

**SIMPLIFIED CASH TENDER OFFER  
FOR THE SHARES OF**

**EURO DISNEY S.C.A.**

**INITIATED BY  
EDL HOLDING COMPANY, LLC  
EURO DISNEY INVESTMENTS S.A.S.**

**AND  
EDL CORPORATION S.A.S.**

**PRESENTED BY**



**BNP PARIBAS**

**INFORMATION RELATING TO THE LEGAL, FINANCIAL, ACCOUNTING AND OTHER  
CHARACTERISTICS OF EDL HOLDING COMPANY, LLC; EURO DISNEY  
INVESTMENTS S.A.S.; AND EDL CORPORATION S.A.S.**



This document, relating to EDL Holding Company, LLC; Euro Disney Investments S.A.S.; and EDL Corporation S.A.S. was filed with the *Autorité des marchés financiers* (the “AMF”), on May 9, 2017, in accordance with the provisions of Article 231-28 of the AMF general regulation and Instruction n°2006-07 of the AMF, dated July 25, 2006. This document was prepared under the responsibility of EDL Holding Company, LLC; Euro Disney Investments S.A.S.; and EDL Corporation S.A.S.

This document supplements the offer document relating to the simplified cash tender offer (the “Offer”) cleared by the AMF on May 9, 2017 by way of visa number 17-186, pursuant to a clearance decision dated May 9, 2017 (the “Offer Document”)

This document is available on the websites of Euro Disney S.C.A. (<http://corporate.disneylandparis.com>) and the AMF ([www.amf-france.org](http://www.amf-france.org)) and may be obtained free of charge from:

**EDL Corporation S.A.S.**  
1 rue de la Galmy  
77700 Chessy

**BNP Paribas**  
4 rue d'Antin  
75002 Paris

In accordance with the provisions of Article 231-28 of the AMF general regulation, a press release will be published, no later than the day preceding the opening of the Offer, explaining to the public how this document will be made available to it.

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## INTRODUCTION

Pursuant to Title III of Book II, including in particular Article 231-13 and Article 233-1-2°, of the AMF general regulation, EDL Holding Company, LLC, a Delaware limited liability company having its registered office at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, U.S.A. (“**EDL Holding**”), Euro Disney Investments S.A.S., a French *société par actions simplifiée* having its registered office at 1 rue de la Galmy, 77700 Chessy, registered with the Meaux Trade and Companies Registry under number 478 002 702 (“**EDI S.A.S.**”) and EDL Corporation S.A.S., a French *société par actions simplifiée* having its registered office at 1 rue de la Galmy, 77700 Chessy, registered with the Meaux Trade and Companies Registry under number 478 001 621 (“**EDLC S.A.S.**”, collectively with EDL Holding and EDI S.A.S., the “**Bidders**”), acting in concert, have made an offer for the shares of Euro Disney S.C.A., a French *société en commandite par actions*, with its shares listed on Euronext Paris (under ISIN code FR0010540740) and having its registered office at 1 rue de la Galmy, 77700 Chessy, registered with the Meaux Trade and Companies Registry under number 334 173 887 (“**Euro Disney S.C.A.**” or the “**Company**”, together with its subsidiaries, the “**Group**”), to purchase all of the Company shares not already owned by the Bidders (other than treasury shares owned by the Company) at a price of 2.00 euros per share.

In conjunction with the Offer, the Bidders have announced their commitment to support a recapitalization of the Group of up to €1.5 billion in order to enable the Group to continue implementation of improvements to Disneyland Paris, repay most or all of the Group’s indebtedness and increase liquidity, by way of a rights offering (*augmentation de capital avec droits préférentiels de souscription*).

The context of the Offer and its main characteristics are described in the Offer Document of the Bidders cleared by the AMF under visa number 17-186 on May 9, 2017

Each of the Bidders is an indirect wholly owned subsidiary of The Walt Disney Company (“**TWDC**”).

TWDC, together with its subsidiaries, is a diversified worldwide entertainment company with operations in four business segments: Media Networks, Parks and Resorts, Studio Entertainment, and Consumer Products & Interactive Media. According to TWDC’s annual consolidated balance sheet as of October 1, 2016, TWDC’s consolidated total assets are in excess of \$92 billion, its consolidated total current assets amount approximately to \$17 billion, its consolidated total equity is in excess of \$47 billion and its consolidated total current liabilities is approximately \$17 billion. According to TWDC’s unaudited quarterly consolidated balance sheet as of December 31, 2016, corresponding numbers are in excess of \$91 billion, approximately \$17 billion, in excess of \$47 billion and approximately \$19 billion respectively. TWDC’s financial statements are available online at <http://thewaltdisneycompany.com/investors>.

### - *Media Networks*

TWDC’s Media Networks segment includes cable and broadcast television networks, television production and distribution operations, domestic television stations and radio networks and stations. TWDC also has investments in entities that operate programming, distribution and content management services, including television networks, which are accounted for under the equity method of accounting. The businesses in the Media Networks segment generate revenue from:

- fees charged to cable, satellite and telecommunications service providers (Multi-channel Video Programming Distributors “MVPD”), broadband service providers (digital MVPDs) and television stations affiliated with its domestic broadcast television network for the right to deliver programs to their customers/subscribers;
- the sale to advertisers of time in programs for commercial announcements; and
- the sale to television networks and distributors for the right to use television programming.

Operating expenses primarily consist of programming and production costs, participations and residuals expense, technical support costs, operating labor and distribution costs.

- *Parks and Resorts*

TWDC owns and operates the Walt Disney World Resort in Florida, the Disneyland Resort in California, Aulani, a Disney Resort & Spa in Hawaii, the Disney Vacation Club, the Disney Cruise Line and Adventures by Disney. TWDC manages and has effective ownership interests of approximately 88.28 % in Disneyland Paris, 47% in Hong Kong Disneyland Resort and 43% in Shanghai Disney Resort, each of which is consolidated in its financial statements. TWDC also licenses its intellectual property to a third party to operate the Tokyo Disney Resort in Japan. TWDC’s Walt Disney Imagineering unit designs and develops new theme park concepts and attractions as well as resort properties.

The businesses in the Parks and Resorts segment generate revenues from the sale of admissions to theme parks; sales of food, beverage and merchandise; charges for room nights at hotels; sales of cruise and other vacation packages; and sales, as well as rentals, of vacation club properties. Revenues are also generated from sponsorships and co-branding opportunities, real estate rent and sales, and royalties from Tokyo Disney Resort. Significant costs include labor, infrastructure costs, depreciation, costs of merchandise, food and beverage sold, marketing and sales expense, and cost of vacation club units. Infrastructure costs include information systems expense, repairs and maintenance, utilities and fuel, property taxes, insurance and transportation.

- *Studio Entertainment*

The Studio Entertainment segment produces and acquires live-action and animated motion pictures, direct-to-video content, musical recordings and live stage plays. The businesses in the Studio Entertainment segment generate revenue from distribution of films in the theatrical, home entertainment and television markets, stage play ticket sales, distribution of recorded music and licensing of TWDC’s intellectual property for use in live entertainment productions. Significant operating expenses include film cost amortization, which consists of production cost and participations and residuals expense amortization, distribution expenses and costs of sales. TWDC distributes films primarily under the Walt Disney Pictures, Pixar, Marvel, Lucasfilm and Touchstone banners.

- *Consumer Products & Interactive Media*

The Consumer Products & Interactive Media segment licenses TWDC’s trade names, characters and visual and literary properties to various manufacturers, game developers, publishers and retailers throughout the world. It also develops and publishes games, primarily for mobile platforms, and books, magazines and comic books. The segment also distributes branded merchandise directly through retail, online and wholesale businesses. These activities are performed through its Merchandise Licensing, Retail, Games and Publishing businesses. In addition, the segment’s operations include website management and design, primarily for other TWDC businesses, and the development and distribution of online video content. The segment generates revenues primarily from:

- licensing characters and content from TWDC’s film, television and other properties to third parties for use on consumer merchandise, published materials and in multi-platform games;
- selling merchandise through its retail stores, internet shopping sites and wholesales business;
- sales of games through app distributors and online and through consumers’ in-game purchases;
- wholesale sales of self-published children’s books and magazines and comic books;
- charging tuition at English language learning centers in China; and
- advertising through the distribution of online video content.

Significant costs include costs of goods sold and distribution expenses, operating labor and retail occupancy costs, product development and marketing.

According to TWDC’s audited annual financial statements, for fiscal year 2016, the net income of TWDC increased 12% to a record \$9.4 billion. Revenues for fiscal year 2016 increased 6% to a record \$55.6 billion. Media Networks revenues represented \$23.689 billion, Parks and Resort revenues represented \$16.974 billion, Studio Entertainment revenues amounted to \$9.441 billion and Consumer Products and Interactive Media revenues amounted to \$5.528 billion.

According to TWDC’s unaudited quarterly financial statements, for the first quarter of fiscal year 2017, the net income of TWDC decreased by 14% over the corresponding 2016 period to \$2.479 billion. Revenues decreased by 3% to \$14.784 billion. Media Networks revenues represented \$6.233 billion, Parks and Resorts revenues represented \$4.555 billion, Studio Entertainment revenues amounted to \$2.520 billion, Consumer Products and Interactive Media revenues amounted to \$1.476 billion.

## 1. **PRESENTATION OF EDL HOLDING**

### 1.1 **General Information about EDL Holding**

#### 1.1.1 Corporate Name

EDL Holding Company, LLC.

#### 1.1.2 Registered Office

The registered office of EDL Holding is located at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, U.S.A.

#### 1.1.3 Legal Form and Nationality

EDL Holding is a U.S. limited liability company, formed under the laws of the State of Delaware.

#### 1.1.4 Trade and Companies Registry

Not applicable.

#### 1.1.5 Term of the Company and Date of Registration

EDL Holding was initially formed as a corporation in 1988 and was converted into a limited liability company on February 23, 2009 for an indefinite duration.

#### 1.1.6 Business Purpose

The purpose of EDL Holding is to engage in any lawful act or activity for which limited liability companies may be formed under the Delaware Limited Liability Company Act (the “Act”).

#### 1.1.7 Fiscal Year

Each fiscal year begins on October 1 and ends on September 30.

#### 1.1.8 Approval of the Financial Statements and Allocation of Profits

EDL Holding is not required to prepare any accounts or financial statements.

EDL Holding’s profits and losses are allocated to its sole member. Distributions are made to the sole member at the times and in the amounts determined by the sole member.

#### 1.1.9 Dissolution and Liquidation

EDL Holding will dissolve, and its affairs will be wound up, upon the first to occur of the following: (i) the written consent of the sole member, (ii) the resignation or dissolution of the sole member or the occurrence of any other event which terminates the continued ownership interest of the sole member in EDL Holding unless, in any such case, the businesses of EDL Holding are continued in a manner permitted by the Act, (iii) the issue of a decree of judicial dissolution pursuant to Section 18-802 of the Act or (iv) the bankruptcy of the sole member.

In the event of dissolution, EDL Holding will conduct only such activities as are necessary to wind up its affairs (including the sale of its assets in an orderly manner), and the assets of EDL Holding will be distributed in the manner, and in the order of priority, set forth in Section 18-804 of the Act.

#### 1.1.10 Applicable Law

The operating agreement of EDL Holding, which sets forth the rights and obligations of the sole member with respect to its ownership interest in EDL Holding, is governed by the laws of the State of Delaware.

#### 1.1.11 Share Capital

The share capital is \$644,692,000.

#### 1.1.12 Share Capital Ownership – Controlling Shareholder

EDL Holding is an indirect wholly-owned subsidiary of TWDC.

#### 1.1.13 Provisions Relating to the Transfer of Ownership Interest

The sole member may transfer part or all of its ownership interests to third parties. If the sole member transfers all of its ownership interests in EDL Holding, the transferee will be admitted to EDL Holding upon signature of a document signifying its agreement to be bound by the terms and conditions of the operating agreement.



#### 1.1.14 Provisions Relating to the Rights Attached to the Ownership Interest

Not applicable.

### 1.2 **General Information about the Governance and Statutory Auditors of EDL Holding**

#### 1.2.1 Governance

Officers of EDL Holding are appointed by the sole member.

Mr. Spencer Neumann is a current Executive Vice President of EDL Holding.

#### 1.2.2 Statutory auditors

EDL Holding has no statutory auditors.

### 1.3 **Decisions of the Sole Member**

The sole member has the power to make any decision on behalf of EDL Holding to advance its business purpose.

### 1.4 **Description of EDL Holding Activities**

#### 1.4.1 Principal Activities

EDL Holding is a holding company whose only activity is to own shares of Euro Disney S.C.A. and enter into any transactions related to such ownership.

#### 1.4.2 Significant Litigations

EDL Holding has no significant litigation other than the derivative action described in Section 1.1 of the Offer Document, and no provisions have been booked by EDL Holding with respect to any litigation (see financial statements of EDL Holding in Appendix I).

#### 1.4.3 Employees

EDL Holding has no employees.

### 1.5 **Assets – Financial situation – Results of EDL Holding**

Delaware Law does not require EDL Holding to prepare any accounts or financial statements.

However, a balance sheet and an income statement as of, and for the 12 months ended on, September 30, 2016 have been prepared by EDL Holding especially for purposes of this document on the basis of financial and legal books and records of EDL Holding and are contained in Appendix I.

## 2. **PRESENTATION OF EDI S.A.S.**

### 2.1 **General Information about EDI S.A.S.**

#### 2.1.1 Corporate Name

Euro Disney Investments S.A.S.

#### 2.1.2 Registered Office

The registered office of EDI S.A.S. is located at 1 rue de la Galmy, 77700 Chessy.

#### 2.1.3 Legal Form and Nationality

EDI S.A.S. is a French *société par actions simplifiée*, incorporated under the laws of France.

#### 2.1.4 Trade and Companies Registry

EDI S.A.S. is registered with the Meaux Trade and Companies Registry under number 478 002 702.

#### 2.1.5 Term of the Company and Date of Registration

EDI S.A.S. was incorporated on July 22, 2004.

The term of EDI S.A.S. is 99 years from the date of its registration with the Meaux Trade and Companies Registry, except in case of early dissolution or extension.

#### 2.1.6 Business Purpose

The purpose of EDI S.A.S. is, in France and abroad, directly or indirectly:

- to acquire, hold, sell and manage, under any form, shares or other interests (including general partnership interests (*parts d'associés commandités*)) in any commercial, industrial, financial and other businesses, French or foreign; and
- more generally, to engage in any commercial, financial (including supplying intra-group loans, advances, guarantees and security interests), industrial, movable property or real property transactions that may directly or indirectly relate to the corporate purpose, or to any similar, connected or complementary purpose that are likely to facilitate the performance or extension thereof in any way.

#### 2.1.7 Fiscal Year

Each fiscal year begins on October 1 and ends on September 30.

#### 2.1.8 Approval of the Financial Statements and Allocation of Profits

The sole shareholder approves the financial statements each year within six months of the end of the fiscal year and decides to allocate the profits under the conditions provided for by applicable law.

The income statement shows the profit or loss for the fiscal year. If a profit is made, an amount of at least five percent of such profit is deducted from such profit (after subtracting prior losses, if any) to

be allocated to the legal reserve. Such allocation is no longer required when the reserve is greater than or equal to one-tenth of the share capital.

The distributable profit is defined as the profit for the fiscal year, less prior losses carried forward, less any amounts allocated to reserves pursuant to applicable law or the by-laws, plus any profits carried forward.

Such profit may be allocated to reserves or distributed to the sole shareholder.

The sole shareholder may decide to distribute amounts withdrawn from available reserves, provided that dividends are to be paid by priority out of the profits of the current fiscal year.

The sole shareholder may decide to distribute a dividend in cash or in shares.

Losses, if any, must be, after approval of the financial statements, carried forward to be offset against future profits, until the losses have been fully offset.

#### 2.1.9 Dissolution and Liquidation

Upon expiration of the term of EDI S.A.S. or in case of an early dissolution, the sole shareholder will decide the method of liquidation and will appoint one or more liquidators whose powers will be determined by the sole shareholder and whose duties will be exercised in accordance with applicable law.

#### 2.1.10 Applicable Law

The by-laws of EDI S.A.S. and any dispute in connection with the company are governed by the laws of France and are subject to the jurisdiction of the competent courts where the registered office is located.

#### 2.1.11 Share Capital

The share capital is 444,520,533.66 euros divided into 24,355,850 shares, each fully subscribed and paid up.

#### 2.1.12 Share Capital Ownership – Controlling Shareholder

EDI S.A.S. is an indirect wholly-owned subsidiary of TWDC.

#### 2.1.13 Provisions Relating to the Transfer of Shares

The shares of EDI S.A.S. are held in registered form. They are recorded in accordance with applicable laws and regulations.

The shares are freely transferable.

Transfers of shares are completed by a transfer from the transferor's account to the transferee's account, upon presentation of a share transfer form (*ordre de mouvement*) and registration in the share register (*registre des mouvements de titres*).

#### 2.1.14 Provisions Relating to the Rights Attached to the Shares

In addition to the voting right provided for under applicable law, each share gives entitlement to a portion of the profits and the liquidation bonus, in proportion to the percentage of share capital it

represents.

## 2.2 **General Information about the Governance and Statutory Auditors of EDI S.A.S.**

### 2.2.1 Governance

EDI S.A.S. is managed by a President whose term of office is set by the sole shareholder at the time of his or her appointment. Such term of office may be renewed. The President is responsible for the general management of EDI S.A.S. and represents EDI S.A.S. *vis-à-vis* third parties.

Mr. Philippe Coen is the current President of EDI S.A.S. He was appointed on September 29, 2004 for an indefinite term.

### 2.2.2 Statutory Auditors

EDI S.A.S.'s incumbent statutory auditor is:

PRICEWATERHOUSECOOPERS AUDIT  
63 rue de Villiers  
92200 Neuilly-sur-Seine

EDI S.A.S.'s alternate auditor is :

Nicolas Yves  
63 rue de Villiers  
92200 Neuilly-sur-Seine

## 2.3 **Decisions of the Sole Shareholder**

The sole shareholder has sole authority to make the following decisions :

- appointment and removal of the President, and determination of his or her compensation, if any;
- appointment and removal of the auditors;
- approval of the annual financial statements and allocation of profits;
- share capital increases, amortization or decreases;
- any issue of securities, including hybrid securities and more generally any securities giving access to EDI S.A.S. share capital or voting rights;
- any merger, spin-off, business contribution subject to the spin-off regime, conversion, extension, or dissolution;
- increase of the sole shareholder's obligations;

and generally all amendments to the by-laws, unless provided otherwise. All other decisions are within the authority of the President.

The sole shareholder's decisions are registered in minutes recorded in a special register kept at the registered office of EDI S.A.S., in accordance with the terms and conditions set forth in the French Commercial Code.

## 2.4 **Description of EDI S.A.S. Activities**

### 2.4.1 Principal Activities

EDI S.A.S. is a holding company whose only activity is to own shares of Euro Disney Associés S.C.A. and of Euro Disney S.C.A. and to enter into transactions related to such ownership, including making shareholder's loans.

### 2.4.2 Significant Litigations

EDI S.A.S. has no significant litigation other than the derivative action described in Section 1.1 of the Offer Document, and no provisions have been booked by EDI S.A.S. with respect to any litigation (see financial statements of EDI S.A.S. in Appendix III).

### 2.4.3 Employees

EDI S.A.S. has no employees.

## 2.5 **Assets – Financial Situation – Results of EDI S.A.S.**

### 2.5.1 Statutory Auditor's Report on the Financial Statements as of, and for, the Fiscal Year Ended on September 30, 2016

See Appendix II.

### 2.5.2 Financial Statements as of, and for, the Fiscal Year Ended on September 30, 2016

See Appendix III.

## 3. **PRESENTATION OF EDLC S.A.S.**

### 3.1 **General information about EDLC S.A.S.**

#### 3.1.1 Corporate Name

EDL Corporation S.A.S.

#### 3.1.2 Registered Office

The registered office of EDLC S.A.S. is located at 1 rue de la Galmy, 77700 Chessy.

#### 3.1.3 Legal Form and Nationality

EDLC S.A.S. is a French *société par actions simplifiée*, incorporated under the laws of France.

#### 3.1.4 Trade and Companies Registry

EDLC S.A.S. is registered with the Meaux Trade and Companies Registry under number 478 001 621.

### 3.1.5 Term of the Company and Date of Registration

EDLC S.A.S. was incorporated on July 22, 2004.

The term of EDLC S.A.S. is 99 years from the date of its registration with the Meaux Trade and Companies Registry, except in case of early dissolution or extension.

### 3.1.6 Business Purpose

The purpose of EDLC S.A.S. is, in France and abroad, directly or indirectly:

- to acquire, hold, sell and manage, under any form, shares or other interests (including general partnership interests (*parts d'associés commandités*)) in any commercial, industrial, financial and other businesses, French or foreign; and
- more generally, to engage in any commercial, financial (including supplying intra-group loans, advances, guarantees and security interests), industrial, movable property or real property transactions, that may directly or indirectly relate to the corporate purpose or to any similar, connected or complementary purpose that are likely to facilitate the performance or extension thereof in any way.

### 3.1.7 Fiscal Year

Each fiscal year begins on October 1 and ends on September 30.

### 3.1.8 Approval of the Financial Statements and Allocation of Profits

The sole shareholder approves the financial statements each year within six months of the end of the fiscal year and decides to allocate the profits under the conditions provided for by applicable law.

The income statement shows the profit or loss for the fiscal year. If a profit is made, an amount of at least five percent of such profit is deducted from such profit (after subtracting prior losses, if any) to be allocated to the legal reserve. Such allocation is no longer required when the reserve is greater than or equal to one-tenth of the share capital.

The distributable profit is defined as the profit for the fiscal year, less prior losses carried forward, less any amounts allocated to reserves pursuant to applicable law or the by-laws, plus any profits carried forward.

Such profit may be allocated to reserves or distributed to the sole shareholder.

The sole shareholder may decide to distribute amounts withdrawn from available reserves, provided that dividends are to be paid by priority out of the profits of the current fiscal year.

The sole shareholder may decide to distribute a dividend in cash or in shares.

Losses, if any, must be, after approval of the financial statements, carried forward to be offset against future profits, until the losses have been fully offset.

### 3.1.9 Dissolution and Liquidation

Upon expiration of the term of EDLC S.A.S. or in case of an early dissolution, the sole shareholder will decide the method of liquidation and will appoint one or more liquidators whose powers will be determined by the sole shareholder and whose duties will be exercised in accordance with applicable law.

### 3.1.10 Applicable Law

The by-laws of EDLC S.A.S. and any dispute in connection with the company are governed by the laws of France and are subject to the jurisdiction of the competent courts where the registered office is located.

### 3.1.11 Share Capital

The share capital is 444,525,033.64 euros divided into 24,355,850 shares, each fully subscribed and paid up.

### 3.1.12 Share Capital Ownership – Controlling Shareholder

EDLC S.A.S. is an indirect wholly-owned subsidiary of TWDC.

### 3.1.13 Provisions Relating to the Transfer of Shares

The shares of EDLC S.A.S. are held in registered form. They are recorded in accordance with applicable laws and regulations.

The shares are freely transferable.

Transfers of shares are completed by a transfer from the transferor's account to the transferee's account, upon presentation of a share transfer form (*ordre de mouvement*) and registration in the share register (*registre des mouvements de titres*).

### 3.1.14 Provisions Relating to the Rights Attached to Shares

In addition to the voting right provided for under applicable law, each share gives entitlement to a portion of the profits and the liquidation bonus, in proportion to the percentage of share capital it represents.

## 3.2 **General Information about the Governance and Statutory Auditors of EDLC S.A.S.**

### 3.2.1 Governance

EDLC S.A.S. is managed by a President whose term of office is set by the sole shareholder at the time of his or her appointment. Such term of office may be renewed. The President is responsible for the general management of EDLC S.A.S and represents EDLC S.A.S. *vis-à-vis* third parties.

Mr. Philippe Coen is the current President of EDLC S.A.S. He was appointed on September 29, 2004 for an indefinite term.

### 3.2.2 Statutory auditors

EDLC S.A.S.'s incumbent statutory auditor is :

PRICEWATERHOUSECOOPERS AUDIT  
63 rue de Villiers  
92200 Neuilly-sur-Seine

EDLC S.A.S.'s alternate auditor is :  
Nicolas Yves  
63 rue de Villiers  
92200 Neuilly-sur-Seine

### 3.3 **Decisions of the Sole Shareholder**

The sole shareholder has sole authority to make the following decisions :

- appointment and removal of the President, and determination of his or her compensation, if any;
- appointment and removal of the auditors;
- approval of the annual financial statements and allocation of profits;
- share capital increases, amortization or decreases;
- any issue of securities, including hybrid securities, and more generally any securities giving access to EDLC S.A.S. share capital or voting rights;
- any merger, spin-off, business contribution subject to the spin-off regime, conversion, extension, or dissolution;
- increases of the sole shareholder's obligations;

and generally all amendments to the by-laws, unless provided otherwise. All other decisions are within the authority of the President.

The sole shareholder's decisions are registered in minutes recorded in a special register kept at the registered office of EDLC S.A.S., in accordance with the terms and conditions set forth in the French Commercial Code.

### 3.4 **Description of EDLC S.A.S. Activities**

#### 3.4.1 Principal Activities

EDLC S.A.S. is a holding company whose only activity is to own shares of Euro Disney Associés S.C.A. and of Euro Disney S.C.A. and to enter into transactions related to such ownership, including making shareholder's loans.

#### 3.4.2 Significant Litigations

EDLC S.A.S. has no significant litigation other than the derivative action described in Section 1.1 of the Offer Document, and no provisions have been booked by EDLC S.A.S. with respect to any litigation (see financial statements of EDLC S.A.S. in Appendix V).



### 3.4.3 Employees

EDLC S.A.S. has no employees.

## 3.5 **Assets – Financial Situation – Results of EDLC S.A.S.**

### 3.5.1 Statutory Auditor’s Report on the Financial Statements as of, and for, the Fiscal Year Ended on September 30, 2016

See Appendix IV.

### 3.5.2 Financial Statements as of, and for, the Fiscal Year Ended on September 30, 2016

See Appendix V.

## 4. **CERTIFICATION BY EACH BIDDER AS REGARDS THIS DOCUMENT**

### 4.1 **Certification by EDL Holding of the Accuracy of the Information Contained in this Document**

“I certify that this document, filed on May 9, 2017 with the AMF and which will be issued no later than the day before the opening of the Offer, contains all of the information required by Article 231-28 of the general regulation of the AMF and by Instruction n°2006-07 of the AMF, in the context of the simplified cash tender offer, initiated by EDL Holding, EDI S.A.S., and EDLC S.A.S. for the shares of Euro Disney S.C.A..

To my knowledge, this information is accurate and does not contain any omissions that may alter the contents thereof.”

---

**EDL Holding**

Represented by : Spencer Neumann,  
an Executive Vice-President

### 4.2 **Certification by EDI S.A.S. of the Accuracy of the Information Contained in this Document**

“I certify that this document, filed on May 9, 2017 with the AMF and which will be issued no later than the day before the opening of the Offer, contains all of the information required by Article 231-28 of the general regulation of the AMF and by Instruction n°2006-07 of the AMF, in the context of the simplified cash tender offer, initiated by EDL Holding, EDI S.A.S., and EDLC S.A.S. for the shares of Euro Disney S.C.A..

To my knowledge, this information is accurate and does not contain any omissions that may alter the contents thereof.”

---

**EDI S.A.S.**

Represented by : Philippe Coen,  
*Président*

#### 4.3 **Certification by EDLC S.A.S. of the Accuracy of the Information Contained in this Document**

“I certify that this document, filed on May 9, 2017 with the AMF and which will be issued no later than the day before the opening of the Offer, contains all of the information required by Article 231-28 of the general regulation of the AMF and by Instruction n°2006-07 of the AMF, in the context of the simplified cash tender offer, initiated by EDL Holding, EDI S.A.S., and EDLC S.A.S. for the shares of Euro Disney S.C.A..

To my knowledge, this information is accurate and does not contain any omissions that may alter the contents thereof.”

---

**EDLC S.A.S.**

Represented by : Philippe Coen,  
*Président*

**APPENDIX I**  
**EDL HOLDING UNAUDITED BALANCE SHEET AND INCOME STATEMENT FOR THE**  
**YEAR ENDED ON SEPTEMBER 30, 2016**

EDL Holding is not required to prepare any accounts or financial statements.

The balance sheet and an income statement contained in this Appendix I have been prepared by EDL Holding especially for purposes of this document. They are established in US\$.

**EDL HOLDING COMPANY LLC**  
**STATEMENTS OF FINANCIAL POSITION**  
(U.S. dollar in thousands)

	<b>September 30, 2016</b>	September 30, 2015
<i>ASSETS</i>		
Cash	\$ 57	\$ 74,691
Investments	39	359,472
Other assets	—	2,081
Related party receivable, net	70	—
Total assets	\$ 166	\$ 436,244
 <i>LIABILITIES AND MEMBER'S EQUITY</i>		
Member's Equity / (Deficit)		
Member's capital	\$ 644,692	\$ 531,430
Accumulated deficit	(646,215)	(283,729)
Accumulated other comprehensive income	1,689	1,689
Total member's equity / (deficit)	166	249,390
Liabilities		
Related party payable, net	—	186,854
Total liabilities	—	186,854
Total member's equity and liabilities	\$ 166	\$ 436,244

*The accompanying notes are an integral part of these financial statements*

**EDL HOLDING COMPANY LLC**  
**STATEMENTS OF OPERATIONS**  
**(U.S. dollar in thousands)**

	<b>For the years ended:</b>	
	<b>September 30, 2016</b>	<b>September 30, 2015</b>
Amortization expense	\$ (149)	\$ (149)
Foreign currency loss	(29)	(98)
Related party interest expense	(250)	(7,907)
Investment and other asset impairments	<b>(362,058)</b>	—
Net loss	<b>\$ (362,486)</b>	<b>\$ (8,154)</b>

*The accompanying notes are an integral part of these financial statements*

**EDL HOLDING COMPANY, LLC**  
**STATEMENTS OF CASH FLOWS**  
(U.S. dollar in thousands)

	<b>For the years ended:</b>	
	<b>September 30, 2016</b>	September 30, 2015
<i>OPERATING ACTIVITIES</i>		
Net loss	\$ (362,486)	\$ (8,154)
Amortization expense	149	149
Investment and other asset impairments	362,058	—
Cash used in operations	(279)	(8,005)
 <i>INVESTING ACTIVITIES</i>		
Investments	(693)	(291,384)
Cash used in investing activities	(693)	(291,384)
 <i>FINANCING ACTIVITIES</i>		
Change in related party balances, net	(186,924)	(144,094)
Contributions	113,262	518,174
Cash provided by/(used) in financing activities	(73,662)	374,080
 Change in cash and cash equivalents	 (74,634)	 74,691
Cash and cash equivalents, beginning of year	74,691	—
Cash and cash equivalents, end of year	\$ 57	\$ 74,691

*The accompanying notes are an integral part of these financial statements*

**EDL HOLDING COMPANY LLC**  
**STATEMENTS OF CHANGES IN MEMBER'S EQUITY**  
**(U.S. dollar in thousands)**

	Total Member's Equity / (Deficit)
Balance at September 30, 2014	\$ (260,629)
Net loss	(8,154)
Contributions	518,174
Other	(1)
Balance at September 30, 2015	249,390
Net loss	(362,486)
Contributions	113,262
<b>Balance at September 30, 2016</b>	<b>\$ 166</b>

*The accompanying notes are an integral part of these financial statements*

**EDL HOLDING COMPANY LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(U.S. dollar in thousands unless otherwise noted)**

**1 Description of the Business**

EDL Holding Company, LLC (the "Company") was incorporated in March 1988 as a Delaware corporation and converted to a U.S. limited liability company in February 2009. The Company's sole member is Wedco One (Luxembourg) S.a.r.l. Participations S.C.A. ("Wedco"), which is an indirect wholly-owned subsidiary of The Walt Disney Company (The Walt Disney Company and its subsidiaries referred to as "Disney"). The Company's principal activities consist of holding ownership interest in the following investments:

- 31.9% interest in Euro Disney S.C.A ("ED S.C.A."), a publicly held French company traded on Euronext Paris. ED S.C.A. owns 82% of Euro Disney Associés S.C.A., which is the primary operating company of the Disneyland Paris resort.
- 100% interest in EDL Participations S.A.S., a French simplified corporation and the sole general partner of ED S.C.A.

Wedco contributed additional member capital to the Company of \$113,262 and \$518,174 for the year ended September 30, 2016 and September 30, 2015, respectively.

The Company's principal address is 1401 Flower Street, Glendale, CA 91201.

**2 Summary of Significant Accounting Policies**

*Basis of Presentation*

The financial statements are unaudited and have been prepared in accordance with the presentation and accounting principles of International Financial Reporting Standards ("IFRS"). The accompanying financial statement footnotes include disclosures that management believes are material and relevant to the understanding of these financial statements. The Company did not include Statements of Other Comprehensive Income as there were no other comprehensive income activities for the years ended on September 30, 2016 and 2015.

*Use of Estimates*

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and footnotes thereto. Actual results may differ from those estimates.

*Investments*

Investments are carried at their acquisition cost less any applicable impairment charges. On an annual basis the Company reviews its investments to determine whether a decline in fair value below the cost basis is other than temporary. If the decline in fair value is determined to be other than temporary, the cost basis of the investment is written down to fair value.

*Translation Policy*

The U.S. dollar is the functional currency and foreign currency assets and liabilities are remeasured into U.S. dollars at end-of-period exchange rates, except for non-monetary balance sheet accounts, which are remeasured at historical exchange rates. The Company's investments have been



remeasured at historical exchange rates. Gains or losses from foreign currency remeasurement are included in income.

#### *Other assets*

Other assets are made up of capitalized rights offering costs and were written off in fiscal 2016.

#### *Related Party Payable/Receivable*

The Company has related party payables to and receivables from Disney. In connection with the recapitalization of ED S.C.A. as discussed further in Note 3, Wedco made capital contributions to the Company in fiscal 2016 and 2015, which were used to settle these payables and the Company has a related party receivable of \$70 thousands at September 30, 2016.

#### *Income Tax*

The Company is a limited liability company and not subject to income tax.

### **3 Investments**

During calendar 2015, ED S.C.A. completed a recapitalization consisting of the following:

- In February 2015, a €0.4 billion equity rights offering at €1.00 per share of which the Company funded €158 million, which increased the Company's ownership in ED S.C.A. by 4.6 percentage points.
- In February 2015, Disney converted €0.6 billion of loans to Disneyland Paris into equity at a conversion price of €1.25 per share, which diluted the Company's ownership in ED S.C.A. by 22.3 percentage points.
- In September 2015, pursuant to a mandatory tender offer, the Company acquired €96 million in shares at €1.25 per share, which increased the Company's ownership in ED S.C.A. by 9.8 percentage points.

As a result of the recapitalization activities, the Company's ownership decreased from 39.8% at October 1, 2014 to 31.9% at September 30, 2016 and September 30, 2015.

Due to the unfavorable economic conditions for the tourism industry in the Paris region, which contributed to the deterioration of Euro Disney Associés S.C.A.'s operating results, Euro Disney Associés S.C.A. recorded an impairment of its fixed assets in fiscal year 2016. As a result, the Company reviewed its investment in ED S.C.A. for impairment. Based on the value of the investment derived from the net present value of future cash flows, in addition to the net negative equity position of Euro Disney Associés S.C.A.'s, the Company determined that the value of its investment in ED S.C.A. was nil. Accordingly, the Company recorded an impairment of \$360,126 thousands for the year ended September 30, 2016.

At September 30, 2016 and September 2015, the Company's carrying value of its investment in EDL Participations S.A.S was \$39 thousands and the investment was not impaired.

### **4 Subsequent Events**

In February 2017, the Company borrowed \$150 million from Disney to acquire \$150 million of Disney common stock. The Disney common stock was exchanged for 70.5 million outstanding ED S.C.A. shares at €2.00 per share, increasing the Company's interest in ED S.C.A. by 9% to 40.9%.

**APPENDIX II**  
**STATUTORY AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS OF EDI S.A.S FOR**  
**THE FISCAL YEAR ENDED ON 30 SEPTEMBER 2016**

**Statutory Auditor's Report on the Financial Statements**

**Year ended September 30, 2016**

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.*

*This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

**EURO DISNEY INVESTMENTS SAS**

1, rue de Galmy  
77700 Chessy

To the sole Shareholder,

In compliance with the assignment entrusted to us by the sole Shareholder, we hereby report to you, for the year ended September 30, 2016, on:

- the audit of the accompanying financial statements of Euro Disney Investments SAS;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the Chairman. 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 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 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 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 financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company at September 30, 2016 and of the results of its operations for the year then ended in accordance with French accounting principles.

## **II – Justification of our assessments**

In accordance with the requirements of Article L.823-9 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the following matters:

The Company's assets consist of investments which are measured and recognised as explained in the notes to the financial statements (Note 3 "Summary of significant accounting policies – Investments"). We assessed the appropriateness of the above accounting policies for assessing the value attributed to these assets.

These assessments were made as part of our audit of the 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 professional standards applicable in France, we have also performed the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Chairman's management report, and in the documents addressed to the sole Shareholder with respect to the financial position and the financial statements.

Neuilly-sur-Seine, February 9, 2017

The Statutory Auditor  
PricewaterhouseCoopers Audit

Bruno Tesnière

**APPENDIX III**  
**EDI SAS FINANCIAL STATEMENTS FOR THE YEAR ENDED ON SEPTEMBER 30, 2016**  
**BALANCE SHEET – ASSETS (in €)**

<i>Description</i>	<i>Gross amount</i>	<i>Depr., amort. provisions</i>	<i>September 30, 2016</i>	<i>September 30, 2015</i>
Uncalled subscribed share capital				
<b>INTANGIBLE ASSETS</b>				
Start-up costs				
Development costs				
Concessions, patents and similar rights				
Goodwill				
Other intangible assets				
Advances and down payments on intangible assets				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Land				
Buildings				
Technical installations, industrial equipment				
Other property, plant and equipment				
Property, plant and equipment under construction				
Advances and down payments				
<b>NON-CURRENT FINANCIAL ASSETS</b>				
Investments accounted for by the equity method				
Investments accounted for at cost	398,890,363	398,890,363		350,600,000
Investment-related advances				
Other long-term securities				
Long-term loans	491,596,068		491,596,068	491,596,068
Other non-current financial assets				
<b>TOTAL NON-CURRENT ASSETS</b>	<b>890,486,431</b>	<b>398,890,363</b>	<b>491,596,068</b>	<b>842,196,068</b>
<b>INVENTORIES AND WORK-IN-PROGRESS</b>				
Raw materials and supplies				
Work-in-progress – products				
Work-in-progress – services				
Semi-finished and finished products				
Goods purchased for resale				
Prepayments to suppliers				
<b>RECEIVABLES</b>				
Trade receivables				
Other receivables	655,193		655,193	1,025,188
Share capital subscribed and called but unpaid				
<b>OTHER CURRENT ASSETS</b>				
Marketable securities	13,428,252		13,428,252	15,538,280
(o/w treasury shares: )				
Cash	22,271		22,271	995
<b>ACCRUAL ACCOUNTS</b>				
Prepaid expenses				
<b>TOTAL CURRENT ASSETS</b>	<b>14,105,716</b>		<b>14,105,716</b>	<b>16,564,463</b>
Deferred debt issuance costs				
Bond redemption premiums				
Unrealized foreign exchange losses				
<b>TOTAL ASSETS</b>	<b>904,592,147</b>	<b>398,890,363</b>	<b>505,701,784</b>	<b>858,760,531</b>

## BALANCE SHEET – EQUITY AND LIABILITIES (in €)

<i>Description</i>	<i>September 30, 2016</i>	<i>September 30, 2015</i>
Share capital (o/w paid-up capital: 444,520,534)	444,520,534	444,520,534
Additional paid-in capital	419,914,500	461,914,500
Revaluation reserve (o/w difference due to equity accounting: )		
Legal reserve	809,268	809,268
Statutory or contractual reserves		
Tax-driven reserves (incl. special reserve for inventory price fluctuations)		
Other reserves (incl. purchase of original works of art reserve)		
Retained earnings (accumulated deficit)	(48,610,276)	(54,789,483)
<b>PROFIT (LOSS) FOR THE PERIOD</b>	<b>(371,308,182)</b>	<b>6,179,207</b>
Government grants		
Tax-driven provisions		
<b>EQUITY</b>	<b>445,325,844</b>	<b>858,634,026</b>
Non-voting loan stock		
Conditional advances		
<b>QUASI-EQUITY</b>		
Provisions for contingencies	60,249,432	
Provisions for charges		
<b>PROVISIONS</b>	<b>60,249,432</b>	
<b>FINANCIAL LIABILITIES</b>		
Convertible bonds		
Other bonds		
Bank borrowings		
Other borrowings (incl. equity loans)		
Customer prepayments		
<b>OPERATING PAYABLES</b>		
Trade payables	11,040	11,040
Accrued taxes and payroll costs	120	116
<b>OTHER PAYABLES</b>		
Amounts payable on non-current assets and other		
Other payables	115,349	115,349
<b>ACCRUAL ACCOUNTS</b>		
Deferred income		
<b>TOTAL LIABILITIES</b>	<b>126,509</b>	<b>126,505</b>
Unrealized foreign exchange gains		
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>505,701,784</b>	<b>858,760,531</b>

*Loss for the period* (371,308,182.43)

*Total balance sheet* 505,701,784.21

## INCOME STATEMENT (in €)

Description	France	Export	Year ended September 30, 2016	Year ended September 30, 2015
Sales of goods purchased for resale				
Sales of products				
Sales of services				
<b>NET REVENUE</b>				
Production taken to inventory				
Production capitalized				
Operating grants				
Reversals of depreciation, amortization, impairment and provisions; expense transfers				
Other income				0
<b>OPERATING INCOME</b>				<b>0</b>
Purchases of goods for resale (including customs duties)				
Change in inventories (goods purchased for resale)				
Purchases of raw materials and other supplies (including customs duties)				
Change in inventories (raw materials and supplies)				
Other purchases and external charges			11,064	13,107
Taxes other than on income			161	(10)
Wages and salaries				
Payroll taxes				
<b>DEPRECIATION, AMORTISATION AND PROVISION EXPENSE</b>				
Depreciation and amortization expense				
Impairment losses on non-current assets				
Impairment losses on current assets				
Provision expense				
Other expenses			(0)	0
<b>OPERATING EXPENSES</b>			<b>11,225</b>	<b>13,097</b>
<b>OPERATING PROFIT (LOSS)</b>			<b>(11,225)</b>	<b>(13,097)</b>
<b>JOINT VENTURES</b>				
Profit allocated or loss transferred				
Loss incurred or profit transferred				
<b>FINANCIAL INCOME</b>				
Dividend income				
Other investment income			19,690,779	21,580,412
Other interest income				
Reversals of impairment provisions and expense transfers				
Foreign exchange gains				
Net profit on sales of marketable securities			4,889	19,917
<b>FINANCIAL INCOME</b>			<b>19,695,668</b>	<b>21,600,329</b>
Amortization, impairment and provisions – financial assets			384,239,794	
Interest expense				
Foreign exchange losses				
Net loss on sales of marketable securities				
<b>FINANCIAL EXPENSES</b>			<b>384,239,794</b>	
<b>NET FINANCIAL INCOME/(EXPENSE)</b>			<b>(364,544,126)</b>	<b>21,600,329</b>
<b>PROFIT (LOSS) FROM ORDINARY ACTIVITIES BEFORE TAX</b>			<b>(364,555,351)</b>	<b>21,587,231</b>

## INCOME STATEMENT (cont.)

<i>Description</i>	<i>Year ended September 30, 2016</i>	<i>Year ended September 30, 2015</i>
Non-recurring income on revenue transactions		
Non-recurring income on capital transactions	26,609,638	
Reversals of impairment provisions and expense transfers (non-recurring)		
<b>NON-RECURRING INCOME</b>	<b>26,609,638</b>	
Non-recurring expenses on revenue transactions		
Non-recurring expenses on capital transactions	26,609,638	
Additions to depreciation, amortization, impairment and provisions (non-recurring)		
<b>NON-RECURRING EXPENSES</b>	<b>26,609,638</b>	
<b>NET NON-RECURRING INCOME (EXPENSE)</b>		
Employee profit-sharing		
Income tax	6,752,831	7,408,024
<b>TOTAL INCOME</b>	<b>46,305,306</b>	<b>21,600,329</b>
<b>TOTAL EXPENSES</b>	<b>417,613,488</b>	<b>7,421,121</b>
<b>PROFIT (LOSS) FOR THE PERIOD</b>	<b>(371,308,182)</b>	<b>14,179,207</b>

**NOTES TO THE FINANCIAL  
STATEMENTS**



## 1. DESCRIPTION OF THE BUSINESS

Euro Disney Investments SAS (the “**Company**”) was created in July 2004. Its corporate purpose is to acquire, hold, sell and manage, in any form, shares or other equity interests, including general partners' shares, in any and all commercial, industrial, financial or other undertakings in France or abroad.

The Company's business is directly linked to that of Euro Disney Associés SCA (EDA SCA) and its subsidiaries (the “**Group**”).

During the year 2015, the Group implemented the approximately €1-billion recapitalization and debt reduction plan announced on October 6, 2014 (the “**Recapitalization Plan**”) designed to improve its financial position and enable it to continue investing in Disneyland® Paris to raise customer satisfaction levels.<sup>1</sup>

As part of the Recapitalization Plan, EDL Corporation SAS and the Company underwrote a €492 million rights issue by ED SCA, paid up by capitalizing debt. Excluding the premium, the aggregate par value of the new shares was €93.6 million. The new shares were acquired by EDL Corporation SAS and the Company at a price of €1.25 per share, including a premium of €0.25 per share (the “**Conversion Price**”). The Conversion Price was set off against a €492 million receivable from ED SCA held by EDL Corporation SAS and the Company following the acquisition, for the same amount, by ED SCA of a portion of the receivables from EDA SCA held by these companies.

## 2. SIGNIFICANT EVENTS OF THE PERIOD

Due to the unfavorable economic conditions for the tourism industry in the Paris region, which contributed to its deteriorating operating results, EDA SCA tested its non-current assets for impairment at the end of fiscal year 2016.

Following these tests, the Company performed its own impairment tests on the carrying amount of its investments in EDA SCA and ED SCA.

Based on the test results, the €04,600 thousand investment in EDA SCA and the €19,390 thousand investment in ED SCA were written down in full at September 30, 2016.

Recognition of impairment losses on investments and other assets in the accounts of EDA SCA led to this company having a negative net worth at September 30, 2016.

Consequently, at September 30, 2016, as general partner of EDA SCA, the Company also recorded a provision of €60,249.4 thousand corresponding to 50% of EDA SCA's negative net worth at that date.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared on a going concern basis, in accordance with the general principles of prudence, consistent application of accounting policies from one period to the next, and separation of accounting periods.

The accounting policies applied by the Company comply with the accounting laws and regulations applicable in France, including the French general accounting plan (*Plan Comptable Général*), and generally accepted accounting principles.

Assets and liabilities have been measured using the historical cost convention.

The main accounting policies applied are described below.

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<sup>1</sup> Refer to the press releases published by ED SCA, available on its website ([www.corporate.disneylandparis.fr](http://www.corporate.disneylandparis.fr)).

## Investments

Investments are carried in the balance sheet at cost less any impairment losses.

The value in use of investments is estimated at each period-end. Where value in use is less than an investment's carrying amount, an impairment provision is recorded for the difference.

Value in use is estimated for each subsidiary after taking into account the situation of the subsidiary's own subsidiaries and investments. Various criteria are used, such as equity in net assets, discounted future cash flows, the extent to which the investment is strategic for the Company, and the subsidiary's earnings outlook.

## **4. NOTES TO THE BALANCE SHEET**

### Investments

Following the Recapitalization, the Company now holds 22.40% of the capital of Euro Disney SCA (175,512,290 shares), and 9% of Euro Disney Associés SCA (366,659,494 shares).

At September 30, 2014, the Company reviewed the value in use of its EDA SCA shares. At that date, the value in use – reflecting the savings arising from the Recapitalization Plan – was less than the investment's carrying amount and an impairment provision of €74,900 thousand was recorded, corresponding to the difference between these two amounts.

At September 30, 2016, the Company reviewed the value in use of its investments in EDA SCA and ED SCA. In light of EDA SCA's negative net worth following the recognition of impairment losses, the Company considered that its investments in EDA SCA and ED SCA were without value.

Consequently, the €104,600 thousand investment in EDA SCA and the €19,390 thousand investment in ED SCA were written down in full.

On November 17, 2016, as part of the anti-dilution mechanism, the Company sold 21,287,710 shares for €26,609,637. The anti-dilution mechanism represented the final stage in the implementation of the Recapitalization Plan. It enabled the historical shareholders to recover the percentage interest held prior to the recapitalization.

*See List of subsidiaries and affiliates.*

### Loan to EDA SCA

In connection with the refinancing operation carried out on September 27, 2012, the Company granted a long-term advance of €15,886,000 to EDA SCA at 4% interest. The interest was payable at half-yearly intervals and the principal was repayable in annual instalments. The first €5,000,000 instalment was paid in September 2014 and the final instalment was due in the fiscal year 2028.

At September 30, 2016, the balance outstanding on the loan was €491,596,068, paying interest at 4%. Following a change in the loan terms, this amount will now be repaid in full in a single instalment on December 15, 2024. Interest continues to be payable at half-yearly intervals, on March 31 and September 30 of each year.

### Equity

At September 30, 2016, the Company's share capital amounted to €444,520,533.66, represented by 24,355,850 ordinary shares, all fully paid.

<i>(in €k)</i>						
	Number of shares	Capital	Additional paid-in capital	Reserves and retained earnings	Profit (loss) for the period	Total
<b>At September 30, 2015</b>	<b>24,355,850</b>	<b>444,520.5</b>	<b>461,914.5</b>	<b>(53,980.2)</b>	<b>6,179.2</b>	<b>858,634.0</b>
Appropriation of fiscal 2015 net loss				14,179.2	(14,179.2)	0.0
Appropriation of interim dividend				(8,000.0)	8,000.0	0.0
Return of additional paid-in capital			(42,000.0)			(42,000.0)
Loss for fiscal 2016					(371,308.2)	(371,308.2)
<b>At September 30, 2016</b>	<b>24,355,850</b>	<b>444,520.5</b>	<b>419,914.5</b>	<b>(47,801.0)</b>	<b>(371,308.2)</b>	<b>445,325.8</b>

There were no changes in capital in the year ended September 30, 2016.

#### Provisions

At September 30, 2016, as general partner of EDA SCA, the Company recorded a provision of €60,249.4 thousand corresponding to 50% of EDA SCA's negative net worth at that date.

#### Accrued expenses

At September 30, 2016, accrued expenses amounted to €1,160, corresponding to accrued trade payables for €1,040 and accrued taxes for €120.

*See Receivables and Payables*

## **5. NOTES TO THE INCOME STATEMENT**

#### Non-recurring items

Non-recurring items comprise a non-recurring expense from capital transactions of €26,609,637 and non-recurring income from capital transactions for the same amount, corresponding to implementation of the anti-dilution mechanism on November 17, 2015. These two amounts cancel each other out and net non-recurring items therefore represented a nil balance.

#### Income tax

The Company is subject to income tax at the French statutory rate of 33.33% plus – if applicable – the 3.3% *contribution sociale* introduced in Act 99-1140 dated December 29, 1999 (article 6) and a 10.7% exceptional surtax.

Income tax expense for the year ended September 30, 2016 amounted to €6,752,831 versus €7,408,024 for the previous fiscal year.

## 6. RELATED PARTY TRANSACTIONS

<i>(in €k)</i>	Amount concerning related parties at September 30, 2016
Investments	0.0
Long-term loans	491,596.1
Other payables	115.3
Financial expenses	384,239.8
Financial income	19,690.8

## 7. OTHER INFORMATION

### Parent company

Euro Disney Investments SAS is wholly owned by Euro Disney Investments, Inc., a company governed by United States law that in turn is a subsidiary of TWDC.

### Consolidating entity

The Company's financial statements are fully consolidated in the consolidated financial statements of The Walt Disney Company (“**TWDC**”), based in Burbank, California (United States).

## 8. COMMITMENTS

The Company is a general partner of EDA SCA and as such is liable for all of EDA SCA's debts and obligations (except for liabilities towards limited partners). At September 30, 2016, this liability represented a commitment of approximately €1.6 billion.

## 9. SUBSEQUENT EVENTS

On October 6, 2015, the Company was summoned to appear before the Meaux Commercial Court in its capacity as partner of ED SCA, following a complaint by Charity Investments Merger Arbitrage (“**CIMA**”), also a partner of ED SCA, based on arguments that reiterated certain allegations previously made by CIMA in other proceedings. CIMA had previously lodged an appeal with the Paris Appeal Court challenging the decision by the French financial markets authority (*Autorité des marchés financiers* – AMF), that the compulsory public tender offer initiated by three TWDC subsidiaries in connection with the Recapitalization complied with French securities regulations. This appeal having been rejected by the Paris Appeal Court in a ruling handed down on September 8, 2015, CIMA lodged a further appeal before the Court of Cassation. CIMA also filed a complaint against unknown persons with the prosecution department for financial affairs, followed by a complaint accompanied by an application for criminal indemnification in a bid to speed up the criminal proceedings and secure the appointment of an investigating magistrate.

This second complaint was also based on similar allegations to those made by CIMA before the Paris Court of Appeal.

On November 22, 2016, the Meaux Commercial Court announced that it was postponing the proceedings.

<i>LOANS AND RECEIVABLES</i>	<i>Gross amount</i>	<i>Due within 1 year</i>	<i>Due beyond 1 year</i>
Investment-related advances			
Long-term loans	491,596,068		491,596,068
Other non-current financial assets			
Doubtful trade receivables			
Other trade receivables			
Lent securities			
Prepaid payroll costs			
Prepaid payroll taxes			
Corporate income tax prepayments	655,193	655,193	
Recoverable VAT			
Other prepaid and recoverable taxes			
Other tax receivables			
Advances to shareholders			
Miscellaneous receivables			
Prepaid expenses			
<b>TOTAL</b>	<b>492,251,261</b>	<b>655,193</b>	<b>491,596,068</b>
Loans granted during the year			
Repayments collected during the year			
Loans and advances granted to shareholders			

<i>BORROWINGS AND PAYABLES</i>	<i>Gross amount</i>	<i>Due within 1 year</i>	<i>Due in 1 to 5 years</i>	<i>Due beyond 5 years</i>
Convertible bonds				
Other bonds				
Short-term borrowings				
Long-term borrowings				
Other borrowings	11,040	11,040		
Trade payables				
Accrued payroll costs				
Accrued payroll taxes				
Accrued income taxes				
VAT payable				
Customs bonds				
Other accrued taxes	120	120		
Amounts payable on non-current assets and other				
Shareholder advances				
Other payables	115,349	115,349		
Borrowed securities				
Deferred income				
<b>TOTAL</b>	<b>126,509</b>	<b>126,509</b>		
Loans obtained during the year				
Loans repaid during the year				
Shareholder loans				

	SHARE CAPITAL	EQUITY	% INTEREST	NET REVENUE*	BOOK VALUE OF SHARES		LOANS GRANTED	GUARAN-TEES GIVEN	PROFIT (LOSS) FOR THE YEAR	DIVIDENDS PAID TO THE COMPANY DURING THE YEAR
					COST	NET				
ED ASSOCIES SCA	1,203,700	(120,499)	9.00	1,306,344	179,500	0	491,596		(1,191,716)	
ED SCA	783,365	18,821	22.40	1,230	219,390	0			(955,700)	

\* Net revenue breaks down as €1,285,313 thousand in revenue and €21,031 thousand in other income.

**APPENDIX IV**  
**STATUTORY AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS OF EDLC S.A.S.**  
**FOR THE FISCAL YEAR ENDED ON 30 SEPTEMBER 2016**

**Statutory Auditor's Report on the Financial Statements**

**Year ended September 30, 2016**

*This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.*

**EDL CORPORATION SAS**

1, rue de la Galmy  
77700 CHESSY

To the sole Shareholder,

In compliance with the assignment entrusted to us by the sole Shareholder, we hereby report to you, for the year ended September 30, 2016, on:

- the audit of the accompanying financial statements of EDL Corporation SAS;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by the Chairman. 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 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 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 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 financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company at September 30, 2016 and of the results of its operations for the year then ended in accordance with French accounting principles.

## **II – Justification of our assessments**

In accordance with the requirements of Article L.823-9 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the following matters:

The Company's assets consist of investments which are measured and recognised as explained in the notes to the financial statements (Note 3 “Summary of significant accounting policies – Investments”). We assessed the appropriateness of the above accounting policies for assessing the value attributed to these assets.

These assessments were made as part of our audit of the 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 professional standards applicable in France, we have also performed the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Chairman's management report, and in the documents addressed to the sole Shareholder with respect to the financial position and the financial statements.

Neuilly-sur-Seine, February 9, 2017

The Statutory Auditor  
PricewaterhouseCoopers Audit

Bruno Tesnière



**APPENDIX V**  
**EDLC S.A.S. FINANCIAL STATEMENTS FOR THE YEAR ENDED ON SEPTEMBER 30, 2016**

**BALANCE SHEET – ASSETS (in €)**

<i>Description</i>	<i>Gross amount</i>	<i>Depr., amort. provisions</i>	<i>September 30, 2016</i>	<i>September 30, 2015</i>
Uncalled subscribed share capital				
<b>INTANGIBLE ASSETS</b>				
Start-up costs				
Development costs				
Concessions, patents and similar rights				
Goodwill				
Other intangible assets				
Advances and down payments on intangible assets				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Land				
Buildings				
Technical installations, industrial equipment				
Other property, plant and equipment				
Property, plant and equipment under construction				
Advances and down payments				
<b>NON-CURRENT FINANCIAL ASSETS</b>				
Investments accounted for by the equity method				
Investments accounted for at cost	398,890,362	398,890,362		350,599,999
Investment-related advances				
Other long-term securities				
Long-term loans	491,596,069		491,596,069	491,596,069
Other non-current financial assets				
<b>TOTAL NON-CURRENT ASSETS</b>	<b>890,486,431</b>	<b>398,890,362</b>	<b>491,596,069</b>	<b>842,196,068</b>
<b>INVENTORIES AND WORK-IN-PROGRESS</b>				
Raw materials and supplies				
Work-in-progress – products				
Work-in-progress – services				
Semi-finished and finished products				
Goods purchased for resale				
Prepayments to suppliers				
<b>RECEIVABLES</b>				
Trade receivables				
Other receivables	654,834		654,834	1,025,542
Share capital subscribed and called but unpaid				
<b>OTHER CURRENT ASSETS</b>				
Marketable securities (o/w treasury shares: )	13,428,252		13,428,252	15,542,372
Cash	26,340		26,340	286
<b>ACCRUAL ACCOUNTS</b>				
Prepaid expenses				
<b>TOTAL CURRENT ASSETS</b>	<b>14,109,426</b>		<b>14,109,426</b>	<b>16,568,200</b>
Deferred debt issuance costs				
Bond redemption premiums				
Unrealized foreign exchange losses				
<b>TOTAL ASSETS</b>	<b>904,595,856</b>	<b>398,890,362</b>	<b>505,705,495</b>	<b>858,764,268</b>

## BALANCE SHEET – EQUITY AND LIABILITIES (in €)

<i>Description</i>	<i>September 30, 2016</i>	<i>September 30, 2015</i>
Share capital (o/w paid-up capital: 444,525,054)	444,525,054	444,525,054
Additional paid-in capital	419,914,500	461,914,500
Revaluation reserve (o/w difference due to equity accounting: )		
Legal reserve	809,266	809,266
Statutory or contractual reserves		
Tax-driven reserves (incl. special reserve for inventory price fluctuations)		
Other reserves (incl. purchase of original works of art reserve)		
Retained earnings (accumulated deficit)	(48,611,049)	(54,789,544)
<b>PROFIT (LOSS) FOR THE PERIOD</b>	<b>(371,308,209)</b>	<b>6,178,495</b>
Government grants		
Tax-driven provisions		
<b>EQUITY</b>	<b>445,329,562</b>	<b>858,637,771</b>
Non-voting loan stock		
Conditional advances		
<b>QUASI-EQUITY</b>		
Provisions for contingencies	60,249,432	
Provisions for charges		
<b>PROVISIONS</b>	<b>60,249,432</b>	
<b>FINANCIAL LIABILITIES</b>		
Convertible bonds		
Other bonds		
Bank borrowings		
Other borrowings (incl. equity loans)		
Customer prepayments		
<b>OPERATING PAYABLES</b>		
Trade payables	11,040	11,040
Accrued taxes and payroll costs	120	116
<b>OTHER PAYABLES</b>		
Amounts payable on non-current assets and other		
Other payables	115,341	115,341
<b>ACCRUAL ACCOUNTS</b>		
Deferred income		
<b>TOTAL LIABILITIES</b>	<b>126,501</b>	<b>126,497</b>
Unrealized foreign exchange gains		
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>505,705,495</b>	<b>858,764,268</b>

*Loss for the period* **(371,308,208.80)**

*Total balance sheet* 505,705,494.57

**INCOME STATEMENT (in €)**

<i>Description</i>	<i>France</i>	<i>Export</i>	<i>Year ended September 30,2016</i>	<i>Year ended September 30,2015</i>
Sales of goods purchased for resale				
Sales of products				
Sales of services				
<b>NET REVENUE</b>				
Production taken to inventory				
Production capitalised				
Operating grants				
Reversals of depreciation, amortisation, impairment and provisions; expense transfers				
Other income				
<b>OPERATING INCOME</b>				
Purchases of goods for resale (including customs duties)				
Change in inventories (goods purchased for resale)				
Purchases of raw materials and other supplies (including customs duties)				
Change in inventories (raw materials and supplies)				
Other purchases and external charges			11,107	14,196
Taxes other than on income			161	(10)
Wages and salaries				
Payroll taxes				
<b>DEPRECIATION, AMORTISATION AND PROVISION EXPENSE</b>				
Depreciation and amortisation expense				
Impairment losses on non-current assets				
Impairment losses on current assets				
Provision expense				
Other expenses			(0)	0
<b>OPERATING EXPENSES</b>			<b>11,268</b>	<b>14,186</b>
<b>OPERATING PROFIT (LOSS)</b>			<b>(11,268)</b>	<b>(14,186)</b>
<b>JOINT VENTURES</b>				
Profit allocated or loss transferred				
Loss incurred or profit transferred				
<b>FINANCIAL INCOME</b>				
Dividend income				
Other investment income			19,690,779	21,580,412
Other interest income				
Reversals of impairment provisions and expense transfers				
Foreign exchange gains				
Net profit on sales of marketable securities			4,889	19,919
<b>FINANCIAL INCOME</b>			<b>19,695,668</b>	<b>21,600,331</b>
Amortisation, impairment and provisions – financial assets			384,239,793	
Interest expense				
Foreign exchange losses				
Net loss on sales of marketable securities				
<b>FINANCIAL EXPENSES</b>			<b>384,239,793</b>	
<b>NET FINANCIAL INCOME/(EXPENSE)</b>			<b>(364,544,125)</b>	<b>21,600,331</b>
<b>PROFIT (LOSS) FROM ORDINARY ACTIVITIES BEFORE TAX</b>			<b>(364,555,393)</b>	<b>21,586,145</b>

**INCOME STATEMENT (cont.)**

<i>Description</i>	<i>Year ended September 30, 2016</i>	<i>Year ended September 30, 2015</i>
Non-recurring income on revenue transactions		
Non-recurring income on capital transactions	26,609,638	
Reversals of impairment provisions and expense transfers (non-recurring)		
<b>NON-RECURRING INCOME</b>	<b>26,609,638</b>	
Non-recurring expenses on revenue transactions		
Non-recurring expenses on capital transactions	26,609,638	
Additions to depreciation, amortisation, impairment and provisions (non-recurring)		
<b>NON-RECURRING EXPENSES</b>	<b>26,609,638</b>	
<b>NET NON-RECURRING INCOME (EXPENSE)</b>		
Employee profit-sharing		
Income tax	6,752,816	7,407,650
<b>TOTAL INCOME</b>	<b>46,305,306</b>	<b>21,600,331</b>
<b>TOTAL EXPENSES</b>	<b>417,613,515</b>	<b>7,421,836</b>
<b>PROFIT (LOSS) FOR THE PERIOD</b>	<b>(371,308,209)</b>	<b>14,178,495</b>

**NOTES TO THE FINANCIAL  
STATEMENTS**

## 1. DESCRIPTION OF THE BUSINESS

EDL Corporation SAS (the “**Company**”) was created in July 2004. Its corporate purpose is to acquire, hold, sell and manage, in any form, shares or other equity interests, including general partners' shares, in any and all commercial, industrial, financial or other undertakings in France or abroad.

The Company's business is directly linked to that of Euro Disney Associés SCA (EDA SCA) and its subsidiaries (the “**Group**”).

During the year 2015, the Group implemented the approximately €1-billion recapitalization and debt reduction plan announced on October 6, 2014 (the “**Recapitalization Plan**”) designed to improve its financial position and enable it to continue investing in Disneyland® Paris to raise customer satisfaction levels.<sup>2</sup>

As part of the Recapitalization Plan, Euro Disney Investments SAS and the Company underwrote a €492 million rights issue by ED SCA, paid up by capitalizing debt. Excluding the premium, the aggregate par value of the new shares was €393.6 million. The new shares were acquired by Euro Disney Investments SAS and the Company at a price of €1.25 per share, including a premium of €0.25 per share (the “**Conversion Price**”). The Conversion Price was set off against a €492 million receivable from ED SCA held by Euro Disney Investments SAS and the Company following the acquisition, for the same amount, by ED SCA of a portion of the receivables from EDA SCA held by these companies

## 2. SIGNIFICANT EVENTS OF THE PERIOD

Due to the unfavorable economic conditions for the tourism industry in the Paris region, which contributed to its deteriorating operating results, EDA SCA tested its non-current assets for impairment at the end of fiscal 2016.

Following these tests, the Company performed its own impairment tests on the carrying amount of its investments in EDA SCA and ED SCA.

Based on the test results, the €104,600 thousand investment in EDA SCA and the €19,390 thousand investment in ED SCA were written down in full at September 30, 2016.

Recognition of impairment losses on investments and other assets in the accounts of EDA SCA led to this company having a negative net worth at September 30, 2016.

Consequently, at September 30, 2016, as general partner of EDA SCA, the Company also recorded a provision of €60,249.4 thousand corresponding to 50% of EDA SCA's negative net worth at that date.

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared on a going concern basis, in accordance with the general principles of prudence, consistent application of accounting policies from one period to the next, and separation of accounting periods.

The accounting policies applied by the Company comply with the accounting laws and regulations applicable in France, including the French general accounting plan (*Plan Comptable Général*), and generally accepted accounting principles.

Assets and liabilities have been measured using the historical cost convention.

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<sup>2</sup> Refer to the press releases published by ED SCA, available on its website ([www.corporate.disneylandparis.fr](http://www.corporate.disneylandparis.fr)).

The main accounting policies applied are described below.

### Investments

Investments are carried in the balance sheet at cost less any impairment losses.

The value in use of investments is estimated at each period-end. Where value in use is less than an investment's carrying amount, an impairment provision is recorded for the difference.

Value in use is estimated for each subsidiary after taking into account the situation of the subsidiary's own subsidiaries and investments. Various criteria are used, such as equity in net assets, discounted future cash flows, the extent to which the investment is strategic for the Company, and the subsidiary's earnings outlook.

## **4. NOTES TO THE BALANCE SHEET**

### Investments

Following the Recapitalization, the Company now holds 22.40% of the capital of Euro Disney SCA (175,512,290 shares), and 9% of Euro Disney Associés SCA (366,659,491 shares).

At September 30, 2014, the Company reviewed the value in use of its EDA SCA shares. At that date, the value in use – reflecting the savings arising from the Recapitalization Plan – was less than the investment's carrying amount and an impairment provision of €74,900 thousand was recorded, corresponding to the difference between these two amounts.

At September 30, 2016, the Company reviewed the value in use of its investments in EDA SCA and ED SCA. In light of EDA SCA's negative net worth following the recognition of impairment losses, the Company considered that its investments in EDA SCA and ED SCA were without value.

Consequently, the €104,600 thousand investment in EDA SCA and the €219,390 thousand investment in ED SCA were written down in full.

On November 17, 2016, as part of the anti-dilution mechanism, the Company sold 21,287,710 shares for €26,609,637. The anti-dilution mechanism represented the final stage in the implementation of the Recapitalization Plan. It enabled the historical shareholders to recover the percentage interest held prior to the recapitalization.

*See List of subsidiaries and affiliates.*

### Loan to EDA SCA

In connection with the refinancing operation carried out on September 27, 2012, the Company granted a long-term advance of €15,886,000 to EDA SCA at 4% interest. The interest was payable at half-yearly intervals and the principal was repayable in annual instalments. The first €5,000,000 instalment was paid in September 2014 and the final instalment was due in the fiscal year 2028.

At September 30, 2016, the balance outstanding on the loan was €491,596,068, paying interest at 4%. Following a change in the loan terms, this amount will now be repaid in full in a single instalment on December 15, 2024. Interest continues to be payable at half-yearly intervals, on March 31 and September 30 of each year.

### Equity

At September 30, 2016, the Company's share capital amounted to €444,525,053.64, represented by 24,355,850 ordinary shares, all fully paid.

	<i>(in €k)</i>					
	Number of shares	Share capital	Additional paid-in capital	Reserves and retained earnings	Profit (loss) for the period	Total
<b>At September 30, 2015</b>	<b>24,355,850</b>	<b>444,525.1</b>	<b>461,914.5</b>	<b>(53,980.3)</b>	<b>6,178.5</b>	<b>858,637.8</b>
Appropriation of fiscal 2015 net loss				14,178.5	(14,178.5)	0.0
Appropriation of interim dividend				(8,000.0)	8,000.0	0.0
Return of additional paid-in capital			(42,000.0)			(42,000.0)
Loss for fiscal 2016					(371,308.2)	(371,308.2)
<b>At September 30, 2016</b>	<b>24,355,850</b>	<b>444,525.1</b>	<b>419,914.5</b>	<b>(47,801.8)</b>	<b>(371,308.2)</b>	<b>445,329.6</b>

There were no changes in capital in the year ended September 30, 2016.

### Provisions

At September 30, 2016, as general partner of EDA SCA, the Company recorded a provision of €60,249.4 thousand corresponding to 50% of EDA SCA's negative net worth at that date.

### Accrued expenses

At September 30, 2016, accrued expenses amounted to €1,160, corresponding to accrued trade payables for €1,040 and accrued taxes for €120.

*See Receivables and Payables*

## **5. NOTES TO THE INCOME STATEMENT**

### Non-recurring items

Non-recurring items comprise a non-recurring expense from capital transactions of €26,609,637 and non-recurring income from capital transactions for the same amount, corresponding to implementation of the anti-dilution mechanism on November 17, 2015. These two amounts cancel each other out and net non-recurring items therefore represented a nil balance.

### Income tax

The Company is subject to income tax at the French statutory rate of 33.33% plus – if applicable – the 3.3% *contribution sociale* introduced in Act 99-1140 dated December 29, 1999 (article 6) and a 10.7% exceptional surtax.

Income tax expense for the year ended September 30, 2016 amounted to €6,752,816 versus €7,407,650 for the previous fiscal year.



## 6. RELATED PARTY TRANSACTIONS

<i>(in €K)</i>	Amount concerning related parties at September 30, 2016
Investments	0.0
Long-term loans	491,596.1
Other payables	115.3
Financial expenses	384,239.8
Financial income	19,690.8

## 7. OTHER INFORMATION

### Parent company:

EDL Corporation SAS is wholly owned by EDL S.N.C. Corporation, a company governed by United States law that in turn is a subsidiary of TWDC.

### Consolidating entity

The Company's financial statements are fully consolidated in the consolidated financial statements of The Walt Disney Company (“**TWDC**”), based in Burbank, California (United States).

## 8. COMMITMENTS

The Company is a general partner of EDA SCA and as such is liable for all of EDA SCA's debts and obligations (except for liabilities towards limited partners). At September 30, 2016, this liability represented a commitment of approximately €1.6 billion.

## 9. SUBSEQUENT EVENTS

On October 6, 2015, the Company was summoned to appear before the Meaux Commercial Court in its capacity as partner of ED SCA, following a complaint by Charity Investments Merger Arbitrage (“**CIMA**”), also a partner of ED SCA, based on arguments that reiterated certain allegations previously made by CIMA in other proceedings. CIMA had previously lodged an appeal with the Paris Appeal Court challenging the decision by the French financial markets authority (*Autorité des marchés financiers* – AMF), that the compulsory public tender offer initiated by three TWDC subsidiaries in connection with the Recapitalization complied with French securities regulations. This appeal having been rejected by the Paris Appeal Court in a ruling handed down on September 8, 2015, CIMA lodged a further appeal before the Court of Cassation. CIMA also filed a complaint against unknown persons with the prosecution department for financial affairs, followed by a complaint accompanied by an application for criminal indemnification in a bid to speed up the criminal proceedings and secure the appointment of an investigating magistrate. This second complaint was also based on similar allegations to those made by CIMA before the Paris Court of Appeal.

On November 22, 2016, the Meaux Commercial Court announced that it was postponing the proceedings.

<i>LOANS AND RECEIVABLES</i>	<i>Gross amount</i>	<i>Due within 1 year</i>	<i>Due beyond 1 year</i>	
Investment-related advances				
Long-term loans	491,596,069			491,596,069
Other non-current financial assets				
Doubtful trade receivables				
Other trade receivables				
Lent securities				
Prepaid payroll costs				
Prepaid payroll taxes	654,834	654,834		
Corporate income tax prepayments				
Recoverable VAT				
Other prepaid and recoverable taxes				
Other tax receivables				
Advances to shareholders				
Miscellaneous receivables				
Prepaid expenses				
<b>TOTAL</b>	<b>492,250,903</b>	<b>654,834</b>		<b>491,596,069</b>
Loans granted during the year				
Repayments collected during the year				
Loans and advances granted to shareholders				
<i>BORROWINGS AND PAYABLES</i>	<i>Gross amount</i>	<i>Due within 1 year</i>	<i>Due in 1 to 5 years</i>	<i>Due beyond 5 years</i>
Convertible bonds				
Other bonds				
Short-term borrowings				
Long-term borrowings				
Other borrowings				
Trade payables	11,040	11,040		
Accrued payroll costs				
Accrued payroll taxes				
Accrued income taxes				
VAT payable				
Customs bonds				
Other accrued taxes	120	120		
Amounts payable on non-current assets and other				
Shareholder advances				
Other payables	115,341	115,341		
Borrowed securities				
Deferred income				
<b>TOTAL</b>	<b>126,501</b>	<b>126,501</b>		
Loans obtained during the year				
Loans repaid during the year				
Shareholder loans				

	SHARE CAPITAL	EQUITY	% INTEREST	NET REVENUE*	BOOK VALUE OF SHARES		LOANS GRANTED	GUARANTEES GIVEN	PROFIT (LOSS) FOR THE YEAR	DIVIDENDS PAID TO THE COMPANY DURING THE YEAR
					COST	NET				
ED ASSOCIES SCA	1,203,700	(120,499)	9.00	1,306,344	179,500	0	491,596		(1,191,716)	
ED SCA	783,365	18,821	22.40	1,230	219,390	0			(955,700)	

\* Net revenue breaks down as €1,285,313 thousand in revenue and €21,031 thousand in other income.