

Joint press release

OL Groupe - Eagle Football

SIMPLIFIED TENDER OFFER FROM EAGLE FOOTBALL: OFFER CLEARED BY THE AMF - OFFER TO OPEN FROM JULY 20 TO AUGUST 2, 2023

Lyon, 20 July 2023, 9.00pm.

On June 22, Eagle Football Holdings Bidco Limited (the "**Offeror**" or "**Eagle Football**") filed a simplified mandatory cash tender offer (the "**Offer**") for the shares of OL Groupe (the "**Company**"), at a price of 3 euros per share. On the same day, OL Groupe filed its draft response memorandum, including the reasoned opinion of its Board of Directors on the Offer and the independent expert's report.

The Financial Markets Authority (the "**AMF**") has issued on July 18, 2023 a positive opinion on the compliance of the Offer and has issued its visa on the offer document and the response memorandum relating to the Offer. The Offer will be open from July 20 to August 2, 2023 (included).

It is recalled that the Offeror already holds 78.34% of the share capital and 77.39% of the theoretical voting rights¹ of OL Groupe, and that the Offer targets all OL Groupe shares other than (i) shares held by the Offeror, (ii) shares held by Holnest (Jean-Michel Aulas' *family office*), which has undertaken not to tender its shares to the Offer, (iii) free shares currently subject to a lock-up period, and (iv) treasury shares, which the Company's Board of Directors has decided not to tender to the Offer.

With respect to its plans for OL Groupe, the Offeror wishes to highlight certain elements of its strategic intentions, including its plans to remain a publicly listed company and pursue the migration of its public listing to the New York Stock Exchange, as such has previously been disclosed in the offer document. The Offeror, in its capacity as majority shareholder of the Company, intends to support the Company in the implementation of key initiatives that are intended to:

- improve the competitive success of its professional men's team through direct investment in player acquisitions and through intense collaboration with other football clubs controlled by the Offeror,
- restructure the professional women's program through the creation of a new company, OL Groupe being minority shareholder, solely focused on women's football, the goal of which should be to strengthen the competitive posture of women's program, better utilize the program's reputation as the world's #1 professional women's team to drive global recognition for the Company's principal trademarks, establish separate and meaningful valuation of the women's program in partnership with a strong U.S. partner, all while eliminating the significant direct costs borne by the Company for operating such program directly,
- position the Company and its shareholders to potentially realize greater liquidity and valuation benefits through the potential listing of the Company's securities on the New York Stock Exchange (or equivalent stock exchange, such as Nasdaq), and
- further develop the Company's capabilities globally, most notably through collaboration with other prominent football clubs owned by Offeror which is intended to create benefits from operational

¹ Based on a share capital composed of 175,873,471 shares representing 178,045,830 theoretical voting rights as of July 5, 2023 (in accordance with article 223-11 of the AMF's general regulations).

It should be noted that 207,000 shares are also assimilated to Eagle Football's shareholding under Article L. 233-9, 1°, 4° of the French Commercial Code. Taking this assimilation into account, Eagle Football holds 78.46% of OL Groupe's share capital and 77.50% of its theoretical voting rights.

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synergies, player identification and asset creation, and the sharing of best practices in administration, technology, data and sporting decisions.

The terms of the Offer are described in the Offeror's offer document and OL Groupe's response memorandum, which are available on the websites of the AMF (www.amf-france.org) and the Company (<https://investisseur.olympiquelyonnais.com/>), and may be obtained free of charge from Olympique Lyonnais Groupe's registered office at 10 avenue Simone Veil - 69150 Décines-Charpieu (Rhône).

Warning

This press release does not constitute an offer to purchase securities. The Offer will only be made in accordance with the Offer Documents, which contain the full terms and conditions of the Offer. Any decision relating to the Offer must be based exclusively on the information contained in the Offer Documents.

This press release has been prepared for information purposes only. It does not constitute an offer to the public. The distribution of this press release, the Offer and its acceptance may be subject to specific regulations or restrictions in certain countries. The Offer is not addressed to persons who are subject to such restrictions, either directly or indirectly, and does not constitute an offer to the public restrictions, either directly or indirectly, and is not likely to be accepted in any country where the where the Offer would be subject to such restrictions. This press release is not for distribution in such countries. Consequently, persons into whose possession this press release comes are required to inform themselves about any local restrictions that may apply, and to make themselves aware of any such restrictions that may apply and to comply with them. OL Groupe declines all responsibility for any breach of these restrictions by any person whatsoever.

Pursuant to Commission Implementing Regulation (EU) 2016/1055 of June 29, 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council, this press release may contain inside information and has been communicated to OL Group's professional information provider.



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Indices: CAC Small - CAC Mid & Small - CAC All-Tradable -

CAC All-Share - CAC Consumer Discretionary

ISIN code: FR0010428771

Reuters : OL GROUPE.PA

Bloomberg: OL GROUPE FP

ICB : 40501030 Services de loisirs
