

# TENDER OFFER FOR THE PURPOSE OF RETIRING

THE REMAINING OUTSTANDING SHARES OF



BY



managed by



LA COMPAGNIE FINANCIÈRE  
EDMOND DE ROTHSCHILD BANQUE



GROUPE  
LCF ROTHSCHILD

Price bid: 33.00 euros per share

Validity period of the offer: December 24, 2002 to January 10, 2003 inclusive

**Prospectus presented jointly by Compagnie des Alpes and Grévin & Cie.**

**- Important notice -**

At the close of this tender offer to retire outstanding shares, the procedure for obligatory retirement of these shares will be launched in accordance with Article L.433-4 of the French Monetary and Financial Code. Shares in Grévin & Cie. not delivered in the context of this tender will be transferred to Compagnie des Alpes on January 13, 2003 against payment of 33 euros per share.



**Registry by the Commission des Opérations de Bourse (COB, the SEC equivalent)**

In application of articles L. 412-1 and L. 621-8 of the Monetary and Financial Code, the Commission des Opérations de Bourse has registered the French version of this offering memorandum under visa n° 02-1263 dated December 20, 2002, in accordance with the provisions of its regulation n°2002-04. The initiator worked conjointly with the concerned company to prepare this prospectus, and its signatories must comply with its terms.

Registry implies neither approval of the price, par rate of exchange, the opportunity offered by the operation, nor validation of the accounting and financial data presented. The memorandum was registered after review of the relevance and consistency of the information provided in the context of the offer made to the shareholders of the company.

This memorandum includes the following existing documents for reference:

- The joint information memorandum of Grévin & Cie. and Compagnie des Alpes, applying to the takeover bid in effect from June 26 through July 29, inclusive, which was given COB Visa No. 02-775 on June 21, 2002 and published in Les Echos on June 25, 2002;
- The Grévin & Cie. reference document filed with the COB on June 7, 2002 under No. D 02-116;
- The reference document pertaining to the fiscal year of Compagnie des Alpes ending May 31, 2002, filed with the COB on September 23, 2002 under No. D 02-1623;
- The update of this reference document filed with the COB under No. D 02-1623A01 on October 3, 2002;
- The offering memorandum relative to the capital increase of Compagnie des Alpes which received COB Visa No. 02-1106 on October 23, 2002.

Copies of this memorandum may be obtained free of charge by requesting them from Compagnie des Alpes, 6, Place Abel Gance – 92652 Boulogne Billancourt Cedex, from Grévin & Cie., BP 8 – 60128 Plailly or from CDC IXIS Capital Markets, 3 rue La Fayette, 75009 Paris

## I - DESCRIPTION OF THE TENDER OFFER

### A – PURPOSE OF THE OPERATION AND INTENTIONS OF THE INITIATING PARTY

This tender offer for the purpose of retiring the remaining outstanding shares in Grévin & Cie. is initiated by Compagnie des Alpes (hereinafter "CDA" or "the Initiator") is seen as a continuation of the tender offer for purchase of shares in Grévin & Cie. which ran from June 26, 2002 through July 29, 2002 at a price of 33.36 euros per share including the dividend coupon (or €33 ex-dividend) and 2.26 euros for each Grévin & Cie. convertible bond.

At the conclusion of this takeover bid, the results of which are recorded in Opinion No. 202C0988 of the *Conseil des Marchés Financiers* (Financial Markets Council, hereafter CMF) dated August 5, 2002, and as of the date this tender offer was filed, CDA directly holds 4,093,062 shares in Grévin & Cie., representing 95.95% of the equity capital and 97.74% of voting rights, plus 144,500 convertible bonds, i.e., all bonds outstanding.

As foreseen in this tender offer, CDA proceeded with its capital increase over the period October 25 to November 6, inclusive (See offering memorandum with COB Visa 02-1106, dated October 23, 2002). This operation made it possible to refinance 69% of the total cost of the takeover bid.

In conformity to what was stated in the pertinent offering memorandum, CDA has filed a tender offer (hereafter, "the offer") for the purpose of retiring remaining outstanding shares Grévin & Cie.

The offer price is 33 euros per share in Grévin & Cie., equivalent to the takeover bid price per share ex-dividend.

The offer applies to 172,604 shares outstanding as of this date, comprising 4.05% of equity capital and 2.76% of voting rights, i.e., all shares in Grévin & Cie. not already directly or indirectly held by the Initiator.

It also potentially applies to the 161,298 shares that may be issued on the exercise of Grévin & Cie. stock options. This figure derives 195,262 Grévin & Cie. stock options not already exercised on December 31, 2001, less the 28,705 options exercised since January 1, 2002 and 5,259 options cancelled.

As indicated in the offering memorandum for the takeover bid, Compagnie des Alpes committed itself to acquire shares issued in the exercise of Grévin's second stock option plan (options granted from May 27, 1999 to October 25, 2001) and third option plan (options granted on October 25, 2001), at such times that conform to tax legislation and at a unit price of 33 euros, provided that in turn the holders of the options accord to Compagnie des Alpes the option to buy said shares in Grévin & Cie. at a unit price of 33 euros in the case of the delisting of shares in Grévin & Cie. from the Euronext Paris Exchange for whatever reason and in whatever context.

### B – GENERAL CONDITIONS OF THE OFFER, TERMS

In application of Articles 5-6-3 and 5-7-1 of the General Rules (*Règlement général*) of the CMF, on December 9, 2002 CDA filed a draft of the tender offer for the purpose of acquiring all outstanding shares Grévin & Cie. not already held, for the purpose of retiring said shares.

CMF Filing Notice 202C1619 was published on December 9, 2002 and the CMF accepted the offer at its meeting of December 18, 2002. The notice of acceptance was published by the CMF on December 19, 2002 under No. 202C1679.

The offer is valid from December 24, 2002 to January 10, 2003, inclusive.

Registered shares in Grévin & Cie. should be converted into bearer shares for redemption under this offer. Hence, holders of registered shares should ask their financial intermediary (bank, broker, etc.) to convert these to bearer shares with a qualified intermediary as soon as possible. Shares offered for redemption should be free of all pledges, collateral obligations or any other restrictions or encumbrances.

Holders of shares in Grévin & Cie. who wish to sell their shares in the context of the offer should give a sell order to the investment services provider that is the custodian of the shares no later than the last day of the offer, January 10, 2003.

In conformity with the law, trading in the shares during the offer period will be through members of the stock exchange. The member acting for CDA is CDC IXIS Securities. Trading fees and taxes will be borne by the sellers and buyers in accordance with the usual practice, each responsible for those pertaining to its operation.

At the conclusion of the offer and conformity with Article 5-7-3 of the General Rules of the CMF, shares in Grévin & Cie. not sold in the context of the offer will be transferred to CDA against payment and de-listed from the Second Marché of Euronext Paris.

The shares will be retired on January 13, 2003. The price of 33 euros per share, identical to that of the tender offer for the purpose of retiring the shares, will be paid by CDC IXIS Capital Markets to the custodian of the shares, which will be responsible for crediting the accounts of the concerned shareholders. Funds not paid, corresponding to payment for shares whose owners or beneficiaries remain unknown, will be held by CDC IXIS Capital Markets for a period of 10 years beginning on January 13, 2003 and then paid into the Caisse des Dépôts et Consignations on the expiration of this period. They can at any time thereafter be claimed by their owners or beneficiaries, subject to 30-year prescription (reversion to the State after 30 years).

In this context, CDC IXIS Capital Markets has made a valuation of Grévin & Cie., and the consulting firm Détroyat Associés was asked to give its opinion of said valuation and give its opinion on the fairness of the price offered, provided in Chapter III below. The selection of this independent expert was approved by the CMF at its meeting of September 18, 2002 and the COB did not make use of its right of objection.

## **C – FINANCING**

Financing of the offer and retirement of the shares will be fully assured from CDA's own resources.

It should be recalled that, in parallel to this offer and in conformity with the information presented in Section I.6. of the memorandum on the takeover bid, CDA completed a capital increase in the gross amount of 95 million euros, for the purpose of contributing to the refinancing of both the takeover bid and this tender offer for the purpose of retiring the remaining outstanding shares of Grévin & Cie.. (See the offering memorandum, which received COB Visa 02-1106 on October 23, 2002).

The cost to CDA of the tender offer and retirement of the shares is a total investment of €11.02 million, including acquisition of all shares in Grévin & Cie. not already held by CDA, for a total of €5.7m (€3.14m without treasury shares), plus the potential acquisition of shares that would be created in the context of the exercise of stock options, or €5.32m, all at a price of 33 euros per share. On the basis of only existing shares not held by Compagnie des Alpes, exclusive of treasury shares, this expense will have no significant impact on the earnings or solvency ratio of the Initiator.

## **D – TAX REGIME**

Under present tax legislation and administrative doctrine, capital gains and losses of shareholders in Grévin & Cie. in the context of this offer are subject to the regime applied to capital gains and losses on the sale of securities. Shareholders should be aware that the information provided in this memorandum is only a summary of the tax regime and that their individual tax situation should be reviewed with their customary tax advisor.

### **1. Shares sold in the context of this offer**

#### ***Individual shareholders***

In conformity with Article 150-0A *et seq.* of the French General Tax Code (hereafter GTC), capital gains realized are taxable from the first euro if the total amount of securities sold by the taxpayer during the year exceeds the presently-set limit of 7,650 euros. The overall applicable tax rate is 26%, including income tax at 16%, the social welfare deduction of 2%, the universal social welfare contribution (GSG) of 7.5% and the contribution towards repayment of the social welfare debt (CRDS) of 0.5%.

Capital losses may be imputed against capital gains of the same nature realized in the year of the sale or during the five years following, provided that the amount of the sales in the year of the capital loss exceeds the above-mentioned ceiling of 7,650 euros.

For purposes of applying these provisions, capital gains of the same nature are understood to mean not only those included in Article 150-0a of the GTC, in particular the net gains realized on the premature closing – i.e., before 5 years – of an equities savings plan (PEA), but also profits on options on securities stock (article 150 *decies* of the CGI).

#### Employees and senior management officials holding Grévin & Cie. shares received through the exercise of stock options

In accordance with Article 163 bis C of the GTC, beneficiaries of Grévin & Cie. stock options, awarded in conformity with the provisions of Articles L 225-177 to L 225-186 of the New Commercial Code, may only benefit from the favorable tax regime applying to them – both for tax purposes and for purposes of obligatory welfare contributions (payroll tax) – if the Grévin & Cie. shares acquired through exercise of the options before April 27, 2000 are not sold either within a period of five years from the date of award of the options, or before expiration of a 4-year period after the grant of the options in the case of options granted on or after April 27, 2000. Under certain conditions, exceptions apply in the case of death, retirement, disability or dismissal occurring during these periods.

This means that in the case of sale of shares in Grévin & Cie. redeemed in response to the offer and prior to the expiration of the 4- or 5-year time frames noted above, the favorable tax regime will not be applied and the capital gain (i.e., the difference between the first market price on the day the options were exercised and the strike price of the option) will be treated as a salary and subject to all the required social security payroll taxes and contributions.

Moreover, the capital gain realized through the sale of shares in Grévin & Cie. in response to the offer, i.e., the difference between the price paid and the first market price on the day the options were exercised will be subject to capital gains taxation as described above.

#### ***Corporate shareholders domiciled in France for income tax purposes***

Capital gains realized by companies subject to French corporate income tax are subject to the general regime currently applicable:

- An effective rate of 25.75% up to a limit of €38,120 and 34.33% above this amount. The first is based on a base rate 25% up to €38,120 (which is reduced to 15% for fiscal years opening after January 1, 2002) and the second on the normal rate of 33.33%. Both are increased by 3% of the amount of the tax when the company's fiscal year or tax period ends after January 1, 2002. The 33.33% rate applies to companies with sales (exc. VAT) of less than 7,630,000 euros and equity capital fully paid in and held at least 75% by individuals, or by other companies that themselves meet all of these conditions.
- In cases that do not meet the above conditions, the effective corporate rate is 35.43%. This is based on the normal rate of 33.33%, increased by an additional 3% of the amount of the tax when the fiscal year or tax period ends after January 1, 2002, plus an additional social welfare contribution of 3.3% of the income tax due, less an exemption of up to 763,000 euros per 12-month period.

This notwithstanding, Article 219-I a ter of the GTC provides that capital gains and losses on the sale of securities that are considered as equities in the tax and accounting sense of the term, and have been held for at least two years, are subject to the regime covering long-term capital gains and losses (on condition that a special reserve for long-term capital gains has been set up). This regime is as follows:

- An effective rate of 19.57% (19% plus an additional 3% of the resulting tax when the fiscal year or tax period ends after January 1, 2002) for companies with sales (exc. VAT) of less than 7,630,000 euros whose equity capital is fully paid in and held on a continuous basis at least 75% by individuals, or by other companies that themselves meet all of these conditions.
- An effective rate of 20.19% (19% plus an additional 3% of the resulting tax when the fiscal year or tax period ends after January 1, 2002) plus an additional social welfare contribution of 3.3% of the income tax due, less an exemption of up to 763,000 euros per 12-month period) for companies that do not meet the above conditions.

Long-term capital losses may be imputed against long-term capital gains of the same kind during the current fiscal year or the ten fiscal years following.

## Individuals or companies not domiciled in France for tax purposes

Unless the provisions of applicable tax treaties stipulate otherwise, capital gains on remunerated sales of securities by persons whose tax domicile or headquarters is not in France, in the sense of Article 4B of the GTC, are not taxed in France insofar as the seller did not hold rights to more than 25% of corporate net earnings at any time during the five years preceding the sale (Article 244bisC of the GTC). Shareholders are responsible for verifying the capital gains taxation applicable in their country of residence.

### 2. Shares to be retired in accordance with the law

The tax regime applying to shares retired in accordance with the law is similar to that applied to capital gains on sales realized in response to the offer, recognized on the date of transfer of ownership of the shares.

## II - PRESENTATION OF THE INITIATOR: COMPAGNIE DES ALPES

Compagnie des Alpes is presented in the reference document filed with the COB on September 23, 2002 and in the update of this document filed with the COB under No. D 02-1623A01, as well as in the memorandum relative to CDA's capital increase which received COB Visa 02-1106 on October 23, 2002.

### Supplementary information

At the completion of the capital increase, the new equity capital of Compagnie des Alpes is comprised of 6,096,502 shares with no par value, valued at a total of €92,941,580.51.

Ownership is as follows:

	No. of shares held	%
C3D	2 463 928	40.42 %
C3D Investment*	778 093	12.76 %
<i>Group Total</i>	<i>3 242 021</i>	<i>53.18 %</i>
Alpark**	808 080	13.25 %
<i>Shareholders' Agreement Total</i>	<i>4 050 101</i>	<i>66.43 %</i>
Intrawest Corp.***	308 480	5.06 %
Float, other	1 737 921	28.51 %
Total	6 096 502	100.00 %

\* Wholly-owned subsidiary of C3D

\*\* Company (French SAS) in which the majority interest is held by Paroma (company controlled by the Halley family group) and the remainder by the present members and one former member of the Compagnie des Alpes management board.

\*\*\* Canadian company specialized in real estate development for leisure activities and the operation of ski areas in North America (listed on the NYSE, and the Montreal and Toronto stock exchanges.)

### III - PRESENTATION OF THE TARGET COMPANY: GREVIN & CIE.

Grévin & Cie. was presented in the offering memorandum for the takeover bid, which received COB Visa 02-775 on June 21, 2002, as well as in the reference document filed with the COB on June 7, 2002 under No. D 02-1162.

#### A – SUPPLEMENTARY INFORMATION TO THE OFFERING MEMORANDUM FOR THE TAKEOVER BID AND TO THE REFERENCE DOCUMENT

##### 1. Distribution of equity capital and voting rights as of December 1, 2002

	Number of shares	%	Number of voting rights	%
CDA	4 093 062	95.95 %	4 093 062	97.74 %
Treasury shares	77 509	1.82 %	-	-
Float	95 095	2.23 %	95 095	2.26 %
<b>Total</b>	<b>4 265 666</b>	<b>100.00 %</b>	<b>4 188 157</b>	<b>100.00 %</b>

##### 2. Prices and volumes traded since June 2002

	Average weighted price (in euros)	High (in euros)	Low (in euros)	Monthly volume (number of shares)	Transaction value (in EUR million)
<b>2002</b>					
June*	33.06	33.30	32.12	417,685	13.810
July*	32.87	33.00	32.04	382,194	12.562
August	31.74	33.04	28.05	14,102	0.448
September	32.23	32.90	30.53	8,259	0.266
October	31.06	32.50	30.57	2,188	0.068
November	32.07	32.60	31.51	4,216	0.135
December**	32.19	32.75	31.98	871	0.028

\*Takeover bid from June 26 to July 27, 2002 (Source Fininfo)

\*\* on December 9, 2002

### 3. Half-year figures and comments on business activity

#### First Half Consolidated Accounts as of 30/06/02

CONSOLIDATED BALANCE SHEET AS OF JUNE 30, 2002

<b>Assets</b>	<b>30/06/02</b>	<b>31/12/01</b>
Fixed Assets:		
Goodwill	16 240	13 649
Other Intangible Fixed Assets	10 311	11 751
Tangible Fixed Assets	140 320	122 789
Long-Term Investments:		
Receivables from Affiliates	71	16
Affiliates	1 093	1 093
Other Long-Term Investments	646	1 360
	1 811	2 470
Total Fixed Assets	168 681	150 659
Current Assets:		
Net Inventory and Work in Progress	4 138	2 175
Accounts Receivables	5 441	4 116
Other Receivables and Adjustments	13 212	15 975
Short Term Investments	1 435	1 486
Cash & Equivalents	15 117	13 767
Total Current Assets	39 343	37 519
<b>Total Assets</b>	<b>208 024</b>	<b>188 178</b>

<b>Liabilities and Shareholders' Equity</b>	<b>30/06/02</b>	<b>31/12/01</b>
Shareholders' Equity:		
Capital Stock	65 020	64 592
Additional Paid in Capital	5 620	5 618
Consolidated Reserves	23 732	22 535
Net Income	-7 224	3 298
Shareholders' Equity	87 148	96 043
Minority Interests	188	146
Total Consolidated Capital	87 336	96 189
Other Capital:		
Contingent Allowances		
Provisions for Risks and Charges	923	1 139
Provisions for Deferred Tax	583	381
Liabilities:		
Loans and Financial Debt	83 659	70 064
Accounts Payable	11 320	5 380
Other Liabilities and Adjustments	24 202	15 025
	119 182	90 469
<b>Total Liabilities and Shareholders' Equity</b>	<b>208 024</b>	<b>188 178</b>

CONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDING 30/06/02

	30/06/02 (6)	30/06/01 (6)	31/12/01 (12)
Revenue:			
Sales	45 156	30 524	89 431
Other operating revenue	195	502	822
Reversal of provisions for bad receivables	713	27	2 247
	46 064	31 053	92 501
Operating Expense:			
Purchases	7 004	3 517	8 450
Personnel Expense (1)	18 009	13 161	29 164
Other Operating Expense	16 673	14 325	29 999
Tax and Duties	1 548	1 313	2 821
Depreciation and Allowances for Bad Receivables	7 924	6 087	14 046
	51 158	38 403	84 480
Operating Income	-5 094	-7 350	8 020
Net Financial Income	-1 556	-1 108	-2 593
<b>Current Income Before Tax</b>	<b>-6 650</b>	<b>-8 458</b>	<b>5 428</b>
Extraordinary Income	-2 065	-1	-595
Amortization of Goodwill	-397	-215	-582
Income Tax	1 922	2 847	-984
<b>Net Income of Consolidated Companies</b>	<b>-7 189</b>	<b>-5 827</b>	<b>3 267</b>
Share of Affiliates Net Income	-	-	-
Amortization of Goodwill	-	-	-
<b>Net Consolidated Income</b>	<b>-7 189</b>	<b>-5 827</b>	<b>3 267</b>
Minority Interests	35	-66	-31
<b>Net Income</b>	<b>-7 224</b>	<b>-5 761</b>	<b>3 298</b>
Earnings per share	-1.70	-1.94	0.78
Diluted Earnings per share	-1.64	-1.91	0.78

## Notes to the Consolidated Accounts

### Section 1: Significant events.

The Grévin & Cie group acquired the German company Fort Fun during the first half of 2002. In the same half, the Grévin & Cie group also created the Dutch company Grévin Avonturen Park, as well as two French companies: Parc des Châteaux Miniatures and Aquarium Géant de Touraine, subsequent to the acquisition of the assets of these sites.

The Musée Grévin underwent some major renovations in 2001. Over the course of the work, the museum was closed, a period stretching from January 1 to June 18, 2001, which together with the newly consolidated subsidiaries explains the variation in activity between the first half of 2001 and the same period in 2002.

During the first half of 2002, the Board of Directors was presented with a plan for a tender offer from Compagnie des Alpes concerning the totality of the company's share capital. The Board subsequently approved the details of the operation in its meeting of June 11, 2002. The tender offer took place during the month of July 2002 and Compagnie des Alpes acquired more the 95% of the company's capital.

### Section 2: Accounting principles, method of consolidation, methods and rules of valuation.

#### 1. Accounting principles.

The consolidated accounts of the Grévin & Cie group are in conformity with the generally accepted accounting principles applied in France, and in particular with the policy statement dated June 22, 1999 bearing upon the use of regulation n° 99-02 of the Accounting Regulations Committee (CRC).

Since January 1, 2002, the group has complied with regulation CRC 2000-06 which deals with liabilities. However, this compliance has not had an impact on the half year accounts for the period ending June 30, 2002.

#### 2. Consolidation:

##### 2.1 Consolidation methods:

The companies that are consolidated are those in which the Grévin & Cie group controls directly or indirectly more than 20% of the votes.

Subsidiaries are all fully consolidated since they are all held at more than 50%.

##### 2.2. Recognition of goodwill:

Goodwill amounts to the difference recognized, on the date of first consolidation, between the cost of acquisition of a subsidiary's shares and the corresponding portion of its revalued net assets.

Goodwill is amortized on a straight line basis over a maximum of 20 years.

Exceptionally, and in compliance with the adjustment methods approved by regulation ° 99-02 of the C.R.C., which deals with initial consolidations, the goodwill of the sub-group Musée Grévin was directly written against consolidated reserves (see section 5 1.2).

##### 2.3. Ending date of the accounting period:

All consolidated companies closed their accounts on June 30, 2002 or produced an accounting position as of this date.

#### 3. Methods and rules of valuation:

##### 3.1. Intangible fixed assets:

Intangible fixed assets were recorded on the balance sheet at their historical cost of acquisition.

Computer programs are amortized on a straight line basis over 5 years and the concession for the highway on-off ramp at Parc Astérix over 99 years.

### 3.2. Tangible fixed assets:

Tangible fixed assets are recorded on the balance sheet at their cost of acquisition (purchase price plus associated property transaction expenses) or at their cost of production.

Depreciation is calculated based on the forecast useable life. The most commonly used rates are as follows:

Tangible Fixed Assets	Depreciation Rate used	Fiscal Depreciation Rate used
Buildings	4 % SL	4 % SL
Technical installations, equipment	20 % SL	20 % SL
General installations, improvements	10 % SL	10 % SL
Transportation equipment	20 % SL	20 % SL
Office equipment and Information Systems	20 % SL	20 % SL
Furniture	20 % SL	20 % SL
Amusement Park Rides	6.67 % SL	6.67 % SL

### 3.3. Investment subsidies:

Investment subsidies recorded within Shareholders' Equity of the parent company are recorded within the consolidated liabilities under the rubric "Advances received".

The amortization of these subsidies to revenue is made on a straight line basis over periods that are comparable to the fixed assets that benefit from the subsidies. This amortization is recorded as extraordinary income.

### 3.4. Inventory:

Inventory is valued at cost of production or acquisition and is, eventually, written down to its net realizable value.

### 3.5. Capital leases:

The preferential method allowed by regulation n° 99-02 of the CRC concerning the credit purchases of assets was used.

The significant acquisitions of current and fixed assets made via leases were therefore recorded to assets at their cost of acquisition. They are amortized at different rates according to the type of assets (see section 2 3.2). The corresponding borrowings have been recorded to liabilities.

### 3.6. Evaluation of financial instruments:

Cash on hand or in the bank is valued at its nominal value. Securities are valued are comprised of mutual funds valued on the basis of their subscription costs. There are no book value gains or losses on these investments.

### 3.7. Treasury stock:

Treasury stock is recorded in short term investments. As of June 30,2002, Grévin & Cie S.A. held 77 893 of its own shares valued at an average price of EUR 18.38 per share.

### 3.8. Valuation and provisions for losses on receivables:

Receivables are valued at their nominal value. Provisions for losses on receivables are calculated based upon information available concerning the financial situation of doubtful clients as of the closing date of the accounts.

### 3.9. Income tax and provisions for deferred tax:

A provision for deferred tax is recognized according to the method of variable carry forward of temporary differences that exist between accounting values of assets and liabilities on balance and those allowed by the fiscal authorities. This includes tax losses that may be carried forward. Deferred tax assets available relative to fiscal losses and other tax assets are subject to recognition on a case by case basis based upon their probability of being accessed.

### 3.10. Earnings per share:

Earnings per share were calculated by dividing the group's share of net income by the number of shares outstanding as of June 30, 2002, that is the adjusted weighted average number of shares. The diluted earnings per share was also calculated. The method used for the calculation of the diluted earnings per share is that commonly known as the treasury stock method.

#### Section 3: Information relative to consolidation.

##### 1. Companies that were not consolidated.

The limited liability company Bagatelle holds 99.99 % of the shares of SCI Parc de Loisirs Bagatelle and SCI Bois de Bagatelle. These SCI hold property that is used by the amusement park of Bagatelle. They are not consolidated, but their shares are recognized in the consolidated balance sheet valued at the historical cost corresponding to the value of their property.

Grévin & Cie holds 24 % of the limited responsibility company SCER (non-commercial: Grévin Développement). This company was excluded from consolidation due to its relatively insignificant balance sheet and income statement.

Non-consolidated affiliates are valued at their historical cost. An allowance for loss is eventually recognized if the fair value of the participation is inferior to its cost of acquisition. The fair value is based notably on the affiliate's shareholders' equity and prospects for profits.

##### 2. List of consolidated companies:

Companies present as of December 31, 2001:

Grévin & Cie SA	60128 Plailly	Parent	Fully consolidated	
Les Productions du Parc	60 128 Plailly	100 %	Fully consolidated	01/01/98
SMVP	60 128 Plailly	100 %	Fully consolidated	01/01/98
Aquarium Géant de Saint-Malo	35 400 Saint-Malo	100 %	Fully consolidated	01/01/98
Musée Grévin	75 009 Paris	95.87 %	Fully consolidated	01/07/99
Bagatelle	62 180 Rang du Fliers	100 %	Fully consolidated	01/04/00
HHH BV	Amsterdam	100 %	Fully consolidated	01/07/01
Zeedirenpark	Harderwijk	100 %	Fully consolidated	01/07/01
Dolfinarium	Harderwijk	100 %	Fully consolidated	01/07/01
New consolidations:				
Parc des Châteaux Miniatures	60 128 Plailly	100 %	Fully consolidated	06/02/02
Aquarium Géant de Touraine	60 128 Plailly	100 %	Fully consolidated	06/02/02
Grévin Avonturen Park	Luttenbergerweg	100 %	Fully consolidated	05/02/02
Fort Fun	Bestwig	100 %	Fully consolidated	18/04/02

#### Section 4: Comparability of Accounts

In the consolidated statement of cash flow, the following are presented after adjustment to reflect changes in the scope of consolidation. The impact on consolidated cash flows is presented in the following table.

Amount paid by the group in order to acquire Fort Fun	3 801 000 EUROS
Cash of Fort Fun on the date of acquisition	307 000 EUROS
Impact of the acquisition of Fort Fun on the cash of the group	3 493 000 EUROS
Amount paid by the group for the purposes of acquiring the assets of Grévin Avonturen Park	3 910 000 EUROS

The impact of the acquisition of Fort Fun on the other rubrics of the group balance sheet is as follows:

Goodwill: 2 666 000 EUROS.

The consolidated accounts of Grévin & Cie as of the first half of 2002 correspond to the scope that existed on December 31, 2001 to which were added 4 new sites. In effect, during the first half the group acquired the German park Fort Fun,

the Dutch park Hellendoorn Avonturenpark, as well as the French parks Châteaux Miniature d'Amboise and the Aquarium de la Loire.

These new sites, as well as the Dolfinarium d'Harderwijk in Holland, acquired in July 2001 and therefore not consolidated in the first half of 2001, contributed 10 506 000 EUROS to group sales in the first half of 2002. Their contribution to operating profit was positive in the amount of 771 000 EUROS. Without the contribution from these sites, sales would have been 34 650 000 EUROS, up 13.5% as compared to June 30, 2001. Operating profit would have been -5 865 000 EUROS, representing an improvement of 20% as compared to the equivalent period of 2001.

The comparable basis improvement in the first half results is due to the favourable evolution in client frequentation of the group's sites, as well as the reopening of Musée Grévin (closed over the first half of 2001).

Section 5: Information concerning balance sheet accounts, those of the income statement and their variations.

#### 1. Fixed Assets:

##### 1.1. Intangible fixed assets:

	Gross	Amort.	Net
Start up costs	39	39	
Client acquisition	158	140	18
Patents, copyrights, concessions	7 586	2 031	5 555
Other	5 953	1 215	4 738
Total	13 736	3 425	10 311

##### 1.2. Goodwill:

Goodwill on balance as of June 30, 2002 stems from the purchase of shares made over the course of the years 1998, 2000, 2001 and 2002. It is subject to amortization over 20 years dating from the date of acquisition.

	Net Amount at start of period	Change in scope of consolidation	Amortization for the period	Net Amount at end of period
Goodwill	13 649 282	2 988 075	397 016	16 240 341

The full consolidation of the sub-group Musée Grévin by the Grévin et Cie group, subsequent to its acquisition via a public tender in 1999, was made on the basis of the allowed alternative method known as "*pooling à la française*". This operation fulfilled all of the requisite criteria for the application of this alternative method.

Consequently, the 1999 acquisition of the sub-group Musée Grévin did not give rise to the recognition of goodwill, but rather a direct imputation against the consolidated reserves of the group. The impact on the shareholders' equity of the group amounted to 8 852 910 EUR.

##### 1.3. Changes in Fixed Assets:

###### Fixed Assets:

	Intangible	Goodwill	Tangible	LT Investments	Total
Gross amounts as of December 31, 2001	16 606 070	15 094 534	271 205 208	2 596 023	305 501 835
Acquisitions	163 962	2 988 075	24 932 094	1 041 568	29 125 699
Divestitures			3 297 694	1 700 496	4 998 190
Changes in scope of consolidation	24 968		7 040 588		7 065 556
Reclassifications	- 3 059 537		2 300 923		- 758 614
Change in receivables and loans					
Gross amounts as of June 30, 2002	13 735 463	18 082 609	302 181 119	1 937 095	335 936 286
Deprec. & prov. as of December 31, 2001	4 854 906	1 445 252	148 416 212	126 514	154 842 884
Additions for the period	316 273	397 016	7 858 846		8 572 135

Reversals for the period			118 825		118 825
Changes in scope of consolidation	24 962		4 692 609		4 717 571
Reclassifications	- 1 771 327		1 012 712		- 758 615
Deprec. & prov. as of June 30, 2002	3 424 814	1 842 268	161 861 554	126 514	167 255 150
Net amount as of June 30, 2002	10 310 649	16 240 341	140 319 565	1 810 581	168 681 136

## 2. Other balance sheet accounts:

### 2.1. Outstanding amount and maturity schedule of investments and borrowings as of June 30, 2002:

(in 000 EUROS)	Net amount	less than 1 year	between 1 & 5 yrs	more than 5 yrs
Other LT investments	646	646		
Client receivables	5 441	5 441		
Other operating receivables	2 559	2 559		
Total investments and receivables	8 646	8 646		
Borrowings from credit institutions	83 659	47 030	30 000	6 629
Other operational payables	17 240	17 240		
Borrowings on property	7 533	7 533		
Other payables	2 198	2 198		
Total payables	110 631	74 001	30 000	6 629

### 2.2. Provisions for risks and charges:

(In 000 EUROS)	Total
Amount as of January 1, 2002	1 139
Net reversals	- 538
Adjustments	286
Change in the scope of consolidation	35
Net	923

### 2.3. Deferred taxes:

Net tax revenue and expense appearing in the rubric "Deferred income tax" in the consolidated income statement, correspond in essence to the application of the average effective tax rate to the pre-tax income of each of the consolidated companies for the year 2002. Tax revenue concerning companies considered to be in loss for the year 2002 and not included within the scope of the fiscal integration, were not recognized. As of January 1, 2002, Musée Grévin and France Miniature entered within the scope of the fiscal integration of the Grévin & Cie. group.

#### Change in deferred tax on balance:

Balance of deferred tax as of December 31, 2001 ('000 EURO)	7 007
Acquisition costs of property	- 5
Leases	- 14
Net first half tax revenue	2 007
Balance of deferred tax as of June 30, 2002	8 995

The difference between the balance of deferred tax at the opening and the closing of the period presented in the above table (1 988 000 euros) represents a difference with the tax revenue recorded in the consolidated income statement as represented in the following table (1 922 000 EUROS). This difference corresponds to deferred tax on the acquisition costs of shares recognized on a net of tax basis within goodwill, in compliance with regulation 99-02.

Net tax income and expense for the period:

	30/06/02	31/12/01
Income tax in consolidated accounts (000 EUROS)		
Current tax	1	592
Deferred tax	- 1 923	392
Total	- 1 922	984

#### 2.4. Borrowings and financial debt:

The segmentation of borrowings in function to interest rates is as follows:

On convertible bonds (176 000 EUROS): annual fixed rate of 3.5%;

On borrowings from credit institutions (8 343 000 EUROS): 12 month PIBOR on October 31 preceding each due date +1.1%;

On medium term credit facilities (48 000 000 EUROS): Paris interbank rate corresponding to the life of the draw increased by a margin based on the usual conditions;

The amount of the financial debt corresponding to capital leases represents an amount of 2 920 000 EUROS;

The balance corresponds to various bank credits outstanding.

#### 2.5. Advance received (000 EUROS):

Adjustment of subsidies:

Bagatelle	211
SMVP	175
Grand Aquarium de Saint-Malo	112
Ticket sales on future visits:	
Grévin & Cie Group	7 364
Total of advances received	7 862

Advances received are recorded within the rubric "Other liabilities and adjustments" on the liabilities side of the balance sheet.

#### 3. Variation of Consolidated Shareholders' Equity:

(In 000 EUROS)	Capital Stock	Additional paid in capital	Consolidated reserves	Net income of the period	Total, Group share
Outstanding as of December 31, 2001	64 592	5 618	22 535	3 298	96 043
Capital increase	428	2			430
Appropriation of 2001 net income			3 298	- 3 298	0
Dividends paid			- 2 253		- 2 253
Net income of the period				- 7 224	- 7 224
Other			152		152
Outstanding as of June 30, 2002	65 020	5 620	23 732	- 7 224	87 148
Part of minorities			153	35	188

#### 4. Income statement accounts:

##### 4.1. Financial income (000 EUROS):

The consolidated financial income includes adjustments relative to leases outstanding at Aquarium Géant de Saint-Malo, and short term leases outstanding at Bagatelle.

	<b>30/06/02</b>
Financial income from participations	42
Capital gains on divestiture of securities	3
Interest received on loans and other receivables	84
Net difference in Foreign Exchange	- 18
Interest paid and related	- 1 667
Net financial income	- 1 556

##### 4.2. Extraordinary income (000 EUROS):

	<b>30/06/02</b>
Net extraordinary income on operations:	
Management	- 2 937
Capital	903
Valuation allowances and reversals	- 31
Net extraordinary income	- 2 065

The positive extraordinary income on capital operations concerns, in the amount of 871 000 EUROS, the sale of art objects of Musée Grévin.

The extraordinary loss recorded on management operations includes the expense of research and consulting charges consequent to the tender offer which was made on the company, in the amount of 2 500 000 EUROS.

The amortization of the goodwill of Aquarium Géant de St-Malo, SMVP, Bagatelle, Zeedierenpark, Dolfinarium, Fort fun, and the Aquarium of Touraine, amounting to 397 016 EUR, is recording on a separate line in the income statement, after extraordinary income.

##### 4.3. Average workforce 2002:

	<b>Total</b>
Employees/labourers	717
Foremen	102
Executives	114
Holland	242
Change in the scope of consolidation	226
Total	1 401

Section 6: Other information.

1. Segmentation:

1.1. Segmentation of certain accounts by geographic zone:

(In 000 EUROS)	France		International		Total	
	30/06/02	31/12/01	30/06/02	31/12/01	30/06/02	31/12/01
Sales	35 259	78 327	9 897	11 104	45 156	89 431
Operating income	- 5 001	4 716	- 93	3 305	- 5 094	8 021
Net fixed assets (excl. financial)	127 383	124 398	39 488	23 791	166 871	148 189

2. Other information:

2.1. Events occurring after the closing of the period:

The tender offer launched by the CDA in the first half of 2002 was completed on July 29, 2002. As of the current date, the CDA holds 95.97% of the shares and 97.75% of the voting rights, as well as the totality of the 144 500 convertible bonds issued the by the company. The composition of the Board of Directors was modified subsequent to the change in shareholders.

2.2. Directors:

No advance or credit has been granted to members of the administrative departments and management of the parent company by the companies of the group under its control.

**Section 7: Statement of consolidated cash flow for the period ending June 30, 2002.**

	30/06/02	31/12/01
Cash flow from operations:		
Consolidated net income	- 7 189	3 267
Elimination of revenue and expense having no impact on cash flow:		
Amortization and provisions (1)	8 187	13 283
Change in deferred tax	- 1 923	604
Share in the income of affiliates consolidated by the equity method	0	0
Share part of amortized subsidies in revenue	- 22	- 43
Capital gains and losses on divestitures	- 974	120
Gross cash flow from operations of the consolidated group	- 1 921	17 231
Dividends received from affiliates consolidated by the equity method	0	0
Change in working capital accounts tied to operations:		
Inventories	- 1 963	- 344
Receivables	9 987	- 2 491
Payables	8 725	7 332
Net cash flow from operations	14 828	21 728
Cash flow from investments:		
Acquisition of fixed assets:		
Intangible	- 364	- 8 731
Tangible	- 21 466	- 14 688
Long term investments	- 1 019	- 944
Divestiture of fixed assets	1 018	16
Reimbursement of loans and receivables	23	249
Investment in capitalized expenses	0	- 317
Impact of variations in the scope of consolidation on cash flow	- 3 493	- 18 408
Net cash flow from investments	- 25 301	- 42 823
Cash flow from financing:		
Increase of capital	430	771
Dividends paid to shareholders of the parent firm	- 2 253	- 2 220

Investment subsidies	0	175
Net change in financial debt	13 595	30 601
Net cash flow from financing	11 772	29 327
Change in cash & equivalents	1 299	8 232
Cash & equivalents at the opening	15 252	7 022
Cash & equivalents at the closing	16 551	15 254
Change for the period	1 299	8 232

(1) Excluding provisions for current accounts.

## Comments on business activity during the first half of 2002

The consolidated financial statements of Grévin & Cie. for the first half of 2002 correspond to the consolidation base as of December 31, 2001, with the addition of four new sites acquired during the first half: Fort Fun in Germany, the Hellendoorn Avonturenpark in the Netherlands, the Miniature Châteaux park in Amboise, France and the Aquarium de la Loire, also in France.

These new sites, as well as the Dolfinarium in Harderwijk, the Netherlands, acquired in July 2001 and hence not consolidated in H1-2001, added €10.506 million to group sales in the first half of 2002, and made a positive contribution to operating profit of €771,000. Without these sites, sales would have reached €34.65 million, up 13.5% over June 30, 2001 and the operating loss would have been €5.865 million, a 20% improvement over the corresponding period in 2001.

Improved income on a like-for-like basis in the first half is due to a positive trend in visits to the different group sites as well as to the reopening of the Musée Grévin in Paris.

Some €871,000 in net exceptional income derived from the sale of art objects belonging to Musée Grévin.

Exceptional management expenses include consultants' fees following the takeover bid, which amounted to €2.5 million.

Given the seasonal nature of business at group sites, these first-half figures are not very significant. The consolidated financial statements of Grévin & Cie. for the full fiscal year 2002 will show positive net income.

At the close of its takeover bid, Compagnie des Alpes held 95.97% of the share capital of Grévin & Cie. as of October 1.

## 4. Exceptional events and litigation

There are no exceptional events or litigation likely to significantly affect the earnings or the financial situation of Grévin & Cie. or its subsidiaries.

## IV – FAIRNESS OF THE OFFER PRICE

The approaches to valuation below are a summary of the valuation report made by CDC IXIS Capital Markets, the financial institution making the offer on behalf of the Initiator. The price bid is €33 per share in Grévin & Cie.

### Valuation methods

#### *Method excluded*

- **Net asset value**

In this method, book value is corrected by adding possible latent capital gains and deducting potential capital losses on assets, net of the corresponding tax effects.

We have not used this method since we propose to continue the company's business and not dispose of its assets. Moreover, the group's assets are necessary for its operations and the real strength of the group can be seen in the discounted free cash flows delineated below.

Grévin & Cie operates in a heavily capital-intensive industry that requires constant capital expenditures both for maintaining existing installations and opening new attractions necessary to maintain visit levels and justify increases in entry fees. Fixed assets are fully operational. Since installations are expensive to install, disassemble and transport, they provide no unrealized capital gains and in case of disposal are often sold at a heavy discount.

The group does not usually own the real estate on which its installations are located, with the following exceptions (and the corresponding book value):

- Fort Fun (€726,000)
- Aventurenpark (€3m)
- Aquarium du Val de Loire (€151,000)
- Mini-Chateaux (€109,000)
- Aquarium de Saint Malo (€350,000)
- Bagatelle – land is owned by a real estate partnership that holds holds the corresponding debt.

There are no unrealized capital gains on this land.

Taking into account the nature of the company's assets and the fact that almost all of the land used for its operations is leased, it seems to us that net asset value would naturally be lower than values obtained through DCF approaches or the most recent market prices on the share.

As a point of information, the book value of Grévin & Cie. came to €20.38 per share on the basis of the consolidated balance sheet of June 30, 2002, and €21.70 per share on the basis of the consolidated financial statements as of December 31, 2001.

### Methods selected

For purposes of our valuation, we have used the share price of the company and of its benchmark, comparable trading prices and transaction prices and discounted future dividends and cash flows.

- **Stock market prices**

Grévin & Cie. has been listed on the Second Marché of the Paris Bourse since 1997.

Market data on Grévin & Cie. are as follows:

<b>Data as of 11/14/2002</b>	<b>1 month</b>	<b>3 months</b>	<b>6 months</b>	<b>1 year</b>
Average weighted share price (€)	31.51	31.85	33.07	29.04
Low (€)	30.85	28.05	24.43	17.81
High (€)	32.50	32.90	33.30	33.30
Total volume traded (shares)	2 311	22 399	856 698	1 342 537
Number of trading days	24	67	118	240
Average daily trading volume (shares)	96	334	7 260	5 594
Historical volatility (%)	+19.88	+42.02	+39.24	+35.64
Rate of rotation of capital stock (%)	+0.05	+0.53	+20.16	+31.62

*Source: Fininfo*

Monthly trends: January 1, 1999 through November 14, 2002

	Price in euros		Monthly transactions	
	High	Low	In volume (No. of shares)	In value (euros '000)
<b>1999</b>				
January	21.49	18.49	140 052	2 256
February	20.98	17.10	144 775	2 728
March	21.29	17.44	145 745	2 835
April	20.74	17.14	122 527	2 256
May	22.49	19.49	172 750	3 612
June	23.59	21.49	145 470	3 277
July	23.39	20.49	261 187	5 868
August	26.97	20.89	690 856	16 067
September	27.39	23.99	291 166	7 713
October	27.38	23.99	151 032	3 841
November	24.69	22.09	80 665	1 875
December	23.99	22.38	72 846	1 661
<b>2000</b>				
January	25.00	22.50	75 061	1 769
February	29.00	24.00	199 442	5 333
March	28.00	25.00	125 706	3 380
April	27.00	24.70	100 892	2 602
May	27.00	24.62	37 552	981
June	26.49	24.70	58 373	1 476
July	25.00	22.80	288 827	7 097
August	23.00	21.50	32 275	723
September	23.00	18.00	78 510	1 653
October	22.00	18.50	63 064	1 213
November	20.10	18.65	143 373	2 735
December	20.20	19.04	21 389	412
<b>2001</b>				
January	19.45	16.20	110 839	2 021
February	21.85	18.51	47 901	943
March	21.00	19.00	24 120	491
April	22.50	19.50	34 961	712
May	22.97	20.25	62 653	1 320
June	23.50	20.25	52 388	1 151
July	23.00	20.40	28 986	640
August	23.00	21.76	20 481	464
September	22.60	16.05	55 070	1 112
October	20.20	17.20	9 812	180
November	19.70	17.70	25 313	471
December	21.90	18.30	23 099	464
<b>2002</b>				
January	22.78	17.81	166 605	3 648
February	22.30	20.80	70 461	1 506
March	22.00	21.05	80 111	1 713
April	25.00	21.70	93 865	2 179
May	25.04	23.50	60 611	1 492
June	33.15	32.12	417 685	13 809
July	33.00	32.05	393 411	4 757
August	32.85	28.05	8 946	278
September	32.89	30.53	8 259	269
October	32.50	30.57	2 235	69
November	32.49	31.51	1 242	39
December				

Source: Euronext Paris

### Annual transactions since 1999

Year	Transaction Volumes	
	In shares	In value (in EUR '000)
1999	2 419 071	53 989
2000	1 224 464	29 374
2001	495 623	9 969
2002 (until November 14, 2002)	1 303 431	29 759

The offer price of €33 per share compares as follows to the market price and the average prices prior to notice of the present operation:

Period of observation through 11/14/2002	Average number of shares traded per day	Number of trading days	Average market price, weighted by volume (*)	Premium or discount given in the offer price
1 mois	96	24	31.51 €	+4.7%
3 mois	334	67	31.85 €	+3.6%
6 mois	7 260	118	33.07 €	-0.2%
12 mois	5 594	240	29.04 €	+13.6%

(\*) source: Fininfo

The average weighted market prices over the last six months already reflect the offer price proposed in the takeover bid, which can be observed by comparing the most recent six-month average with the average price for the last twelve months, which is 12.2% lower. Hence, the most pertinent benchmark is the 12-month average of €29.04. The last market price, on November 14, 2002, was €31.51. On the basis of the offer price of €33, Grévin & Cie. has a global market capitalization of 146 million euros, a premium of 4.7% over the average market price for the last month traded. The premium over the weighted average price over the last 12 months is 13.6%.

#### • Benchmark approach

The price of the tender offer of Compagnie des Alpes for shares in Grévin & Cie., valid from June 26 to July 29, 2002, may also be considered as a benchmark for the present valuation, given the great success of the takeover bid — with over 95% of the outstanding shares offered for acquisition. Moreover, the present tender offer for the purchase and retirement of all remaining outstanding shares was initiated only shortly after the initiation of the takeover bid.

*The price of €33 (ex-dividend, as applied in the takeover bid, gives the following multiples:*

	EV/EBITDA	PE
<b>Multiples for 2001</b>	10,2X	45,6X
<b>Multiples for 2002<sup>e</sup></b>	6,9X	37,4X
<b>Multiples for 2003<sup>e</sup></b>	6,2X	17,8X

In cash terms, past or forecast consolidated figures are the following, based on financial statements and company estimates, respectively (in € million):

	EBITDA	NET INCOME
<b>As of 12/31/2001</b>	21.1	3.2
<b>As of 12/31/2002<sup>e</sup></b>	30.0	3.9
<b>As of 12/31/2003<sup>e</sup></b>	34.7	8.2

#### • Peer comparisons: share prices and acquisitions

Under this method, enterprise value is obtained by applying the multiples observed in a sampling of peer companies to one or several indicators chosen.

There are few companies in the industry comparable in size and profitability to Grévin & Cie. While we have developed a sampling of American and European companies, the only really comparable group is Spain's Parques Reunidos. We have therefore based our comparison on this company's multiples.

### Which multiples?

The multiples we selected are EV/EBITDA (enterprise value/gross operating profit) and EV/EBIT (enterprise value/operating income). (EV = market capitalization + debt net of cash and cash equivalents, is calculated at €63.2m for 2002<sup>e</sup> and €69.8 on 12/31/01.) For information purposes, we also include PE. These are applied to fiscal years 2002 and 2003.

The number of shares in Grévin & Cie. used for this purpose has been diluted for stock options not yet exercised, i.e., 161,298 options added to the 4,265,666 shares comprising the present capital stock, for a total of 4,426,264 shares.

Estimates come from the following sources:

- Grévin & Cie.: forecasts supplied by management, particularly on the basis of the company's medium-term plan;
- Parques Reunidos: Consolidated balance sheet and income statement for 2001 data; Bear Stearns study done in April 2002 for the estimates for 2002 et 2003.

The multiples obtained on the basis of the market price for Parques Reunidos on November 14, 2002 were:

Ratios	Multiples of Parques Reunidos
EV/EBITDA 2002 <sup>e</sup>	6.2X
EV/EBITDA 2003 <sup>e</sup>	5.7X
<b>Average</b>	<b>6.0X</b>
EV/EBIT 2002e	12.7X
EV/EBIT 2003e	11.2X
<b>Average</b>	<b>12.0X</b>
For information purposes	
PE 2002 <sup>e</sup>	10.3X
PE 2003 <sup>e</sup>	9.7X
<b>Average</b>	<b>10.0X</b>

If these multiples are applied to Grévin & Cie., the results are the following:

In €m	2002 <sup>e</sup>	2003e
<b>EBITDA</b>	30.0	34.7
<b>EBIT</b>	12.8	17.2
<b>Net income (restated for exceptionals in 2002)</b>	6.4	8.2

The value per share in Grévin & Cie. obtained by application of the multiples of Parques Reunidos is the following (net of estimated net indebtedness of Grévin at end-2002 - €63.2m):

- multiple EV/EBITDA: €29.07
  - multiple EV/EBIT: €25.85
- or an average of €27.46 per share in Grévin & Cie.

## Conclusion based on peer comparisons of stock prices

Retaining the comparison with Parques Reunidos, the value of shares in Grévin & Cie. deduced by the application of multiples of the Spanish peer company is between €29.07 and €25.85, **with an average of €27.46. The offer price of €33 per share provides an instant premium of 20.2% relative to the average value obtained through stock market comparisons.**

### • Comparable acquisition transactions

We have also examined acquisition transactions in this business segment. There were a number of these during the period 1998-2001, most in the United States and under conditions for financial and economic valuation that are very different from those prevailing in Europe since September 2001. The only information we have on transactions completed in 2002 is on acquisitions made by Grévin & Cie. (Fort Fun, Hellendoorn and Dolphinarium). In the table below, we show sales and EBITDA multiples for the transactions selected. We have applied these multiples to consolidated 2001 figures of Grévin & Cie., to transactions completed in 2000 and 2001, and to forecast 2002 figures for the two most recent operations.

Date	Buyer / Target	No. of visitors	Acquisition Cost (US\$m)	Sales		EBITDA	
				Sales	Multiple	EBITDA	Multiple
18-Apr-02	Grevin et Cie / Fort Fun	400 000	€7.0m	€5.3 m	1.3 x	€1.3 m	5.3 x
01-Mar-02	Grevin et Cie / Avonturenpark Hellendoorn & Dolphinarium d'Harderwijk	1 180 000	€25.0 m	€24.2 m	1.0 x	€8.1 m	3.1 x
<b>Average</b>					<b>1.2 x</b>		<b>3.2 x</b>
<b>Value resulting from the application of multiples to 2002e data of Grévin (€m)</b>					<b>13.8</b>		<b>125.0</b>
01-Jun-01	Cedar Fair / Michigan's Adventure	400 000	28.0	12.0	2.3 x	5.0	5.6 x
06-Dec-00	Six Flags / Wild Waves and Enchanted Village	500 000	19.3	10.0	1.9 x	3.7	5.2 x
<b>Average</b>					<b>2.1 x</b>		<b>5.4 x</b>
<b>Value resulting from the application of multiples to 2001 data of Grévin (€m)</b>					<b>190.6</b>		<b>11.3</b>
<b>Average of multiples</b>					<b>161.2</b>		<b>122.1</b>
<b>Multiples applied to Grevin (€ per share)</b>					<b>36,4</b>		<b>27,6</b>

Sources: Société, Presse, Brokers

**Conclusion using the comparable transactions method:** The value Grévin & Cie. resulting from application of this method is between € 27.6 and €36.4 per share, or an average of **€32. This would imply that the offer price includes a premium of 3.12%.**

### • Present value of dividend flows (Bates method)

The Bates method values a company on the basis of its future market value increased by the present value of future dividend flows.

The working hypotheses are:

- Rate of dividend distribution: 40%, assumed constant over the period;
- Period used: 5 years, from 2002 to 2007 inclusive;
- Company forecast data based on its medium-term plan;
- Discount rate: 12.95%, i.e., the cost of shareholders' equity. This includes a risk-free rate of 4.65% (10-year OAT as of October 31, 2002), the risk premium for the Second Marché of the Paris Bourse of 8.3% (Source: Détroyat et Associés, October 2002), and a beta of 1. The beta applies to the risk premium for the market, and is based in part on the average beta of our sampling of comparable listed companies (0.73 based on Bloomberg), and in part on the specific beta of Grévin & Cie.

- The multiple of net income applied to the net income of Grévin & Cie. in 2007e is 17x (i.e., the current 2003e PE of the company based on a market price of €32).

**Conclusion on application of the Bates method:** The resulting value of Grévin & Cie. comes to **€27.05** per share. By varying the PE applied to net income in 2007e between 16x and 18x, value per share comes to between €25.65 and €28.45.

The offer price of €33 per share implies a premium of 22% relative to the value obtained by applying the Bates method.

*Sensitivity of the Bates method to dividend distribution rates*

Distribution rate	30%	35%	40%
Value per share*	26.24€	26.64€	27.05€

\* Average value per share applied to earnings for 2007<sup>e</sup> with PE between 16X and 18x

- **Discounted cash flow (DCF) method**

This method is based on determining the cash flows available for shareholders and creditors, and discounting them at a rate that corresponds to the level of profitability they require. The value calculated in this way corresponds to the stand-alone financial value of the operating assets of the company. Enterprise value is then determined as the sum of expected discounted operating cash flows, reduced by the amount of net borrowings.

The principal data used in implementing the discounted operating cash flow method are listed below.

Available cash flow is determined on the basis of gross operating income after taxes, with deductions for operating capital expenditures and changes in working capital requirements.

- Projected net cash flows for the period 2003-2007 were provided by Grévin & Cie. These forecast are based on a constant 2002 consolidation base and do not include investment in acquisitions or new projects, other than the opening of Bioscope expected by management for 2005.
- Sales growth (excluding the change in the consolidation base through the opening of Bioscope in 2005) is estimated at 3%, due solely to price effects since management expects the rate of visits to level off in 2004 for most sites, after an increase in visits in 2003 of 4% over 2002 levels.
- Projections for operating capital expenditures were supplied by management. They are based on a fixed figure of 4.5% of sales per year in order to maintain existing operations at each theme park together with periodic supplementary capital expenditures needed to introduce new attractions, likewise estimated at 4.5% of sales. The figures supplied by management include Grévin's share of the capital expenditure for the Bioscope project. However, they do not include the renovation plan now being prepared for the Dolphinarium, which should cost between 10 and 15 million euros. We have therefore added an additional 2 million euros p.a. between 2003 and 2007 inclusive, corresponding to this renovation project. This expenditure seems to us to be essential insofar as it will permit the site to reach the 950,000 visitors target contained in the plan and reach its profitability goal.
- Estimated changes in working capital requirements are based on figures provided by management on the basis of projected sales growth;
- We have used a theoretical corporate income tax rate of 34.33%, and have calculated separately the present value of losses carried forward at €31.6m as of December 31, 2001. The resulting tax credits can only be applied to the future profits of Grévin & Cie.
- As of today, no group affiliate has set aside any special reserves for mandated employee profit sharing. In 2002, the Musée Grévin and Bagatelle sites will be liable for such profit sharing. The Parc Astérix subsidiary will not be, given its loss carry-forward. Given the absence of information, we have not included profit sharing in the cash flow calculation.

a) *Determining the discount rate*

- The discount rate used for calculating the present value of the future cash flows defined above corresponds to the weighted average cost of capital (WACC). This is the weighted average of the cost of debt and the cost of shareholders' equity:

➤ *Determining the cost of shareholders' equity*

The cost of shareholders' equity is made up of:

- **The risk-free rate**, based on the yield on long term (10-year) government debt (OATs), or 4.65% on October 31, 2002,
- **The risk premium for the Second Marché of the Paris Bourse** of 8.3% (Source: Détrouyat et Associés, October 2002).
- **The beta specific to Grévin et Cie**, set at 1.

	<b>Rate for the period</b>
10-year OAT yield	4.65 %
Stock market risk premium	8.30 %
Beta applied	1.0
<b>Cost of shareholders' equity</b>	<b>12.95 %</b>

➤ *Determining the cost of debt*

Borrowing rate	4.25 %
Income tax rate	34 %
<b>Cost of debt</b>	<b>2.81 %</b>

➤ *Determining the weighted average cost of capital (WACC)*

To determine the average weighted cost of capital, we took into account the expected financial structure of Grévin & Cie. as of December 31, 2002, or a gearing of 39%.

This gives a WACC of **9.02%**, which makes it possible to discount available cash flow. Total available cash flow is € 52.16m.

b) *Determining terminal value*

To determine terminal value, we used projected cash flow for the last period, i.e., €16.3m in 2007, which we discounted to infinity assuming a growth rate to infinity of 2.0%. (Figures in € million)

Sum of discounted cash flows	52.16
Discounted terminal value	151.10
<b>Sub-total</b>	<b>203.30</b>
Net borrowing	- 63.20
<b>Terminal value of shareholders' equity</b>	<b>140.10</b>

c) *Value per share*

The value per share obtained (net of net borrowings) is **€31.64 per share**. To this should be added the value per share representing the present value of tax credits stemming from the loss carry-forwards of Grévin & Cie. S.A, which is €2.12 per share. This is obtained by calculating the present value of tax savings for Grévin & Cie. S.A between 2002 and 2007, discounting by the cost of shareholders' equity (12.95%).

## Sensitivity analysis

The table below gives the unit value of shares in Grévin & Cie. **including deferred tax credits**, in varying the risk coefficient (beta) on the one hand and the rate of growth to infinity of the last period's cash flow on the other.

<i>Beta</i>	<i>WACC</i>	<b>1.50 %</b>	<b>2.0 %</b>	<b>2.50 %</b>
<b>0.90</b>	<b>8.51 %</b>	34.83	37.52	40.65
<b>1.00</b>	<b>9.02 %</b>	31.50	<b>33.77</b>	36.38
<b>1.10</b>	<b>9.53 %</b>	28.58	30.51	32.73

### Conclusion on the available operating cash flow method

In applying the discounted cash flow method and including the present value of deferred tax credits, we arrive at a value per share of **€33.78**. The offer price of €33 represents a discount of 2.3% relative to the result of this method when deferred tax credits are added.

### Summary of the results of different valuation methods

	<b>Value per share in €</b>	<b>Premium or discount included in the offer price</b>
<b>Market prices, periods ending November 14, 2002:</b>		
Last market price on November 14, 2002	<b>31.51</b>	+ 4.7 %
Average weighted price, 1 month	<b>31.51</b>	+ 4.7 %
Average weighted price, 3 months	<b>31.85</b>	+ 3.6 %
Average weighted price, 6 months	<b>33.07</b>	- 0.2 %
Average weighted price, 12 months	<b>29.04</b>	+ 13.6 %
<b>Reference value:</b>	<b>33.00</b>	+ 0 %
<b>Market Comparisons: averages</b>		
EV/EBITDA	29.07	
EV/EBIT	25.85	
<b>Comparable transactions: averages</b>		
Multiple of sales	36.40	
Multiple of EBITDA	27.60	
• <b>Present value of dividend flows (Bates method):</b>	<b>27.05</b>	+ 22 %
<b>Discounted cash flow method:</b>		
- Value per share without deferred tax credits	<b>31.64</b>	+ 4.3 %
- Value per share with deferred tax credits	<b>33.77</b>	- 2.3 %

## V – CERTIFICATION OF THE INDEPENDENT EXPERT: DETROYAT ASSOCIES

In the context of the tender offer for the purpose of retiring the remaining outstanding shares in Grévin & Cie. that Compagnie des Alpes has set up, Détroyat Associés has been requested to act in its quality as an independent expert approved by the *Conseil des Marchés Financiers*, to review the evaluation report prepared by CDC IXIS Capital Markets, hereinafter the Evaluator, and to give its opinion on the fairness of the price offered to minority shareholders in Grévin & Cie.

This offer price of **€33 per share in Grévin & Cie.** applies to a total of 172,604 shares, to which can be added shares that are created as a result of the exercise of stock options.

In carrying out our assignment, we made substantial use of our knowledge of the industry to which the company to be evaluated belongs. We have studied the Evaluator's report. We had access to Grévin & Cie.'s consolidated accounts of previous years, to its budget for 2002 and the long-term plan covering 2003 to 2007. Together, these elements enabled us to verify the consistency of the hypotheses selected and to review the implementation of the alternative valuation methods used.

In order to comprehend the methodology used in our expertise, it is useful to review the key characteristics of Grévin & Cie. and its market.

Like all businesses in the industry, Grévin & Cie. is subject to constraints and important uncertainties, including:

- the highly seasonal nature of the business,
- sensitivity of its open-air activities to fluctuations in the weather,
- the size of the capital expenditures necessary not only in order to maintain installations at its facilities in good condition but also to add new attractions that are indispensable to assure expansion of the business,
- direct competition between Grévin's Parc Astérix and Euro Disney: It should be recalled that when the latter opened in 1992, total visits to Parc Astérix dropped by 400,000. However, Disney's second theme park opened in 2002, Walt Disney Studio, had only a slight negative impact on the season recently ended.

Grévin & Cie. developed in two phases:

In the first phase, the initiators of the project had to make significant investments, with the strong support of its pool of banks. Without these, its array of attractions would have already ceased to exist, as is true of many others once in the business;

In the second phase, after the turnaround carried out by management, the company's initial public offering (IPO) enabled the other industrial and financial investors to cede the majority of their shares and permitted the company to raise needed funds. Following on these two changes, the company was able to embark on an aggressive acquisitions strategy: acquisition of the Musée Grévin group (Musée Grévin, France Miniature) by takeover bid (tender for an exchange of shares) in 1999, acquisition of the giant aquarium Saint Malo, of the Bagatelle theme park in the North of France), of the Dolfinarium in Harderwijk (the Netherlands), acquisition of two sites from the Durand Allizé group (Aquarium de Touraine and Mini-Châteaux), of Fort Fun in Germany and of the Avonturenpark theme park in Hellendoorn, the Netherlands.

During the period 1999/2002, key figures for the Grévin & Cie. group were as follows:

Consolidated figures	1999	2000	2001	2002e
Sales(in €m)	70	76	89	111
Pre-tax recurrent income(in €m)	8	6.5	5.5	9.5
EPS (in €)*	1.8	1.3	0.9	1.1

\*Corrected in 2002 for exceptional expenses for the takeover bid

The group's profitability declined since FY 1999, the year of the IPO. This can be explained by:

- 1) The weight of new investments and interruptions in business at Maison de la Magie and the Mégacomix show in 2000,
- 2) The greater than expected impact of the closing of Musée Grévin for 6 months in 2001, high interest expenses and a higher than expected tax rate.

The latest estimates for 2002 show sales, EBITDA and EBIT some 3 to 4 million euros behind the targets management set in its press release of May 31, 2002.

If the group is unquestionably well managed, in an industry marked by many examples of near-bankruptcy, it is also true that its expansion in a heavily capital-intensive industry, implies that a significant part of cash flow needs to be ploughed back into the company, or that it obtains new means to finance acquisition opportunities, which are numerous in an industry that is highly splintered in Europe.

In conformity to the principles generally applied by financial analysts as well as by evaluators and experts, future acquisitions have not been taken into account, since their characteristics (timing, size of the target, price, profitability, capital expenditures required) cannot be pre-determined with any degree of certainty.

This does not apply to the project for the creation of Bioscope, since the principles and some of the modalities of this operation are already known. It has been included in the calculations, with the opening projected for 2005 - 2006.

The group's business plan projects improved profitability on a like-for-like consolidation base, driven by the three strongest contributors – Parc Astérix, Musée Grévin and the Dolfinarium at Harderwijk.

#### **METHODS REJECTED**

**BOOK VALUE:** Book value does not reflect the value of a company such as Grévin & Cie. and there are no significant non-operating assets that could be revalued. We would stress in particular that “insured value,” often used as a reference, does not have the same meaning for Grévin & Cie. as it might for a business in another industry, since the goods insured are necessary for the operation of its attractions, for example the wax figures at Musée Grévin. Consolidated net attributable book value for Grévin & Cie. came to €20.4 € per share on June 30, 2002.

**DIVIDEND:** The evaluator selected the Bates method to arrive at a value of €27.06 per share in Grévin & Cie., by integrating a rate of distribution (dividend/net income) of 40%, which corresponds to the announced goal of the new majority shareholder but is in fact higher than the rate effectively observed in the past — an average of 29% for the period 1999 to 2001. We believe that for a commercial or industrial company, it is only by ascertaining discounted available cash flows that it is possible to determine the flows that can really be distributed, and we therefore prefer that valuation method to those based on dividend flows.

#### **METHODS SELECTED**

All calculations were made taking into account the possible dilution due to the exercise of stock options. The cash payments involved in the exercise of these options were correspondingly taken into account.

#### **I-MARKET PRICES**

The stock market price of Grévin & Cie. prior to the launching of Compagnie des Alpes' takeover bid could be considered as significant for such a mid-cap company. With a market capitalization slightly over €100m, and average daily trading volumes of 4,500 shares, the company was followed financial analysts covering small- and medium-sized companies.

Since its IPO in October 1997, Grévin & Cie. stock has not been highly volatile, contrary to many listed companies that took part in the expansion and bursting of the “Internet bubble.”

Relative to the price range between €20 and €25 that prevailed prior to the announcement of the takeover bid, the offer price of €33.36 (dividend coupon on 2001 attached), or €33 ex-dividend, represents a significant premium over historical price levels:

Price levels for periods ending 5/17/2002	Premium on a price of €33.36
On 5/17/2002	34 %
1 month weighted average	36.4 %
3 months weighted average	46.8 %
6 months weighted average	51 %

Since the conclusion of the tender offer, which ran from June 26 to July 29, 2002, shares in Grévin & Cie. remained very close to the offer price of €33 (€33.36 with dividend coupon attached).

**The price of €33 per share in Grévin & Cie. offers significant premia over market prices prior to announcement of the takeover bid initiated by Compagnie des Alpes in July 2002.**

It is also higher than market prices since closing of the tender offer.

## **II-REFERENCE TO THE TAKEOVER BID OF JULY 2002**

Compagnie des Alpes, world leader in the operation of ski areas, sought to expand the scope of its business to other segments of the leisure industry and hence filed a tender offer for all shares in Grévin & Cie. on May 23, 2002, at a bid price of €30 per share, subsequently raised to €33.36 per share, 2001 dividend coupon attached.

On May 23, 2002, the day the offer was filed, Compagnie des Alpes did not hold any shares in Grévin & Cie. On June 18, 2002, Compagnie des Alpes held 4.34 % of the equity capital of Grévin & Cie., purchased on the Second Marché of the Paris Bourse.

C3D, a subsidiary of Caisse des Dépôts et Consignations, which previously held 1,283,384 shares in Grévin & Cie., for a 30.1% stake, was committed to selling all of its shares in response to the tender offer initiated by Compagnie des Alpes.

A very large majority of the other shareholders in Grévin & Cie. also delivered their shares at this price of €33.36 € per share:

- which represents 6.9X EBITDA and over 30X estimated net income for 2002,
- and a premium of over 30% on the pre-bid market price of Grévin & Cie. shares, more than the average premium for control of a company observed for similar operations over a long period,
- but is lower than the value announced by the Chairman of Grévin & Cie. in a press release dated May 31, 2002, although this valuation was based on 2002 targets that will not be reached and on a strategic plan including acquisition goals that depended on many highly uncertain factors, above all price.

When the takeover bid concluded in July 2002, Compagnie des Alpes held 95.87% of the equity capital of Grévin & Cie. and all of the convertible bonds issued by the company.

**The price of €33 ex-dividend (equivalent to €33.36 with the dividend for 2001 attached) per share in Grévin & Cie., which permitted Compagnie des Alpes to gain control of the group by acquiring over 95% of its equity capital, is a very important reference price for the present operation.**

## **III – STOCK MARKET COMPARISONS**

The Evaluator examined five listed companies considered as leaders in family recreation: Cedar Fair (USA), Six Flags (USA), Euro Disney (France), Parques Reunidos (Spain) and Compagnie des Alpes (France).

We agree with the Evaluator in giving preference to the reference to Parques Reunidos, which is the only company that is really comparable in terms of size and market share: Parques Reunidos is subject to the same constraints in terms of seasonality, weather conditions and investment conditions, even if the Spanish group is more oriented to animal parks that have somewhat different structures and investment costs.

The other companies in the industry are not really comparable to Grévin & Cie.:

- The American groups operate in a far larger market than that of Grévin & Cie. and have characteristics (number of visits, average expenditure per visitor) that are rather different from those of European groups in the same business;
- The cost structure of Euro Disney is permanently impacted by royalties paid to its majority shareholder, which makes a financial comparison impossible;
- While Compagnie des Alpes (CDA) certainly operates in family recreation, its market in winter sports is different from that of theme parks, particularly because it appears more mature and hence less promising in Europe. Compagnie des Alpes recently launched a capital increase precisely for the purpose of financing the acquisition of Grévin & Cie. The very recent date of that operation deprives an analysis of the multiples of CDA of most of its pertinence. They are, in any case, lower than the implicit multiples derived from the price paid by Compagnie des Alpes to acquire Grévin & Cie.

The Evaluator selected EBITDA and EBIT multiples of Parques Reunidos for 2002 and 2003; these would give an average value of €27.50 per share in Grévin & Cie.

**We emphasize:**

- **That the fact of setting aside PE multiples is very favorable to the minority shareholders in Grévin & Cie.;**
- **And that calculations based only on 2003, which would permit the full consolidation of the recent acquisitions made by Grévin & Cie., would lead to a valuation of close to €30 per share, still 10% less than the price proposed in the present operation.**

**IV – DISCOUNTED AVAILABLE CASH FLOW**

The Evaluator based his work on the medium-term plan drawn up by the management of Grévin & Cie. with some adjustments, particularly concerning the level of investment necessary to reach the stated objectives.

With a WACC of 9.02 % (beta of 1 on the risk premium applied by Détroiyat Associés to the Second Marché of the Paris Bourse, and a growth rate to infinity of 2 %, the Evaluator arrives at a valuation of €33.8 per share, including the valuation of deferred tax credits for loss carry-forwards.

Several observations may be made about the implementation of this method:

- Insofar as the betas of companies in this industry, which are characterized by significant cash-flows, are less than 1, they are statistically insignificant (low correlation) and do not reflect all the risks and uncertainties bearing on the industry, particularly the weather. This is in fact demonstrated by the yields demanded by investors – yields that tend to harmonize projected cash flows with stock market prices or announced price targets – as well as by the variables used by financial analysts observing the industry, including use of a beta that is either equal to 1 or higher. Given an important leverage effect, with debt at 60% of the book value of shareholders' equity and a favorable cost of debt, at less than 3% after taxes, the discount rate used comes out at 9% (with a beta of 1). This rate seems to us to be a minimum, given the characteristics of de Grévin & Cie., i.e., its size and the uncertainties involved in its business;
- The projections used seem rather arbitrary given the recent history of the group's earnings. The evaluation takes all positive factors into account, including a valuation of deferred tax credits for loss carry-forwards;
- We have corrected this normative cash flow in order to align flows of depreciation and investment, excluding from the latter the €2m applied to the Dolfinarium, which should not be assumed to last to infinity;
- We think that the 1% growth rate to infinity used for this method — a rate situated between the 0.5% applied to mature industries) and the 3% rate applied to specific situations involving new markets with a very high potential — is a satisfactory means of integrating projected available cash flows on a like-for-like consolidation base.

**In all, with a discount rate of 9% and a growth rate to infinity of 1%, this method leads to a value per share of Grévin & Cie. €34.4.** The 4% discount to the DCF-based value implied by the offer price of €33 per share is acceptable given the premia that appear relative to valuations based on other methods and the weak visibility of this business; 70% of EV so calculated is based on terminal value in 2007.

## **V-COMPARABLE TRANSACTIONS:**

The Evaluator chose four acquisition transactions for this purpose, including two in the United States in 2000 and 2001 – a rather different economic context – and two others realized by the Grévin group itself during 2002. In applying the multiples found for these transactions to Grévin & Cie.'s sales and EBITDA in 2001 and 2002, the Evaluator arrives at a value between € 27.6 and €36.4, with an average value of €32 per share in Grévin & Cie.

In the absence of additional information on comparable transactions, this method gives rise to a number of comments:

- The U.S. transactions appear clearly to be at the high end of the industry, since household expenditures for leisure activities in that country are a multiple of those applying in France and other European countries. In that context, the application of sales multiples should be discarded, since it implies that the profitability of the American companies examined compares with that of European companies. The lack of information on the indebtedness of the target companies acquired in the U.S. is a further reason for rejecting them as benchmarks;
- In the opposite sense, the acquisitions made by Grévin & Cie. necessarily imply lower multiples than those applying to an acquisition of the group as a whole, given the importance of the synergies that arise in the latter case.

**It should be emphasized that the acquisitions made by Grévin & Cie. give EBITDA multiples between 3.1X and 5.3X, significantly lower than the multiple of 6.9X EBITDA 2002e implied by the offer price in the operation discussed here. This price implicitly includes the size of the Grévin & Cie. group and the synergies it provides.**

## **CONCLUSION**

**Taken together, the methods and criteria chosen suggest that the value for a share in Grévin & Cie. lies between €22 (average market prices prior to the notice of the takeover bid) and €34.4 (DCF method).**

**Hence, we conclude that a price of €33 per share is an equitable price for minority shareholders. It is at the high end of the valuation scale for Grévin & Cie., and implies a PE of 17.8X on 2003 earnings that are projected to show a strong increase.**

**Paris, December 4, 2002**

**DETROYAT ASSOCIES**

**A – FOR THE PRESENTATION OF THE TENDER OFFER**

"CDC IXIS Capital Markets and Compagnie Financière Edmond de Rothschild Banque, the institutions managing the offer, certify that they have examined the offer on the basis of information provided by the Initiator, and that to the best of their knowledge the presentation of the tender and the elements determining the offer price conform to reality and that nothing capable of changing its import has been omitted."

CDC IXIS Capital Markets

Compagnie Financière Edmond de Rothschild Banque

**B - FOR THE PRESENTATION OF COMPAGNIE DES ALPES**

"To our knowledge, the data in this information memorandum conform to reality and nothing capable of changing its import has been omitted."

Jean-Pierre Sonois  
*Chairman of the Executive Board*

**C - FOR VERIFICATION OF THE FINANCIAL SITUATION AND FINANCIAL STATEMENTS OF COMPAGNIE DES ALPES**

As Statutory Auditors of Compagnie des Alpes, and in applying COB Rule 2002-04 and in conformity with accounting standards applicable in France, we have verified the information on the financial situation and past and present financial statements provided in this information memorandum drawn up on the occasion of the tender offer for the purpose of retiring the remaining outstanding shares in Grévin & Cie.

With the exception of the part concerning Grévin & Cie., this information memorandum was drawn up under the responsibility of the Management Board of Compagnie des Alpes. It is our responsibility to give an opinion on the genuineness of the information it contains on its financial situation and financial statements.

In conformity with professional standards applicable in France, our due diligence consisted in assessing the freedom from misstatement of the information provided on the financial situation and financial statements and verifying their agreement with the financial statements that are the object of this report. It also consisted in reading the other information included in the information memorandum, in order to identify any significant inconsistencies with the information on the financial situation and financial statements, and to call attention to any manifestly erroneous information that we might have detected on the basis of our general knowledge of Compagnie des Alpes acquired in the exercise of our responsibilities.

In accordance with professional standards applicable in France, we have audited the consolidated accounts and company accounts for the fiscal years ended May 31, 2000, 2001 and 2002, approved by the Management Board, and certify them without reserves or observations.

Based upon this due diligence, we are satisfied that the information on the financial situation and the accounts of the Compagnie des Alpes as presented in this information memorandum is fairly stated.

Mazars & Guérard  
Denis Grison

Coopers & Lybrand Audit  
Francis Le Ber

## **D - FOR THE PRESENTATION OF GREVIN & CIE**

"To our knowledge, the data in this information memorandum conform to reality and nothing capable of changing its import has been omitted."

Olivier de Bosredon  
*Chairman of the Board of Directors*

## **D - FOR VERIFICATION OF THE FINANCIAL SITUATION AND FINANCIAL STATEMENTS OF GREVIN & CIE**

As Statutory Auditors of Grévin & Cie., and in applying COB Rule 2002-04, and in conformity with accounting standards applicable in France, we have verified the information on the financial situation and past and present financial statements Grévin & Cie. provided in this information memorandum drawn up on the occasion of the tender offer for the purpose of retiring the remaining outstanding shares of Grévin & Cie.

With the exception of the part concerning Compagnie des Alpes, this information memorandum was prepared under the responsibility of Mr. Olivier de Bosredon, Chairman of the Board of Directors of Grévin & Cie. It is our responsibility to give an opinion on the genuineness of the information it contains on its financial situation and financial statements of Grévin & Cie.

In conformity with professional standards applicable in France, our due diligence consisted in assessing the freedom from misstatement of the information provided on the financial situation and financial statements and verifying their agreement with the financial statements that are the object of this report. It also consisted in reading the other information included in the information memorandum, in order to identify any significant inconsistencies with the information on the financial situation and financial statements, and to call attention to any manifestly erroneous information that we might have detected on the basis of our general knowledge of Grévin & Cie. acquired in the exercise of our responsibilities. Concerning isolated forecast data resulting from a structured process of calculation, our examination took into account the assumptions of the company's management and their translation into figures.

We also call attention to the fact that since forecasts are by nature uncertain, their actual realization may differ significantly from the forecast information provided.

In accordance with professional standards applicable in France, we have audited the consolidated accounts and company accounts of Grévin & Cie. for the fiscal years ended December 31, 2000, 2001 and 2002, approved by the Management Board, and certify them without reserves or observations.

We made a limited examination of the consolidated interim financial statements of Grévin & Cie. for June 30, 2001 and 2002, in accordance with standards applicable in France. We have expressed no reservations or observations on these in our reports.

Based upon this due diligence, we are satisfied that the information on the financial situation and the accounts of Grévin & Cie. as presented in this information memorandum is fairly stated.

BEFEC Price Waterhouse  
Olivier Thilbault

MBV et Associés  
Paul Evariste Vaillant