

# CONCLUSION OF AN AGREEMENT BETWEEN OL GROUPE, MR. JEAN-MICHEL AULAS AND HOLNEST

**Disclosure relating to the conclusion of related party agreements pursuant to articles  
L. 22-10-13 and R. 22-10-17 of the French Commercial Code**

*Lyon, 11 December 2023 – 7.00 pm*

On 11 December 2023, OL Groupe entered into a share purchase agreement with Mr. Jean-Michel Aulas and Holnest (the "Share Purchase Agreement"), implementing the purchase by OL Groupe of one-third of the OL Groupe shares held by Holnest in accordance with the settlement agreement entered into between OL Groupe, Mr. Jean-Michel Aulas and Holnest dated 10 May 2023 (the "Agreement"), previously authorized by the Board of Directors on 9 May 2023.

OL Groupe also entered into on 11 December 2023 after being authorized to do so by the Board of Directors during the meeting held on the same date, pursuant to articles L. 225-38 et seq. of the French Commercial Code, a settlement agreement (the "Settlement Agreement") providing for the termination of the pending proceedings and actions between Holnest, Mr. Jean-Michel Aulas and OL Groupe.

Reminder of the persons directly or indirectly interested in the execution of the Share Purchase Agreement and of its main terms and conditions

Mr. Jean-Michel Aulas, director of OL Groupe, directly interested.

Holnest, director of OL Groupe, directly interested.

The main terms and conditions of the Share Purchase Agreement are those provided for in the Agreement: OL Groupe has undertaken to acquire one third of the OL Groupe shares held by Holnest, i.e. 4,826,540 shares, at a price of 3 euros per share, i.e. a total of 14,479,620 euros.

Such buy-back will be carried out under the share buyback program authorized by the Annual General Meeting of 11 December 2023.

The Parties shall make their best efforts for completion of the transfer under the Share Purchase Agreement to occur by 31 December 2023, and in any case at the latest on 16 January 2024 (or at such other date as agreed in writing between the Parties).

Upon completion of the buyback, Holnest will withdraw from the related legal proceedings.

Reminder of the motivation of the Company's interest in the Share Purchase Agreement

The Share Purchase Agreement is the implementation of a commitment made by OL Groupe under the Agreement, the terms and conditions of which were approved and the reasons for which were justified by the Board of Directors on 9 May 2023.

Persons directly or indirectly interested in the execution of the Settlement Agreement

Mr. Jean-Michel Aulas, director of OL Groupe, directly interested.

Holnest, director of OL Groupe, directly interested.

Main terms and conditions of the Settlement Agreement

Holnest, Jean-Michel Aulas and OL Groupe have agreed to mutually terminate and waive the various proceedings and actions currently pending between the parties.

Motivation of the Company's interest in the Settlement Agreement

The Board of Directors of OL Groupe considers that the conclusion of the Settlement Agreement enables OL Groupe to protect its interest by terminating the proceedings and actions currently pending and to normalize its relations with Holnest and Mr. Jean-Michel Aulas.

## **PRESS RELEASE**

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Indices: CAC All-Share – CAC Consumer Discretionary

ISIN code: FR0010428771

Reuters: OLG.PA

Bloomberg: OLG FP

ICB: 40501030 Recreational services