audits.

The sites audited are either selected by Group Internal Audit at random or according to their profile (holiday villages have greater risk exposure than small residences) or in response to specific requests from Executive Management. There is a more robust programme for the Center Parcs villages given their combined revenue, with a full audit carried out every two years followed by a re-audit within six months, and a "mystery visit" carried out by the Group Internal Audit or by a specialist company where necessary; these visits may either be preventive or triggered by suspicions of fraud.

Group Internal Audit also carries out audits on specific subjects (application of ISO 14001 environmental management standard, compliance with procedures, etc.).

At the end of each audit assignment, audit reports are drawn up and submitted to the audited sites, to Executive Management and to the external auditors for the larger sites. An action plan is drawn up in collaboration with the site managers concerned and follow-up assessments are performed within a maximum of six months of the initial audit to ensure that the report's recommendations have been applied.

Theft and fraud prevention procedures have been put in place. These procedures include, for the Center Parcs villages, a quarterly self assessment questionnaire for each village covering the key control indicators. Visits by the Internal Audit Department to villages also allow them to check whether these questionnaires are accurate.

The Operational Finance Department

The Operational Finance Department supervises and measures the economic performance of the Group's various businesses. It translates the financial objectives of the Group and of each business into operating targets, controls and measures their achievement *via* the reporting system, and proposes any corrective action necessary. It is responsible for the budgeting process, business forecasts and medium-term operating profit (loss). As a general rule, the Operational Finance Department assists the operational departments in all financial matters: simulations, costings (pricing policy, specific initiatives, etc.) and provides a financial overview of the Group's economic performance. It takes part in monthly operational reviews of the Tourism business segment, which bring together the Operational Finance Department with the Business Lines, the General Sales Department, the DMS and the DIOSI.

It also advises on development issues, both in France and worldwide (business plans, profitability simulations on new and renovated property programmes) and on the renewal or creation of leasing formulae or on the reorganisation and rationalisation of the operating businesses.

Lastly, the Operational Finance Department actively participates in designing and implementing new front- and back-office tools.

The Accounting Department

The Accounting Department ensures the Group's accounting rules are correctly applied throughout the Group. Checks on the production of accounting information are made at the level of each "organisational sub-group" by teams working in close collaboration with the management control department. The checks are carried out for each residence/village, then for each combined region; a check is also carried out by the corporate departments of the registered office which consolidate these data for each legal entity, then for each country in which the Group operates.

These checks are supplemented by horizontal accounting checks on revenue, cash flows, suppliers, rental commitments, etc.

In addition to its role in producing accounts, the accounting function's role is to support operational managers in providing financial information, and it takes part in implementing administrative and sales IT tools.

Quarterly financial statements are prepared for each entity, for cross checking management reporting. At Center Parcs villages, financial accounts are closed on a monthly basis.

The Operational Finance and Accounting Departments are jointly responsible for planning and organising the financial reporting cycle. To this end, they issue procedural notes and prepare detailed reporting schedules. They provide weekly updates on account closures and validate accounting information as it is made available. They are also responsible for analysing accounting data in relation to forecasts and budgets.

Reporting system

The operations monitoring and control process is built upon a medium-term business plan, budget planning, re-forecasting and the reporting cycle for all of the Group's activities.

The five-year strategic business plan setting out the Group's strategy is usually produced in July and updated during the year in order to ensure consistency between short and medium-term objectives. This plan takes into account the Group's strategic objectives and developments and includes projections based on future property developments and on reworks and renovation of assets, pricing trends and forecasts for occupancy rates. The first year of this business plan is used to define, at the end of July, a budgetary framework for the next financial year.

The budgeting process is organised and supervised by the Operational Finance Department in coordination with the businesses and Operational Departments. It has three phases:

- the pre-budget makes it possible for Property Development to identify the programmes and corresponding margins and for the tourism business to estimate the revenue by season and by brand from the development of the offering, the sales strategy and the operational expenses (advertising, personnel, rent, etc.) according to the assumptions of distribution policies, investment plans, salary policy, indices;

- the framework refines the pre-budget assumptions, in particular for all of the personnel structures and on the tourism businesses through operator validation of the sales targets, variable expenses, and additional revenue streams on each site;
- the budget, finalised in September, consolidates all the assumptions validated for each property development programme and for sites that are already operational. Approved by Group Executive Management, it is broken down on a monthly basis to use as a reference for Group reporting and is sent to each of the operating units.

Regular reforecasts for all businesses mean that the budget for the year can be revised in light of achievements to date.

In addition to regular monitoring, the Operational Finance Department also provides tailor-made reporting solutions for each operating business, which are analysed at monthly operational reviews and transmitted to the Group Finance Department and Executive Management.

- Weekly monitoring of tourism reservations enables the General Tourism Department, the General Sales Department and the Business Lines to optimise the sales policy and yield management, as well as allowing operators to adapt the organisation of operating sites in line with occupancy forecasts.
- Site operating expense reports are compared each month with monthly budgets and actual results recorded the previous year and given to the Business Line Managers and to the various operating managers in the regions concerned. These reports are also reviewed with the Business Lines. Marketing budgets and general expenses are also monitored on a monthly basis.
- Budgets for property development programmes are reviewed and revised each quarter with the relevant property Programme Manager.
- For the marketing of properties, the number of signed sales, advertising, marketing and sales expenses and general overheads are reviewed twice a month and examined in conjunction with the Sales Manager and the Marketing Manager.

STATUTORY AUDITORS' REPORT, PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF THE FRENCH COMMERCIAL CODE, ON THE REPORT FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS OF PIERRE ET VACANCES

Year ended 30 September 2013

To the Shareholders,

In our capacity as Statutory Auditors of Pierre et Vacances and in accordance with the provisions of Article L. 225-235 of the French Commercial Code, we hereby report to you on the report prepared by the Chairman of your Company in accordance with the provisions of Article L. 225-37 of the French Commercial Code for the year ended 30 September 2013.

The Chairman is responsible for preparing and submitting for the Board of Directors' approval, a report on the internal control and risk management procedures implemented within the Company and providing the other information required by Article L. 225-37 of the French Commercial Code, in particular, with regard to corporate governance.

It is our responsibility to:

- report to you our comments on the information contained in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information;
- to certify that this report contains the other information required by Article L. 225-37 of the French Commercial Code, it being specified that it is not our role to verify the accuracy of such other information.

We conducted our work in accordance with professional standards applicable in France.

Information on internal control and risk management procedures relating to the preparation and processing of accounting and financial information

Professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures mainly consist of:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's report is based and of the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we may have noted in the course of our work are properly disclosed in the Chairman's report.

On the basis of our work, we have no comments to make on the information regarding the company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the Chairman of the Board of Directors in application of the provisions of Article L. 225-37 of the French Commercial Code.

Other information

We hereby certify that the Chairman of the Board of Directors' report includes the other information required by Article L. 225-37 of the French Commercial Code.

Paris and Paris-La Défense, 15 January 2014

The Statutory Auditors

AACE ÎLE-DE-FRANCE	ERNST & YOUNG et Autres
French member of Grant Thornton International	
Michel Riguelle	Bruno Bizet

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NOTES

PERSONS RESPONSIBLE FOR THE DOCUMENT AND AUDITING THE FINANCIAL STATEMENTS

NAME OF THE PERSONS ASSUMING RESPONSIBILITY FOR THE REGISTRATION DOCUMENT

Gérard BRÉMOND, Chairman of the Board of Directors.

Françoise GRI, Chief Executive Officer.

This information is provided under the sole responsibility of the executives of the Company.

DECLARATION OF THE PERSONS ASSUMING RESPONSIBILITY FOR THE REGISTRATION DOCUMENT

After having taken all reasonable measures appropriate, we confirm that the information contained in this Registration document is, to our knowledge, a fair reflection of the true situation and is not subject to any omission likely to impair the meaning thereof.

We hereby confirm, to our knowledge, that the financial statements have been prepared in accordance with the applicable accounting standards and give a true picture of the portfolio, the financial position and the income of the Company and all companies in the Group, and that the management report given on page 26 includes an accurate presentation of the changes in the business, income and financial position of the Company and all companies in the Group and a description of the main risks and uncertainties they face.

The consolidated financial statements at 30 September 2013 presented in section 1 of this Registration document, have been subject to a report by the independent auditors, presented in the same section. This report contains an observation on the change in the method used for presenting the financial statements since the previous year-end, as regards the reclassification of marketing fees for property projects from current assets to inventories.

Moreover, the consolidated financial statements at 30 September 2011 have been reported on by the independent auditors, with said report containing an observation on the change in the accounting method regarding the definition of the operational sectors, in application of the IFRS 8 standard, following the merger of the organisations of Pierre & Vacances Tourisme Europe and Center Parcs Europe.

We have obtained from the independent auditors a letter of completion, in which they indicate that they have verified the information relating to the financial position and financial statements given in this Registration document and have read this Registration document in its entirety.

Paris, 15 January 2014

Gérard BRÉMOND,
Chairman of the Board of Directors

Françoise GRI,
Chief Executive Officer

STATUTORY AUDITORS

Principal Auditors:

ERNST & YOUNG & Autres

Bruno BIZET

1/2, place des Saisons – 92400 COURBEVOIE-PARIS-LA DÉFENSE 1

First appointed by the General Meeting of 29 May 1990

Reappointed for six years by the General Meeting of 18 February 2010

AACE – Île-de-France – French member of Grant Thornton International

Michel RIGUELLE

100, rue de Courcelles – 75107 PARIS

First appointed by the General Meeting of 3 October 1988

Reappointed for six years by the General Meeting of 18 February 2010

Deputy Auditors:

AUDITEX

1/2, place des Saisons – 92400 COURBEVOIE-PARIS-LA DÉFENSE 1

First appointed by the General Meeting of 28 February 2013

GRANT THORNTON

100, rue de Courcelles – 75107 PARIS

First appointed by the General Meeting of 28 February 2013

FEES PAID TO THE STATUTORY AUDITORS AND MEMBERS OF THEIR NETWORK

	Ernst & Young & Autres				AACE – Île-de-France			
	Amount		%		Amount		%	
(in € thousands)	2012/2013	2011/2012	2012/2013	2011/2012	2012/2013	2011/2012	2012/2013	2011/2012
Audit								
Statutory Auditors services, certifications, examination of individual and consolidated financial statements	1,510	1,335	67%	66%	392	376	91%	100%
Issuer	408	348	18%	17%	189	145	48%	39%
Fully integrated subsidiaries	1,102	987	49%	49%	203	231	52%	61%
Other examinations and services directly associated with the task of the Statutory Auditor	69	143	4%	7%	38		9%	
Issuer		103		5%				
Fully integrated subsidiaries	69	40	4%	2%	38		9%	
SUB-TOTAL	**1,579**	**1,478**	**71%**	**73%**	**430**	**376**	**100%**	**100%**
Other services provided by the networks to fully integrated subsidiaries								
Legal, fiscal, social	657	543	29%	27%				
Others (to be specified if >10% of the audit fees)								
SUB-TOTAL	**657**	**543**	**29%**	**27%**				
TOTAL EQUITY	**2,236**	**2,021**	**100%**	**100%**	**430**	**376**	**100%**	**100%**

The consolidated parent company financial statements of the Center Parcs Europe subgroup for 2012/2013 and 2011/2012 have been audited by the auditors of the Ernst & Young network in the Netherlands, Germany and Belgium and by Ernst & Young & Autres in France.

In addition, fees for taxation services relate to the review work carried out in 2012/2013 by members of the Ernst & Young network in the Netherlands, Germany and Belgium, primarily as part of restructuring operations.

INFORMATION INCLUDED BY REFERENCE

In accordance with Article 28 of Commission Regulation (EC) No. 809/2004, the following information is included by reference in the present Registration document:

- the consolidated financial statements and corresponding audit reports shown on pages 34 to 99 (financial report) of the 2012/2013 Registration document registered with the AMF on 23 January 2013 under number D. 13-0022;
- the consolidated financial statements and corresponding audit reports shown on pages 34 to 95 (financial report) of the 2010/2011 Registration document registered with the AMF on 13 January 2012 under number D. 12-0015;
- the Group's management report on pages 4 to 39 (financial report) of the 2011/2012 Registration document registered with the AMF on 23 January 2013 under number D. 13-0022;
- the Group management report shown on pages 4 to 33 (financial report) of the 2010/2011 Registration document registered with the AMF on 13 January 2012 under number D. 12-0015;
- parts not included in these documents are either irrelevant to the investor or covered elsewhere in the Registration document.

ANNUAL INFORMATION DOCUMENT

List of information (1) published or circulated by the Pierre & Vacances-Center Parcs Group over the last twelve months, pursuant to Article L. 451-1-1 of the French Monetary and Financial Code and Article 222-7 of the General Regulations of the AMF (French Financial Markets Authority), is as follows:

Financial results

- 2011/2012 Registration document:
  - filed with the AMF on 23 January 2013 under No. D. 13 -0022;
  - notice of provision of the 2011/2012 Registration document, published on 23 January 2013;
- Shareholders' Combined Ordinary and Extraordinary Meeting of 28 February 2013:
  - meeting notice, published in the *Bulletin des Annonces Légales Obligatoires* (BALO) of 21 January 2013 (bulletin no. 9);
  - meeting notice, published in the *Bulletin des Annonces Légales Obligatoires* (BALO) of 11 February 2013 (bulletin no. 18);
  - notice of the publication of preparatory documents, published on 11 February 2013;
  - results of voting on resolutions;
  - parent company financial statements – Certifications of the Statutory Auditors on the parent company financial statements and the consolidated financial statements, published in the *Bulletin des Annonces Légales Obligatoires* (BALO) of 29 March 2013 (bulletin no. 38);
- Financial information:
  - 1st quarter 2012/2013, published on 16 January 2013;
  - 2nd quarter 2012/2013, published on 18 April 2013;
  - 3rd quarter 2012/2013, published on 18 July 2013;
  - 4th quarter 2012/2013, published on 17 October 2013;
- 1st half of the 2012/2013 financial year:
  - Results of the first half of 2012/2013, published on 29 May 2013;
  - Notice of provision of the 2012/2013 half-yearly financial report, published on 31 May 2013;
  - 2012/2013 half-yearly financial report, published on 31 May 2013;
- Annual results for 2012/2013, published on 4 December 2013.

Transactions on the share capital

- Half-yearly report on the liquidity agreement:
  - at 31 December 2012, published on 2 January 2013;
  - at 30 June 2013, published on 1 July 2013;
- Monthly declarations of the number of shares and rights on 31 December 2012, 31 January, 28 February, 31 March, 30 April, 31 May, 30 June, 31 July, 31 August, 31 October, 30 November and 31 December 2013.

Other information

- The Pierre & Vacances-Center Parcs and TUI France groups have signed a privileged partnership agreement, published on 8 July 2013;
- Appointment notification published on 29 May 2013.

(1) Information available on the Pierre et Vacances website at http://groupepvcp.com and in the bulletin of obligatory legal announcements (BALO).

CROSS-REFERENCE TABLES

Cross-reference table of the Registration document

4

No.	*Items of note 1 to regulation 809/2004*	*Business report* PAGES	*Annual Financial Report* PAGES
10.	**Cash flow and capital**		
10.1.	Information on capital		76-104
10.2.	Cash flow		40-41 ; 75 ; 106-108
10.3.	Terms and conditions of loans and financing structure		112-116
10.4.	Restrictions on the use of capital		n/a
10.5.	Planned financing sources		n/a
11.	**R&D, patents and licenses**		**n/a**
12.	**Information on trends**		
12.1.	Main trends since the end of the previous financial year		68
12.2.	Known trend or event likely to affect the issuer's outlook		68
13.	**Profit forecasts or estimates**		**n/a**
14.	**Administrative, management, supervisory and executive management bodies**		
14.1.	Administrative bodies	16-17	192-194
14.2.	Conflicts of interest		192-194
15.	**Remuneration and benefits**		
15.1.	Remuneration and benefits in kind		132 ; 155-158
15.2.	Total amount provisioned or otherwise recorded for the purposes of paying pensions, retirement benefits or other benefits		109-111 ; 132
16.	**Functioning of the administrative and management bodies**		
16.1.	Expiry of current terms of office		192
16.2.	Employment contracts linking members of the administrative, management or supervisory bodies		155
16.3.	Audit Committee and Remuneration Committee		195 ; 200
16.4.	Conformity with the corporate governance plan in effect in France		198
17.	**Employees**		
17.1.	Number of employees		45 ; 130
17.2.	Profit-sharing and stock options		147 ; 159-163
17.3.	Employee profit-sharing in the issuer's capital		147 ; 149
18.	**Main shareholders**	**17**	
18.1.	Shareholders holding more than 5% of the capital		149
18.2.	Existence of different voting rights		144
18.3.	Control of the issuer		192-193
18.4.	Agreement which, if implemented, would result in a change in control		n/a
19.	**Related-party transactions**		**133-134 : 188-189**

No.	Items of note 1 to regulation 809/2004	Business report PAGES	Annual Financial Report PAGES
20.	**Financial information concerning the portfolio, financial position and results of the issuer**		
20.1.	Historic financial information		164-167 ; 215
20.2.	Pro-forma financial information		n/a
20.3.	Financial statements		164-167
20.4.	Verification of annual historic financial information		187
20.5.	Date of latest financial information		215
20.6.	Interim and other financial information		n/a
20.7.	Policy of dividend payments		148
20.8.	Legal and arbitration proceedings		64-66 ; 171
20.9.	Significant change in the financial or commercial position		n/a
21.	**Additional information**		
21.1.	Share capital		144-147
21.1.1.	*Amount of capital subscribed*		*144*
21.1.2.	*Non-equity shares*		*n/a*
21.1.3.	*Shares held by the issuer itself, in its name or by its subsidiaries*		*144-149*
21.1.4.	*Amount of convertible or exchangeable negotiable securities, or of securities with warrants attached*		*144*
21.1.5.	*Information on the conditions governing any right to purchase and/or any obligation attached to the capital subscribed but not paid-up, or any undertaking to increase capital*		*144*
21.1.6.	*Information on the capital of any member of the Group that is subject to a conditional or unconditional option or to an agreement providing for the capital to be subject to an option*		*n/a*
21.1.7.	*Historic issued capital*		*146*
21.2.	Memorandum and Articles of association		138-139 ; 144 ; 197-201
21.2.1.	*Issuer's company purpose and reference in the memorandum and Articles of association*		*138-139*
21.2.2.	*Provision concerning the members of the administrative, management and supervisory bodies*		*197-201*
21.2.3.	*Rights, privileges and restrictions attached to each class of existing shares*		*144*
21.2.4.	*Action necessary to amend the rights of shareholders*		*144*
21.2.5.	*Conditions governing how Shareholders' Ordinary Meetings are convened*		*138-139*
21.2.6.	*Provision which could have the effect of delaying, deferring or preventing a change of control*		*n/a*
21.2.7.	*Provision fixing the threshold above which any investment must be disclosed*		*138*
21.2.8.	*Conditions, regulation or charter governing changes to the capital*		*n/a*
22.	**Major contracts**		**66**
23.	**Information from third parties, experts' declarations and declarations of interest**		**n/a**
24.	**Documents available to the public**		**216**
25.	**Information on holdings**		**184-185**

Cross-reference table detailing social and environmental information in relation to decree no. 2012-557 of 24 April 2012

		Management report PAGES	Business report PAGES	Financial report PAGES
1/ Social information	**a) Employment:**			
	- Total workforce (broken down by gender, age and geographic zone)	45 ; 49-50		
	- Recruitment and dismissals	46		
	- Remuneration and changes in remuneration	44 ; 124-125 ; 132		155-157 ; 183
	b) Organisation of work:			
	- Organisation of working hours	46		
	- Absenteeism	46		
	c) Employee relations:			
	- Social dialogue, particularly procedures for informing, consulting and negotiating with personnel	48-49		
	- Collective agreements	49-50		
	d) Health and safety:			
	- Health and safety conditions at work	48		
	- Agreements signed with unions or employee representatives regarding health and safety at work	49		
	- Occupational accidents, particularly frequency rate and severity, including work-related illnesses	48		
	e) Training:			
	- Training policies implemented	47		
	- Total number of training hours	47		
	f) Equal treatment:			
	- Measures taken in respect of equal opportunities for men and women	49		
	- Measures taken in respect of the employment and integration of disabled persons	49-50		
	- Anti-discrimination policy	49-50		
	g) Promotion and compliance with the provisions of the fundamental conventions of the International Labour Organisation in relation to:			
	- The freedom of association and right to collective bargaining	48		
	- The elimination of discrimination in respect of employment and profession	49-50		
	- The elimination of forced labour	59 ; 61		
	- The effective abolition of child labour	59 ; 61		

		Management report PAGES	Business report PAGES	Financial report PAGES
2/ Environmental information	**a) General environmental policy:**			
	- The organisation of the Company to take into account environmental issues and, where necessary, processes for environmental assessment or certification	52-53	18-19	
	- Training and information for employees in relation to the protection of the environment	47-48	19	
	- Methods used to prevent pollution and environmental risks	65		
	- Amount of provisions and guarantees for environmental risks, providing that this information should not cause any serious prejudice to the Company in any litigation in progress	61 ; 108-109		
	b) Pollution and waste management:			
	- Measures to prevent, reduce or redress emissions of waste with serious environmental impact into the air, water or soil	55-56 ; 65		
	- Waste prevention, recycling and elimination measures	51 ; 55-57	19	
	- Sound pollution and other pollution specific to a particular activity	51		
	c) Sustainable use of resources:			
	- Water consumption and procurement (respecting local constraints)	51 ; 55		
	- Consumption of raw materials and measures taken to improve efficiency in their use	57 ; 59		
	- Energy consumption, measures taken to improve energy efficiency and use of renewable energy	51-55 ; 57	21	
	- Use of land	51-52 ; 65		
	d) Climate change:			
	- Greenhouse gas emissions	56-58		
	- Adaptation to the consequences of climate change	56-57 ; 65		
	e) Protection of biodiversity:			
	- Measures to preserve or improve biodiversity	51-52 ; 58	19-21	

		Management report	Business report	Financial report
		PAGES	PAGES	PAGES
3/ Information on commitments to sustainable development	**a) Territorial, economic and social impact of the Company's activity:**			
	- In terms of employment and regional development	58-59	20-21	
	- On neighbouring or local populations	53 ; 58-59	20	
	b) Relations with interested parties or organisations, particularly occupational integration associations, educational establishments, environmental protection associations, consumer associations and neighbouring populations			
	- Dialogue with these persons or organisations	52 ; 58	21	
	- Partnerships or sponsorship	50 ; 58	19 ; 21	
	c) Subcontracting and suppliers:			
	- Awareness of social and environmental issues within the purchasing policy	59-60		
	- Importance of subcontracting and awareness of social and environmental responsibility in relations with suppliers and subcontractors	59-60		
	d) Fair practice:			
	- Actions taken to prevent corruption	60		206-207
	- Measures taken to support consumer health and safety	60-61		
	e) Other actions taken, in relation to the present part 3/, to support human rights			

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Groupe

Pierre & Vacances

CenterParcs

HEAD OFFICE
L'Artois - Espace Pont de Flandre
11, rue de Cambrai - 75947 Paris Cedex 19 - France
Tel.: +33 (0)1 58 21 58 21

FINANCIAL INFORMATION
Tel.: +33 (0)1 58 21 53 72
Email: infofin@fr.groupepvcp.com

PRESS RELATIONS
Tel.: +33 (0)1 58 21 54 61
Email: valerie.lauthier@fr.groupepvcp.com

www.groupepvcp.com