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Offering by Olympique Lyonnais Groupe of subordinated mandatory convertible bonds into new and/or existing shares (OSRANE), with preferential subscription rights, for a nominal amount of approximately 80 million euros due July 1st 2023

***Subscription ratio: 2 OSRANE for 33 shares
Subscription price: 100 euros per OSRANE
Subscription period: from August 1st, 2013 to August 14th, 2013 (inclusive)***

Lyon, July 30th, 2013 – Olympique Lyonnais Groupe (Euronext Paris: OLG) (“**OL Groupe**” or the “**Company**”) announces today the launch of an offering, with shareholders’ preferential subscription rights, of subordinated mandatory convertible bonds into new and/or existing shares (OSRANE) due July 1st 2023 (the “**Bonds**”) for a total nominal amount of €80,250,200, and for which subscription is fully underwritten by Pathé and ICMI, its two reference shareholders.

The funds raised will be allocated to finance Olympique Lyonnais’ new stadium as well as to the refinancing of expenses incurred within this project, among which €9.8 million Euros will be used for the repayment of shareholders’ loans granted by Pathé and ICMI in view of the pre-financing of part of land acquisition.

Jean-Michel Aulas, Chairman and CEO of OL Groupe, comments: “*I am particularly proud to announce this last step of finalization of the Grand Stade financing plan. This will allow to launch a major European project, supported by the city of Lyon which will enable Olympique Lyonnais to have its own stadium as resident club, to be in keeping with UEFA Financial Fair Play and host all major sportive and cultural events. This user-friendly stadium highly secured and technologically advanced, designed following major European achievements, should maintain the future economic development of Olympique Lyonnais Groupe*”.

Main terms of the Bonds

The Bonds, with a nominal value of €100 each, will be issued at par on August 27th, 2013, the expected settlement and delivery date. Gross proceeds from the issuance will be 80,250,200 euros (represented by 802,502 Bonds).

The Bonds will be remunerated on maturity date by way of delivery of 20 new or existing OL Groupe shares per Bond, subject to potential further adjustments.

In case of early redemption, the relevant Bonds will be remunerated on such early redemption date by way of delivery of a number of new or existing OL Groupe shares, within the range of 0 to 18 new or existing OL Groupe shares (subject to potential further adjustments), determined with respect to the fiscal year during which the early redemption will take place.

The Bonds will be redeemed on July 1st, 2023 (corresponding to a total duration of 9 years and 308 days) by way of delivery of 45 new or existing OL Groupe shares per Bond (to which

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will be added the shares to be delivered for the remuneration of the Bonds), subject to potential further adjustments.

At any time until maturity, bondholders may demand early redemption of their Bonds by way of delivery of 45 new or existing OL Groupe shares per Bond to which will be added the new or existing shares to be delivered for the remuneration of the Bonds as described above.

The Bonds may be redeemed prior to maturity at the option of OL Groupe subject to certain conditions.

During the subscription period described below, the Bonds could be subscribed by:

- the holders of existing shares registered in their securities accounts by the close of business on July 31st, 2013, who will be granted preferential subscription rights; and
- the buyers of preferential subscription rights.

33 preferential subscription rights will allow their holders to subscribe, by irrevocable entitlement (*à titre irréductible*), for 2 Bonds. Subscriptions by entitlement subject to reduction (*à titre réductible*) are authorized.

The offer will be open to the public in France only. The subscription period for the Bonds will run from August 1st, 2013 to the close of trading on August 14th, 2013. During this period, the preferential subscription rights will be listed and traded on the regulated market of NYSE Euronext in Paris.

The listing of the Bonds on the regulated market of NYSE Euronext in Paris under ISIN code FR0011544444 is expected on August, 27th 2013.

Subscription commitments by certain shareholders

ICMI and Pathé, which currently hold 34.17% and 29.87% of the Company's share capital respectively, have irrevocably undertaken to subscribe to their pro-rata stake (*à titre irréductible*), corresponding to respectively 274,182 and 239,676 Bonds, and will not subscribe for Bonds by entitlement subject to reduction (*à titre réductible*).

ICMI and Pathé have also irrevocably undertaken to subscribe for all Bonds not subscribed by irrevocable entitlement (*à titre irréductible*) or by entitlement subject to reduction (*à titre réductible*) by other holders of preferential subscription rights that would be allocated to ICMI and Pathé by the Company's Board of Directors, up to a total of 76,913 Bonds for ICMI and 211,731 Bonds for Pathé.

Irrespective of the subscription by the other holders of preferential subscription rights, the aggregate subscription commitments from ICMI and Pathé allow to fully subscribe the 802,502 Bonds to be issued.

The issue is lead-managed by Société Générale Corporate & Investment Banking acting as Lead Manager and Bookrunner, and by CM-CIC Securities and Crédit Agricole Corporate and Investment Bank, acting as Co-Lead Managers.

Availability of the prospectus

A prospectus in the French language, including (i) OL Groupe's *Document de Référence*, filed with the *Autorité des marchés financiers* (the "AMF") on October 30th, 2012 under n° D.12-0951, (ii) an update of the *Document de Référence* filed with the AMF on July 29th, 2013 under n° D.12-0951-A01, as well as (iii) a *Note d'Opération* (including the summary of the prospectus) has been approved by the AMF under the visa n°13-431 on July 29th, 2013.

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Copies of the prospectus are available free of charge at the Company's corporate headquarters (350, avenue Jean Jaures, 69007 Lyon), on OL Groupe (www.olweb.fr) and AMF (www.amf-france.org) websites and from the following financial institutions: Société Générale Corporate & Investment Banking, CM-CIC Securities and Crédit Agricole Corporate and Investment Bank. OL Groupe draws the attention of investors to the risk factors mentioned in pages 28 to 35 of the *Document de Référence* and in chapter 4 and 5 of the update of the *Document de Référence* and in chapter 2 of the *Note d'Opération*.

About OL Groupe

Organised around Olympique Lyonnais, the football club founded in 1950 and headed by Jean-Michel Aulas since 1987, OL Groupe has been a leader in media and sport-related entertainment in France.

The Group's innovative business model is articulated around five sources of revenue:

- *Ticketing,*
- *Partnerships and advertising,*
- *Media rights,*
- *Brand-related revenue,*
- *Player trading.*

OL Groupe has 256 employees (average headcount on December 31st, 2012).

For the fiscal year ended 2012/2013 (ending on June 30th), business revenue amounted to €137.3 million.

Investors relation

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The subordinated mandatory convertible bonds into new and/or existing shares (OSRANE), the preferential rights of subscription to subordinated mandatory convertible bonds into new and/or existing shares (OSRANE) and the shares of the Company, referred to in this press release may not be sold, offered or subscribed in the United States of America (as such term is defined in Regulation S under the US Securities Act of 1933, as amended) unless they are registered or exempt from registration under the US Securities Act of 1933, as amended. OL Groupe does not intend to register any portion of the planned offering, outside France and especially in the United States of America or to conduct a public offering of the subordinated mandatory convertible bonds into new and/or existing shares (OSRANE), the preferential rights of subscription to the subordinated mandatory convertible bonds into new and/or existing shares (OSRANE) or shares of the Company, outside France and especially in the United States of America.

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