OLYMPIQUE LYONNAIS

# OL GROUPE

## ANNUAL FINANCIAL REPORT 2008/09

This document contains the following regulatory information: the 2008/09 annual financial report of OL Groupe (including the report on conditions for preparing and organising the work of the Board of Directors and internal control procedures, the Statutory Auditors' fees and the annual information document), as well as the description of the new share buyback programme that will be submitted to shareholders for approval at their 7 December 2009 Annual Shareholders Meeting. This regulatory information has been disclosed to the public and filed with the AMF (Autorité des Marchés Financiers) pursuant to Articles 221-4 IV and 221-4 V of the AMF General Regulation.

This document contains certain forward-looking statements. The trends and objectives indicated in this document are based on data, assumptions and estimates that the Company considers reasonable. These data, assumptions and estimates may change as a result of uncertainties related in particular to the Club's playing performance. In addition, certain risk factors, described on page 25 of this document, should they materialise, would have an adverse impact on the Group's activity, financial condition and results and on its ability to achieve its objectives. These forward-looking statements shall in no event constitute a guarantee of future performance and involve risks and uncertainties. Actual results may differ substantially from those expressed in such statements. The Company therefore makes no firm commitment with regard to the growth targets expressed in this document. OL Groupe and its subsidiaries, executives, representatives, employees and advisers assume no responsibility whatsoever with regard to these forward-looking statements.

# ANNUAL FINANCIAL REPORT 2008/09

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# CERTIFICATION OF THE PERSON RESPONSIBLE FOR THE ANNUAL FINANCIAL REPORT

I hereby certify that, to the best of my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and present a true and fair view of the assets, financial position and results of the Company and of its consolidated group of companies and that the management report presents a true and fair picture of the business, its results and the financial condition of the Company and of its consolidated group of companies, as well as a description of the principal risks and uncertainties to which they are exposed.

**Jean-Michel Aulas**
Chairman and Chief Executive Officer

# MANAGEMENT REPORT FOR THE FINANCIAL YEAR

Ended 30 June 2009

## MANAGEMENT REPORT FOR OL GROUPE AND ITS SUBSIDIARIES

Dear Shareholders,

We have invited you to attend the Annual Shareholders Meeting so as to report to you on the activities of Olympique Lyonnais Groupe ("OL Groupe" or "the Company") and the group of companies formed by OL Groupe and its operating subsidiaries ("the Group") during the financial year ended 30 June 2009, and submit for your approval the consolidated and separate financial statements for that year and the allocation of net profit.

## Principal events during the year

### OL GROUPE: ENCOURAGING RESILIENCE IN BUSINESS REVENUE AMID AN ECONOMIC CRISIS

In the 2008/09 financial year, Olympique Lyonnais reinforced the development of its businesses.

OL is one of the major clubs in French professional football and one of the largest in Europe, with business revenue of €192 million.

**Olympique Lyonnais continues to build its leadership position, out in front of the other major French clubs.**

Revenue highlights for the financial year ended 30 June 2009:

- Further growth of 3% in ticketing revenue to €22.4 million. Ticketing revenue was again sustained by supporter loyalty and beat the record level set in the previous year.
- Revenue from partnerships and advertising advanced by 4% to €21.3 million, their highest level ever. OL's third-place finish in the French Ligue 1 championship had only a slight impact on this product line.
- Media rights (LFP, FFF, UEFA) declined to €68.1 million.
  This decline came about primarily because the club finished in third place in the French Ligue 1 championship and because three French clubs took part in the UEFA Champions League competition compared with two in the previous season.
- Brand-related revenue of €27.8 million included a signing fee of €7 million with Sportfive (Groupe Lagardère Sports), which was identical to last year's.
  In the previous financial year, this line item also included a €3.5 million signing fee with Sodexo and €1.8 million in prize money from OL's victory in the Peace Cup.
  Changes in the scope of consolidation (outsourcing of the catering business, shutdown of the brasserie business, etc.) had a negative impact of €1.3 million on brand-related revenue. More generally, the economic environment, characterised by softer consumer demand, negatively affected other brand-related revenue by €4.1 million.
- Player trading revenue of €52.4 million remained at a high level, close to the average of the five previous financial years (€49 million). During the 2007/08 financial year, ten players were transferred, generating proceeds of €55.9 million.

This revenue of €52.4 million was achieved through the sale of five players (Coupet, Squillaci, Baros, Paillot and Benzema). The capital gain realised during the financial year was significant (€42.3 million) because two of the players, Benzema and Paillot, came up through OL's training academy.

## Good quality sporting achievements

Olympique Lyonnais finished in third place in the French Ligue 1 at the end of the 2008/09 season, coming in the top three for the eleventh consecutive season. It qualified for the preliminary round of the UEFA Champions League, after reaching the round of 16 during the season against Barcelona, who went on to win the tournament.

The women's team won the French championship for the third season in a row and reached the semi-finals of the Challenge de France and UEFA Cup competitions.

The CFA team won the league title of professional reserves teams.

The U16 and U18 teams both reached the semi-final of their respective leagues.

## Changes in partnership arrangements

### Partnership contract with Accor group

During the second half of the 2008/09 financial year, OL Groupe acknowledged the Accor group's decision not to renew the sponsoring contract it had with the Club.

### Partnership contract with ISS Services

Under a contract between ISS Services, Sportfive and SASP Olympique Lyonnais dated 1 June 2006, with an initial term of three years and renewed until 30 June 2012, the Club grants various rights and benefits to ISS Services. In particular, ISS Services may (i) use certain distinctive signs on all internal and/or external communications media for promotional purposes, such as the logos and acronym of the Club and the professional team, and the title "Official Partner of Olympique Lyonnais"; (ii) display the ISS brand on the pitch and in mixed zones; (iii) conduct public relations activities and receive seats for certain matches; and (iv) insert its logo on all communications media.

These rights and benefits are granted to ISS Services solely for the promotion of ISS brands as they pertain to the following services provided to businesses and local authorities: urban and other cleaning services, green space services, climate control, and event security.

In return for these rights and benefits, ISS Services pays a fixed annual fee.

### Partnership contract with Apicil Prévoyance

SASP Olympique Lyonnais has another contract of the same type with Apicil Prévoyance, dated 16 December 2005. The original term was three seasons, and the contract was extended in February 2008 for two seasons (expiry 30 June 2010) with an option for a third.

Under the terms of the contract, the Club grants various rights and benefits to Apicil. In particular, Apicil may: (i) use the Club's name and acronym and the title "Official Partner of Olympique Lyonnais"; (ii) put the Apicil sign on the team shirts for Ligue 1 matches; (iii) insert the Apicil brand in various media; (iv) conduct public relations activities and receive seats for home and away matches; (v) use the Club's databases pursuant to legislation governing the use of personal data; and (vi) place the Apicil logo on all of the Club's communications media.

These rights and benefits are granted to Apicil on an exclusive basis solely for the promotion of the Apicil brand as it pertains to services in complementary health insurance, savings, income protection and pensions.

In return for these rights and benefits, Apicil pays a fixed annual fee. The contract also provides for a premium tied to the Club's Ligue 1 results if it wins the league title.

### Contracts with Orange

On the marketing side, SASP Olympique Lyonnais has signed an agreement in principle with Orange France related to the promotion of (i) telephone services (fixed-line or wireless) (ii) internet access, (iii) television via ADSL and (iv) directory services.

Concerning content, OL Images has signed an agreement in principle allowing Orange.fr and Orange TV to exploit UEFA Champions League and French Ligue 1 matches involving Olympique Lyonnais via mobile network and ADSL, respectively.

These contracts cover the 2008/09 to 2011/12 seasons.

### Partnership contract between SASP Olympique Lyonnais and GE Money Bank

In November 2008, SASP Olympique Lyonnais and GE Money Bank signed a contract giving GE Money Bank an exclusive right in the banking, insurance and bank card assistance sectors to use the title "Official Partner of Olympique Lyonnais" for a term of five years, expiring 30 June 2013, with a June 2010 exit clause. Under this contract GE Money Bank obtains visibility on various media, public relations exposure, seats for various home and away games, and can sell a co-branded bank card that combines the services of a credit card, a loyalty card and a membership card.

### Contract with Noel Soccer - Umbro International

In April 2007 the subsidiary SASP Olympique Lyonnais renewed its partnership with Sportfive and Noel Soccer in its capacity as exclusive licensee for Umbro International in France.

Under the terms of this agreement, SASP Olympique Lyonnais has granted Noel Soccer and the Umbro brand the exclusive right to use the title "Exclusive Kit Manufacturer for Olympique Lyonnais" in the sporting goods and sportswear industries, as well as the names, emblems, acronyms and symbols indicating the Club or the team.

Olympique Lyonnais has also agreed to make players available to Noel Soccer for Umbro-brand promotional events.

In return for these contractual obligations, Noel Soccer designs, manufactures and periodically renews, together with Olympique Lyonnais, the uniforms worn by the professional players and more generally the sporting goods they use.

The Umbro contract will expire on 30 June 2010, at which time the partnership with Adidas will take effect, pursuant to an agreement dated 7 August 2009. The principal features of the contract are presented in the paragraph entitled "Significant events subsequent to closing".

## Progress on OL Land project

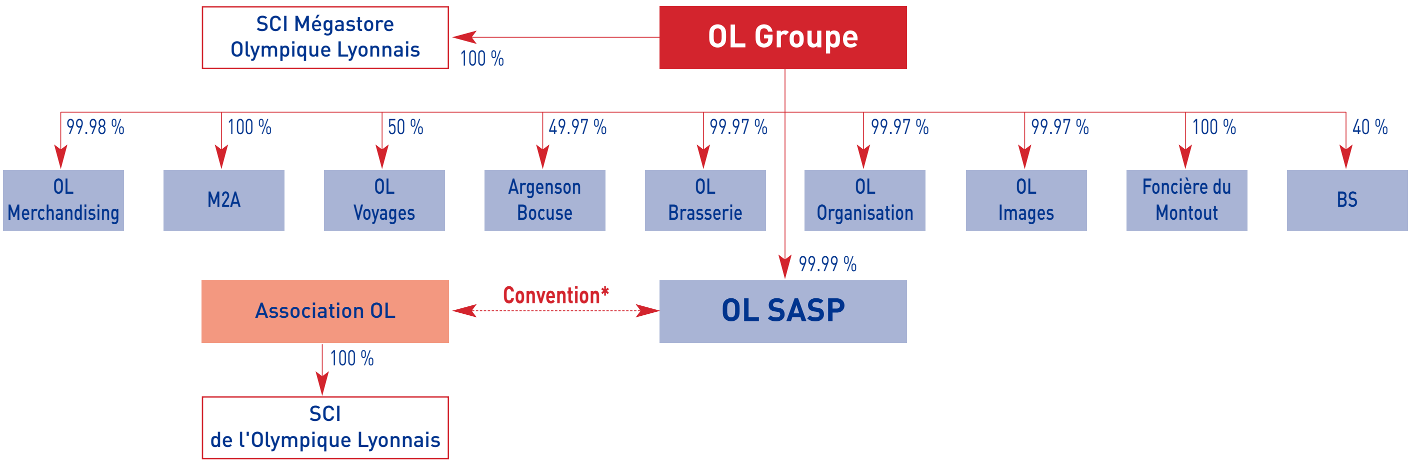
Several important steps were made towards realisation of the OL Land project during the 2008/09 financial year, specifically:

- 13 October 2008: the partners voted in favour of carrying out all of their respective commitments, with the target date of May 2013 for delivery of the infrastructure. Each partner committed to devoting the resources and contractual framework necessary to achieve this objective.
- November 2008: Eric Besson's report "Increasing the competitiveness of French professional football clubs" and that of the Euro 2016 "Large Stadiums" Commission were presented. Chaired by Philippe Seguin, the Commission recommended that large sporting venues be granted "general interest equipment" status, whether they result from public or private initiatives.
- December 2008: a partnership was signed with ADEME (French Environment and Energy Management Agency) as part of an effort to emphasise sustainable development and build a stadium that is both modern and ecological.
- March 2009: France's candidacy for the Euro was officialised, based on the scenario under which the country will be able to offer nine stadiums with a capacity of more than 30,000 by 2014.

## CONSOLIDATED SALES AND EARNINGS: POSITIVE EARNINGS AGAINST A RECESSIONARY BACKGROUND

The Group is composed of a holding company (OL Groupe) and 10 operating subsidiaries (OL Restauration was dissolved and its assets and liabilities merged into Olympique Lyonnais Groupe as of 3 April 2009) engaged in sporting events and entertainment, media and complementary businesses that generate additional revenue. OL Groupe controls SASP OL. SASP (Société Anonyme Sportive Professionnelle) is the entity that manages the Olympique Lyonnais football club.

### Group organisation chart as of 30 June 2009




The Group has five principal sources of revenue:
- media rights,
- ticketing,
- partnerships and advertising,
- brand-related revenue (derivative products, video, etc,...),
- player trading.

Pursuant to EC Regulation 1606/2002, the Group's consolidated financial statements for the financial year ended 30 June 2009 were prepared in accordance with IFRS and the interpretations thereof published by the IASB and IFRIC and adopted by the European Union as of 30 June 2009.

* On 25 June 2009, SASP Olympique Lyonnais and Association Olympique Lyonnais signed a new agreement, which was approved by prefectorial decree no. 2009-5663.

## Consolidated income statement

### Simplified, consolidated income statement (from 1 July to 30 June)

| in € m | 2008/09 | 2007/08 |
|---|---|---|
| Revenue from businesses | 192.0 | 211.6 |
| EBITDA | 45.8 | 59.8 |
| Profit from ordinary activities | 7.5 | 27.1 |
| Net financial income /expense | 0.6 | 3.6 |
| Pre-tax profit | 8.4 | 30.7 |
| Net profit | 5.4 | 20.1 |
| Net profit (Group share) | 5.1 | 19.9 |

### Revenue from businesses

Revenue from businesses totalled €192 million in the 2008/09 financial year. Between 30 June 2005 and 30 June 2009, OL Groupe's revenue from businesses has grown by an average of 16% p.a.

| in € m | 30/06/09 | 30/06/08 | 30/06/07 | 30/06/06 | 30/06/05 |
|---|---|---|---|---|---|
| Revenue from businesses, excl. player trading | 139.6 | 155.7 | 140.6 | 127.7 | 91.8 |
| Revenue from sale of player registrations | 52.4 | 55.9 | 73.5 | 38.4 | 24.8 |
| **Total revenue** | **192.0** | **211.6** | **214.1** | **166.1** | **116.6** |

### Revenue from businesses excluding player trading down €16.1 million

#### Record ticketing revenues

Ticketing revenue totalled €22.4 million for the 2008/09 financial year, a record level, compared with €21.8 million in the previous year.

#### Growth in partnership and advertising revenue

Revenue from partnerships and advertising increased €0.8 million (4%) to €21.3 million in the 2008/09 financial year, corresponding to gross billings of €35.8 million. In the previous year it totalled €20.4 million (gross billings of €33.9 million). A new five-year partnership was signed with GE Money Bank, i.e. until 30 June 2013.

#### Decrease in media rights

Revenue from media rights totalled €68.1 million in the 2008/09 financial year, down €6.9 million. It totalled €75.0 million in 2007/08. Media rights revenue was down from the previous year because the club finished in 3rd place in the French Ligue 1 standings as opposed to 1st place in 2007/08, and because three French clubs took part in the UEFA Champions League compared with two in the previous season.

#### At constant scope, brand-related revenue was buffeted by lacklustre consumer demand.

Brand-related revenue of €27.8 million included a signing fee of €7 million from Sportfive (Groupe Lagardère Sports), identical to last year's figure. In the previous financial year, this line item also included a €3.5 million signing fee from Sodexo and €1.8 million in prize money from OL's victory in the Peace Cup. Changes in the scope of consolidation (restaurant business outsourced, Brasserie business discontinued, etc.) had a negative impact of €1.3 million on this line item, and general consumer gloom depressed other brand-related revenue by €4.1 million.

#### Change in consolidation scope and businesses outsourced

The Company purchased 101 shares of SASP Olympique Lyonnais and subscribed to the capital increase of SASP Olympique Lyonnais, contributing €55 million. The Company now holds all of the shares of SASP Olympique Lyonnais except for those held by Board members.

- The Company dissolved OL Restauration and merged its assets into OL Groupe. OL Groupe had held 100% of OL Restauration since 3 April 2009.
- The premises of OL Brasserie on the Place des Terreaux in Lyon were entirely destroyed by fire on 26 November 2008, making it impossible to continue operations. The impact on revenue from businesses and net profit was not significant.

### Player trading

Revenue from player sales and performance-linked incentives came to €52.4 million, with the transfer of just five players: Coupet, Squillaci, Baros, Paillot and Benzema. The gain over the financial year was significant because two of them, Benzema (€35.3 million) and Paillot (€1 million), came through OL's training academy.

During the 2007/08 financial year, ten players were transferred, generating proceeds of €55.9 million. Revenue from the sale of player registrations has totalled €245.1 million over five years and €181.8 million over three years. Over the past five years revenue from the sale of player registrations has averaged €49 million p.a.

### Profit from ordinary activities, excl. player trading

Profit from ordinary activities (excl. player trading) was a loss of €0.4 million, down from profit of €7.8 million in the previous year. This was a direct consequence of the decline in non-player trading revenue.

### Payroll

Personnel costs totalled €95.1 million, down from €4.9 million in the previous year, principally because of different sporting results. The professional squad finished 3rd in the French Ligue 1 (1st in 2007/08). Because total revenue from businesses declined, the ratio of personnel costs to revenue from businesses increased to 49.6%, vs. 47.3% in the previous year.

### High margin on ordinary activities

EBITDA totalled €45.8 million, a drop of €14 million, but in line with the decline in revenue from businesses, of which it represented 23.9%.

Profit from ordinary activities totalled €7.5 million during the year, vs. €27.1 million in the previous year, representing a margin of 3.9%.

The player trading activity resulted in very significant capital gains of €42.3 million in 2008/09, compared with €45.6 million in 2007/08. The average capital gain over the past three years was €44.2 million.

### Net financial income / (expense)

Net financial income/expense consists of interest payments on the Group's medium-term bank borrowings, non-cash financial income and expense on player registrations and capital gains on the sale of investments.

Net financial income was €0.6 million in 2008/09, compared with €3.6 million in the previous year. Significant investment in player registrations during the 2008/09 financial year accounted for the decrease in financial income.

### Net profit

After subtracting tax of €3.1 million and minority interest of €0.22 million, the Group's attributable net profit for the financial year was €5.1 million, down €14.8 million from the €19.9 million posted in the previous year as a result of the decline in revenue from businesses.

## Consolidated 30 June 2009 balance sheet

### OL Groupe has a sound capital base

OL Groupe was listed on Euronext Paris on 8 February 2007. As a result of the IPO, the group raised gross proceeds of €94.3 million. After partial exercise of the overallotment option, OL Groupe achieved a capital increase of €90.6 million, net of issue costs.

At 30 June 2009, equity (before allocation) totalled €167.8 million (including minority interest of €3.1 million), compared with €164.8 million at 30 June 2008.

## Share capital

The share capital of OL Groupe totalled €20,126,756.24, divided into 13,241,287 shares with a nominal value of €1.52 each.

As of 30 June 2009, there were no securities giving access to the capital of OL Groupe.

## Consolidated cash flow in the 2008/09 financial year

At 30 June 2009, treasury totalled €102.3 million (€148.4 million at 30 June 2008). €18.2 million of this decrease resulted from the change in working capital requirements. Investments in property, plant & equipment of €3.9 million as well as loan repayments of €8 million also contributed to this change. Acquisitions of player registrations accounted for €51.6 million and sales of player registrations €33.9 million.

Net cash (after subtracting financial debt) stood at €62.3 million at 30 June 2009, vs. €100.5 million at 30 June 2008.

Dividends paid in November 2008 on 2007/08 earnings were €1.8 million, or €0.14 per share, identical to the amount paid out on 2006/07 earnings.

Gross financial debt totalled €40.0 million, vs. €47.9 million in 2007/08 due to amortisation of credit lines.

The intangible asset item "Player registrations" totalled €71.8 million at 30 June 2009, compared with €93.9 million at 30 June 2008. This significant decline resulted from amortisation of player registrations even though the professional squad was strengthened. The "market" value of the team, calculated using the information available on the transfermarkt.de website, totalled €148.8 million at 30 June 2009. On this basis, the Group has identified a potential for significant unrealised capital gains in the event player registrations should be sold.

In the 2008/09 financial year, with the arrival of Makoun (from Lille), Mensah (from Rennes), Piquionne (from Monaco) and Kolodzieczak (from Lens), investment in intangible assets totalled €30.9 million.

# OLYMPIQUE LYONNAIS GROUPE

## Revenue and profit of OL Groupe

Founded on 1 February 1999, OL Groupe is a holding company active in sporting events, media and other entertainment activities. It is also active in complementary and derivative businesses, which generate additional revenue.

OL Groupe achieved revenues of €8,013.4 thousand during the financial year ended 30 June 2009. This figure includes management fees received for the period from 1 July 2008 to 30 June 2009.

Operating profit was €460.7 thousand.

After accounting for dividends received of €3,848 thousand, and financial income, net profit for the period totalled €4,441 thousand.

Net exceptional items represented a loss of €761.2 thousand and reflected capital losses during the period on the repurchase of OL Groupe shares under the liquidity contract.

Net profit for the period was €4,060.8 thousand.

At 30 June 2009, equity totalled €159,752.3 thousand and treasury (gross) €104,969.4 thousand.

## Non-tax-deductible expenses

In accordance with Article 233 of the French Tax Code, we hereby inform you that OL Groupe's financial statements for the year included expenses of €55,328 that were not deductible for tax purposes, as defined by Article 39.4 of the same Code.

## SUBSIDIARIES

## OL Groupe's principal operating subsidiaries

### SASP Olympique Lyonnais

SASP Olympique Lyonnais was incorporated in April 1992. In the financial year ended 30 June 2009, SASP OL generated revenue of €88,878.8 thousand, vs. €91,291.4 thousand in the previous year.

Operating revenue totalled €182,813.0 thousand, compared with €183,317.4 thousand in the previous year.

Operating expenses totalled €182,285.4 thousand, compared with €180,510.1 thousand in 2007/08.

Operating profit was €527.6 thousand, vs. €2,807.4 thousand in the 2007/08 financial year.

SASP OL posted net financial expense of €1,588.2 thousand in 2008/09, compared with net financial income of €729.4 thousand in the previous year.

The subsidiary posted a pre-tax loss of €1,060.5 thousand, compared with a profit of €3,536.8 thousand in 2007/08.

Net profit for the financial year was €1,851.5 thousand, vs. €13,349.0 thousand in the previous year.

During the year SASP Olympique Lyonnais carried out a capital increase of €55 million, fully paid-up, via offset to loans from Olympique Lyonnais Groupe. The share capital increased from €2,052,128 to €3,079,744 through the creation of 64,226 new shares with a par value of €16 each, plus a share premium of €840.35 per share.

After purchasing 101 SASP Olympique Lyonnais shares prior to the capital increase, Olympique Lyonnais Groupe now holds all of the shares of SASP Olympique Lyonnais, except for the shares held by the members of the Board of Directors.

### OL Merchandising

OL Merchandising was incorporated in July 2002. Since OL Merchandising was formed, OL Groupe has held 99.98% of its shares.

This company's principal activity is the distribution and sale of all items related to the Olympique Lyonnais football club, in particular sporting goods, clothing and accessories.

In the financial year ended 30 June 2009, OL Merchandising generated revenue of €7,659.9 thousand, vs. €9,286.6 thousand in the previous year.

Operating revenue totalled €8,934.9 thousand and operating expenses €7,886.1 thousand.

Operating profit followed the trend in revenue and came in at €1,048.7 thousand, vs. €1,561.5 thousand in the 2007/08 financial year.

Net financial income was €1.3 thousand in 2008/09, compared with €22.2 thousand in the previous year.

Pre-tax profit stood at €1,050.0 thousand, vs. €1,583.8 thousand in the previous year.

Net profit for the financial year was €667.0 thousand, vs. €1,129.7 thousand in the previous year.

### OL Voyages

OL Voyages was formed in June 2000. Since 3 September 2007, OL Groupe has held 50% of the company, Afat Entreprise 25% and Grayff, the holding company of Faure coaches, the remaining 25%.

In the financial year ended 30 June 2009, OL Voyages generated revenue of €6,145.7 thousand, vs. €7,677.4 thousand in the previous year.

Operating revenue totalled €3,397.9 thousand, vs. €7,722.7 thousand in the previous year.

Operating expenses totalled €6,083 thousand, compared with €7,285.0 thousand in 2007/08.

Operating profit was €314.9 thousand, vs. €437.8 thousand in the 2007/08 financial year.

Net financial expense was €16 thousand in 2008/09, compared with €30.2 thousand in the previous year.

Pre-tax profit was €298.9 thousand, compared with €407.6 thousand in 2007/08.

Net profit for the financial year was €197.4 thousand, vs. €254.9 thousand in the previous year.

**M2A**

Acquired on 1 September 2004, this sourcing and trading company sells textiles and promotional items in general to corporate sports partners, as well as to various sports clubs.

In the financial year ended 30 June 2009, M2A generated revenue of €4,751.7 thousand, vs. €4,640.0 thousand in the previous year.

Operating profit was €727.4 thousand in 2008/09, compared with €857.7 thousand in the previous year.

Net profit was €471.3 thousand, vs. €573.3 thousand in 2007/08.

**OL Images**

OL Images was incorporated in October 2004. Its business activities are as follows:

• production of television programmes,

• production of corporate, publicity, event-related and documentary films.

In July 2005, OL Images created OL TV, a 24/7 television station broadcasting programmes designed and developed by OL Images, with two hours of new programming per day.

In the financial year ended 30 June 2009, OL Images generated revenue of €4,940.5 thousand, vs. €5,738.8 thousand in the previous year.

Operating profit was €487.2 thousand in 2008/09, compared with €1,069.1 thousand in the previous year.

Net financial expense was €54.6 thousand in 2008/09, compared with €64.5 thousand in the previous year.

Net profit for the financial year was €190.5 thousand, vs. €603.6 thousand in the previous year.

**OL Organisation**

Since its founding in June 2004, OL Organisation has had the following business activities:

• hospitality and security services during various events and in particular those related to the activities of Olympique Lyonnais,

• organisation of events related to the activities of Olympique Lyonnais.

The event-related business was transferred to Sportfive in November 2007.

In the financial year ended 30 June 2009, OL Organisation generated revenue of €4,703.6 thousand, vs. €5,330.4 thousand in the previous year.

Operating profit was €32.0 thousand in 2008/09, compared with €81.7 thousand in the previous year.

Net financial income was €4.5 thousand in 2008/09, compared with €2.1 thousand in the previous year.

Net profit for the financial year was €9.7 thousand, vs. €36.0 thousand in the previous year.

**OL Brasserie**

OL Brasserie was formed and incorporated on 24 May 2006. OL Groupe holds 99.97% of its shares.

The company's purpose is to acquire, manage and operate bars, brasseries, cafés, restaurants, ice cream parlours and pubs with a French category IV liquor licence. On 20 July 2006, it acquired a brasserie, restaurant, ice cream parlour, caterer and pub located at 6 place des Terreaux (1st arrondissement of Lyon).

After improvements were made, the brasserie opened on 21 March 2007.

The premises of OL Brasserie on the Place des Terreaux in Lyon were entirely destroyed by fire on 26 November 2008, making it impossible to continue operations. For this reason, the following figures correspond to a five-month period of operation and are not comparable to the previous financial year.

In the financial year ended 30 June 2009, OL Brasserie generated revenue of €203.7 thousand, vs. €560.7 thousand in the previous year. OL Groupe is considering dissolving OL Brasserie in the coming months.

OL Brasserie posted an operating loss of €316.7 thousand in 2007/09, compared with a loss of €448.6 thousand in the previous year.

Net financial expense was €19 thousand in 2008/09, compared with €72.2 thousand in the previous year.

Net exceptional gains totalled €260 thousand.

The bottom line for the year was a net loss of €75.7 thousand, vs. a profit of €5.4 thousand in the previous year.

## Other associates accounted for by the equity method

### Argenson

Argenson was incorporated in December 1994. It manages the eponymous restaurant in the Gerland district of Lyon.

OL Groupe holds 49.97% of the shares; the other 50.03% are held by three companies in the Bocuse group.

In the financial year ended 30 June 2009, Argenson generated revenue of €2,994.2 thousand, vs. €3,624.2 thousand in the previous year.

Operating profit was €107.8 thousand, compared with €252.2 thousand in the previous year.

Net financial expense was €4.4 thousand, compared with €9.9 thousand in the previous year.

Pre-tax profit was €103.4 thousand, compared with €242.3 thousand in 2007/08.

Net profit for the financial year was €57.7 thousand, vs. €160.6 thousand in the previous year.

### BS Sarl (OL Coiffure)

This subsidiary was formed on 24 October 2005. OL Groupe owns 40% of BS Sarl. Its business consists of operating hairdressing salons.

In the financial year ended 30 June 2009, OL Brasserie generated revenue of €194 thousand, vs. €217.6 thousand in the previous year.

BS Sarl posted an operating loss of €32.6 thousand, compared with a loss of €20 thousand in the previous year.

Net financial expense was €3.4 thousand in 2008/09, compared with €4.1 thousand in the previous year.

The company posted a pre-tax loss of €36 thousand in 2008/09, compared with a loss of €24.1 thousand in the previous year.

The net loss was €35.5 thousand, compared with a loss of €19.1 thousand in the previous year.

BS reconstituted its equity during the year through a capital increase followed by a reduction.

## Other entities in the scope of consolidation

### OL Association

OL Association includes the Olympique Lyonnais training academy, as well as the male and female amateur sections. Operating revenue totalled €9,773.6 thousand in the 2008/09 financial year and were composed essentially of the "equilibrium fee" paid by SASP under the agreement between the two entities. OL Association posted an operating profit of €187.7 thousand and a breakeven bottom line.

### SCI OL and SCI Megastore

OL Groupe also consolidates two property companies.

#### Foncière du Montout

SAS Foncière du Montout was formed on 26 June 2007. Its purpose is to acquire, combine, develop, manage and resell property units.

Foncière du Montout did not generate revenue during the 2008/09 financial year.

It posted an operating loss of €33.9 thousand in 2008/09, compared with €45.4 thousand in the previous year.

Net financial expense was €161.5 thousand in 2008/09, compared with €61.5 thousand in the previous year.

Foncière de Montout posted a net loss for the financial year of €195.4 thousand, vs. a €6.6 thousand profit in the previous year.

The company carried out a capital increase of €1,000,000 by incorporating part of OL Groupe's shareholder loans.

### Other entities related to the Group

#### Olympique Lyonnais Fondation

The Olympique Lyonnais charitable foundation was formed and registered with the Rhône prefecture on 5 August 2007.

OL Fondation was founded by the club's partner companies: Accor, Cegid Group, Pathé and Providis Logistique, as well as OL Groupe, SASP OL, OL Merchandising, M2A, OL Voyages, OL Images and OL Organisation.

OL Fondation's mission is to promote, at local, national and international levels, social integration through sport, education, assistance to sick and hospitalised people, and support for amateur sport.

OL Fondation supports general interest organisations sponsored by Olympique Lyonnais players.

OL Fondation has implemented a five-year action plan worth €845,000. The founding members can make additional in-kind contributions to this multi-year programme, such as products, services or employee time.

Sonny Anderson is the chairman of the foundation. OL Fondation is not consolidated.

## RESEARCH AND DEVELOPMENT

As it is a holding company, OL Groupe does not conduct any research and development activities.

Similarly, the subsidiaries of OL Groupe do not engage in research and development.

## SUSTAINABLE DEVELOPMENT AND HUMAN RESOURCES

### Workforce

The average number of employees and the number at the end of the financial year in the various companies included in the consolidation scope are presented in the following tables:

| Average number of employees | 2008/09 | 2007/08 | 2006/07 |
|---|---|---|---|
| OL Groupe | 40 | 38 | 38 |
| OL SASP | 45 | 40 | 42 |
| OL Association | 54 | 64 | 68 |
| OL Merchandising | 24 | 26 | 44 |
| OL Voyages | 9 | 9 | 9 |
| OL Images | 20 | 20 | 18 |
| M2A | 8 | 8 | 8 |
| OL Organisation | 18 | 19 | 24 |
| OL Brasserie | 10 | 10 | 11 |
| Foncière du Montout | 1 | 1 | 0 |
| **Total** | **229** | **235** | **262** |

| Number of employees at 30/06 | 2009 | 2008 | 2007 |
|---|---|---|---|
| OL Groupe | 41 | 41 | 42 |
| OL Sasp | 47 | 44 | 42 |
| OL Association | 84 | 69 | 69 |
| OL Merchandising | 22 | 27 | 36 |
| OL Voyages | 9 | 9 | 10 |
| OL Images | 20 | 20 | 20 |
| M2A | 7 | 8 | 8 |
| OL Organisation | 21 | 22 | 29 |
| OL Brasserie | 0 | 14 | 12 |
| Foncière du Montout | 1 | 2 | 0 |
| **Total** | **252** | **256** | **268** |

Concerning OL Brasserie, employees were laid off in early 2009. They qualified for treatment under the "licenciement économique" procedure, because the premises were entirely destroyed by fire. They had initially been subject to partial lay-offs.

The Group hired 68 new employees, including 11 on permanent contracts and 57 on fixed-term contracts, with the following special features:

• OL SASP and OL Association hire most of their employees on fixed-term contracts, as the professional sports business qualifies, under applicable legislation, for this type of contract,
• OL Images hires most of its event technicians on fixed-term contracts, as these contracts qualify in France as intermittent employment in show business ("intermittents du spectacle").

There were 72 departures during the 2008/09 season.

Most departures came about as a result of resignations or because fixed-term contracts had expired.

Lastly, temporary employment represented 3,577 work days. Recourse to temporary employment is justified by the nature of the activity, which consists in organising sporting events.

Temporary employment costs declined by nearly 23%. This came about because the brasserie was closed, temporary employees were hired under permanent contracts, the organisation costs of sporting events was optimised, and a smaller number of events were organised in the stadium.

The structure of the Group's workforce, by type of contract, was as follows:

| | At 30/06/09 | At 30/06/08 | At 30/06/07 |
|---|---|---|---|
| Unlimited-term employment contracts | 126 | 140 | 134 |
| Fixed-term employment contracts | 126 | 116 | 134 |
| **Total** | **252** | **256** | **268** |

## Breakdown of employees by seniority and age

As of 30 June 2009 the average seniority in the Group was 3.73 years.
The average age of employees was 36.

## Human resources development

### Common employee status

New three-year incentive plans ("intéressement") were implemented during the 2008/09 season for all subsidiaries.

## Employee representatives

As an extension of the new common status, the election of employee representatives in early 2006 was an opportunity to create new, common representative bodies, including an Intercompany Works Council.

## Training

Expenses for professional training carried out in 2008/09 totalled €942 thousand.

This year, the Group developed several training courses in health and safety.

The Group also developed:

• training for employees to keep abreast of regulatory changes,

• training for employees to improve job performance.

Moreover, through OL Association and its training academy, the Group takes an active part in the training of future professional players. In the 2008/09 financial year, this represented an expense of €5.5 million, including the cost of opening the new training academy.

## Employees with disabilities

The Group has two employees with disabilities, recognised as such by the COTOREP, the government orientation commission for the disabled.

The Company's total contribution to AGEFIPH, the organisation that manages funds devoted to integrating people with disabilities, was €28 thousand.

## Equal status for men and women

Professional equality between men and women is maintained in terms of hiring, employee status and internal promotion.

Differences in the proportions of men and women in certain functions (e.g. management assistants) are mostly due to the distribution of candidates.

In addition, concerning SASP, professional player status is currently recognised only for men. This inevitably reduces the professional equality between men and women.

As of 1 July 2009, the French Football Federation instituted a new status, "federation player", for women footballers. Starting with the 2009/10 season, the Club will therefore be able to pay the players on the women's team.

## Employee services

Employee services include the following items:
• restaurant vouchers,
• the Group's income protection plan,
• contributions to the employee representative bodies

These amounts totalled €843 thousand during the 2008/09 season and were distributed as follows: restaurant vouchers (€285 thousand), income protection insurance (€233 thousand), intercompany works council contribution (€325 thousand).

## Health and safety

Two health, safety and working conditions committees (CHSCT) were set up at SASP Olympique Lyonnais and at OL Association.

During the 2008/09 season, emphasis was placed on health and safety conditions in the Group.

More than 60 employees were trained on fire safety. Workplace first aid training was also carried out.

All installations were examined from the point of view of safety.

Lastly, weekly meetings were held to identify all health and safety problems. After each meeting, an action plan was developed to handle each item raised and ensure follow-up.

## Sub-contracting

Sub-contracting for building maintenance cost a total of €732 thousand.

This season, the Group put emphasis on improving the quality of its sports equipment (e.g. under-soil heating).

Guard and security services at the Gerland stadium and at the other sites represented an overall cost of €1,860 thousand.

## Partnerships and patronage

### OL Fondation

During a Board of Directors meeting this season, OL Fondation's multi-year action plan was increased to €965 thousand for the period, with the arrival of a new founding member, Noel Soccer.

OL Fondation's strategy consists in forming partnerships with specific associations and supporting projects over time, so as to have a real impact on society. OL Fondation capitalises on the commitment of Olympique Lyonnais professional players to highlight the projects it supports and to tie project sponsors into a network so as to obtain financial and non-financial aid for their projects.

In accordance with this strategy, OL Fondation has renewed its commitments to various associations:

- Sport dans la Ville, to support the Elle dans la Ville project, which aims to federate the female population in the neighbourhoods in which it is active around the challenges of social and professional integration.
- Handicap International, to support its project to involve handicapped people in Tunisia in sports in general and in football in particular, with the aim of social integration.
- Asup Brésil, to expand the nutrition centre in the Varzea "favela" in Recife, raising its capacity from 60 to 150 children and continuing its mission to educate children.
- Terr'Active, to implement a childhood education programme in the Morro do Fuba "favela" in Rio de Janeiro and develop the teaching staff in charge of the children.
- Docteur Clown, to finance 60 clown acts organised by the association in the Femme Mère Enfant hospital, a new maternity / children's hospital in Lyon, where a significant portion of Greater Lyon's paediatric services are now concentrated.

OL Fondation has also developed four new partnerships and contributed exceptional support in an emergency situation:

- APFEE, an association that promotes equal scholastic opportunity, and its programme called "Coup de Pouce CLE" ("key helping hand"). This large-scale programme involving nearly 60,000 children consists in accompanying six-year-old children identified by their teacher as having difficulty. These children are monitored four times a week using a methodology that is entertaining to them.

- The IDEE foundation, whose objective is to create a new institute for the treatment of epilepsy in children and adolescents. The IDEE institute will be located in a hospital in Bron, on the immediate periphery of Lyon, and is intended to be a European leader in the field.
- Huntington Avenir, with the financing of a census of the facilities available to accommodate sufferers of Huntington's disease, a rare and lethal genetic disease, for medium- and long-term stays.
- The French Red Cross, co-producing with the football foundation a DVD intended to raise awareness about first aid and distributed to all clubs in the Rhône-Alpes football league (3,000 DVDs distributed).
- Exceptional support for the Pays de l'Arbresle football club, whose infrastructure was severely damaged by flooding. OL Fondation took responsibility for transporting their teams to neighbouring sports complexes.

In addition, OL Fondation organised an event to raise consciousness about diversity in two high schools in the eastern suburbs of Lyon. This initiative consisted in getting students to think about subjects related to their school programme then to present their work in the presence of celebrities.

During the 2008/09 financial year, OL Fondation allotted €113.8 thousand in cash to the projects described above, €14 thousand in outright grants, and €152.7 thousand of additional support in the form of derivative products and services.

**Non-foundation initiatives:**

As in previous years, Olympique Lyonnais also supported various events alongside the work of the foundation:

- The 3rd edition of Jobs&Cité Stadium, a forum bringing together job seekers and companies looking to hire, with a special emphasis on young people from disadvantaged neighbourhoods in the Lyon area.
- The first Gala match organised for the benefit of Unicef outside Paris, for the development of the association's programmes.

During the 2008/09 season, OL Groupe and its subsidiaries gave €80.8 thousand in cash to "general interest" organisations.

## Environment

As part of the Olympique Lyonnais' new stadium project, a partnership was finalised with ADEME in December 2008.

Studies of acoustics (noise), wind, renewable energy (photovoltaics and heat pumps), water and waste management and identification of protected plant and animal species were conducted throughout 2008.

Internally, OL Groupe installed water fountains connected to the city's water system. Selective waste sorting was implemented.

## Working hours

Work-time reduction is effected on the basis of procedures specified in regulations and collective bargaining agreements already in place. The system applies to all employees except top executives and includes, in particular, reporting of hours worked, time off to make up for professional travel time, days off to bring the average work week to 35 hours, and standard company working hours.

## Part-time work

The Group has 57 employees who have chosen to work part time. Although part-time work schedules are not an OL Groupe initiative, employees request them, in some cases for a finite period of time, such as parental leave, in others as a permanent arrangement. During this past season, early training educators were hired for the training academy's male and female teams. As the educators' work is in general ancillary to their principal professional activity, they are hired as part-time workers.

The subsidiaries that experienced a significant change in their level of business (OL Merchandising stores and OL Organisation ticket sales) relied less on temporary employees during the 2008/09 season. Conversely, at the request of employees wishing to benefit from the new tax advantages related to overtime, the Group facilitated the scheduling of overtime, which totalled 1,788 hours. Lastly, taking into account the scope of its activities, M2A maintained a collective schedule of 38.5 work hours per week.

Absences were not significant among administrative employees. Players were absent a total of 3,328 days as a result of injuries.

### Remuneration

The Group's remuneration policy is characterised by the following distinction:

• For non-sport employees, it is based for the most part on individual performance and includes both a fixed and a variable portion. The variable portion includes bonuses for meeting both qualitative and quantitative targets. Salary structure is based on the realisation of objectives specific to each line of work.

Variable pay, particularly as it relates to employees in sales positions, is a mechanism that fosters the Group's business development.

• For players and coaches, the remuneration policy is based on negotiation between the club and the player. In addition, a variable portion is based on collective performance. Since February 2005, 30% of the gross salary of professional players can be deducted from the calculation of social security charges, in application of collective image rights legislation.

The remuneration policy is complemented by collective measures intended to motivate employees, such as incentive plans (intéressement) and employee savings schemes, based in part on the performance of the Company.

Consolidated gross payroll was as follows (in € 000):

| (in € 000) | 2008/09 | 2007/08 | 2006/07 |
|---|---|---|---|
| Consolidated gross payroll | 56,439 | 60,654 | 57,485 |

Using the various legal and collective bargaining provisions, the companies in the Group have implemented incentive plans and employee savings schemes.

For the 2008/09 financial year, the incentive plan totalled €140 thousand.

## SIGNIFICANT EVENTS SUBSEQUENT TO CLOSING

The principal events since the end of the 2008/09 financial year were related to SASP Olympique Lyonnais. They concerned the team and coaching staff on the one hand and new partnership agreements on the other. Purchases and sales of player registrations also took place between 1 July and 31 August 2009.

#### Team events

• After 10 matchdays, OL currently occupies third place in the French Ligue 1.
• In UEFA Champions League competition, after three victories in as many matches, OL is leader of Group E with nine points.
• The CFA team heads Group B in their season tournament.
• The women's team is in 1st place in its league, ahead of Paris Saint Germain, and has qualified for the Women's Champions League round of 16.

## Restructuring of football operations

The professional squad is now composed of 28 players (30 last season), of whom 26 are internationals.
It devotes significant attention to young players, nine of whom have been promoted from the OL academy, vs. six last season. This is in line with the strategy set out by the Board of Directors when Claude Puel took over as manager, with the formation of a "Pro 2" group. In particular, this strategy focuses on gradually integrating an increasing proportion of young players from the training academy into the professional team, depending on how they mature.

## Purchases and sales of player registrations

Since the end of the financial year, OL Groupe has acquired the following players (French GAAP):

- Lisandro Lopez (€24 million + up to €4 million in incentives, excl. tax) from Porto. Term of contract: 5 years.
- Michel Bastos (€18 million, excl. tax) from Lille. Term of contract: 4 years.
- Aly Cissokho (€15 million, excl. tax) from Porto. Should Olympique Lyonnais sell the player on to another club, FC Porto would earn a bonus of 20% of the gain potentially realised over the original transfer price. Term of contract: 5 years.
- Bafétimbi Gomis (€13 million + up to €2 million in incentives, excl. tax) from Saint Etienne. Term of contract: 5 years.

In addition, two young players from the training academy, Maxime Gonalons and Loïc Abenzoar, recently signed their first professional contract with OL.

Since the end of the financial year, OL Groupe has transferred the following players (French GAAP):

- Abdul Kader Keita (€8.5 million + €0.5 million in incentives) to Galatasaray.
- Fabio Grosso (€2 million, excl. tax + €1 million in incentives, excl. tax) to Juventus.
- Anthony Mounier (€2.5 million, excl. tax + 15% of the gain on a potential future transfer of the player) to Nice.

Since the end of the financial year, OL Groupe has loaned the following players:

- Mensah to Sunderland with an option to buy.
- Piquionne to Portsmouth with an option to buy.

The professional team now includes 28 players, of which 26 are internationals and nine were trained at the OL training academy.

## Partnerships

### Adidas

On 7 August 2009, SASP Olympique Lyonnais and Sportfive signed a framework agreement with Adidas under which Adidas will become Olympique Lyonnais' exclusive kit manufacturer starting with the 2010/11 season. This agreement sets out the overall principles of the partnership, which will give rise to a specific contract. This contract, based on the 7 August 2009 framework agreement, will have a term of ten football seasons, i.e. from 1 July 2010 until 30 June 2020.

Under the framework agreement, Adidas will pay a basic fee, plus royalties based on sales of products carrying the Olympique Lyonnais and Adidas brand names, to SASP Olympique Lyonnais for every football season during which Olympique Lyonnais plays in the French Ligue 1. The minimum amount of royalties Adidas pays to SASP Olympique Lyonnais can be adjusted based on sales and on Olympique Lyonnais' results in French and/or European competitions in which it takes part. The contract could generate gross revenue for the Group between €80 million and €100 million depending on the club's results on the pitch.

### BetClic - Volantis

Olympique Lyonnais has signed two contracts with Volantis, one as part of a "Europe shirt" partnership and the other in the context of a "Ligue 1 home fixtures" partnership.

The BetClic brand will be placed on Olympique Lyonnais players' "Europe" shirts during OL's away matches and on players' shirts for games in France as soon as legislation allows.

Under the "Ligue 1 home fixtures" contract, Volantis will benefit from marketing services and will be able to place the BetClic brand on players' shirts for Ligue 1 home games depending on changes in French online gaming regulations.

In return, Olympique Lyonnais will receive a flat fee. Under the home fixtures contract, the amount could be increased depending on the start date for placing the logo on the shirts. The contract also provides for a variable fee depending on football performance. Under the "Europe shirt" contract, Olympique Lyonnais will receive a flat fee plus a variable portion depending on football performance.

## OL Land project

The Development and Modernisation of Tourism Services Act came into effect on 20 July 2009. Article 28 Chapter VI of this Act allows large sports stadiums to be given "general interest equipment" status, paving the way for the construction of large stadiums to support France's bid to host the 2016 European championship.

Furthermore, on 6 July 2009 the Greater Lyon Community Council (Conseil Communautaire) voted in favour of the draft zoning plan no°1. Adoption of this draft zoning plan constitutes a major step forward towards implementation of the New Stadium Project.

Against this favourable backdrop, OL Groupe will continue to implement the OL Land project in Décines (information, consultation, pre-project, financing). The goal is to complete the construction of the project during the second half of 2013, in collaboration with all of the partners (French government, Greater Lyon, Rhone department, Sytral and the town of Décines-Charpieu), who have signed an agreement reiterating their respective commitments and the resources devoted to achieving this objective.

## FORECASTS AND OUTLOOK FOR THE FUTURE

During the previous year, the Board of Directors had decided to invest in experienced players in order to close the gap with the major European clubs. So as to pursue this strategy in the 2009/10 financial year, the Club has stepped up these investments, against the background of a worldwide economic recession, which makes it easier to narrow the gap with the best clubs. At the same time, it has benefited from the manager's efforts to integrate young players from the training academy into the "Pro 2" squad.

Specifically, since 1 July 2009 the club has invested €76.5 million (IFRS) in new players and has nine contracts with young players, vs. six in the previous year.

The Group's objective is to maintain a payroll in line with the club's performance targets, by reducing the number of professional players and achieving an improved balance between experienced and young players.

Because significant investments were made in experienced players, amortisation of player registrations increased significantly. At the same time, however, the payroll declined because the number of player contracts was reduced and young players were integrated into the squad.

For the 2009/10 financial year, given the current economic recession and the end of the major partnership contract with Accor, the Group aims to forge new, more diversified partnerships, thereby minimising the risk of a decline in this type of revenue, and to find a major international partner of the type that sponsors certain English clubs (e.g. Manchester, Liverpool).

In this regard, a significant contract that can generate €5-7 million p.a. has been signed with the gaming company BetClic.

Part of the revenue from this contract is nevertheless conditional upon legislation coming into force to open and regulate the French online betting market.

### Medium-term objectives

To promote the integration of young players with experienced players and succeed in European competitions, Olympique Lyonnais has decided to increase stability in the professional squad compared with the past.

In the medium term, partnership revenue should rise significantly as a result of the new sporting goods contract with Adidas. The contract will have a term of 10 years, starting with the 2010/11 season. It could generate gross revenue between €80 million and €100 million for the Group, depending on the Group's on-the-pitch performance.

The contract with Adidas should also boost merchandising sales in the medium term in France and especially abroad. Adidas is a global leader in sporting goods and has a strong distribution network, with direct ownership of many stores throughout the world.

The Group has significant strengths and a sound financial structure with surplus cash despite significant investment in players in recent years. It has recurrent revenues from ticketing and media rights, an attractive brand and a steady player trading business. OL Groupe can look forward to the future with the confidence that it will continue to grow.

## Progress on OL Land project

Several milestones in the OL Land project were achieved during the 2008/09 financial year, and development will continue in 2009/10.

In particular, the project has evolved towards an accentuation of the environmental and sustainable development aspects. As a result of this and of changes in the price of raw materials, the initial cost of the project could be revised, and this is now being quantified.

As of the date of this management report, no decision has yet been taken as to the legal and financial structure of the project, and the Group remains open to all possibilities.

Initially, the Group is studying the possibility of acquiring all of the land necessary to build OL Land via one of its legal entities. This acquisition could take place at the end of the 2010 calendar year. In this case, construction work would start in mid-2011, with the second half of 2013 targeted as the delivery date.

While retaining ownership of the land and the stadium, OL Groupe could then examine various partnership structures with investors for the construction of the leisure centre and other components of OL Land (excl. the stadium).

With €160 million in equity, Olympique Lyonnais has a borrowing capacity of an equal amount to extend the financing of the project.

**OL Groupe's objectives**

OL Groupe will continue to carry out its role of holding company and foster the development of the various entities in the Group.

## RISK FACTORS

Regulations require OL Groupe to describe the risks to which it is potentially exposed in the course of its operations.

If one of these risks should materialise, it could have a significant adverse impact on the Group's strategy, activity, outlook, financial position and results. These risks are counterbalanced by the opportunities offered in this business sector. There are numerous successful examples in England, Spain and Germany.

### Risks related to the company's business sector

#### Risks related to sporting activities

**Risks related to the impact of sporting results on the Group**

A large proportion of the Group's revenues (notably media rights and ticketing) depends directly or indirectly on Olympique Lyonnais' sporting results. Over the last few years, the Group has reduced its dependence on the Club's sporting results by developing new activities with regular income that is less affected by the uncertainties of sport. The Group intends to maintain this strategy in future. Nevertheless, the Group's economic success remains linked to the success of the Club. While the Club has succeeded in maintaining excellent sporting results over the last few years, the Group is unable to guarantee the consistency of sporting performance in future years. This performance is uncertain by nature, and depends on many factors over which the Group has limited control, such as player unavailability due to injury, disqualification or suspension, repeated poor performance, failure to qualify for the UEFA Champions League or relegation to Ligue 2, the second division of France's football league.

**Management of risks related to the impact of sporting results on the Group**

To limit the risks related to the impact of sporting results, uncertain by nature, management endeavours to generate steady revenue less directly dependent on sporting results. As a result of these efforts, the Group has implemented a policy of diversification through various subsidiaries.

In addition, management seeks to reduce sporting uncertainty through a policy of planned recruitment based both on the intrinsic sporting abilities of the players recruited and on their ability to fit in with the Club.

The club comprises 28 players, a number it considers sufficient to handle the risk of unavailability of one or more players. Furthermore, the Club believes its academy roster will enable it, if necessary, to deal with the risks of injury, insufficient physical condition or player absences due to participation in international matches.

An important agreement was reached with UEFA and FIFA to indemnify clubs when their international players participate in the Euro 2008 and 2012 and in the 2010 and 2014 World Cups.

In addition, clubs now receive compensation when players are selected for international friendly matches.

## Risk of dependency on revenue from media rights and uncertainty surrounding the future amount of such rights

Media rights are one of the Group's main sources of revenue. In the financial year ended 30 June 2009, they generated revenue of €68.1 million, including €44.4 million paid by the Ligue de Football Professionnel (LFP) and the Fédération Française de Football (FFF) and €23.7 million from the Union of European Football Associations (UEFA). These €68.1 million represented 35.5% of total revenue in the financial year ended 30 June 2009 (€75 million, or 35.4% of total revenue in the financial year ended 30 June 2008). A substantial portion of revenue derives from the centralised sale of media rights, which are redistributed to French Ligue 1 clubs as described below. LFP media rights include both fixed and variable components. The fixed component is 50% of total media rights and is distributed equally among all Ligue 1 clubs. The variable portion is distributed to the clubs based on performance and media profile. UEFA media rights include (i) a fixed component comprising a starting bonus, match and performance bonuses, and bonuses based on progress in the competition, and (ii) a variable component based on the country's market share of total European rights. Half of the variable component is paid over to the qualifying French clubs according to their previous season's French Ligue 1 rankings and the number of French clubs that took part. The other half is distributed pro rata, according to the number of matches the French clubs play in the competition. Distribution of centralised media rights therefore depends upon many factors over which the Group has only limited control.

### Management of risk of dependency on revenue from media rights and uncertainty surrounding the future amount of such rights

The results of competitive bidding for the media rights awarded by the French professional football league (LPF) have ensured that annual revenue of €668 million will be distributable to the clubs. Historically, Canal Plus had exclusive rights to broadcast French Ligue 1 matches. Orange, a challenger, will henceforth share these broadcasting rights with Canal Plus.

To limit the Group's dependence on the sale of TV rights, and given that delayed broadcasting rights are sold directly by the clubs, under the 15 July 2004 decree, management created a specialised subsidiary in 2004, OL Images, responsible for direct sale of the club's TV rights.

Through this initiative, OL Images launched its own television channel (OL TV), which creates programmes, DVDs, promotional films and video-on-demand.

Group management is also seeking to diversify its media outlets, creating partnerships with broadcasters other than TV operators, such as Orange. This enables the Group to exploit its media rights on other media, in particular internet and 3G cell phones.

A new three-year contract related to UEFA Champions League and Europa League media rights has gone into effect, covering the 2009-12 period.

The amount of the contract is €1.1 billion p.a. and represents an increase of 34% compared with the previous contract.

## Risks related to the loss of a key player's licence

The value of Olympique Lyonnais' players makes up a significant portion of the Group's assets. As of 30 June 2009, the net book value of the club's players was €71.8 million. A player may lose his licence due to a serious injury or disciplinary punishment. Apart from the sporting difficulties this could cause for the Club, the loss of a player's licence could lead both to a substantial reduction in the Group's assets and to a significant increase in the cost of replacing him, given the context of rising values and transfer fees for well-known players.

### Management of risks related to the loss of a key player's licence

Risks related to the loss of key player licences are covered by an insurance policy.

This insurance policy covers SASP Olympique Lyonnais in the event certain players die or lose their licence, regardless of the cause.

OL Groupe put out a request for proposals for an insurance policy to cover the entire team and technical staff in the event of a collective accident.

This policy was signed in April 2008 and is in addition to the loss of license policy. The amount insured under the two policies, in force until 30 June 2009, is €219.5 million.

### Risks related to default by partners or business counterparties

Transfer fees make up a significant portion of the Group's revenues. Revenues from the sale of player registrations totalled €52.4 million, or 27.3% of total revenue in the financial year ended 30 June 2009 (€55.9 million, or 26.4% of total revenue in the year ended 30 June 2008). In the event of an unsecured, staggered transfer fee, default by the debtor club and the non-payment of the transfer fee or, more generally, financial problems among the main European football clubs, could have a significant adverse impact on the Group's strategy, activities, outlook, financial position and results.

#### Management of risks related to default by partners or business counterparties

To counter the potential risk that a club may fail to pay the remainder of a transfer fee, the Group seeks bank guarantees to back up the payment.

### Risks related to the sensitivity of results to the Club's player trading policy

The player trading policy forms an integral part of the Group's ordinary business activities. However, profit from ordinary activities could be affected by variations in revenues from player trading, as their regularity and recurrence cannot be guaranteed from one financial year to the next.

#### Management of risks related to the sensitivity of results to the Club's player trading policy

Certain investors have shown interest in football and in particular in purchasing football clubs. This trend opens up the possibility of transferring star players to buyers with extensive purchasing power. This phenomenon is particularly noticeable in England and has been concurrent with a very sharp rise in media rights.

Nevertheless, a serious economic recession could deprive Olympique Lyonnais of important traditional buyers (Chelsea, Madrid, Barcelona, etc.).

### Risks related to doping

Players may be tempted to use prohibited substances to improve their performance. Although tests are carried out frequently by national and international authorities, the Group is unable to ensure that every member of its playing and coaching squad complies with regulations in force. If a member of the playing or coaching squad were involved in a doping incident, this could damage Olympique Lyonnais' image and popularity. This could make the Club less attractive and risk the termination of important contracts.

#### Management of risks related to doping

To combat the risk of doping, SASP Olympique Lyonnais has arranged personalised medical monitoring for each member of the professional squad and carries out biological tests at the start and in the middle of each season.

### Risks related to accidents within the stadium and to hooliganism or a terrorist act during a sporting event

Olympique Lyonnais' home games are attended by large numbers of spectators throughout the season.

As a result, the Club is exposed to the risk of an accident, an incident of racism, hooliganism or a terrorist act within the stadium. If one of these were to occur, it could severely affect the activities of SASP Olympique Lyonnais. For example, certain events could force the closure of part of the stadium for an indefinite period, cause fear among spectators leading to lower attendance and give rise to disciplinary measures, such as the requirement to play games behind closed doors, fines and exclusion from competitions. Hooliganism and racist acts in particular could also damage the Club's image, despite measures put in place by the Club to prevent them. The victims of any accident, hooliganism, racism or terrorist act could seek compensation from SASP Olympique Lyonnais.

In addition, security measures could be increased following a terrorist act or incident of hooliganism, increasing spectator security costs and Group insurance costs. Similar events taking place in other stadiums in France or Europe could also cause a fall in attendance at the Club's stadium or lead to additional safety and insurance costs for the Group.

**Management of risks related to accidents within the stadium and to hooliganism or a terrorist act during a sporting event**

To prevent accidents inside the stadium and hooliganism or terrorist acts during a game, the Group's management uses an experienced organisational team and has set up a safety system that exceeds the safety requirements mandated by the public authorities. Specifically, SASP Olympique Lyonnais has implemented an access control system at the Gerland stadium and spectators are systematically searched.
In addition, there are buffer zones between the stands to avoid any contact between the supporters of opposing teams. Olympique Lyonnais also employs a team of accredited stewards whose role is to anticipate and control any rush of supporters. This accreditation system for stewards was developed by Olympique Lyonnais.
Lastly, SASP Olympique Lyonnais constantly liaises with fan clubs to promote safety within the stadium. A system of season ticket discounts has been introduced to reward supporter groups who show exemplary behaviour during games.

## Risks related to the legal environment

### Risks related to legal and regulatory constraints applicable to football

#### Risks related to the loss of the affiliation number

To be able to take part in competitions, the Club must be authorised by the Association to use the affiliation number granted to the Association by the FFF. This use of the affiliation number is covered by the agreement between SASP Olympique Lyonnais and the Association.

In France, termination of the agreement between the Association and SASP OL would prevent the Club from using the affiliation number and therefore from taking part in competitions. This would have a significant adverse impact on the Group's strategy, activity, outlook, financial position and results, which is no longer the case outside France. This risk might diminish in future.

#### Risks related to regulatory changes

Professional football is governed by rigorous, specific and complex national and international legislation. This legislation includes rules for taking part in competitions and rules on the marketing of media rights. The applicable legislation has changed substantially in recent years. Changes in the nature, application or interpretation of applicable laws and regulations could change the rules applying to the Group's activities and could therefore affect the way the Group is managed or restrict its development.

Although the Group attempts to anticipate such changes to the greatest extent possible, this situation could cause an increase in costs and investments involved in managing the squad and/or reduce revenues. As a result, such changes could significantly affect the Group's strategy, activity, outlook, financial position or results.

#### Risks related to legal and regulatory constraints applicable to football

The Group is represented in the main football decision-making bodies. Jean-Michel Aulas has been Vice-Chairman of the LFP since 2000. He is a member of the Executive Committee and president of the Finance Committee of the UCPF (Union des Clubs Professionnels de Football) and a member of the ECA (European Club Association), the representative body for clubs participating in UEFA competitions. He is also a member of the FIFA Clubs Committee.
This presence in French and European official bodies enables the Group to be informed, plan ahead and anticipate regulatory changes.

#### Risks related to supervision by the Direction Nationale de Contrôle de Gestion (DNCG)

SASP Olympique Lyonnais is subject to annual controls by the DNCG. Although the Club has never been punished by the DNCG, if the DNCG decided to punish SASP Olympique Lyonnais because of its legal and financial position, this could affect the Group's strategy, activity, outlook, financial position and results.

Moreover, problems currently exist in applying both stock exchange rules on the one hand and DNCG and LFP rules on the other to the Group's companies, as there is no means of coordination between them. In particular, the regulatory framework does not take into account the special nature of a professional sports club that is a subsidiary of a listed company.

#### Risks related to player transfer rules and changes to these rules

A significant proportion of the Group's income comes from player trading. Current regulations allow clubs to receive substantial transfer fees if a player changes clubs before the end of his contract. Any change in these regulations could threaten a club's ability to receive transfer fees.

#### Risks related to the social security costs applicable to player remuneration

Recent legislation regarding collective image rights for players who are members of a professional sports club has exempted French football clubs from social security contributions on a portion of the players' remuneration. Any change in this legislation would affect SASP Olympique Lyonnais's ability to maintain the Club's current salaries.

#### Risks related to an increase in disciplinary procedures

Legislation states that professional sports companies may be liable for disciplinary procedures relating to acts committed by their members and by supporters in and around the stadium where a game is taking place. An increase or change in the disciplinary procedures that may be taken against SASP Olympique Lyonnais in the event it were to be held responsible could affect the Group's image, strategy, activity, outlook, financial position and results.

#### Risks related to certain tax regimes

Revenues from sporting events are subject to French entertainment tax ("taxe sur les spectacles"). A change in legislation, particularly the scrapping of entertainment tax and a decision to make sporting events subject to VAT or any other tax, could have an impact on ticket prices and, as a result, a significant adverse impact on the Group's financial position and results.

### Other risks specific to the Group

#### Risks related to damage to the OL brand

The OL brand generates a large proportion of the Group's revenues. Despite existing protection, the OL brand may suffer from counterfeiting, and products featuring the OL brand may be distributed through parallel networks. Counterfeiting and parallel distribution could create a major shortfall in revenues and could eventually damage the OL brand image.

#### Management of risks related to damage to the OL brand

In October 2005, to protect the OL brand and combat counterfeiting, the Group officially requested the customs authorities to intervene. The Group has also retained the services of a specialised law firm to handle any legal proceedings necessary for the effective protection of the OL brand.

#### Risks related to conditions of use and the partial or total unavailability of the Gerland stadium

SASP Olympique Lyonnais has an agreement with the City of Lyon that constitutes a temporary authorisation to occupy public property. Under this agreement, the Club can use the Gerland stadium for all of its league, national cup and European cup matches. The non-renewal or early termination of this agreement could force the Club to look for an alternative venue for its games. The Gerland stadium could also become partially or totally unavailable, particularly as a result of sporting punishments, natural disasters, accidents or fires. The Group cannot guarantee that, in this situation, it could quickly find a venue with characteristics equivalent to those of the Gerland stadium on similar terms.

In addition, any significant change in the terms of the temporary authorisation to occupy public property granted by the City of Lyon to SASP Olympique Lyonnais that causes a substantial change in the stadium's terms of use or in the financial terms of the agreement could have a significant adverse impact on the Group's strategy, activity, outlook, financial position and results.

### Risks related to the new stadium project and to the financing of the project

The Group is implementing its plan to build a new stadium in the town of Décines. The construction project will be a long and complex process involving many factors. It will require various administrative authorisations, in particular the building permit.

The time taken to obtain these authorisations and to carry out any appeals against administrative decisions could delay the development process. Similarly, the construction timetable may be delayed by unexpected events, such as the discovery of archaeological remains on the site of the new stadium, any of the architectural and technical constraints that may arise in a complex construction project, problems or litigation with building contractors or failure by service providers. The Group may also face difficulties in obtaining the financing needed to build the stadium. These factors may cause substantial delays and additional costs. In the extreme, for example if the Group is unable to raise the necessary financing, there is a risk that the project will not be completed. This could have a significant adverse impact on the Group's strategy, activity, financial position and results.

Major delays or the non-completion of the project may also significantly affect the Group's medium-term outlook.

#### Management of risks related to the new stadium project

The construction project will be a long and complex process involving many factors, some of which are beyond the control of the Group. In the context of this project, the Board of Directors has formed a Stadium Investment Committee and created a subsidiary called Foncière du Montout, wholly-owned by OL Groupe, whose purpose includes acquiring, combining, developing or reselling property units, as well as operating sport installations.

The Group has implemented procedures to foster dialogue and work together with all participants and with the general public.

### Risk of dependency on key executives

The Group's success depends to a large extent on the work and expertise of its chairman, executives and sporting and technical staff. If one or more of the Group's managers with extensive expertise in the Group's markets were to leave, or if one or more of them decided to reduce or end their involvement with the Group, the Group may have difficulties in replacing them. This could hamper its activities and affect its ability to meet its targets.

The Club's playing squad always travel together for away games.

### Risks related to insufficient stadium insurance cover

Changes in regulations or an increase in claim events, particularly in the event of an accident at the Club's stadium, could have a significant adverse impact on the Group's financial position and results.

## Market risks

See note 4.7 to the consolidated financial statements.

### Interest-rate risks

The Group's interest-rate risk relates mainly to debts and liabilities bearing interest at variable rate.

In the year ended 30 June 2009, the Group's total gross debt bearing interest at variable rates (usually Euribor plus a fixed margin) was €38.4 million. This sum related to various loan agreements entered into by OL Groupe, SASP Olympique Lyonnais and to a loan granted to Association Olympique Lyonnais and Olympique Lyonnais. The main loans have been provided by banks in the CIC group, BNP Paribas, Crédit Lyonnais, Natixis and HSBC.

As of the date of this report, the Group has not implemented any interest-rate hedging instruments.

Maturity schedule of the Group's financial assets and liabilities, excluding trade receivables and payables, at 30 June 2009.

| (in € 000) | Montant |
|---|---|
| **Total due in one year or less** | **103,107** |
| **Financial liabilities due in one year or less** | **34,513** |
| Fixed-rate bank debt | 124 |
| Fixed-rate liabilities on acquisition of player registrations | 28,401 |
| Variable-rate bank debt | 5,988 |
| **Financial assets due in one year or less** | **137,620** |
| Variable-rate investments | 103,480 |
| Cash and cash equivalents bearing interest at variable rates | 874 |
| Fixed-rate receivables from sale of player registrations | 33,266 |
| **Total due in one to five years** | **-12,012** |
| **Liabilities due in one to five years** | **41,152** |
| Fixed-rate bank debt | 558 |
| Fixed-rate liabilities on acquisition of player registrations | 7,407 |
| Variable-rate bank debt | 33,187 |
| **Receivables due in one to five years** | **29,140** |
| Fixed-rate receivables from sale of player registrations | 29,140 |
| **Liabilities due in more than five years** | **-2,194** |
| **Liabilities due in more than five years** | **2,194** |
| Fixed-rate bank debt | 699 |
| Variable-rate bank debt | 1,495 |
| **Total** | **88,901** |

| (in € 000) | One year or less | One to five years | More than five years |
|---|---|---|---|
| Financial liabilities | 34,513 | 41,152 | 2,194 |
| Financial assets | 137,620 | 29,140 | - |
| **Net assets before management** | **103,107** | **-12,012** | **-2,194** |
| Off-balance-sheet items | | | |
| **Net assets after management** | **103,107** | **-12,012** | **-2,194** |

(net assets after management at variable rates: €63,684 thousand)

Based on the Group's net cash position at 30 June 2009, the Group estimates that a 1-point fall in interest rates would have, due to the effect on the Group's cash position which generates interest at variable rates, a €0.6 million negative impact on its net financial income.

### Exchange-rate risks

As of the date of this report, the Group is not exposed to exchange rate risks.

### Risks related to equity securities

Apart from investments in the companies included in the scope of consolidation, the Group does not hold investments of a significant amount. OL Groupe holds some of its own shares in treasury in the context of its share buyback programme, so as to be able to meet stock option exercises or increase trading in its shares through its liquidity contract. As of 30 June 2009, 194,640 shares were dedicated to meeting stock option exercises. On the basis of the share price on the closing date, this represented an amount of €1,557,120. In addition, 118,166 shares were held in treasury under the liquidity contract, representing a value of €945,328 on the basis of the share price at 30 June 2009.

### Liquidity risk

At 30 June 2009, the Group had €47.7 million of credit facilities with which to finance its ordinary activities. It had drawn €35.5 million on these facilities in the form of promissory notes and €12.2 million in the form of bank guarantees. The loans taken out by the Group have early redemption clauses attached to them (see note 4.7.2 to the consolidated financial statements).

## OTHER RISKS

### Risk of dependency on sports partnership contracts and risk of cancellation or non-renewal

SASP Olympique Lyonnais has sports partnership contracts with a limited number of large companies such as Accor, Umbro, Renault Trucks, Orange and Apicil. Income from partnership and advertising activities makes up a large portion of total revenue, having totalled €21.3 million in the year ended 30 June 2009, or 11.1% of total revenue from businesses, (€20.4 million or 9.6% of total revenue in the year ended 30 June 2008; €18.1 million or 8.5% of total revenue in the year ended 30 June 2007). Sports partnership contracts are signed for a specific period, and there is a risk that they may be renegotiated or not renewed when they expire. Certain contracts also contain early termination clauses. In addition, a significant portion of revenue generated from certain contracts is dependent on the club's football performance, which can vary, as it is uncertain by nature.

### Management of the risk of dependency, cancellation and non-renewal of sports partnership contracts

To limit the risk of potential dependency on partnership contracts, the Group prefers to enter into long-term, diversified partnerships (Orange 30/06/12, Apicil 30/06/10, GE Money Bank 30/06/10, ISS 30/06/12).

The Umbro contract will terminate on 30 June 2010 (see page 7).

### Risks related to rising player wages

Rising player wages could lead to a substantial increase in the Group's wage bill, and could have a significant impact on the Group's financial condition.

### Management of risks related to rising player wages and the player transfer market

The Group devotes particular attention to the OL training academy so as to discover talented young players and integrate them later into the professional squad.

To deal with potential inflation in player salaries and values, the Group has implemented, through SASP Olympique Lyonnais, a balanced recruiting strategy. The club aims to acquire young players with potential rather than acquire stars whose acquisition cost and salary can be significantly greater. Specifically, the club must scout and recruit effectively and devote resources to integrating players into the club and its future plans (in particular language support for foreign players).

### Risks related to a decline in the popularity of football, of national or European competitions or of the Club

A large portion of the Group's revenue and therefore its financial results are directly or indirectly related to the popularity of football in general and Olympique Lyonnais in particular. Should the public lose interest in national and European football competitions, this could have an adverse impact on the Group.

### Risks related to unsporting and illegal practices

The income of professional football clubs depends mainly on their sporting results, which are by nature uncertain. To reduce this uncertainty and to ensure that their team is successful, club managers may be tempted to resort to unsporting and illegal practices that could damage the image and popularity of football.

### Risks related to the influence of the main shareholders on the Group's activity and strategy

As of 31 August 2009, Jean-Michel Aulas (via ICMI) and Pathé owned 34.17% and 22.78% of the Company's capital and 42.15% and 28.10% of the Company's voting rights, respectively, and held double voting rights. Under French law, majority shareholders inspect most of the decisions due to be adopted in shareholders' meetings, particularly those relating to the appointment of directors, the distribution of dividends and, if they hold two-thirds of the voting rights at the meeting, changes to the Articles of Association. Disagreements could lead to a stalemate among the members of the Board of Directors of the Company, which could inhibit strategic decision-making.

### Risks related to diversification in other business areas and failure of the diversification strategy

The Group has actively diversified its business, particularly by buying equity interests and establishing partnerships. The aim is to find new recurrent sources of revenue that are less exposed to uncertain sporting performance. The Company can give no guarantee that these activities will be successful.

## INSURANCE AND RISK COVERAGE

The insurance policies taken out by the Company for itself and its subsidiaries have a one-year term and are renewed by tacit agreement, except for player policies, which have a term of one year only.

The Group's main insurance policies are as follows:

- Insurance policies covering comprehensive industrial and loss-of-business risks, professional football club third-party liability, premises and operations liability, transported merchandise and automotive fleet risks.
- The insurance policy covering SASP OL in the event certain players die or lose their licence, regardless of the cause, in effect from 1 July 2006, was expanded as of 17 April 2008. Individual cover was updated and group cover was added for death and total, permanent disability. As a result, the Group is now covered in the event the entire team and technical staff were to suffer a collective accident, causing the death of all of them. The total amount guaranteed now exceeds €200 million. This policy was in force until 30 June 2009.

The total amount of premiums paid by the Group for all of its insurance policies was slightly over €1 million in the year ended 30 June 2009.

## LITIGATION AND EXCEPTIONAL EVENTS

The Company has no knowledge of any dispute, arbitrage or exceptional event that may have a substantial impact on the business, financial condition, assets and results of the Group.

Disputes were analysed, and provisions intended to cover the estimated risk were recognised.

## MARKET FOR OL GROUPE SHARES

OL Groupe shares (ISIN code FR0010428771) are listed in Paris on Eurolist by Euronext (Compartment C).
On 30 June 2009, the shares traded at €8.00.

## STOCK-OPTION PLAN

At the Special Shareholders Meeting of 6 November 2006, shareholders authorised the Board of Directors to grant options on shares in the Company to corporate officers, as defined by law and/or to employees of the Company or of companies related to it, pursuant to Article L. 225-180 of the French Commercial Code.
On 20 November 2007, the Board of Directors implemented a stock option plan for 13 employees and/or corporate officers of the Olympique Lyonnais Groupe and/or companies related to it, pursuant to Article L. 225-180 of the French Commercial Code.
The maximum number of options granted would be 194,640, giving rights to 194,640 OL Groupe shares. The number of beneficiaries is 13. Options may be exercised from 1 January 2012 until 20 November 2015.

## CHANGES IN OL GROUPE'S SHARE CAPITAL AND EQUITY INVESTMENTS

### Share capital

The share capital of OL Groupe totalled €20,126,756.24, divided into 13,241,287 shares with a nominal value of €1.52 each.

As of 30 June 2009, there were no securities giving access to the capital of OL Groupe.

### Changes in equity investments

The detail of equity investments in the various subsidiaries of the Group and their percentages are indicated in the notes to the consolidated statements and the list of subsidiaries and affiliates.

## PURCHASE AND/OR SALE BY THE COMPANY OF ITS OWN SHARES

### Purchase and/or sale of shares by the Company pursuant to the shareholder authorisation granted at the 28 November 2008 Annual Meeting

Pursuant to the shareholder authorisation granted at the 28 November 2008 Annual Meeting and the description of the share buyback programme, Olympique Lyonnais Groupe made purchases and sales of shares during the period ended 30 June 2009.

To ensure the share's liquidity, OL Groupe also signed a liquidity contract with Crédit Agricole Cheuvreux on 6 March 2007. As of 18 February 2008, OL Groupe transferred its liquidity contract to Exane BNP Paribas.

Between 28 November 2008, when shareholders approved the buyback programme and the Board of Directors decided to implement it, and 30 June 2009, 58,462 OL Groupe shares were purchased under the liquidity contract at an average price of €7.32. During the same period, 49,354 shares were sold at an average price of €7.50. The annual flat fee of €30,300 (excl. VAT) included brokerage fees.

As of 30 June 2009, OL Groupe held 115,755 of its own shares, or 0.9% of its share capital, in treasury. The value of these 115,755 shares at their purchase price was €1,347,995.99.

As of 30 September 2009, OL Groupe held 113,136 of its own shares in treasury in connection with the liquidity contract.

A report on the liquidity contract will be published semi-annually on the websites of the AMF (Autorité des Marchés Financiers) and the Company.

Financial information related to this contract is mentioned in the notes to the separate financial statements.

In the context of the share buyback plan, the Company has repurchased OL Groupe shares via Exane for the purposes stipulated in the resolution approved by shareholders at their 28 November 2008 Annual Meeting, specifically in preparation for a stock option plan. In this context, between 29 November 2008 and 30 June 2009, your Company purchased, via Exane, 9,828 OL Groupe shares, at an average price of €8.35. Brokerage fees during the period totalled €196.08.

As of 30 September 2009, the Company held 194,640 shares dedicated to the stock option plan.

As of 30 June 2009, OL Groupe held 194,640 of its own shares, outside the context of the liquidity contract. These shares were valued at their purchase price of €3,614,564.29 and represented 1.5% of the share capital of OL Groupe.

In total, as of 30 June 2009, your Company therefore held 310,395 shares (both related and not related to the liquidity contract), representing at that date 2.3% of its share capital.

The par value of each share is €1.52.

### Authorisation to be granted to the Board of Directors so as to acquire shares pursuant to Articles L.225-209 to L.225-212 of the French Commercial Code

We propose that you authorise the Board of Directors, during your Annual Meeting, to acquire shares pursuant to Articles L.225-209 to L.225-212 of the French Commercial Code, EU Regulation 2273/2003 of 22 December 2003 and Articles 241-1 to 241-8 of the AMF General Regulation as supplemented by AMF instructions 2005-06 and 07 of 22 February 2005.

The maximum purchase price must not exceed €40 per share. The maximum theoretical amount of the programme will therefore be €40,654,080, taking into account the 307,776 shares held in treasury as of 30 September 2009.

## OL GROUPE SHARES HELD BY EMPLOYEES

As of 30 June 2009, to the best of the Company's knowledge, employees held 0.17% of the share capital of OL Groupe in registered form.

## SHAREHOLDERS AS OF 30 JUNE 2009

To the best of our knowledge, the principal shareholders of OL Groupe were as follows:

| Shareholder | Number of shares | % of capital | % of voting rights |
|---|---|---|---|
| ICMI [1] | 4,524,008 | 34.17 | 42.15 |
| Pathé | 3,016,683 | 22.78 | 28.10 |
| Amiral Gestion [2] | 1,322,128 | 9.98 | 6.16 |
| Treasury shares | 310,395 | 2.35 | na |
| Board members [3] | 735,524 | 5.55 | 4.75 |
| Free float | 3,332,549 | 25.17 | 18.84 |
| **Total** | **13,241,287** | **100** | **100** |

[1] As of 30 June 2009, Jean-Michel Aulas held 98.73% of ICMI, representing 99.20% of the voting rights.
[2] Based on ownership threshold disclosures of June 2009.
[3] Board members other than ICMI, mentioned above.

## ALLOCATION OF NET PROFIT

The financial statements presented to you for the year ended 30 June 2009 show a profit of €4,060,828.59, plus retained earnings of €30,555,832.97, the sum of which represents a distributable amount of €34,616,661.56.

During the Ordinary Shareholders Meeting, you will be asked to approve the following allocation of net profit:
- Legal reserve . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . €36,395.00
- Dividend of €0.14 per share,
  Times 13,241,287 shares . . . . . . . . . . . . . . . . . . . . . . . . . . . . . €1,853,780.18
- Retained earnings . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . €32,726,486.38

**Total . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . €34,616,661.56**

At that time, you will also be asked to approve a proposal specifying that in the event the Company holds some of its own shares when dividends are to be paid, the portion of net income corresponding to the unpaid dividends on these shares shall be allocated to the "Retained earnings" account.
The dividend would be paid on 14 December 2009. Shareholders will be informed that the amount distributed as dividends to individual shareholders will be fully eligible for the 40% tax deduction under Article 158 of the French Tax Code, as amended by the 2006 Budget law of 30 December 2005.
In accordance with Article R. 225-102 of the French Commercial Code, we present below a table showing dividends distributed on earnings of the three previous financial years.

## DIVIDENDS PAID ON EARNINGS OF THE THREE PREVIOUS FINANCIAL YEARS

| Financial year | 2007/08 | 2006/07 | 2005/06 |
|---|---|---|---|
| Number of shares | 13,241,287 | 13,241,287 | 931,270 |
| Net dividend per share (€) | 0.14 | 0.14 | 1.00 |
| *"Avoir fiscal"* tax credit of 50% (€) | - | - | |
| **Total per share (€)** | **0.14** | **0.14** | **1.00** |
| | | | |
| **Total net dividend (€)** | **1,853,780.18** | **1,853,780.18** | **931,270** |

The par value of each share is €1.52.

## DIRECTOR'S FEES

At the 7 December 2009 Annual Meeting, we will propose that shareholders authorise the payment of director's fees with respect to the 2008/09 financial year, up to a limit of €120,000.

## REMUNERATION OF CORPORATE OFFICERS

In a press release dated 29 December 2008, the Company indicated that the Board of Directors considers the AFEP/MEDEF recommendations to be part of the Company's corporate governance principles.

Apart from reimbursement of business expenses, supported by receipts, and director's fees allocated by shareholders at their Annual Meeting, the members of the Board of Directors receive no remuneration or benefits in kind from the Company or its subsidiaries. Similarly, apart from reimbursement of professional expenses, supported by receipts, and the payment of director's fees allocated by shareholders at their Annual Meeting, Jean-Michel Aulas receives no direct remuneration or benefits in kind as Chairman and CEO of the Company.

Pursuant to Article L.225-102-1 par. 2 of the French Commercial Code, Jean-Michel Aulas receives remuneration for his professional activities from ICMI, an investment and management services company. ICMI's two principal holdings are Cegid Group and OL Groupe, which represent combined proforma sales of €453 million and a total workforce of 2,250. The amount of remuneration and all benefits paid by ICMI to Jean-Michel Aulas during the financial year ended 31 December 2008 for all of the activities he performed for ICMI was comprised of a fixed portion of €586 thousand (1) and a variable portion of €703 thousand. The variable portion is determined on the basis of the consolidated results of Cegid and OL Groupe.

[1] The fixed portion includes annual gross salary, employee benefits, director's fees and post-employment benefits.

In light of this information, the remuneration indicated in Tables 1 and 2 below correspond to financial years ended 31 December 2008 and 2007, the closing dates of ICMI, and not at 30 June, the closing date of Olympique Lyonnais Groupe and its subsidiaries.

## Table 1 - Summary of option and share-based remuneration granted to each executive corporate officer

| (In € 000) | 2008 | 2007 |
|---|---|---|
| Jean-Michel Aulas, Chairman and CEO | | |
| Remuneration due with respect to the financial year (detailed in table 2) | 1,289 | 1,402 |
| Value of options granted during the financial year | NA | NA |
| Value of bonus shares granted | NA | NA |
| **Total** | **1,289** | **1,402** |

N.A.: not applicable

## Table 2 - Summary of remuneration paid to each executive corporate officer

| (In € 000) | 2008 | | 2007 | |
|---|---|---|---|---|
| | Amount due [1] in € 000 | Amount paid related to year 1 | Amount due [1] in € 000 | Amount paid related to year 1 |
| Jean-Michel Aulas, Chairman and CEO | | | | |
| - Fixed pay | 556 | 543 | 476 | 463 |
| Directors' fees | 13 | | 13 | |
| - Variable pay [2] | 703 | 418 | 897 | 384 |
| - Incentive plan ("intéressement") and employee savings plan | 17 | 16 | 16 | 16 |
| - Employee benefits | 13 | 13 | 13 | 13 |
| - Post-employment benefits: | | | | |
| Article 83-type supplementary pension plan | NA | NA | NA | NA |
| **Total** | **1,289** | **990** | **1,402** | **876** |

[1] Gross annual remuneration before tax.

[2] The variable portion is determined on the basis of the consolidated results of Cegid Group and OL Groupe.

## Table 3 - Director's fees received by corporate officers who are not executives of Olympique Lyonnais Groupe

| (In € 000) | Amounts paid in 2008 related to 2007/2008 (gross amounts in €) | Amounts paid in 2007 related to 2006/2007 (gross amounts in €) |
|---|---|---|
| Jérôme Seydoux | 13,000 | 13,000 |
| Michel Crepon | 8,790 | 8,000 |
| Eric Peyre | 8,790 | 8,000 |
| Gilbert Giorgi | 8,190 | 8,000 |
| Patrick Bertrand | 8,190 | 6,250 |
| Jacques Matagrin | 8,790 | 6,250 |
| Christophe Comparat | 8,790 | 6,250 |
| Olivier Ginon | 8,190 | 6,250 |
| Serge Manoukian | 8,790 | 6,250 |
| Jean-Pierre Michaux | 7,190 | 6,250 |
| François-Régis Ory | 9,795 | 6,250 |
| Jean-Paul Revillon | 5,200 | 6,250 |
| Gilbert Saada | 3,295 | NA |
| **Total** | **107,000** | **87,000** |

## Directors fees received by executive corporate officers

| (In € 000) | Amounts paid in 2008 related to 2007/2008 (gross amounts in €) [1] | Amounts paid in 2007 related to 2006/2007 (gross amounts in €) [1] |
|---|---|---|
| Jean-Michel Aulas, Chairman and CEO | 13,000 | 13,000 |
| **Total** | **13,000** | **13,000** |

[1] All directors' fees paid by Olympique Lyonnais Groupe and its subsidiaries

## Table 4 - Summary of options and bonus shares granted to each executive corporate officer

No options or bonus shares were granted to executive corporate officers by Olympique Lyonnais Groupe or its subsidiaries during the 2008/09 and 2007/08 financial years.

**Table 5 - Payments or benefits due or that might become due as a result of termination or change of function.**

| Executive corporate officer | Employment contract | Supplementary pension plan | Payment or benefit due or that might become due as a result of termination or change of function | Payment related to a clause |
|---|---|---|---|---|
| Jean-Michel Aulas | No | No | No | No |
| Chairman and Chief Executive Officer | - | - | - | - |
| Starting date of first term: 21/12/1998 | - | - | - | - |
| Date current term ends: Ordinary Shareholders Meeting to approve 2012/13 fin. stmts | - | - | - | - |

**Remuneration of the other members of OL Groupe's senior management who are not corporate officers**

In the financial year ended 30 June 2009, OL Groupe paid its four executives who are not corporate officers a total of €615.6 thousand in total remuneration (€752.3 thousand 2007/08), including a variable portion of €77.3 thousand (€236.5 thousand in 2007/08) and €36.7 thousand (€34.5 thousand in 2007/08) in benefits in kind (vehicle use). Senior managers do not receive any other benefits in kind.

## TRANSACTIONS CARRIED OUT BY EXECUTIVES AND CORPORATE OFFICERS

Pursuant to Articles 621-18-2 of the Monetary and Financial Code and 223-26 of the AMF General Regulation, we inform you of the following transactions, which took place during the 2008/09 financial year on the shares of OL Groupe and were disclosed to the Company:

- Christophe Comparat sold 7,580 OL Groupe shares for €153,799.95.
- Jean-Michel Aulas acquired 1,027 OL Groupe shares for €8,256.27.
- OJEJ, a company controlled by Jérôme Seydoux, acquired 48,000 OL Groupe shares for €361,920.

In addition, since the start of the 2009/10 financial year:
- OJEJ, a company controlled by Jérôme Seydoux, acquired 100,000 OL Groupe shares for €840,000.
- GL Events acquired 200,212 OL Groupe shares for €1,952,067.

## LIST OF FUNCTIONS EXERCISED BY CORPORATE OFFICERS IN OTHER COMPANIES DURING THE 2008/09 FINANCIAL YEAR

| Name of company or corporate officer | Date of first appointment | Date term expires | Principal function in the Company | Principal function outside the Company | Other offices held in all companies (2008/09) |
|---|---|---|---|---|---|
| **Jean-Michel Aulas** | 21/12/1998 | Shareholders Meeting to approve 30/06/2013 financial statements | Chairman and Chief Executive Officer | Chairman of Cegid Group | Chairman of Cegid Group, Chairman of ICMI, Chairman of Cegid Services, Chairman & CEO of SASP Olympique Lyonnais, Chairman and CEO of Cegid, Director of OL Voyages, Director of Association Olympique Lyonnais, Chairman of Quadratus [7], Chairman of the OL Groupe Stadium Investment Committee. |
| **Jérôme Seydoux** | 2/10/2006 Appointed by the Board | Shareholders Meeting to approve 30/06/2011 statements | Director (Vice-Chairman) | Chairman of Pathé SAS | Chairman of Pathé SAS, Chairman of Pathé Distribution SAS, Chairman of Pathé Production SAS, CEO of Pricel SAS, Member of the OL Groupe Stadium Investment Committee, Director of Accor SA, Vice-Chairman, CEO and Director of Chargeurs SA, Director of Compagnie du Mont-Blanc, Permanent representative of Soparic Participations on the Board of Directors of SASP Olympique Lyonnais, President of OJEJ SC, President of SOJER SC, President of EDJER EURL. |
| **GL Events (represented by Olivier Ginon)** | 13/12/2004 | Shareholders Meeting to approve 30/06/2010 financial statements | Independent director | | **Olivier Ginon** Director of Polygone SA, Director of GL Events and certain of its subsidiaries, Director of Tocqueville Finances SA, Director of La Lyonnaise de Banque, Member of the OL Groupe Stadium Investment Committee. |
| **Jean-Pierre Michaux** | 13/12/2004 | Shareholders Meeting to approve 30/06/2010 financial statements | Independent director | | Chairman of the Supervisory Board of Scientific Brain Training, President of SCI Tolstoï, President of SCI Le Chardon Bleu, President of SCI La Gavannière, Chairman of the Institut d'Art Contemporain de Villeurbanne. |
| **Eric Peyre** | 13/12/2004 | Shareholders Meeting to approve 30/06/2010 financial statements | Director | Chairman of the Supervisory Board of Jet Multimédia | Chairman of OL Images, Chairman of the Supervisory Board of Groupe Jet Multimedia, Member of the Supervisory Board of Avantis [2], Member of the Supervisory Board of EMISJA [3], Director of Médiafusion International [4], Director of Médiafusion Télécom [4], Director of Lagtoo, Director of Lyon Poche Presse, Director of PAM, Director of SASP Olympique Lyonnais, Member of the OL Groupe Stadium Investment Committee, Chairman of Jet Multimédia Argentina, Director of Délicom [4], Director of Jet Multimédia Algeria, Director of Jet Multimédia Spain [4], Member of the Strategy Committee of Jet Multimédia, Member of the Audit Committee of Jet Multimédia, President of SCI Too Vaillant, President of SCI Immo Too. |

| Name of company or corporate officer | Date of first appointment | Date term expires | Principal function in the Company | Principal function outside the Company | Other offices held in all companies (2008/09) |
|---|---|---|---|---|---|
| **Jean-Paul Revillon** | 5/12/2005 | Shareholders Meeting to approve 30/06/2011 financial statements | Independent director | | Director of SASP Olympique Lyonnais,<br>Member of the OL Groupe Audit Committee,<br>President of SARL du Tourveon,<br>President of SARL Sotrabeau. |
| **Serge Manoukian** | 5/12/2005 | Shareholders Meeting to approve 30/06/2013 financial statements | Independent director | | Chairman of the Supervisory Board of ASFI,<br>Chairman of the Supervisory Board of JAFI,<br>Chairman of MAFI, Director of SASP Olympique Lyonnais,<br>Member of the OL Groupe Audit Committee,<br>President of SCI La Fantasque II, President of SCI Molinel 75,<br>President of SCI Corneille 53, President of SCI Steca,<br>President of SCI Kari, President of SCI Du Champ,<br>President of SCI Manouk, President of SCI SJT,<br>President of SCI SM, Co-President of SCI Soman. |
| **Gilbert Giorgi** | 5/12/2005 | Shareholders Meeting to approve 30/06/2011 financial statements | Director | Chairman and CEO of Filying | CEO of Filying, Director of SASP Olympique Lyonnais,<br>Chairman of Foncière du Montout,<br>Member of the OL Groupe Stadium Investment Committee,<br>Chairman of SAS Argenson, Co-President of Espace Para,<br>Co-President of Espace Vitton, Co-President of Filying Gestion,<br>Co-President of Stalingrad Investissement,<br>Co-President of Solycogym, Co-President of SCI FCG,<br>Co-President of SCI Topaze,<br>Co-President of SCI Franchevillage,<br>Co-President of SCI Créqui Tête d'Or,<br>President of SARL Décolletage Raynaud et Cie,<br>President of SCI Megastore Olympique Lyonnais,<br>Co-President of SCI Foncière des Emeraudes,<br>President of SARL Tara, President of SCI Vaudelubi. |
| **Christophe Comparat** | 5/12/2005 | Shareholders Meeting to approve 30/06/2011 financial statements | Director | | Director of SASP Olympique Lyonnais,<br>Member of the OL Groupe Stadium Investment Committee,<br>Chairman of OL Merchandising,<br>Chairman and CEO of Figesco,<br>Member of Association Olympique Lyonnais,<br>Director of Lou SASP. |
| **Jacques Matagrin** | 21/12/1998 | Shareholders Meeting to approve 30/06/2013 financial statements | Director | President of Noirclerc Fenetrier Informatique | Chairman of Tout Lyon, Director of Eurazis,<br>Chairman of Association Olympique Lyonnais,<br>Member of OL Groupe Stadium Investment Committee,<br>Director of OL Voyages, President of SAS OL Restauration (5),<br>President of Noirclerc Fenetrier Informatique,<br>President of SCI Duvalent, Director of Bemore (Switz.). |
| **Michel Crepon** | 2/10/2006 | Shareholders Meeting to approve 30/06/2011 financial statements | Director | | Member of the Executive Board of Pathé SAS,<br>Member of the Advisory Board of Gaumont Pathé Archives SAS,<br>Permanent representative of Pathé on the Board of Directors of SASP Olympique Lyonnais,<br>Member of the OL Groupe Audit Committee,<br>Director of Pathé Distribution Ltd.,<br>Director of Pathé Entertainment Ltd.,<br>Director of Pathé Fund Ltd., Director of Pathé Pictures Ltd. |

| Name of company or corporate officer | Date of first appointment | Date term expires | Principal function in the Company | Principal function outside the Company | Other offices held in all companies (2008/09) |
|---|---|---|---|---|---|
| **ICMI (represented by Patrick Bertrand)** | 6/11/2006 | Shareholders Meeting to approve 30/06/2012 financial statements | Director | CEO of Cegid Group | Patrick Bertrand<br>CEO of Cegid Group, Deputy CEO of Cegid, Chairman of Quadratus [6], CEO of Quadratus [7], Director of Servant Soft, Director of Expert & Finance, Director and Vice-Chairman of Figesco, Member of the Supervisory Board of Alta Profits, Member of the OL Groupe Audit Committee, Director of Civitas. |
| **François-Régis Ory** | 6/11/2006 | Shareholders Meeting to approve 30/06/2012 financial statements | Independent director | | Chairman of the OL Groupe Audit Committee, Director of Medicrea, Chairman & CEO of Floréane Medical Implants, Chairman of La Florentiane, Chairman of L'Améliane, President of SCI L'Amaury, President of SCI L'Amelais, President of SCI Chanas, President of SC Florine. |
| **Gilbert Saada** | 8/04/2008 | Shareholders Meeting to approve 30/06/2013 financial statements | Director | Member of Management Board of Eurazeo | Permanent representative of Eurazeo on Board of Directors of Cegid Group [8], Member of Management Board of Eurazeo, Chairman of Europcar Groupe, Chairman of Holdelis, Permanent representative of Eurazeo on Board of Directors of LT Participations, President of Clay Tiles Participations SARL, President of Eurazeo Entertainment Lux, Director of Bluebirds Participations SA, Chairman of Satbirds, Chairman of Legendre Holding 7, 16, 17, 19, 20, Chairman of Broletto 3 srl (Italy) and Lauro 2007 srl (Italy), Chairman of Broletto 2 srl (Italy), President and CEO of Euraléo (Italy), President of Eurazeo Italia, Permanent representative of Eurazeo on Supervisory Board of Rexel, CEO and Director of Legendre Holding 18, Director of IPSOS, Director of SIIT (Italy), Director of VIIT (Italy), Chairman of Catroux SAS. |

[1] until 26 February 2009
[2] Appointed on 25 February 2009
[3] Appointed on 23 February 2009
[4] until 1 July 2008, the date he resigned
[5] until 3 April 2009
[6] until 27 April 2009
[7] from 27 April 2009
[8] until 26 November 2008

## POWERS GRANTED BY SHAREHOLDERS TO THE BOARD OF DIRECTORS UNDER ARTICLES L.225-129-1 AND L.225-129-2 OF THE FRENCH COMMERCIAL CODE AND USE THEREOF DURING THE 2008/09 FINANCIAL YEAR

| Authority | Used | Unused |
|---|---|---|
| 1. Authority granted to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital or to negotiable debt securities, with pre-emptive rights (Special Shareholders Meeting, 6 November 2006) | | X |
| 2. Authority granted to the Board of Directors to increase the share capital, without pre-emptive rights, through public share offerings (Special Shareholders Meeting, 6 November 2006) | | X |
| 3. Authority granted to the Board of Directors to issue equity instruments and/or securities giving access to the share capital and to set the issue price, this authority being limited to 10% of the share capital (Special Shareholders Meeting, 6 November 2006) | | X |
| 4. Authority granted to the Board of Directors to issue equity instruments and/or securities giving access to the share capital for the purpose of using them as payment for shares tendered to a public offer initiated by the Company (Special Shareholders Meeting, 6 November 2006) | | X |
| 5. Authority granted to the Board of Directors to issue equity instruments and/or securities giving access to the share capital for the purpose of using them as payment for contributions in kind comprising equity instruments or securities giving access to the share capital (seventeenth resolution) (Special Shareholders Meeting, 6 November 2006) | | X |
| 6. Authority granted to the Board of Directors to increase the share capital by capitalising reserves, earnings, share premiums or any other sums that may be capitalised (Special Shareholders Meeting, 6 November 2006) | | X |
| 7. Authority granted to the Board of Directors to increase the number of new shares to be issued in the event of an increase in the share capital, with or without pre-emptive rights (Special Shareholders Meeting, 6 November 2006) | | X |
| 8. Authority granted to the Board of Directors to increase the share capital of the Company, without pre-emptive rights, by issuing shares reserved for employees (Special Shareholders Meeting, 6 November 2006) | | X |
| 9. Authority to be granted to the Board of Directors to grant purchase-type or subscription-type stock options (Special Shareholders Meeting, 6 November 2006) | | X |
| 10. Authority granted to the Board of Directors to distribute existing shares or issue new shares as bonus shares (Special Shareholders Meeting, 6 November 2006) | | X |

The authorities granted by shareholders at their 6 November 2006 Special Shareholders Meeting were replaced by those voted at the Special Shareholders Meeting of 28 November 2008.

| Authority | Used | Unused |
|---|---|---|
| 11. Authority granted to the Board of Directors to issue securities with pre-emptive rights (Special Shareholders Meeting, 28 November 2008) | | X |
| 12. Authority granted to the Board of Directors to increase share capital by incorporating reserves, retained earnings or premiums (Special Shareholders Meeting, 28 November 2008) | | X |
| 13. Authority granted to the Board of Directors to issue securities without pre-emptive rights (Special Shareholders Meeting, 28 November 2008) | | X |
| 14. Authority granted to the Board of Directors to increase the amount of securities issued in the event of surplus demand (Special Shareholders Meeting, 28 November 2008) | | X |
| 15. Authority granted to the Board of Directors to set issue prices, within the limit of the authorised ceiling and of 10% of share capital p.a. (Special Shareholders Meeting, 28 November 2008) | | X |
| 16. Authority granted to the Board of Directors to increase capital, limited to 10% of share capital, in compensation for in-kind contributions (Special Shareholders Meeting, 28 November 2008) | | X |
| 17. Authority granted to the Board of Directors to issue free share warrants to Company shareholders (Special Shareholders Meeting, 28 November 2008) | | X |
| 18. Authority given to the Board of Directors to grant subscription-type and/or purchase-type stock options for the benefit of employees and/or corporate officers of the companies in the Group (Special Shareholders Meeting, 28 November 2008) | | X |
| 19. Authority granted to the Board of Directors to grant bonus shares, either existing or newly-issued (Special Shareholders Meeting, 28 November 2008) | | X |

# RESULTS OF THE LAST FIVE FINANCIAL YEARS

| Statement date<br>Period | 30/06/09<br>12 mos. | 30/06/08<br>12 mos. | 30/06/07<br>12 mos. | 30/06/06<br>12 mos. | 30/06/05<br>12 mos. |
|---|---|---|---|---|---|
| **Share capital at end of period** | | | | | |
| Share capital | 20,126,756 | 20,126,756 | 20,126,756 | 14,155,304 | 14,155,304 |
| Number of ordinary shares | 13,241,287 | 13,241,287 | 13,241,287 | 931,270 | 931,270 |
| Maximum number of shares to be issued | | | | | |
| **Operations and results** | | | | | |
| Revenue excl. tax | 8,013,358 | 8,622,298 | 7,150,206 | 4,010,447 | 941,000 |
| Profit before tax, employee profit-sharing, depreciation, amortisation and provisions | 6,895,988 | 24,199,434 | 13,419,856 | 1,567,516 | 592,355 |
| Income tax | 79,766 | 1,445,243 | 774,031 | 194,613 | 68,651 |
| Employee profit-sharing | | 86,862 | 82,557 | 73,279 | |
| Depreciation, amortisation and provisions | 2,755,394 | 212,363 | 180,851 | 31,279 | 4,360 |
| Net profit | 4,060,829 | 22,454,966 | 12,382,417 | 1,268,345 | 519,344 |
| Net profit distributed | 1,853,780 * | 1,853,780 | 1,853,780 | 931,270 | 372,508 |
| **Earnings per share** | | | | | |
| Profit after tax and employee profit-sharing, but before depreciation, amortisation and provisions | 1 | 2 | 1 | 1 | 1 |
| Profit after tax, employee profit-sharing, depreciation, amortisation and provisions | 0 | 2 | 1 | 1 | 1 |
| Dividends paid | 0.14 * | 0.14 | 0.14 | 1 | 0.40 |
| **Personnel** | | | | | |
| Average number of employees | 40 | 38 | 38 | 22 | 6 |
| Payroll | 2,362,988 | 2,342,673 | 2,049,949 | 1,318,289 | 367,865 |
| Social welfare and other employee benefits paid | 1,053,533 | 1,004,658 | 924,454 | 592,090 | 164,000 |

* subject to approval by shareholders at the 7 December 2009 Annual Meeting

The Board of Directors

# OL LAND PROJECT

**OL Land is an ambitious economic project with rigorous environmental requirements**

- Building a large sports stadium in Décines is a unique project both for Olympique Lyonnais and the Greater Lyon area.

  The new stadium, to be located in Décines on the "Montout" site on a 50-hectare plot of land, would have a seating capacity of around 60,000, including more than 6,000 Business Club seats.

  The Club is likely to move its headquarters and an OL Store there as well. OL Land is also expected to include a training grounds, a trophies room, a museum, a sports & leisure centre, two hotels and a car park.

  The project contributes both to regional planning efforts and to the region's economic development. It is also in line with OL's ambition to become a major player in sports and sport-based entertainment in France and Europe.

- France needs to build modern sports facilities that meet the public's expectations in terms of accessibility and amenities, and the new stadium project would respond to this need.
  On 22 July 2008, the National Assembly granted "general interest equipment" status to large sports stadiums. This will facilitate related investments, such as access to the site, and enable France to aspire to hosting top-tier events such as the Euro 2016.

- Olympique Lyonnais wants sustainable development, an essential element, to be taken into account right from the design stage. The project is an ambitious response to the challenges of safeguarding the surrounding ecosystem, saving energy, managing water and waste, reducing noise and congestion, and helping disadvantaged segments of the population find gainful employment.

- The OL Land project is an ecologically responsible project integrating numerous imperatives :

- **the ecological continuity of the site must be preserved** by creating secure habitats for certain animal species and specific ecological environments (wetlands, meadows, wooded areas), and by taking into account the diversity of species on the site (specific tree pruning, leaving felled trees as a habitat for certain species, management of cutting periods, etc.) so as to maintain its diversity;
- **the natural water cycles must be maintained as best as possible**, by ensuring that the grounds are permeable so that water can filter through and by preventing rainwater from entering the waste water system. Rather, rainwater would be reused as much as possible, for example in the restrooms, for watering the playing field and for other site uses;
- **waste and energy must be managed properly**, through a waste sorting system on the site (in particular voluntary sorting locations) and an energy strategy that aims not only to limit consumption through high-yield technologies but also through the use of renewable energy such as solar. More than 13,000 sq. m. of photovoltaic panels are to be installed on the roof of the stadium;
- **low-impact transport modes must be promoted**, with priority on public transport and by limiting car access to the OL Land site, both for security reasons and so as to reduce noise and congestion;
- **the stadium must minimise noise pollution.** The acoustic effects of the various events planned for the stadium would be analysed with the help of ADEME and the stadium designed such that most of the sound remains inside the stadium.

# OL Land Project

During the year, the OL Land stadium project continued and several milestones were achieved:

- 13 October 2008: The partners **approved a Commitments Agreement** under which they pledged to carry out all of their respective obligations, with the target date of May 2013 for delivery of the infrastructure.
  Each partner committed to providing the resources and contractual framework necessary to achieve this objective.

  The partners are:
  - the French government, represented by the Prefect J. Gerault;
  - Greater Lyon, represented by G. Collomb, President;
  - the Rhône General Council, represented by M. Mercier, President;
  - SYTRAL, represented by B. Rivalta, President;
  - the town of Décines, represented by P. Credoz, Mayor and
  - Olympique Lyonnais, represented by Jean-Michel Aulas, Chairman.

- **November 2008: Eric Besson's report "Increasing the competitiveness of French professional football clubs" and that of the Euro 2016 "Large Stadiums" Commission were presented. Chaired by Philippe Seguin, the Commission recommended that large sporting venues be granted "general interest equipment" status, whether they result from public or private initiatives.**

- 12 December 2008: **Partnership signed with ADEME** (French Environment and Energy Management Agency), as part of an effort to emphasise sustainable development and build a stadium that is both modern and ecological.

- 5 March 2009: **France's candidacy for the Euro 2016 was officialised,** based on the scenario under which the country will be able to offer nine stadiums with a capacity of more than 30,000 (plus three in reserve, including the new Olympique Lyonnais stadium).

- 10 June 2009: **JP Escalettes and F. Thiriez visited Lyon as part of a survey of the Euro 2016 candidate cities,** and the OL Land project was presented to them.
  They qualified the project as "exemplary" and "magnificent", adding that "a number of its features could be used as a pilot, and in particular the sustainable development aspects", which will be central to UEFA's decision."

- 6 July 2009: **The Greater Lyon Community Council (Conseil Communautaire) voted in favour of the draft zoning plan no. 1.** Adoption of the draft zoning plan constitutes an important milestone in the implementation of the new stadium plan.

- 22 July 2009: **The law recognising the "general interest equipment" status of large sports stadiums and their related infrastructure, whether they result from public or private initiatives, came into effect.** This recognition was part of the Development and Modernisation of Tourism Services Act.

During this period, OL Groupe finalised the stadium pre-project, in collaboration with the urban planning and architectural firms Buffi & Associés and Populous (formerly HOK), respectively, and the design offices.

Also during the year, under the auspices of the Rhône prefecture, the four task forces (Access, Security, Environment, Urban planning), made up of the various stakeholders (French government, Rhône General Council, Greater Lyon, local authorities, Sytral) met on numerous occasions.

In this favourable context, OL Groupe is pursuing the OL Land project in Décines and reiterates its objective to finish construction by the second half of 2013.

# REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS ON INTERNAL CONTROL PROCEDURES

**Report of the Chairman of the Board of Directors pertaining to the conditions for preparing and organising the Board's work, the possible limitations applied to the power of the Chief Executive Officer and the internal control procedures set up by the Olympique Lyonnais Groupe.**

Pursuant to Article L.225-37 paragraph 6 of the French Commercial Code, you will find below a report on the conditions for preparing and organising the work of the Board of Directors, Senior Management practices and internal control procedures set up by the Olympique Lyonnais Groupe.

The Company uses the AFEP/MEDEF corporate governance code (you can consult this code on the MEDEF's website: www.medef.fr) as well as the guide to the preparation of a Reference Document intended for small and mid-sized companies, to the extent that the information in these documents is applicable to the Company.
Pursuant to paragraph 8 of Article L.225-37 of the French Commercial Code, this report specifies which AFEP/MEDEF recommendations, if any, were set aside, and the reasons therefor.

## I - CONDITIONS FOR PREPARING AND ORGANISING THE WORK OF THE BOARD - CORPORATE GOVERNANCE

### 1. The Board of Directors

The Board of Directors has 14 members, including 12 individuals and two legal entities.

The Board of Directors is made up of the following members:
- Jean-Michel Aulas, Chairman and Chief Executive Officer,
- Jérôme Seydoux, Director, Vice-Chairman,
- Michel Crepon, Director,
- ICMI, represented by Patrick Bertrand, Director,
- GL Events, represented by Olivier Ginon, Director,
- Christophe Camparat, Director,
- Gilbert Giorgi, Director,
- Jacques Matagrin, Director,
- Jean-Pierre Michaux, Director,
- Serge Manoukian, Director,
- François-Régis Ory, Director,
- Eric Peyre, Director,
- Jean-Paul Revillon, Director,
- Gilbert Saada, Director.

The Board of Directors met four times during the 2008/09 financial year. A majority of directors were in attendance at these meetings. The Statutory Auditors are invited to all meetings of the Board. Invitations are sent by the Chairman via post and fax. The average lead time for convening Board meetings is about 15 days, with a provisional schedule of meetings established annually at the beginning of the financial year. Meetings are held at the head office or by video or telephone conference. During Board meetings confidential dossiers are given to the directors in order to acquaint them with the projects on which they will be asked to vote.

The role of Chief Executive Officer is performed by the Chairman of the Board of Directors in accordance with the 16 December 2002 decision of the Board of Directors, who voted in favour of combining the functions.

The main work of the Board during the financial year ended 30 June 2009 pertained to:

- Changes and negotiations relating to the Group's commercial agreements and partnerships,
- The new stadium project in the context of the planned OL Land and in particular promoting the project to local authorities and legislators.

In accordance with the measures of Article L.225-37 paragraph 7, we hereby inform you of the rules and principles approved by the Board of Directors to determine remuneration and any benefits in kind granted to corporate officers.

In this regard, we reiterate that director’s fees constitute the only form of remuneration that corporate officers receive from the Olympique Lyonnais Groupe. The criteria for the distribution of directors’ fees are as follows:

- Attendance at meetings;
- A weighting coefficient for the Chairman;
- Specific assignments undertaken by directors during the financial year.

**Independence of Board members**

The Charter of the Board of Directors defines the independence criteria applied to its members. In accordance with the AFEP and MEDEF reports, directors are considered independent if they do not exercise any management function in the Company or the Group to which it belongs and have no relation of any nature, directly or indirectly, with Olympique Lyonnais Groupe, the Group or its management that could compromise their freedom of judgement. In particular, members of the Board of Directors shall be deemed independent if they meet the following criteria:

- they are not employees or corporate officers of Olympique Lyonnais Groupe or a company in the Group, and have not been during the previous five years;
- they are not corporate officers of a company in which Olympique Lyonnais Groupe, directly or indirectly, has been appointed director, or in which an employee has been designated as such or a corporate officer of the Company (currently or in the last five years) has been appointed director;
- they are not customers, suppliers, investment bankers or bankers providing significant finance to the Company, to a company in the Group or a company for which Olympique Lyonnais Groupe represents a significant part of the business;
- they have no close family connection with a corporate officer;
- they have not been Statutory Auditors of Olympique Lyonnais Groupe during the last five years;
- and, as of the date that their current appointment began, they have not been members of the Board of Directors of Olympique Lyonnais Groupe for more than 12 years.

"Corporate officer" is understood to include the functions of Chairman of the Board, CEO or deputy CEO of Olympique Lyonnais Groupe or a company in the Group. Corporate officers do not include members of the Board of Directors, provided they receive no remuneration from the Company or from companies in the Group other than directors’ fees paid by Olympique Lyonnais Groupe.

The Board of Directors has examined the situation of each of the directors and has noted that Jean-Paul Revillon, Serge Manoukian, Jean-Pierre Michaux, Olivier Ginon and François-Régis Ory may be considered as independent directors in the sense that they maintain no significant direct or indirect relationship with the company or the Group, its shareholders or officers that may influence the exercise of their freedom of judgement.

**Directors' code of conduct**

The Charter covers in particular the powers of the Board of Directors, its directors, the organisation of the workings of the Board of Directors and establishes a directors' code of conduct that provides an ethical framework to directors in the exercise of their function.

The directors' code of conduct provides in particular that:

- directors, whatever the mode of their appointment, represent all shareholders;
- directors consciously maintain their independence in their analysis, judgement, decisions and actions in all circumstances;
- directors undertake not to seek or accept any benefit likely to compromise their independence;
- directors, before accepting their appointment, must familiarise themselves with the general or specific obligations related to their role, and notably applicable legal or regulatory texts, the Articles of Association, the Charter and this code of conduct as well as any other documents that the Board of Directors considers should be communicated to them;
- directors, whether in their own name or as the permanent representative of a legal entity, must own the equivalent of at least one share. If a director does not hold this share at the time of taking up his appointment, or if during the period of his appointment he ceases to be a shareholder, he has three months to comply with this obligation;
- directors refrain from undertaking share transactions in the companies in which (and insofar as) they have, as a result of their functions, information not yet made public; and
- directors must notify the Board of Directors of any conflicts of interest, including potential ones, in which they could be directly or indirectly implicated. They abstain from participating in the discussions and decisions made on these subjects.

The directors' code of conduct also draws attention to the current stock market regulations applicable to insider trading, failure to disclose information and share price manipulation.

## 2. Remuneration and benefits received by corporate officers

In accordance with Article L.225-37 paragraph 9, we hereby inform you of the rules and principles approved by the Board of Directors to determine remuneration and any benefits in kind granted to corporate officers.

As such, director's fees constitute the only form of remuneration that corporate officers receive from Olympique Lyonnais Groupe. The criteria for the distribution of directors' fees are as follows: attendance at meetings, a weighting coefficient for the Chairman and Vice-Chairman and specific assignments undertaken by certain directors during the financial year.

Given the information specified above, there is no remunerations committee. In the event a stock option or bonus share plan were implemented, however, the Board of Directors would decide whether to create one, based on an authority granted by shareholders voting in a Special Shareholders Meeting.
The detail of the remuneration paid to corporate officers can be found on page 40 of the Annual Report, of which this report forms a part.

In a press release dated 29 December 2008, the Company indicated that the Board of Directors considers the AFEP/MEDEF recommendations to be part of the Company's corporate governance principles. In accordance with the AFEP/MEDEF recommendations of 6 October 2008 and the AMF recommendation of 22 December

2008, the tables on pages 39-41 of the Annual Report, of which this report forms a part, show the breakdown of remuneration of corporate officers and executive corporate officers.

## 3. Powers of the Chief Executive Officer

The Charter of the Board of Directors contains certain mechanisms intended to control the powers of the Chief Executive Officer of Olympique Lyonnais Groupe.
In addition to the prior approvals expressly provided for by law, notably in Articles L.225-35 and L.225-38 of the French Commercial Code on the restriction of powers, the Chief Executive Officer must submit certain transactions undertaken by the Company to the Board of Directors for prior approval due to their nature or if they exceed a certain amount, specifically:

- The pledging of any asset as collateral or the granting of a mortgage on any property of the Company;
- The granting of any loan facilities outside the day-to-day management of the business of the Company or the granting of any loans, advances, warranties, endorsements, guarantees and compensation of any nature whatsoever;
- Any significant decision relating to the use of media rights or any other broadcasting partnership envisaged by the Company or a subsidiary of the Group;
- The creation, acquisition or subscription to the capital of any subsidiary or the taking out of a significant equity investment in the capital of any company, as well as the significant increase or reduction in any existing equity investment.

## 4. Committees of the Board of Directors

Olympique Lyonnais Groupe is committed to transparency and disclosure and has sought to implement provisions in its Charter drawing upon the recommendations of the AFEP/MEDEF report entitled, "Corporate Governance of listed companies", published in October 2003. This report consolidated the recommendations of the Viénot reports (July 1995 and July 1999) and the Bouton report (September 2002). These recommendations are applied insofar as they are compatible with the organisation and size of the Company.

To this end the Board of Directors of Olympique Lyonnais Groupe has established an Audit Committee as well as a Stadium Investment Committee whose responsibilities are as follows:

### Audit Committee

The Audit Committee is composed of five members appointed by the Board of Directors and includes a majority of independent members. The Chairman, Chief Executive Officer or members of Senior Management may not be members of this committee. Committee members receive training, if required, on the specific accounting, finance and operational issues of the Company and the Group at the time of their appointment. The chairman of the Audit Committee is appointed by the Board of Directors. The Audit Committee meets at least four times a year, on the initiative of its chairman and of the Chairman of the Board of Directors to examine the annual financial statements, the half-yearly financial statements and the quarterly financial statements prior to their submission to the Board of Directors.

The Audit Committee's role is to:

- provide assistance to the Board of Directors in its responsibility to examine and approve the half-yearly and annual financial statements;
- examine the half-yearly and annual financial statements of the Company/Group and the reports relating to them before they are submitted to the Board of Directors;
- listen to the Statutory Auditors and be informed of their analytical work and conclusions;
- examine and issue an opinion on candidates for the role of Statutory Auditor of the Company/Group on the occasion of any appointment;

• ensure Statutory Auditors comply with the incompatibility rules for those with whom they have regular contact by examining, in this regard, all relationships that they maintain with the Company/Group and express an opinion on the fees requested;

• examine periodically the internal control procedures and more generally the audit, accounting and management procedures in force in the Company and in the Group and present their findings to Senior Management, Internal Audit as well as the Statutory Auditors;

• enquire into any transaction, issue or event that may have a significant impact on the situation of the Company/Group in terms of commitments and/or risks; and

• confirm that the Company/Group is given audit, accounting and legal resources suitable for the prevention of risks and accounting irregularities in the management of the businesses of the Company/Group.

The Audit Committee issues proposals, recommendations and opinions depending on the issue and reports on its work to the Board of Directors. To this end, it may seek any external advice or expert opinion that it considers useful. The Audit Committee may decide to invite, as required, any person of its choice to its meetings. The chairman of the Audit Committee reports to the Board of Directors on the work of the committee.

The composition of the Audit Committee, decided at the Board Meeting of 6 November 2006, is as follows:

• François-Régis Ory,

• Michel Crepon,

• Patrick Bertrand,

• Serge Manoukian,

• Jean-Paul Revillon.

These members were appointed for the term of their appointment as directors. François-Régis Ory was appointed as Chairman of the Audit Committee for the term of his appointment as director.

The Audit Committee met five times during the 2008/09 financial year; the majority of the members of the Committee were in attendance at these meetings.

**Stadium Investment Committee**

The members of the Stadium Investment Committee are appointed by the Board of Directors from amongst the directors of the Company and their maximum number is seven. The Chairman of the Stadium Investment Committee is appointed by the Board of Directors.

The remit of the Stadium Investment Committee is to monitor progress of the new stadium project and possible related developments. The Stadium Investment Committee may consult with any person, including third parties external to the Company, whose consultation would appear to be of benefit in the discharge of its remit.

It may also seek assistance from external experts as required. The Stadium Investment Committee may not deal on its own with issues that fall outside the scope of its remit.

The original composition of the Stadium Investment Committee was decided at the Board Meeting of 6 November 2006 and was amended at the Board Meeting of 24 April 2007. The current composition of the Stadium Investment Committee is as follows:

- Jean-Michel Aulas,
- Jérôme Seydoux,
- Gilbert Giorgi,
- Olivier Ginon,
- Jacques Matagrin,
- Eric Peyre,
- Christophe Comparat.

These members were appointed for the term of their appointment as directors. Jean-Michel Aulas was appointed as Chairman of the Stadium Investment Committee for the term of his appointment as director.

The Stadium Investment Committee met once during the 2008/09 financial year; all of the members of the Committee were in attendance at this meeting.

## 5. Shareholders - Participation of shareholders in Annual Shareholders Meetings

Shareholders as of 30 June 2009 are shown on page 37 of the Annual Report as part of the management report on the financial year ended 30 June 2009.

The conditions under which shareholders can participate in Annual Shareholders Meetings are indicated in Article 23 of the Articles of Association.

## II - INTERNAL CONTROL AND RISK MANAGEMENT

Internal control of the Company is assured by a team of managers composed notably of the General Manager Finance and Sales, the Deputy General Manager in charge of communication, the Deputy General Manager in charge of security and relations with sporting bodies and local authorities, and the Deputy General Manager in charge of merchandising, human resources, technology services and the stadium project.

Internal control exercised by the Company over all of its subsidiaries is ensured by two operational auditors.

Internal control is assured by a management committee assisted by the various department heads. This committee meets at least once a month under the impetus of the Company's General Manager Finance and Sales. The committee identifies the potential risks inherent in the activities undertaken by the Company and its subsidiaries and ensures compliance with internal control measures.

The operational managers of subsidiaries regularly organise meetings so as to enforce directives and prepare reports enabling the management bodies and the committee to monitor the application and performance of control measures.

This system ensures regular audits are performed in relation to (i) the organisation of the accounting and administration system, (ii) the organisation of the human resource management and control system, (iii) operational activities, and (iv) the preparation of financial and accounting information.
As a follow-up to proposals from the Audit Committee and the Statutory Auditors, current procedures have been improved and internal control strengthened, notably in the areas of ticketing, cash management and the purchasing/supplier cycle. Furthermore the player insurance policy was amended effective from 17 April 2008, so as to cover all the playing staff in the event of a mass accident.

### Organisation of the accounting and administration system

The organisation of the accounting and administration system is the responsibility of the General Manager Finance and Sales. The system includes regular reports on the activity of each subsidiary, addressed to Senior Management and subsidiary managers, as well as rules for signature and expenditure commitments that maintain a separation between functions.

### ORGANISATION OF THE HUMAN RESOURCE MANAGEMENT AND CONTROL SYSTEM

The organisation of the human resource management and control system is ensured by two operational auditors and a human resources manager for the whole Group. Employee recruitment is based on a triple-validation process involving the hiring manager, the head of human resources and the General Manager Finance and Sales. Senior Management is in charge of the hiring of professional football players undertaken by SASP OL. Player hiring follows a special system, wherein the players are chosen and proposed by the team Manager. For the hiring of a professional player to be definitive, prior approval must be received from an external law firm with the agreement of the team Manager and the Deputy General Manager in charge of football operations, who has a thorough understanding of the guidelines established by the football authorities and applicable to the Club for player contracts. If necessary, professional player and other contracts are signed by Senior Management or jointly by the General Manager Finance and Sales and the Deputy General Manager in charge of football operations.
Control of human resources also encompasses the management of remuneration and skills.

## Control of the operational business

Operational activities are monitored to ensure that identified risks related to them are tracked and that activity-monitoring indicators are established and formalised. In particular, the following activities are monitored:

- decision-making and tracking of capital investment and development, as directed by the head of the subsidiary involved and under his or her responsibility;
- purchases and tracking of inventory for subsidiaries whose activity requires an inventory;
- tracking of general expense items.

## The preparation of financial and accounting information

Financial and accounting information is prepared using an accounting and administration system, enabling easier monitoring of completeness, proper transaction valuation and the preparation of accounting and financial information in accordance with accounting standards and procedures in force and applied by the Company both for the separate and consolidated financial statements. The annual and half-yearly consolidated financial statements are prepared according to a procedure of upward reporting from all Group entities, which aims to ensure that information about the consolidation scope is complete and that the consolidation rules in force in the Group have been fully applied. Senior Management monitor the accounting and finance information produced by the finance department. This information is checked by the Statutory Auditors, who are advised beforehand of the financial statement preparation process. They perform checks in accordance with the standards in force and present a summary of their work to Senior Management and the Audit Committee during half-yearly and annual closings.

As Olympique Lyonnais Groupe shares are listed on Euronext (Compartment C), accounting and finance information is regularly distributed through several media (press releases, AMF-approved publisher Actusnews, Euronext and Boursorama websites, financial publications, meetings with financial analysts, investor meetings).

Chairman of the Board of Directors
Jean-Michel Aulas

# REPORT OF THE STATUTORY AUDITORS, PURSUANT TO ARTICLE L.225-235 OF THE FRENCH COMMERCIAL CODE, ON THE REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS OF OLYMPIQUE LYONNAIS

To the shareholders,

In our capacity as Statutory Auditors of Olympique Lyonnais Groupe, and in accordance with Article L.225-235 of the French Commercial Code, we report to you on the report prepared by the Chairman of your Company in accordance with Article L.225-37 of the French Commercial Code for the financial year ended 30 June 2009.

It is the Chairman's responsibility to prepare and submit a report to the Board of Directors giving an account of the internal control and risk management procedures in place in the Company and providing the other information required under Article L.225-37 of the French Commercial Code, including those related to corporate governance.

It is our responsibility to:

- report to you our observations on the information set out in the Chairman's report on the internal control procedures relating to the preparation and processing of financial and accounting information; and
- certify that the report contains the other information required under Article L.225-37 of the French Commercial Code, with the understanding that it is not our responsibility to verify the fairness of this other information.

We performed our procedures in accordance with French professional standards.

These standards require us to perform procedures to assess the fairness of the information set out in the Chairman's report on the internal control procedures relating to the preparation and processing of financial and accounting information. These procedures included:

- obtaining an understanding of the internal control procedures relating to the preparation and processing of financial and accounting information supporting the information set out in the Chairman's report and existing documentation;
- obtaining an understanding of the work performed to prepare this information and an understanding of existing documentation;
- establishing whether any major deficiencies in internal control in relation to the preparation of the financial and accounting information that we might have noted in the course of our audit assignment are suitably addressed in the Chairman's report.

On the basis of these procedures, we have no matters to report in connection with the information given on the Company's internal control procedures relating to the preparation and processing of financial and accounting information, contained in the Chairman of the Board's report, prepared in accordance with Article L.225-37 of the French Commercial Code.

Villeurbanne and Lyon, 27 October 2009

| Orfis Baker Tilly | Cogeparc |
|---|---|
| Michel Champetier | Stéphane Michoud |

# CONSOLIDATED FINANCIAL STATEMENTS 2008/09

## Income statement

| (in € 000) | Notes | From 01/07/08 to 30/06/09 | % of rev. | From 01/07/07 to 30/06/08 | % of rev. | From 01/07/06 to 30/06/07 | % of rev. |
|---|---|---|---|---|---|---|---|
| **Revenue from businesses** | **5.1** | **191,995** | **100 %** | **211,642** | **100 %** | **214,077** | **100 %** |
| Revenue from businesses (excl. player trading) | 5.1 | 139,613 | 73 % | 155,712 | 74 % | 140,553 | 66 % |
| Purchases used during the period | 5.2 | -17,064 | 9 % | -18,362 | 9 % | -17,684 | 8 % |
| External costs | | -18,640 | 10 % | -19,444 | 9 % | -14,135 | 7 % |
| Taxes other than income taxes | | -5,229 | 3 % | -3,711 | 2 % | -4,059 | 2 % |
| Personnel costs | 5.4 | -95,148 | 50 % | -100,058 | 47 % | -93,469 | 44 % |
| **EBITDA (excl. player trading)** | **2.11.2** | **3,532** | **2 %** | **14,137** | **7 %** | **11,206** | **5 %** |
| Net depreciation, amortisation and provisions | 5.3 | -1,760 | -1 % | -2,705 | -1 % | -936 | 0 % |
| Other ordinary income and expenses | | -2,203 | 1 % | -4,016 | 2 % | -2,882 | -1 % |
| **Profit from ordinary activities, excl. player trading** | | **-431** | **0 %** | **7,416** | **4 %** | **7,388** | **3 %** |
| Revenue from sale of player registrations | 5.1 | 52,382 | 27 % | 55,930 | 26 % | 73,524 | 34 % |
| Residual value of player registrations | 5.5 | -10,104 | 5 % | -10,296 | 5 % | -28,762 | 13 % |
| **Gross profit (EBITDA) on player trading** | **2.11.2** | **42,278** | **22 %** | **45,634** | **22 %** | **44,762** | **21 %** |
| Net amortisation and provisions | 5.3 | -34,300 | 18 % | -25,975 | 12 % | -24,114 | 11 % |
| **Profit from ordinary activities (player trading)** | | **7,979** | **4 %** | **19,659** | **9 %** | **20,648** | **10 %** |
| **EBITDA** | | **45,810** | **24 %** | **59,771** | **28 %** | **55,968** | **26 %** |
| **Profit from ordinary activities** | | **7,547** | **4 %** | **27,075** | **13 %** | **28,036** | **13 %** |
| Other non-recurring operating income and expense | 2.11.2 | 270 | | | | | |
| **Operating profit** | | **7,817** | **4 %** | **27,075** | **13 %** | **28,036** | **13 %** |
| Net financial income / (expense) | 5.6 | 600 | 0 % | 3,601 | 2 % | 764 | 0 % |
| **Pre-tax profit** | | **8,417** | **4%** | **30,676** | **14 %** | **28,800** | **13 %** |
| Corporate income tax | 5.7 | -3,065 | 2 % | -10,669 | 5 % | -10,278 | 5 % |
| Share in net profit of associates | 4.1.5 | 15 | 0 % | 62 | 0 % | 76 | 0 % |
| **Net profit** | | **5,366** | **3 %** | **20,069** | **9 %** | **18,598** | **9 %** |
| **Net profit attributable to equity holders of the parent** | | **5,143** | **3 %** | **19,943** | **9 %** | **18,470** | **9 %** |
| Net profit attributable to minority interests | | 223 | | 126 | | 128 | |

# Assets

| Net amounts (in € 000) | Notes | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|---|
| **Intangible assets** | | | | |
| Goodwill | 4.1.1 | 2,221 | 2,162 | 2,526 |
| Player registrations | 4.1.2 | 71,849 | 93,876 | 53,198 |
| Other intangible assets | 4.1.2 | 805 | 722 | 724 |
| **Property, plant and equipment** | **4.1.3** | **19,287** | **17,825** | **11,328** |
| **Other financial assets** | **4.1.4** | **494** | **542** | **268** |
| **Receivables on sale of player registrations (portion > 1 year)** | **4.2** | **29,140** | **16,684** | **13,801** |
| **Investments in associates** | **4.1.5** | **456** | **506** | **513** |
| **Deferred taxes** | **4.3** | **5** | **14** | **22** |
| **Non-current assets** | | **124,257** | **132,331** | **82,380** |
| **Inventories** | **4.2** | **492** | **518** | **558** |
| **Trade accounts receivable** | **4.2 & 4.7** | **12,251** | **11,661** | **19,585** |
| **Receivables on sale of player registrations (portion < 1 year)** | **4.2 & 4.7** | **33,266** | **27,238** | **22,529** |
| **Player registrations held for sale** | **4.2 & 4.7** | **8,356** | | |
| **Other current assets, prepayments and accrued income** | **4.2 & 4.7** | **16,646** | **27,508** | **13,129** |
| **Cash and cash equivalents** | | | | |
| Marketable securities | 4.2 & 4.7 | 103,480 | 144,399 | 143,080 |
| Cash | 4.2 & 4.7 | 874 | 4,930 | 7,217 |
| **Current assets** | | **175,365** | **216,254** | **206,098** |
| **TOTAL ASSETS** | | **299,622** | **348,585** | **288,478** |

## Equity and liabilities

| Net amounts (in € 000) | Notes | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|---|
| Share capital | 4.4 | 20,127 | 20,127 | 20,127 |
| Share premiums | 4.4 | 102,865 | 102,865 | 102,865 |
| Reserves | 4.4 | 36,580 | 18,912 | 6,753 |
| Net profit for the period | | 5,143 | 19,943 | 18,470 |
| **Equity attributable to equity holders of the parent** | | **164,715** | **161,847** | **148,215** |
| **Minority interests** | | **3,113** | **2,969** | **2,980** |
| **Total equity** | | **167,828** | **164,816** | **151,195** |
| **Borrowings and financial liabilities (portion > 1 year)** | **4.6 & 4.7** | **35,939** | **47,524** | **16,629** |
| **Liabilities on acquisition of player registrations (portion > 1 year)** | **4.6 & 4.7** | **7,407** | **24,582** | **8,076** |
| **Deferred taxes** | **4.3** | **2,292** | **1,137** | **953** |
| **Provision for pension obligations** | **4.5** | **518** | **501** | **433** |
| **Non-current liabilities** | | **46,156** | **73,744** | **26,091** |
| **Provisions (portion < 1 year)** | **4.5** | **67** | **93** | **196** |
| **Financial liabilities (portion < 1 year)** | | | | |
| Bank overdrafts | 4.6 & 4.7 | 2,026 | 897 | 258 |
| Other borrowings and financial debt | 4.6 & 4.7 | 4,086 | 387 | 5,632 |
| **Trade accounts payable & related accounts** | **4.6 & 4.7** | **14,034** | **16,963** | **16,266** |
| **Tax and social security liabilities** | **4.6** | **31,400** | **52,084** | **55,612** |
| **Liabilities on acquisition of player registrations (portion < 1 year)** | **4.6 & 4.7** | **28,401** | **32,050** | **21,159** |
| **Other current liabilities, deferred income and accruals** | **4.6 & 4.7** | **5,625** | **7,551** | **12,069** |
| **Current liabilities** | | **85,638** | **110,025** | **111,192** |
| **TOTAL EQUITY AND LIABILITIES** | | **299,622** | **348,585** | **288,478** |

## Cash flow statement

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Net profit | 5,366 | 20,069 | 18,598 |
| Share in net profit of associates | -15 | -62 | -76 |
| Depreciation, amortisation & provisions | 36,294 | 28,378 | 25,091 |
| Other non-cash income and expenses | -503 | 152 | -18 |
| Capital gains on sale of player registrations | -42,278 | -45,634 | -44,762 |
| Capital gains on sale of other non-current assets | 647 | 18 | 217 |
| Tax expense | 3,065 | 10,669 | 10,278 |
| **Pre-tax cash flow** | **2,576** | **13,590** | **9,328** |
| **Dividends received from associates** | **75** | **36** | |
| **Tax paid** | **1,204** | **-32,270** | **-3,750** |
| Change in trade and other receivables | 5,613 | -4,088 | -525 |
| Change in trade and other payables | -23,784 | 12,155 | 4,163 |
| **Change in working capital requirement** | **-18,171** | **8,067** | **3,638** |
| **Net cash from operating activities** | **-14,316** | **-10,577** | **9,216** |
| Acquisitions of player registrations net of change in liabilities | -51,556 | -49,553 | -33,844 |
| Acquisitions of other intangible assets | -212 | -27 | -590 |
| Acquisitions of property, plant & equipment | -3,953 | -8,531 | -4,530 |
| Acquisitions of non-current financial assets | | -353 | -174 |
| Sale of player registrations net of change in receivables | 33,898 | 48,338 | 42,967 |
| Disposal or reduction in other non-current assets | 64 | 102 | 51 |
| Acquisition of subsidiaries net of acquired cash | -80 | -113 | -500 |
| **Net cash from investing activities** | **-21,839** | **-10,137** | **3,380** |
| Capital increase | | | 90,561 |
| Dividends paid to equity holders of the parent | -1,813 | -1,835 | -931 |
| Dividends paid to minority interests | -126 | -143 | -258 |
| New borrowings | 3,000 | 45,992 | 2,476 |
| Repayment of borrowings | -10,886 | -20,330 | -4,491 |
| Shares held in treasury | -123 | -4,577 | -310 |
| **Net cash from financing activities** | **-9,948** | **19,107** | **87,047** |
| **Opening cash balance** | **148,432** | **150,039** | **50,396** |
| **Change in cash** | **-46,103** | **-1,607** | **99,643** |
| **Closing cash balance** | **102,329** | **148,432** | **150,039** |

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Marketable securities | 103,480 | 144,399 | 143,080 |
| Cash | 874 | 4,930 | 7,217 |
| Bank overdrafts | -2,026 | -897 | -258 |
| **Closing cash balance** | **102,329** | **148,432** | **150,039** |

### Details of cash flows related to the acquisition of player registrations

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Acquisition of player registrations | -30,928 | -78,290 | -26,737 |
| Agent payables relating to acquisition of player registrations | 196 | 1,341 | 1,877 |
| Player registration payables at 30/06/2009 | 35,808 | | |
| Player registration payables at 30/06/2008 | -56,632 | 56,632 | |
| Player registration payables at 30/06/2007 | | -29,236 | 29,236 |
| Player registration payables at 30/06/2006 | | | -38,220 |
| | **-51,556** | **-49,553** | **-33,844** |

### Details of cash flows related to the sale of player registrations

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Revenue from sale of player registrations | 52,382 | 55,930 | 73,524 |
| Player registration receivables at 30/06/2009 | -62,406 | | |
| Player registration receivables at 30/06/2008 | 43,922 | -43,922 | |
| Player registration receivables at 30/06/2007 | | 36,330 | -36,330 |
| Player registration receivables at 30/06/2006 | | | 6,023 |
| Other | | | -250 |
| | **33,898** | **48,338** | **42,967** |

## Statement of changes in equity

| (in € 000) | Attributable to equity holders of the parent | | | | | | minority interests | Total equity |
|---|---|---|---|---|---|---|---|---|
| | Share capital | Share premiums | Treasury shares | Reserves and net profit | Profit/(loss) recognised directly in equity | Total Group share | | |
| **Equity at 01/07/2006** | **14,155** | **18,276** | **0** | **8,068** | **-44** | **40,455** | **3,200** | **43,655** |
| Net profit for the period | | | | 18,470 | | 18,470 | 128 | 18,598 |
| Dividends | | | | -931 | | -931 | -258 | -1,189 |
| Capital increase | 5,972 | 84,589 | | | | 90,561 | | 90,561 |
| Changes in consolidation scope | | | | | | 0 | -79 | -79 |
| Treasury shares | | | -311 | | -9 | -320 | | -320 |
| IAS 19 Amendment | | | | | -9 | -9 | | -9 |
| Other | | | | | -11 | -11 | -11 | -22 |
| **Equity at 30/06/2007** | **20,127** | **102,865** | **-311** | **25,607** | **-73** | **148,215** | **2,980** | **151,195** |
| Net profit for the period | | | | 19,943 | | 19,943 | 126 | 20,069 |
| Dividends | | | | -1,835 | | -1,835 | -143 | -1,978 |
| Treasury shares | | | -4,577 | | 10 | -4,567 | | -4,567 |
| Share-based payments | | | | | 93 | 93 | | 93 |
| IAS 19 Amendment | | | | | -2 | -2 | | -2 |
| Other | | | | | | 0 | 6 | 6 |
| **Equity at 30/06/2008** | **20,127** | **102,865** | **-4,888** | **43,715** | **28** | **161,847** | **2,969** | **164,816** |
| Net profit for the period | | | | 5,143 | | 5,143 | 223 | 5,366 |
| Dividends | | | | -1,813 | | -1,813 | -126 | -1,939 |
| Treasury shares | | | -123 | | -440 | -563 | | -563 |
| Share-based payments | | | | | 56 | 56 | | 56 |
| IAS 19 Amendment | | | | | 41 | 41 | | 41 |
| Other | | | | 4 | | 4 | 47 | 51 |
| **Equity at 30/06/2009** | **20,127** | **102,865** | **-5,011** | **47,049** | **-315[1]** | **164,715** | **3,113** | **167,828** |

(1) Includes cumulative IFRS 19 impact - €14 thousand,
includes cumulative unvested benefits related to stock options - €149 thousand.

## Earnings per share

| | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Number of shares at the end of the period | 13,241,287 | 13,241,287 | 13,241,287 |
| Average number of shares at the end of the period | 13,241,287 | 13,241,287 | 10,775,387 |
| Number of treasury shares held at the end of the period | 312,806 | 246,990 | 14,724 |
| **Consolidated net profit** | | | |
| Group share of net profit (in € m) | 5.14 | 19.94 | 18.47 |
| Attributable net profit per share (in €) [1] | 0.40 | 1.53 | 1.72 |
| **Net dividend** | | | |
| Total dividend (in € m) | 1.85 [2] | 1.85 | 1.85 |
| **Net dividend per share (in €)** | **0.14** [2] | **0.14** | **0.14** |

[1] Calculated on the average number of shares in issue after deduction of the number of treasury shares.
[2] Dividend submitted for approval at the Annual Shareholders Meeting of 7 December 2009.

# Notes to the consolidated financial statements

The consolidated financial statements comprise the financial statements of Olympique Lyonnais Groupe SA (350 avenue Jean Jaurès, 69007 Lyon) and those of its subsidiaries. The Group's main business is its professional football team. Subsidiaries have been created in media, merchandising, catering and travel as extensions of the main business.

The consolidated financial statements were approved by the Board of Directors on 27 October 2009.

Unless otherwise indicated, the Group's financial statements and notes are presented in thousands of euros.

## 1. HIGHLIGHTS OF THE FINANCIAL YEAR

### 1.1 Partnership agreements

As part of the diversification of our partnerships:

- OL SASP has signed a new contract with a partner and a brand from a sector that has been under-represented in football: GE Money Bank. In addition, this agreement includes an OL bank card distribution contract.
- OL Images has renewed its TV broadcasting distribution partnerships. A new, four-year contract has been signed with Orange France, expiring on 30 June 2012. The contract with Canal + was renewed for a term of three years plus an additional, optional year. The renewal of these contracts ensures the continuity of OL Images' business into the future.

### 1.2 Official opening of the new training academy

Olympique Lyonnais' new training academy was officially inaugurated on 6 November 2008. Located near the head office of OL Groupe, this new high-quality, ultra-modern building of 2,000 sq. m. was built using state-of-the-art technology and according to French "HQE" standards (Haute Qualité Environnementale). Operational since July 2008, its excellent facilities accommodate 140 young players, including 30 who are at a near-professional level. The total cost of this facility represented an investment of €4.6 million for OL Association.

### 1.3 Legal matters

In March 2009, OL Groupe subscribed to the full increase in the capital of SASP Olympique Lyonnais and repurchased minority interests. OL Groupe's percentage ownership increased from 99.91% at 1 July 2008 to 99.99% at 30 June 2009.

In June 2009, all of the assets and liabilities of OL Restauration were transferred to OL Groupe.

### 1.4 Acquisitions of player registrations during the financial year

- In July 2008, John Mensah, centre-back, was acquired from Rennes for €8.5 million;
- In July 2008, Frédéric Piquionne, centre-forward, was acquired from Monaco for €5 million;
- In July 2008, Jean II Makoun, defensive midfielder, was acquired from Lille for €14.6 million;
- In March 2009, Timothée Kolodzieczak, left-back, was acquired from Lens for €2.5 million.

### 1.5 Sales of player registrations during the financial year

- In July 2008, Sebastien Squillaci was transferred to Seville for €5.6 million. In addition, Gregory Coupet was transferred to Atletico Madrid for €1.6 million;
- In August 2008, Milan Baros was transferred to Galatasaray, for €4.7 million;
- In June 2009, Karim Benzema was transferred to Real Madrid for €35.3 million. Bonuses of up to €6 million could be recognised, depending on future performance of the acquiring club.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Statement of IFRS compliance.

The consolidated financial statements for the financial year ended 30 June 2009 have been prepared in accordance with IFRS (standards and interpretations) applicable in the European Union as of 30 June 2009. These standards are available on the website of the European Commission at the following address: (http://ec.europa.eu/internal_market/accounting/ias/index_en.htm).

The new standards and interpretations adopted by the European Union and mandatory as of end-June 2009 (amendments to IAS 39 and IFRS 7 "Reclassification of financial assets", IFRIC 11 "Group and treasury share transactions", and IFRIC 14 "Limit on a defined benefit asset and minimum funding requirements") did not have an impact on the Group's financial statements.

The Group has not elected for prospective adoption of the standards and interpretations adopted by the European Union before the closing date and that will come into effect after such date. Based on the analysis underway, the Group does not anticipate a significant impact on its equity. The revised IAS 1, applicable for financial years starting on or after 1 January 2009 will have an impact only on the presentation of financial statements. IAS 23 "Borrowing costs" is expected to apply to the new stadium project. The impact will be recognised prospectively.

Concerning IFRS 8 "Operating segments", the Group has decided to present a breakdown of revenue from businesses by type of business. Implementation of this new standard did not cause any significant changes to the information previously disclosed in accordance with IAS 14.

The Group has not used accounting principles that are contrary to mandatory IFRS as of end-June 2009 and that have not yet been adopted at the European level. It does not expect standards and interpretations published by IASB but not yet approved by the European Union to have a significant impact on its financial statements.

The Group's accounting principles, described below, have been permanently applied to the financial years presented herein.

### 2.2 Consolidation methods

Companies in which the Group directly or indirectly owns the majority of the voting rights are fully consolidated.

Companies controlled by the Group by virtue of a contract, agreement or other instrument are fully consolidated, even if it does not own any of the share capital (special purpose entities).

Companies in which the Group holds more than 20% but less than 50% of the voting rights and over which it exercises significant influence are accounted for using the equity method.

Companies over which the Group does not exercise either control or significant influence are not consolidated. A list of companies included in the consolidation scope and the basis of consolidation used is provided in note 3.

### 2.3 Business activities and segment information

IAS 14 "Segment reporting" requires companies to analyse their performance on the basis of primary and secondary segments corresponding to businesses on the one hand and geography on the other. A business segment is a distinguishable component of an entity that is engaged in providing products or services and that is subject to risks and returns that are different from those of other business segments.

The Group has not identified any material distinct business segments within the meaning of IAS 14. Reporting by geographical segment is not relevant to the Group in view of its business as a football club. A breakdown of revenue is provided for information in note 5.1.

## 2.4 Presentation of the financial statements

The group has decided to apply most of the provisions of recommendation 2004-R.02 of the Conseil National de la Comptabilité dated 27 October 2004 relating to the presentation of the income statement, balance sheet, cash flow statement and statement of changes in equity. This recommendation complies with the principles set out in IAS 1 "Presentation of financial statements".

Given the nature of the business, the Group has elected to present its income statement by nature of income and expenses.

## 2.5 Use of estimates

In preparing the IFRS financial statements, management is required to make estimates and assumptions that affect the amounts shown in the financial statements. The key items affected by estimates and assumptions are impairment tests of intangible assets of an indefinite life, deferred taxes and provisions, in particular the provision for pension commitments. These estimates are based on an assumption of continuity of operations and are calculated using available information. Estimates may be revised if the circumstances on which they were based should change or if new information becomes available.

Actual results may differ from these estimates.

## 2.6 Closing dates

All Group companies close their accounts on 30 June each year except for SCI OL (31 December). For this entity, financial statements have been prepared for the period from 1 July to 30 June.

## 2.7 Non-current assets

### 2.7.1 Intangible assets

An intangible asset is an identifiable non-monetary asset without physical substance, held with a view to its use, from which future economic benefits are expected to flow to the entity.

#### a) Goodwill

Business combinations are accounted for using the purchase method in accordance with IFRS 3 "Business combinations".

On first-time consolidation of a company, its assets and liabilities are measured at their fair value.

Any difference between the purchase cost of the shares and the overall fair value of identified assets and liabilities as of the acquisition date is accounted for as goodwill.

The analysis of goodwill may be adjusted during a period of one year after acquisition. If the purchase cost is less than the fair value of identified assets and liabilities, the difference is recognised immediately in profit or loss.

As required by IFRS 3 "Business combinations" and IAS 36 as amended, goodwill is not amortised.

As goodwill is an intangible asset with an indefinite lifetime, it is subject to an annual impairment test in accordance with IAS 36, as amended (see note 2.7.4 for a description of the procedures for implementing impairment tests).

#### b) Player registrations

Player registrations meet the definition of an intangible asset. They are capitalised at their acquisition cost, which is discounted if the payment is deferred over more than six months (the acquisition cost is equal to the purchase price plus costs incidental to and directly related to the transaction). The interest rate used in the present value calculation is 6-month Euribor for the month in which the transaction took place.

The registration is recognised as an asset from the date on which the Group deems the transfer of ownership and risk to be effective. These conditions are deemed to be met on the date the transfer agreement is approved by the league, or on the date of the transfer agreement if such approval is not applicable.

Player registrations are amortised on a straight-line basis over the term of the initial contract (typically 3 to 5 years). In the event of an amendment, the related external costs are capitalised and the amortisation charge is recalculated on the basis of the new residual term which takes into account the extension of the contract.

In most cases, additional fees provided for in transfer deals require the fulfillment of certain conditions. These fees are capitalised if there is a strong probability that the conditions for payment will be met. Otherwise, they are disclosed as contingent liabilities and capitalised if the conditions are met.

#### Special features of certain transfer agreements

Certain transfer agreements may provide for retrocession of part of the fee of a future transfer. This retrocession may be paid to the player sold, his agent or the player's original club. At the time of the transfer, if these retrocessions are paid to the player they are recorded as personnel expenses; if they are paid to the agent or to the club they are offset against the proceeds from the sale of player registrations.

Existing transfer agreements that provide for a fixed retrocession amount are disclosed as off-balance-sheet commitments at the financial year-end. If this amount is calculated as a percentage of the transfer fee or the capital gain realised then no calculation can be made.

Certain player transfers may be concluded in the form of an exchange. As player registrations acquired through exchange cannot be valued at market value, the cost is valued at the book value of the asset sold. In the case of an equalisation payment:

- if it is paid out, it is accounted for as an intangible asset and is written down, if necessary, in the context of annual impairment tests (see note 2.7.4),
- if it is received, it offsets the cost of the intangible asset. Any excess is recognised as income.

Except in this last case, exchanges have no impact on the income statement.

#### c) Future media rights

Future media rights are initially measured at fair value and are not amortised. They are tested for impairment at the close of each subsequent financial year.

#### d) Purchased software

Purchased software is amortised over three to five years.

### 2.7.2 Property, plant & equipment

Property, plant and equipment are measured at cost (purchase price, transaction costs and directly attributable expenses). They have not been revalued.

As required by IAS 16, buildings are accounted for by significant component.

**Depreciation is calculated on a straight-line basis over the estimated useful life of the asset, as follows:**

- Buildings on long-term leases ................................ 30 to 45 years
- Building improvements ........................................ 3 to 10 years
- Information systems equipment ............................... 3 and 4 years
- Office equipment ............................................. 5 years
- Office furniture ............................................. 8 years
- Plant and equipment .......................................... 5 years
- Vehicles ..................................................... 3 to 5 years

Residual values are considered to be either not material or not reliably determinable.

Costs in relation to the new stadium project have been recorded as construction work in progress.

### 2.7.3 Leases

In accordance with IAS 17, a finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred.

Criteria used to assess whether a contract should be classified as a finance lease include:
- the lease transfers ownership of the asset to the lessee by the end of the lease term,
- the lessee has the option to purchase the asset at a price substantially less than the fair value,
- the lease term is for the major part of the economic life of the asset,
- the current value of future rental payments is greater than or equal to substantially all of the fair value,
- the leased assets are of such a specialised nature that only the lessee can use them without major modifications,
- in case of cancellation, the associated losses are borne by the lessee,
- gains or losses from the fluctuation in the fair value of the residual accrue to the lessee,
- the lessee has the option to renew the lease for a secondary period at a rent that is substantially lower than market rent.

All finance leases with a material value at inception are restated from French GAAP to IFRS.

Restatement involves:
- recognising the assets financed by the lease and the corresponding debt in the balance sheet;
- recognising interest expense on the debt, instead of lease or rental payments. The depreciation term is the same as that used for other assets of the same nature acquired by the Company.

### 2.7.4 Impairment of non-financial assets

According to IAS 36 "Impairment of Assets", the recoverable value of property, plant & equipment and intangible assets must be tested as soon as indications of impairment appear.

Intangible assets with an indefinite life (goodwill and future media rights), which are not amortised, are tested for impairment at least once a year.

An impairment loss is recognised when the carrying amount of an asset is higher than its recoverable amount.

The recoverable amount is the higher of fair value less costs to sell and value in use.

Player registrations are tested for impairment whenever there is an indication that their value may be impaired. At such time, an additional impairment loss may be recognised if the carrying amount is higher than the recoverable amount, which is based on the registration's market value as estimated by the technical staff, probable sale value and the player's potential.

### 2.7.5 Financial assets

The Group classifies its non-current financial assets in the following categories: Equity investments and related receivables, Other financial assets (mostly deposits and guarantees) and Receivables on sale of player registration (portion > 1 year).

### 2.7.6 Treasury shares

The Group employs a policy to buy back its own shares in accordance with a mandate given to the Board of Directors by shareholders at the Annual Shareholders Meeting. The main objective of the share buyback programme is to drive the market in Olympique Lyonnais Groupe shares as part of a liquidity contract. This contract includes OL Groupe shares, mutual fund investments and cash.

Treasury shares held as part of this contract are deducted from equity at their acquisition cost.

Cash and securities included in the liquidity contract are recognised under "Other financial assets". Revenue and expenses related to the sale of treasury shares (e.g. gain or loss on sale, impairment) do not pass through the income statement. Their after-tax amounts are allocated directly to equity.

#### 2.7.7 Share-based payments

**Share subscription options**

In accordance with IFRS 2 "Share-based payment", the Company recognises an expense for benefits granted to employees of the Company under a stock option plan, with the offsetting entry taken to equity.

The stock option plan for options granted in November 2007 by OL Groupe has been valued by an actuary using two valuation methods according to the terms and conditions of performance included in the plan: the binomial and Monté Carlo methods.

The fair value of the benefit is set at the date of grant. It is recognised in personnel expenses during the vesting period, with the offsetting entries being posted to a special reserve account.

The expense is recalculated at each closing date based on whether or not objectives have been met and whether the beneficiaries are still employed, in order to recognise the amount corresponding to the fair value of the shares expected to vest.

At the end of the vesting period the cumulative total of the benefits recognised is held in reserves, whether or not the options are subsequently exercised.

#### 2.7.8 Investments in associates

They are initially recognised at their historical cost. Each year, this cost is readjusted to take account of the change in the Group's share of the associate's restated net assets.

#### 2.7.9 Deferred taxes

As required by IAS 12, deferred taxes are recognised on all timing differences between the tax base and carrying amount of consolidated assets and liabilities except for goodwill using the variable carryforward method.

Deferred tax assets are recognised only when it is probable that they will be recovered in the future.

Deferred tax assets and liabilities are not discounted to present value.

Deferred tax assets and liabilities are netted off within the same tax entity, be it a company or tax group.

Deferred taxes calculated on items allocated to equity are recognised in equity.

Deferred tax assets and liabilities are shown as non-current assets and liabilities.

### 2.8 Current assets

#### 2.8.1 Inventories

Inventories comprise only goods held for resale.

Under IAS 2, "Inventories", the acquisition cost of inventories includes the purchase price, transportation and handling costs, and other costs directly attributable to the acquisition of the finished goods, less any price reductions, rebates or financial discounts.

Inventories of goods held for resale are valued at their weighted average unit cost. This value is compared to the net realisable value (estimated sale price of the products). The stock is valued at the lower of the two values. An impairment loss may be taken against obsolete, defective or slow-moving goods.

#### 2.8.2 Trade receivables and player registration receivables

Receivables are initially measured at fair value, which is usually their face value.

These receivables are discounted if their due date is more than six months hence. The discount rate used in these cases is the Euribor 6-month rate for the month in which the transaction is realised.

An impairment loss is recognised when the expected recoverable amount estimated at the closing date is lower than the carrying amount. The risk analysis takes into account criteria such as age of the receivable, whether it is in dispute and the debtor's financial position. The impact of not discounting is recognised in note 4.7.2.

#### 2.8.3 Non-current assets held for sale

Player registrations whose sale is highly likely and for which a plan to sell has been initiated are classified in this category at the financial year end.

Assets moved from non-current assets to assets held for sale are no longer amortised but are tested for impairment.

#### 2.8.4 Cash and cash equivalents

Cash and cash equivalents include cash on hand and in bank current accounts.

Marketable securities are measured and recognised at fair value based on the last quoted price of the financial year. Marketable securities comprise entirely euro-denominated money market mutual funds or capital-guaranteed funds. In the case of pledged mutual fund units, these securities are reclassified as other non-current financial assets. Changes in fair value are recognised as financial income or expense. The Group does not hold any derivative financial instruments.

### 2.9 Non-current liabilities

#### 2.9.1 Non-current financial liabilities

Loans are classified as non-current liabilities except when their due date is less than 12 months hence, in which case they are classified as current liabilities. All contracts are interest bearing.

The Group does not hold any hedging instruments.

Bank borrowings are measured at amortised cost using the effective interest rate method.

#### 2.9.2 Non-current financial liabilities - player registrations

This item comprises amounts payable to the selling clubs, when they are due in more than 12 months.

The discount rate used in these cases is the Euribor 6-month rate for the month in which the transaction is realised.

#### 2.9.3 Retirement benefit obligations

Post-employment benefits (retirement bonuses) are recognised as non-current provisions.

The Group uses the projected unit credit method to measure its defined benefit liability.

The amount of the provision for pension obligations recognised by the Group is equal to the present value of the obligation, weighted by the following coefficients:

- Expected salary increases,
- Retirement age,
- Staff turnover, based on INSEE mortality tables and a turnover rate resulting from statistical observations,
- Discount rate.

The Group applies the IAS 19 amendment, which permits the recognition of actuarial gains and losses in equity (impact of changes in rate and assumptions from one financial year to another).

### 2.10 Current liabilities

#### 2.10.1 Provisions

In accordance with IAS 37, provisions are made according to a case-by-case analysis of the probable risk and expense. A provision is made when management becomes aware of an obligation (legal or implied) arising from past events, the settlement of which is expected to result in an outflow of resources without equivalent compensation. Provisions are classified as current or non-current depending on the expected maturity of the term of the risk. Non-current provisions are discounted if the impact is material.

### 2.10.2 Current financial liabilities - Player registrations

This item comprises amounts payable to the selling clubs to the extent they are due in less than one year. If these amounts payable have a due date in excess of six months they are discounted. The discount rate used in these cases is the Euribor 6-month rate for the month in which the transaction was realised.

### 2.10.3 Deferred income

This item principally comprises season tickets paid in advance and the reclassification of investment grants as deferred income.

## 2.11 Income statement

### 2.11.1 Revenue recognition

In accordance with accounting principles in force at OL Groupe, revenue is recognised on the following basis:

- Sponsorship: :
  The terms of sponsorship contracts indicate the amounts to be recognised for the each season.
- Media rights:
  - **LFP (Ligue 1) and FFF (French Football Federation)**

    This category of revenue arises from the club's participation in French league play and national championships. At the beginning of the season, the Board of Directors of the League determines the amounts to be allocated to the clubs for the coming season and the method of apportionment. As the competition ends before the end of the financial year, all the criteria for recognition of LFP broadcasting rights are known and taken into account for revenue recognition purposes.
  - **UEFA Champions League revenue**

    The triggering event for UEFA Champions League revenue is the Club's participation in this European competition. The amount depends on the stage reached by the Club and the amounts for each stage are set out in UEFA's financial memorandum for the season in question. As the competition ends before the financial year-end, all the criteria for recognition of UEFA Champions League revenue are known and taken into account for revenue recognition purposes.
- Other revenues are revenue related to the sale of merchandising products, use of licences and infrastructure, as well as signing fees. Signing fees are recognised as soon as they are definitely and irrevocably earned.
- Revenues from ticketing are tied to the football season and are recognised when the games are played. Season tickets sold for the coming season are recorded as deferred income.
- For other Group activities, revenue is recognised upon provision of the service or delivery of the goods concerned.
- Revenues from the sale of player registrations are recognised as of the date the transfer contract is approved by the league. In the event such approval does not apply, the date at which the league was informed of the signature of the transfer contract prevails. Earn-outs and other contingent fees are recognised when the condition precedent is met. So long as the condition precedent is not met, the contingent fee is recognised as a contingent liability.

### 2.11.2 Presentation of the income statement

#### EBITDA (excl. player trading)

This line item shows the difference between all operating revenue (excluding player trading) and all operating expenses (excluding player trading) except for depreciation, amortisation, provisions and other operating revenue and expenses.

**Profit from ordinary activities (excl. player trading)**

This is the profit generated by the Group's ordinary activities, excluding player trading.

**Profit from ordinary activities (player trading)**

This item includes gains or losses on sales of player registrations and amortisation and impairment of player registrations.

**Profit from ordinary activities**

Profit from ordinary activities is the profit resulting from the Group's operating activities and from player trading.

**Other non-recurring operating income and expense**

This item comprises non-recurring income and expenses which are not included in the Group's ordinary activities due to their nature.

**Net financial income / (expense)**

Net financial income / (expense) includes:

- The net cost of debt, i.e. interest income and interest expense on financing operations. It also includes additional costs generated by the adoption of IAS 39 (interest expense calculated at the effective interest rate), discounted financial income, other discounted interest and other miscellaneous financial expenses.
- Other financial income and expenses.

The discount rate used in these cases is the Euribor 6-month rate for the month in which the transaction is realised.

### 2.11.3 Earnings per share

In accordance with IAS 33, undiluted earnings per share are calculated by dividing the net income by the weighted average number of shares taking into account changes during the period and treasury shares held at the closing date of the financial year. In the absence of any dilutive agreements, diluted earnings per share are identical to undiluted earnings per share.

There were no plans to issue shares or equity-related instruments at the financial year end.

## 2.12 Off-balance-sheet commitments

As part of the Group's internal reporting procedures, off-balance-sheet commitments, as well as their nature and purpose, are identified:

- Commitments backed by personal guarantees (endorsements and guarantees);
- Commitments backed by collateral (mortgages, pledges, security deposits);
- Operating leases;
- Purchase and investment undertakings;
- Commitments given and received in relation to contingent player transfer fees;
- Commitments made under player transfer agreements contingent on the player remaining with the club.

## 2.13 Related party information

Note 8, in accordance with IAS 24, presents a statement of transactions between parties related to the Group having a potential impact on the financial statements.

### 2.14 Cash flow statement

The Group uses the indirect method to present its cash flow statements, using a presentation similar to the model proposed by the CNC in recommendation 2004-R-02. Cash flows for the year are broken down by operating activities, investing activities and financing activities.

The cash flow statement is prepared on the following basis:

- Impairment of current assets is recognised under changes in working capital;
- Cash flows arising from player purchases take account of movements in player registration payables;
- Cash flows arising from the sale of player registrations take account of movements in player registration receivables;
- Cash flows arising from capital increases are recognised when the sums are received;
- Cash flows arising from changes in the consolidation scope are presented on a net basis under the heading "Acquisition of subsidiaries net of acquired cash" in the "Net cash from investing activities" section.

### 3. SCOPE OF CONSOLIDATION

| Company | Company no. | Activity | Number of months consolidated | % Control 30/06/09 | % Interest 30/06/09 | | % Interest 30/06/08 | % Interest 30/06/07 |
|---|---|---|---|---|---|---|---|---|
| SA Olympique Lyonnais Groupe | Lyon 421577495 | Holding company | 12 | -- | -- | -- | -- | -- |
| **Companies owned by Olympique Lyonnais Groupe** | | | | | | | | |
| SASP Olympique Lyonnais [1] | Lyon 385071881 | Sports club | 12 | 99.99 | 99.99 | FC | 99.91 | 99.91 |
| SAS OL Merchandising | Lyon 442493888 | Merchandising | 12 | 99.98 | 99.98 | FC | 99.98 | 99.98 |
| SAS Argenson | Lyon 399272277 | Catering | 12 | 49.97 | 49.97 | EM | 49.97 | 49.97 |
| SAS OL Voyages [2] | Lyon 431703057 | Travel agency | 12 | 50.00 | 50.00 | FC | 50.00 | 50.00 |
| SCI Mégastore | Lyon 444248314 | Property | 12 | 100.00 | 100.00 | FC | 100.00 | 100.00 |
| SAS OL Organisation | Lyon 477659551 | Security and reception | 12 | 99.97 | 99.97 | FC | 99.97 | 99.97 |
| SAS OL Images | Lyon 478996168 | Media production | 12 | 99.97 | 99.97 | FC | 99.97 | 99.97 |
| SAS M2A | Lyon 419882840 | Merchandising | 12 | 100.00 | 100.00 | FC | 100.00 | 100.00 |
| SARL BS | Lyon 484764949 | Hairdressing | 12 | 40.00 | 40.00 | EM | 40.00 | 40.00 |
| SNC OL Brasserie | Lyon 490193141 | Catering | 12 | 99.97 | 99.97 | FC | 99.97 | 99.97 |
| SAS OL Restauration [3] | Lyon 443660551 | Catering | 12 | | | FC | 100.00 | 30.00 |
| SAS Foncière du Montout | Lyon 498659762 | Property | 12 | 100.00 | 100.00 | FC | 100.00 | 100.00 |
| **Special-purpose entities [4]** | | | | | | | | |
| Association OL | Lyon 779845569 | Association | 12 | -- | -- | FC | -- | -- |
| SCI OL | Lyon 401930300 | Property | 12 | -- | -- | FC | -- | -- |

FC: full consolidation EM: equity method

[1] Capital increased subscribed in March 2009 by OL Groupe and buyback of minority interests. The change in % ownership had no material impact on the financial statements.

[2] OL Voyages, which is 50%-owned, is fully consolidated as its executive officers are appointed by OL Groupe.

[3] In February 2008, OL Groupe acquired and additional stake in OL Restauration; In June 2009, all of the assets and liabilities of OL Restauration were transferred to OL Groupe.

[4] Companies controlled by the Group by virtue of a contract, agreement or clause in the Articles of Association are fully consolidated, even where the Group does not own any of the share capital (special purpose entities).

# 4. NOTES TO THE BALANCE SHEET

## 4.1 - Movements in non-current assets (excluding cash and cash equivalents)

### 4.1.1 Goodwill

Movements during the financial year were as follows:

| (in € 000) | 30/06/08 | Increases | Decreases | 30/06/09 |
|---|---|---|---|---|
| Olympique Lyonnais Merchandising | 46 | | | 46 |
| Olympique Lyonnais SASP | 1,541 | 59 | | 1,600 |
| M2A | 355 | | | 355 |
| OL Images | 220 | | | 220 |
| **Total** [1] | **2,162** | **59** | | **2,221** |

[1] including €400 thousand in impairment losses, of which OL Brasserie represented €364 thousand
Impairment tests carried out during the year did not reveal any losses in value.

Movements during the previous financial year were as follows:

| (in € 000) | 30/06/07 | Increases | Decreases | 30/06/08 |
|---|---|---|---|---|
| Olympique Lyonnais Merchandising | 46 | | | 46 |
| Olympique Lyonnais SASP | 1,541 | | | 1,541 |
| M2A | 355 | | | 355 |
| OL Images | 220 | | | 220 |
| OL Brasserie [1] | 364 | | -364 | |
| **Total** | **2,526** | | **-364** | **2,162** |

[1] Write-down following an impairment test

### 4.1.2 Other intangible assets

**Movements during the financial year were as follows:**

| (in € 000) | 30/06/08 | Increases | Decreases | 30/06/09 |
|---|---|---|---|---|
| Concessions, trademarks and media rights | 817 | 212 | -104 | 925 |
| Amort. of concessions, trademarks and media rights | -95 | -48 | 23 | -120 |
| **Other intangible assets** | **722** | **164** | **-81** | **805** |
| Player registrations [1] | 154,683 | 30,928 | -65,474 | 120,138 |
| Amort. of player registrations [2] | -60,807 | -34,300 | 46,818 | -48,289 |
| **Player registrations** | **93,876** | **-3,372** | **-18 656** | **71,849** |

[1] Decreases include €8,356 thousand for the reclassification of Keita's player registration as an asset held for sale.

[2] Player registrations have been subjected to an impairment test in accordance with note 2.7.4; a write-down of €1,112 thousand was recorded as of 30 June 2009. As of the closing date, impairment losses on player registrations totalled €1,309 thousand. Players registrations were subjected to an impairment test as of 30 June 2009 and €515 thousand was recognised at that time.

Movements during the previous financial year were as follows:

| (in € 000) | 30/06/07 | Increases | Decreases | 30/06/08 |
|---|---|---|---|---|
| Concessions, trademarks and media rights | 843 | 27 | -53 | 817 |
| Amort. of concessions, trademarks and media rights | -119 | -29 | 53 | -95 |
| **Other intangible assets** | **724** | **-2** | | **722** |
| Player registrations | 97,742 | 78,290 | -21,349 | 154,683 |
| Amort. of player registrations | -44,544 | -25,975 | 9,712 | -60,807 |
| **Player registrations** | **53,198** | **52,315** | **-11,637** | **93,876** |

| (in € 000) | NBV at 30/06/09 | NBV at 30/06/08 | NBV at 30/06/07 |
|---|---|---|---|
| Contracts expiring in 2008 | | | 1,358 |
| Contracts expiring in 2009 | | 4,244 | 8,500 |
| Contracts expiring in 2010 | 65 | 10,673 | 35,080 |
| Contracts expiring in 2011 | 16,190 | 38,451 | 8,260 |
| Contracts expiring in 2012 | 35,177 | 23,972 | |
| Contracts expiring in 2013 | 20,416 | 16,536 | |
| **Total player registrations** | **71,849** | **93,876** | **53,198** |

### 4.1.3 Property, plant & equipment

Movements during the financial year were as follows:

| (in € 000) | 30/06/08 | Changes in consolidation scope | Increases | Decreases | 30/06/09 |
|---|---|---|---|---|---|
| Buildings and fixtures [1] | 20,813 | | 3,404 | -784 | 23,433 |
| Equipment and furniture [2] | 3,111 | | 549 | -380 | 3,280 |
| **Gross amount** | **23,924** | | **3,953** | **-1,164** | **26,713** |
| Buildings and fixtures | -4,348 | | -1 246 | 181 | -5,413 |
| Equipment and furniture[2] | -1,751 | | -679 | 417 | -2,013 |
| **Depreciation** | **-6,099** | | **-1,925** | **598** | **-7,426** |
| **Net amount** | **17,825** | | **2,028** | **-566** | **19,287** |

[1] including €6,200 thousand under construction as of 30 June 2009, related to the stadium.

[2] including finance lease agreements restated in accordance with IAS 17: gross value of €563 thousand and depreciation of €391 thousand.

Movements during the previous financial year were as follows:

| (in € 000) | 30/06/07 | Changes in consolidation scope | Increases | Decreases | 30/06/08 |
|---|---|---|---|---|---|
| Buildings and fixtures [1] | 12,535 | | 8,369 | -91 | 20,813 |
| Equipment and furniture [2] | 3,094 | 125 | 162 | -270 | 3,111 |
| **Gross amount** | **15,629** | **125** | **8,531** | **-361** | **23,924** |
| Buildings and fixtures | -2,956 | | -1,482 | 90 | -4,348 |
| Equipment and furniture [2] | -1,345 | -94 | -544 | 232 | -1,751 |
| **Depreciation** | **-4,301** | **-94** | **-2,026** | **322** | **-6,099** |
| **Net amount** | **11,328** | **31** | **6,505** | **-39** | **17,825** |

[1] including amounts under construction as of 30 June 2008:
- €4,881 thousand for the stadium,
- €3,934 thousand for the training academy.

[2] including finance lease agreements restated in accordance with IAS 17: gross value of €561 thousand and depreciation of €314 thousand.

### 4.1.4 Other financial assets and investments in associates

Movements during the financial year were as follows:

| (in € 000) | 30/06/08 | Changes in consolidation scope | Increases | Decreases | 30/06/09 |
|---|---|---|---|---|---|
| Other non-current financial assets | 558 | | | -64 | 494 |
| **Gross amount** | **558** | | | **-64** | **494** |
| Amortisation | -16 | | | 16 | |
| **Net amount** | **542** | | | **-48** | **494** |

Movements during the financial year were as follows:

| (in € 000) | 30/06/07 | Changes in consolidation scope | Increases | Decreases | 30/06/08 |
|---|---|---|---|---|---|
| Other non-current financial assets | 268 | | 353 | -63 | 558 |
| **Gross amount** | **268** | | **353** | **-63** | **558** |
| Amortisation | | | -16 | | -16 |
| **Net amount** | **268** | | **337** | **-63** | **542** |

### 4.1.5 Investments in associated companies changed as follows:

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Opening balance | 506 | 513 | 437 |
| Dividends | -75 | -36 | |
| Changes in scope | 10 | -33 | |
| Share in net profit of associates | 15 | 62 | 76 |
| **Closing balance** | **456** | **506** | **513** |

## 4.2 Changes in current assets

Movements during the financial year were as follows:

| (in € 000) | 30/06/08 | Changes in consolidation scope | Changes in the financial year | 30/06/09 |
|---|---|---|---|---|
| Inventories[1] | 611 | | -9 | 602 |
| Inventory provisions | -93 | | -17 | -110 |
| **Net inventories** | **518** | | **-26** | **492** |
| Trade receivables | 12,331 | | 299 | 12,630 |
| Provisions for bad debts | -670 | | 291 | -379 |
| **Net trade receivables** | **11,661** | | **590** | **12,251** |
| Player registration receivables [2] | 27,238 | | 6,028 | 33,266 |
| Provisions on player registration receivables | | | | |
| **Net player registration receivables** | **27,238** | | **6,028** | **33,266** |
| Player registrations held for sale | | | 8,674 | 8,674 |
| Provisions on player registrations held for sale | | | -318 | -318 |
| **Net player registrations held for sale [3]** | | | **8,356** | **8,356** |
| Tax receivable on total revenue | 14,519 | | -4,386 | 10,133 |
| Other tax receivables | 6,981 | | -2,802 | 4,179 |
| Social security receivables | 13 | | 1 | 14 |
| Other current assets | 4,825 | | -3,599 | 1,226 |
| Accruals | 1,193 | | -76 | 1,117 |
| **Total other current assets** | **27,531** | | **-10,862** | **16,669** |
| Provisions on other assets | -23 | | | -23 |
| **Net other assets** | **27,508** | | **-10,862** | **16,646** |

[1] Inventories related mainly to OL Merchandising and M2A.

[2] After discounting, the sale value of Keita's player registration was €8,356 thousand.

Movements during the previous financial year were as follows:

| (in € 000) | 30/06/07 | Changes in consolidation scope | Changes in the financial year | 30/06/08 |
|---|---|---|---|---|
| Inventories [1] | 668 | | -57 | 611 |
| Inventory provisions | -110 | | 17 | -93 |
| **Net inventories** | **558** | | **-40** | **518** |
| Trade receivables | 19,906 | 559 | -8,134 | 12,331 |
| Provisions for bad debts | -321 | -11 | -338 | -670 |
| **Net trade receivables** | **19,585** | **548** | **-8,472** | **11,661** |
| Player registration receivables [2] | 22,529 | | 4,709 | 27,238 |
| Provisions on player registration receivables | | | | |
| **Net player registration receivables [3]** | **22,529** | | **4,709** | **27,238** |
| Tax receivable on total revenue | 7,792 | 99 | 6,628 | 14,519 |
| Other tax receivables | 363 | | 6,618 | 6,981 |
| Social security receivables | 47 | | -34 | 13 |
| Other current assets | 2,005 | | 2,820 | 4,825 |
| Accruals | 2,922 | | -1,729 | 1,193 |
| **Total other current assets** | **13,129** | **99** | **14,303** | **27,531** |
| Provisions on other assets | | | -23 | -23 |
| **Net other assets** | **13,129** | **99** | **14,280** | **27,508** |

[1] Inventories related mainly to OL Merchandising and M2A

[2] Receivables on player registrations broke down as follows:

| (in € 000) | 30/06/09 | | 30/06/08 | | 30/06/07 | |
|---|---|---|---|---|---|---|
| | current | non-current | current | non-current | current | non-current |
| Receivables on sales in 2004 | | | | | 878 | |
| Receivables on sales in 2005 | | | 55 | | 1,849 | |
| Receivables on sales in 2007 | 5,335 | | 13,156 | 4,805 | 19,802 | 13,801 |
| Receivables on sales in 2008 | 7,590 | 4,595 | 14,027 | 11,879 | | |
| Receivables on sales in 2009 | 20,341 | 24,545 | | | | |
| **Player registration receivables (gross)** | **33,266** | **29,140** | **27,238** | **16,684** | **22,529** | **13,801** |
| | **62,406** | | **43,922** | | **36,330** | |

Player registration receivables are discounted. The impact at 30 June 2009 was €690 thousand, vs. €1,396 thousand at the previous year end and €992 thousand at 30 June 2007. The impact on financial income is shown in note 5.6.
Information on customer credit risk is provided in note 4.7.2.

### Cash and cash equivalents

| (in € 000) | Historical cost at 30/06/09 | Market value at 30/06/09 | Historical cost at 30/06/08 | Historical cost at 30/06/07 |
|---|---|---|---|---|
| Units in investment and mutual funds [1] | 103,480 | 103,480 | 144,399 | 143,080 |
| Cash and cash equivalents | 874 | 874 | 4,930 | 7,217 |
| **Total** | **104,354** | **104,354** | **149,329** | **150,297** |

[1] Investments only in money-market mutual funds or capital-guaranteed fixed-income investments. Historical cost is equal to market value, as a sale was followed by a repurchase in the money-market mutual funds on the closing date of the financial year.

## 4.3 Other movements

The following table shows a breakdown of deferred tax assets and liabilities by type:

| (in € 000) | 30/06/08 | Impact on profit | Impact on reserves | 30/06/09 |
|---|---|---|---|---|
| Deferred tax assets | 14 | -9 | | 5 |
| Deferred tax liabilities | -1,137 | -1,134 | -21 | -2,292 [1] |
| **Net amount** | **-1,123** | **-1,143** | **-21** | **-2,287** |

[1] includes deferred tax liabilities related to player registrations of €1,840 thousand.

| (in € 000) | 30/06/07 | Impact on profit | 30/06/08 |
|---|---|---|---|
| Deferred tax assets | 22 | -8 | 14 |
| Deferred tax liabilities | -953 | -184 | -1,137 [1] |
| **Net amount** | **-930** | **-193** | **-1,123** |

[1] includes deferred tax liabilities related to player registrations of €1,997 thousand.

Recognised tax-loss carryforwards have been offset against deferred tax liabilities under the principle of netting within a same group tax entity. Unrecognised tax-loss carryforwards amounted to €802 thousand compared with €780 thousand at the previous year end and €974 thousand at 30 June 2007.

## 4.4 Notes on equity

The company is not subject to any special regulatory requirements in relation to its capital. Various financial ratios required by banks may take equity into account (see note 7.3). The Group's management has not established a specific policy for the management of its capital. The company favours financing its development through retained earnings and external borrowing.

The company includes, for the monitoring of its equity, all components of equity and does not treat any financial liabilities as equity.

#### 4.4.1 Share capital comprises ordinary shares and has changed as follows:

At 30 June 2009, equity of the OL Groupe comprised €13,241,287 shares with a par value of €1.52, totalling €20,126,756.24.

| (in € 000) | Number of shares | Par value | Share capital | Share premium |
|---|---|---|---|---|
| At 30/06/07 | 13,241,287 | 1.52 | 20,127 | 102,865 |
| Changes | | | - | - |
| **Au 30/06/08** | **13,241,287** | **1.52** | **20,127** | **102,865** |
| At 30/06/08 | 13,241,287 | 1.52 | 20,127 | 102,865 |
| Changes | | | - | - |
| **At 30/06/09** | **13,241,287** | **1.52** | **20,127** | **102,865** |

Each share confers one vote. Nevertheless, double voting rights are granted to fully paid-up shares that have been registered with the Company for at least two years in the name of the same shareholder.

Earnings per share calculated on the average number of shares is shown in the first part of these financial statements.

#### 4.4.2 Reserves are broken down as follows:

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Legal reserves | 1,976 | 854 | 234 |
| Regulated reserves | 37 | 37 | 37 |
| Other reserves | 130 | 130 | 130 |
| Retained earnings | 30,556 | 11,037 | 1,108 |
| **Total equity reserves** | **32,699** | **12,058** | **1,509** |
| Reserves for share-based payment | 149 | 93 | |
| Reserves related to IFRS restatements | 3,732 | 6,761 | 5,244 |
| **Total reserves** | **36,580** | **18,912** | **6,753** |

The statement of changes in equity is presented in the first part of these financial statements.

## 4.5 Provisions

### 4.5.1 Provisions for retirement benefit obligations

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| **Present value of opening commitments** | **501** | **433** | **320** |
| Changes in the scope of consolidation | | | |
| Financial costs | 32 | 23 | 15 |
| Cost of services provided during the financial year | 47 | 47 | 90 |
| Amortisation of unearned past service | | | |
| **Projected present value of closing commitments** | **580** | **503** | **425** |
| Actuarial variance for the financial year | -62 | -2 | 8 |
| **Present value of closing commitments** | **518** | **501** | **433** |

The provision taken in respect of the group's retirement benefit obligation is equal to the value of the liability calculated on the basis of the following assumptions:

- Expected increase in salaries: 1% a year,
- Retirement age: 60 for non-management staff and 63 for management staff,
- Staff turnover, based on the INSEE 2002-04 mortality tables and a turnover rate resulting from statistical observations,
- Discount rate: 4.90% at 30 June 2009 (6.20% at 30 June 2008 and 5.20% at 30 June 2007),
- Social security contribution rate: 43% in most cases.

The Group has decided to adopt the IAS 19 amendment, which permits the recognition of actuarial gains and losses in equity. The impact at the financial year end was €62 thousand, €2 thousand at the previous year end and €8 thousand at 30 June 2007.

No contributions were paid to pension funds. No payment was made during the year.

### 4.5.2 Provisions for other liabilities (less than one year)

| (in € 000) | 30/06/08 | Increases | Decreases | | 30/06/09 |
|---|---|---|---|---|---|
| | | | Used | Unused | |
| Provisions for employee disputes | 53 | | | | 53 |
| Provisions for taxes and duties | - | | | | 0 |
| Other provisions for liabilities | 40 | 14 | | -40 | 14 |
| **Total** | **93** | **14** | | **-40** | **67** |

| (in € 000) | 30/06/07 | Increases | Decreases | | 30/06/08 |
|---|---|---|---|---|---|
| | | | Used | Unused | |
| Provisions for employee disputes | 53 | | | | 53 |
| Provisions for taxes and duties | 124 | | | -124 | 0 |
| Other provisions for liabilities | 19 | 40 | | -19 | 40 |
| **Total** | **196** | **40** | | **-143** | **93** |

### 4.6 Breakdown of liabilities by maturity

| (in € 000) | 30/06/09 | Up to 1 year | From 1 to 5 years | Over 5 years |
|---|---|---|---|---|
| Financial liabilities [1] | 42,051 | 6,112 | 33,745 | 2,194 |
| Suppliers | 14,034 | 14,034 | | |
| Player registration liabilities [2] | 35,808 | 28,401 | 7,407 | |
| Tax liabilities | 13,270 | 13,270 | | |
| Social security liabilities | 18,130 | 18,130 | | |
| Other current liabilities | 595 | 595 | | |
| Accruals | 5,030 | 5,030 | | |
| **Total** | **128,918** | **85,572** | **41,152** | **2,194** |

| (in € 000) | 30/06/08 | Up to 1 year | From 1 to 5 years | Over 5 years |
|---|---|---|---|---|
| Financial liabilities [1] | 48,808 | 1,284 | 46,675 | 849 |
| Suppliers | 16,963 | 16,963 | | |
| Player registration liabilities [2] | 56,632 | 32,050 | 24,582 | |
| Tax liabilities | 18,406 | 18,406 | | |
| Social security liabilities | 33,678 | 33,678 | | |
| Other current liabilities | 1,570 | 1,570 | | |
| Accruals | 5,981 | 5,981 | | |
| **Total** | **182,038** | **109,932** | **71,257** | **849** |

| (in € 000) | 30/06/07 | Up to 1 year | From 1 to 5 years | Over 5 years |
|---|---|---|---|---|
| Financial liabilities [1] | 22,519 | 5,890 | 15,638 | 991 |
| Suppliers | 16,266 | 16,266 | | |
| Player registration liabilities [2] | 29,235 | 21,159 | 8,076 | |
| Tax liabilities | 29,659 | 29,659 | | |
| Social security liabilities | 25,953 | 25,953 | | |
| Other current liabilities | 2,992 | 2,992 | | |
| Accruals | 9,077 | 9,077 | | |
| **Total** | **135,701** | **110,996** | **23,714** | **991** |

[1] Financial liabilities maturing in 1 to 5 years mainly comprise bank credit facilities granted to OL Groupe and Olympique Lyonnais SASP at rates based on Euribor plus a margin negotiated individually with each bank.
Financial liabilities maturing in over five years comprise fixed-rate borrowings contracted by a non-trading property company (SCI) of the Group for the acquisition of buildings (see note 7.3) as well as a borrowing contracted in November 2008 by OL Association as part of the financing of the new training academy building. The financial debt maturity schedule does not show unaccrued interest.

[2] Player registration payables are discounted. The impact was €752 thousand at 30 June 2009 and €1,814 thousand at the end of the previous year. The amount recognised as a financial expense is shown in note 5.6. These payables are shown below:

| (in € 000) | 30/06/09 | | | 30/06/08 | | | 30/06/07 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Total | Current | Non Current | Total | Current | Non Current | Total | Current | Non Current |
| Payables on acquisitions before 2005 | 341 | 209 | 132 | 1,824 | 1,499 | 325 | 4,697 | 3,861 | 836 |
| Payables on acquisitions in 2005 | | | | | | | 2,396 | 2,396 | |
| Payables on acquisitions in 2006 | 368 | 251 | 117 | 4,597 | 4,005 | 592 | 12,688 | 6,041 | 6,647 |
| Payables on acquisitions in 2007 | | | | 196 | 92 | 104 | 9,454 | 8,861 | 593 |
| Payables on acquisitions in 2008 | 16,780 | 15,333 | 1,447 | 50,015 | 26,454 | 23,561 | | | |
| Payables on acquisitions in 2009 | 18,319 | 12,608 | 5,711 | | | | | | |
| **Total** | **35,808** | **28,401** | **7,407** | **56,632** | **32,050** | **24,582** | **29,235** | **21,159** | **8,076** |

These payables on player registrations were secured by bank guarantees of €28,273 thousand (incl. €6,458 thousand with maturity > 1 year) and of €7,008 thousand at the previous year end (incl. €1,520 > 1 year).

The maturity of liabilities related to the restatement of operating leases in accordance with IAS 17 (excl. unaccrued interest) was as follows:

| (in € 000) | 30/06/09 | Up to 1 year | From 1 to 5 years | Over 5 years |
|---|---|---|---|---|
| Obligations under finance leases | 217 | 117 | 100 | |
| **Total** | **217** | **117** | **100** | **-** |

| (in € 000) | 30/06/08 | Up to 1 year | From 1 to 5 years | Over 5 years |
|---|---|---|---|---|
| Obligations under finance leases | 293 | 142 | 151 | |
| **Total** | **293** | **142** | **151** | **-** |

Non-discounted financial liabilities broke down by maturity as follows:

| (in € 000) at 30 /06/09 | Up to 1 year | From 1 to 5 years | Over 5 years |
|---|---|---|---|
| Long-term line of credit | 589 | 2,356 | 2,546 |
| Medium-term line of credit [1] | 3,539 | 31,963 | |
| Other financial liabilities | 189 | 130 | |

| (in € 000) at 30/06/08 | Up to 1 year | From 1 to 5 years | Over 5 years |
|---|---|---|---|
| Long-term line of credit | 188 | 751 | 963 |
| Medium-term line of credit [1] | | 45,992 | |
| Other financial liabilities | 1,160 | 150 | |

(1) Outstandings do not include interest as these outstandings are at variable rates.

## 4.7 Financial instruments

### 4.7.1 Fair value of financial instruments

The breakdown of financial assets and liabilities according to the special IAS 39 categories and the comparison between book values and fair values are given in the table below (excluding social security and tax receivables and liabilities).

| (in € 000) | Designation of financial instruments | Net book value at 30/06/09 | Fair value at 30/06/09 | Fair value value at 30/06/08 | Net book value at 30/06/07 |
|---|---|---|---|---|---|
| Player registrations receivables | B and C | 62,406 | 62,406 | 43,922 | 36,330 |
| Player registrations held for sale | D | 8,356 | 8,356 | 0 | 0 |
| Other non-current financial assets | C | 494 | 494 | 542 | 268 |
| Receivables | C | 12,251 | 12,251 | 11,661 | 19,585 |
| Other current assets [1] | C | 1,226 | 1,226 | 4,825 | 2,005 |
| Marketable securities | A | 103,480 | 103,480 | 144,399 | 143,080 |
| Cash | A | 874 | 874 | 4,930 | 7,217 |
| **Financial assets** | | **189,087** | **189,087** | **210,279** | **208,485** |

| (in € 000) | Designation of financial instruments | Net book value at 30/06/09 | Fair value at 30/06/09 | Fair value value at 30/06/08 | Net book value at 30/06/07 |
|---|---|---|---|---|---|
| Financial debt | B | 42,051 | 42,051 | 48,808 | 22,519 |
| Player registration payables | B and C | 35,808 | 35,808 | 56,632 | 29,235 |
| Suppliers | C | 14,034 | 14,034 | 16,963 | 16,266 |
| Other current liabilities [1] | C | 595 | 595 | 1,570 | 2,992 |
| **Financial liabilities** | | **92,488** | **92,488** | **123,973** | **71,012** |

(1) Excluding social security and tax receivables, prepaids and accruals.

A: Assets at fair value through profit and loss
B: Assets and liabilities measured at amortised cost
C: Assets and liabilities measured at cost
D: Assets available for sale

### 4.7.2 Risk management policies

In the course of its business OL Groupe is not exposed to any significant extent to exchange rate risks.

#### Liquidity risk

The Group does not have a liquidity risk as its current assets and, notably, cash and liquid assets are far in excess of current liabilities. For this reason maturities for the portion under one year have not been provided in detail.

##### Signature risk

This risk involves principally cash investment transactions.

Group investments were comprised of:

- Marketable securities including standard money-market mutual funds repayable on demand
- Capital-guaranteed negotiable certificates of deposit repayable on demand whose maturities do not exceed 3 months.

The Group carries out its financial transactions (lines of credit, investments, etc.) with top-tier banks. It spreads financial transactions among its partners so as to limit counterparty risk.

##### Loan agreements

At 30 June 2009 the Group had committed credit facilities of €47.7 million available from its banks to meet the funding requirements of its businesses.

Loan agreements include clauses for accelerated repayments and covenants detailed in note 7.3.

At 30 June 2009, the Group was in compliance with these covenants.

#### Commercial credit risk

##### Financial assets and liabilities related to player registrations:

At 30 June 2009 the undiscounted amount of player registration receivables and payables, by maturity, broke down as follows:

| (in € 000) At 30 /06/09 | Up to 1 year | | From 1 to 5 years | |
|---|---|---|---|---|
| | Discounted amount | Undiscounted amount | Discounted amount | Undiscounted amount |
| Player registration receivables | 33,266 | 33,505 | 29,140 | 29,590 |
| Player registration payables | 28,401 | 28,736 | 7,407 | 7,824 |

| (in € 000) At 30 /06/08 | Up to 1 year | | From 1 to 5 years | |
|---|---|---|---|---|
| | Discounted amount | Undiscounted amount | Discounted amount | Undiscounted amount |
| Player registration receivables | 27,238 | 27,716 | 16,684 | 17,601 |
| Player registration payables | 32,050 | 32,793 | 24,582 | 25,658 |

**Other current assets:**

The credit risk is very limited as shown in the table below.

Unprovisioned receivables outstanding for more than 12 months totalled €0.6 million, out of total customer receivables of €12.3 million at 30 June 2009.

| (in € 000) | Trade receivables at 30/06/09 | Trade receivables at 30/06/08 |
|---|---|---|
| Net book value | 12,251 | 11,661 |
| of which: written down | 251 | 1,646 |
| of which: neither written down nor past due as of the closing date | 5,424 | 6,154 |
| of which: not written down as of the closing | 6,576 | 3,861 |
| Trade receivables < 6 months | 4,179 | 2,371 |
| Trade receivables betw. 6 & 12 mos. | 1,781 | 1,222 |
| Trade receivables > 12 months | 616 | 268 |

Concerning receivables more than 12 months past due but not written down, management believes that there is no risk of non-recovery.

## Market risks

**Interest-rate risk**

The Group has riskless, low-volatility, medium-term funding sources that carry interest based on EURIBOR. It invests its available cash in investments that earn interest at variable short-term rates (EONIA and EURIBOR). In this context, the Group is subject to changes in variable rates and examines this risk regularly.

Currently the Group does not use interest rate hedging instruments. An increase in interest rates of 1%, given the level of variable-rate investments and borrowings at the closing date, would lead to an increase in interest income of around €0.6 million, vs. €1.02 million in the previous year.

Using an integrated IT system, the Finance Department tracks the Group's treasury on a daily basis. A weekly report of net treasury is prepared and used to track changes in debt and invested cash balances.

## 4.8 Net financial liabilities

Net financial liabilities represent the balance of financial liabilities, cash and cash equivalents and player registration payables and receivables. Net financial liabilities totalled €-88,901 thousand at 30 June 2009, compared with €87,811 thousand at 30 June 2008 and €-134,873 thousand at 30 June 2007.

## 5. NOTES TO THE INCOME STATEMENT

### 5.1 Breakdown of revenue

#### 5.1.1 Breakdown of operating revenue by category

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| LFP-FFF media rights | 44,443 | 47,468 | 47,222 |
| UEFA media rights | 23,647 | 27,527 | 22,679 |
| Ticketing | 22,441 | 21,777 | 21,513 |
| Partnerships - Advertising | 21,263 | 20,439 | 18,105 |
| Brand-related revenue [1] | 27,819 | 38,501 | 31,034 |
| **Revenue from businesses (excl. player trading)** | **139,613** | **155,712** | **140,553** |
| **Revenue from sale of player registrations [2]** | **52,382** | **55,930** | **73,524** |
| **Revenue from businesses** | **191,995** | **211,642** | **214,077** |

(1) Brand-related revenue:

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Derivative products | 11,406 | 12,651 | 15,862 |
| Image-related revenue | 3,466 | 4,616 | 4,323 |
| Contract signing fee | 7,000 | 10,500 | 3,250 |
| Other | 5,947 | 10,734 | 7,599 |
| **Brand-related revenue** | **27,819** | **38,501** | **31,034** |

(2) Revenue from sale of player registrations:

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Eric Abidal | 500 | | 12,282 |
| Milan Baros | 4,738 | | |
| Nadir Belhadj | | 3,442 | |
| Hatem Ben Arfa | 1,000 | 11,427 | |
| Karim Benzema | 35,300 | | |
| Jérémy Berthod | | 2,438 | |
| Jérémy Clement | | | 1,630 |
| Grégory Coupet | 1,581 | | |
| Alou Diarra | 500 | 7,938 | |
| Mahamadou Diarra | | | 23,283 |
| Pierre-Alain Frau | | | 4,922 |
| Florent Malouda | 830 | 17,798 | |
| Sylvain Monsoreau | | | 4,900 |
| Honorato Nilmar | | | 7,720 |
| Patrick Paillot | 1,300 | | |
| Benoît Pedretti | | | 5,250 |
| Damien Plessis | 200 | 500 | |
| Loïc Remy | | 7,755 | |
| Rémy Riou | 200 | 800 | |
| Sébastien Squillaci | 5,898 | | |
| Tiago | | | 12,580 |
| Sylvain Wiltord | | 1,620 | |
| Other | 335 | 2,212 | 957 |
| **Revenue from sale of player registrations** | **52,382** | **55,930** | **73,524** |

### 5.1.2 Breakdown of revenue from businesses by company

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Olympique Lyonnais Groupe and miscellaneous | 204 | 288 | 66 |
| Olympique Lyonnais SASP | 171,755 | 187,051 | 185,436 |
| OL Merchandising | 8,671 | 10,445 | 17,102 |
| M2A | 2,735 | 2,206 | 2,010 |
| OL Voyages | 3,667 | 4,382 | 3,884 |
| OL Images | 3,466 | 4,616 | 4,323 |
| OL Organisation | 268 | 275 | 862 |
| Association Olympique Lyonnais | 1,026 | 836 | 174 |
| OL Brasserie | 204 | 553 | 220 |
| OL Restauration | | 990 | |
| **Revenue from businesses** | **191,995** | **211,642** | **214,077** |

## 5.2 Breakdown of purchases used during the period

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| External purchase for resale internally [1] | -6,206 | -7,273 | -6,943 |
| Other purchases used during the period | -10,858 | -11,089 | -10,741 |
| **Revenue from businesses** | **-17,064** | **-18,362** | **-17,684** |

(1) These are comprised mainly of travel and management expenses.

## 5.3 Depreciation, amortisation and provisions, net

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Depreciation and amortisation on intangible assets and PP&E | -1,973 | -2,441 | -1,413 |
| Net provisions for retirement bonuses | -47 | -47 | -90 |
| Other risk provisions, net | -14 | 103 | 698 |
| Net provisions on current assets | 274 | -320 | -131 |
| **Total excluding player registrations** | **-1,760** | **-2,705** | **-936** |
| Amortisation of non-current assets: player registrations | -33,188 | -25,460 | -24,364 |
| Net provisions on player registration receivables | | | 250 |
| Provisions of player registrations | -1,455 | -515 | |
| Reversal of provisions on player registrations | 343 | | |
| **Total player registrations** | **-34,300** | **-25,975** | **-24,114** |

## 5.4 Personnel expenses

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Payroll | -56,439 | -60,654 | -57,485 |
| Social security charges | -18 ,725 | -20,689 | -17,858 |
| Profit-sharing and incentive schemes | -140 | -277 | -250 |
| Collective image rights [1] | -19,759 | -18,321 | -17,876 |
| Expenses relating to stock-option plans [2] | -85 | -117 | |
| **Total** | **-95,148** | **-100,058** | **-93,469** |

(1) Special legislation was introduced by the government in 2004 on collective image rights for players who are members of a professional sports club. Under this law, French football clubs are exempt from social security contributions on a portion of players' remuneration.

(2) ) The stock option plan introduced on 20 November 2007 comes within the scope of IFRS 2.
This plan covers 194,640 options granted to management-level employees of the Company. They can be exercised from 1 January 2012 until 20 November 2015.
Plan terms and conditions:
- The exercise price is €18.13.
- The number of options granted is determined by performance of the share price and the profitability of the Group's ordinary activities.
- Beneficiaries must have at least four years of employment service.
- There is no required holding period.

The calculations take into account the following parameters: the maturity of the options, volatility and dividend payout.
The resulting amount, spread out over the vesting period (from 20 November 2007 to 31 December 2011), will be adjusted according to the extent to which the objectives above are attained and whether plan beneficiaries are still employed by the Company on the closing date.

## 5.5 Residual value of player registrations

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Decreases in player registration assets | -18,656 | -11,637 | -26,689 |
| Liabilities related to registrations sold | 196 | 1,341 | 1,877 |
| Contracts classified as current assets | 8,356 | | -3,950 |
| **Residual value of player registrations** | **-10,104** | **-10,296** | **-28,762** |

## 5.6 Net financial income/expense

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Income from cash and cash equivalents | 2,466 | 5,394 | 2,470 |
| Interest on credit facilities | -1,482 | -1,235 | -1,135 |
| Discounting of player registration payables | -1,829 | -1,560 | -999 |
| Discounting of player registration receivables | 1,475 | 1,167 | 302 |
| **Net cost of financial debt** | **630** | **3,766** | **638** |
| Financial provisions net of reversals | 41 | -38 | -9 |
| Other financial income and expenses | -71 | -127 | 135 |
| **Other financial income and expenses** | **-30** | **-165** | **126** |
| **Net financial income / expense** | **600** | **3,601** | **764** |

## 5.7 Taxes

### 5.7.1 Breakdown of income tax

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| Current tax | -1,922 | -10,476 | -18,230 |
| Deferred tax | -1,143 | -193 | 7,952 |
| **Tax expense** | **-3,065** | **-10,669** | **-10,278** |

### 5.7.2 Reconciliation of tax charge

| (in € 000) | 30/06/09 | % | 30/06/08 | % | 30/06/07 | % |
|---|---|---|---|---|---|---|
| **Pre-tax profit** | **8,417** | | **30,676** | | **28,800** | |
| Tax at the standard rate | -2,898 | -34.43 % | -10,561 | -34.43 % | -9,916 | -34.43 % |
| Effect of permanent differences | -405 | -4.81 % | -355 | -1.16 % | -477 | -1.66 % |
| Tax credits | 123 | 1.46 % | 185 | 0.60 % | 275 | 0.95 % |
| Sundry | 114 | 1.36 % | 62 | 0.20 % | -160 | -0.56 % |
| **Corporate income tax** | **-3,065** | **-36.42 %** | **-10,669** | **-34.78 %** | **-10,278** | **-35.69 %** |

## 6. NOTES ON EMPLOYEE NUMBERS

The average number of employees in the Group broke down as follows:

| | 2008/09 | 2007/08 | 2006/07 |
|---|---|---|---|
| Management level | 54 | 49 | 52 |
| Non-management level | 146 | 161 | 181 |
| Professional players | 29 | 25 | 29 |
| **Total** | **229** | **235** | **262** |

The breakdown of Group employees by company (average during the year) was as follows:

| | 2008/09 | 2007/08 | 2006/07 |
|---|---|---|---|
| Olympique Lyonnais Groupe | 40 | 38 | 38 |
| OL Merchandising | 24 | 26 | 44 |
| Olympique Lyonnais SASP | 45 | 40 | 42 |
| OL Voyages | 9 | 9 | 9 |
| OL Association | 54 | 64 | 68 |
| OL Organisation | 18 | 19 | 24 |
| OL Images | 20 | 20 | 18 |
| M2A | 8 | 8 | 8 |
| OL Brasserie | 10 | 10 | 11 |
| Foncière du Montout | 1 | 1 | |
| **Total** | **229** | **235** | **262** |

## 7 NOTES ON OFF-BALANCE-SHEET COMMITMENTS

### 7.1 Commitments received

| (in € 000) | Up to 1 year | From 1 to 5 years | Over 5 years | Total |
|---|---|---|---|---|
| "Earn-out" commitments on sales of player registrations | 5,300 | 8,800 | | 14,100 |
| Other guarantees received | 313 | | | 313 |

**Commitments received comprise:**

- **Bank credit facilities (see note. 7.3),**
- **"Earn-out" commitments received on the sale of player registrations,** totalling €14.1 million. Certain transfer contracts provide for contingent retrocession payments to the Club after the transfer in the event certain performances are achieved.

### 7.2 Commitments given

| (in € 000) | Up to 1 year | From 1 to 5 years | Over 5 years | Total |
|---|---|---|---|---|
| Rentals payable | 2,092 | 3,701 | 1,980 | 7,773 |
| Commitments related to the acquisition of player registrations | | 1,700 | 2,200 | 3,900 |
| Commitments under player contracts contingent on the player remaining with the club | 16,139 | 23,940 | | 40,079 |
| Other guarantees | 267 | 156 | | 423 |
| Liabilities secured by mortgages | 376 | 1,676 | 2,194 | 4,246 |

**Commitments given comprise:**

- **Rents payable** on premises and equipment of €8.0 million.
- **Commitments related to the acquisition of player registrations** of €3.9 million. They correspond to commitments made to selling clubs in the event of the transfer of the player registration.
- **Commitments under player contracts** of €40.1 million. They correspond mainly to additional remuneration to be paid in the future. They are typically contingent on the player remaining with the club.
- **Liabilities secured by mortgages** related to the construction of OL Store's premises and of the training academy building, totalling €4.2 million. These mortgages have been granted to Crédit Lyonnais, Banque Rhône-Alpes and BNP.
- **Commitments related to property projects :**

As of 30 June 2009 there were €200 thousand in commitments related to the construction of the new stadium.

**Other commitments**

In connection with the acquisition of certain players, commitments have been made to pay a percentage of the amount of a future transfer to certain clubs or players (see note 2.7.1 b player registrations).

### Individual training entitlement

The law of May 4, 2004 (no. 2004-391) on professional training instituted an individual right to 20 hours of training for employees on permanent contracts. These rights can be accumulated over a period of six years and are limited to 120 hours.

In accordance with notice N° 2004 of 13 October 2004 of the Urgent Issues Committee of the National Accounting Council, we communicate the following information on unused training entitlements:

| | Entitlements vested at 30/06/07 | Entitlements vested at 30/06/08 | Unused entitlements at 30/06/09 |
|---|---|---|---|
| Individual training entitlements (in hours) | 9,187 | 11,207 | 12,226 |

## 7.3 Bank facilities and covenants

| (in € 000) | at 30/06/09 | at 30/06/10 |
|---|---|---|
| Bank facilities, amount available | 47,667 | 42,333 |
| Of which used [1] | 47,667 | |

[1] including guarantees of €12,164 thousand given in connection with the acquisition of player registrations and €35,502 thousand in drawdowns.

### OL Groupe has access to funding through contracts with its banking partners:

These facilities total €47,667 thousand and include, in addition to the standard commitments, accelerated maturity clauses and covenants. Specifically:

- OL Groupe must at all times hold a majority interest in the share capital and voting rights of SASP Olympique Lyonnais,
- The majority shareholders of OL Groupe must hold more than 50.01% of the voting rights,
- The Group comply with the following ratios:
  - Adjusted net debt to equity less than 0.5
  - Adjusted debt to EBITDA less than 2.0
  - Other ratios calculated with regard to sporting activities
- The Group must notify the bank of any event that might have an unfavourable impact on the activity, assets or the financial and economic situation of OL Groupe and its subsidiaries.

### Bank loans for the construction of the OL Store

On 30 June and 3 July 2003, as part of the financing of the construction of the OL Store, SCI Mégastore Olympique Lyonnais contracted two loans with Crédit Lyonnais and Banque Rhône-Alpes respectively, each for €1 million and a duration of 15 years. These loans are repayable in quarterly instalments and bear interest at 4.90% and 4.70% p.a. respectively.

The customary events triggering accelerated maturity are included in the loan agreements.

### Bank loan for the construction of the new training academy building

On 6 November 2008, in connection with the financing of the construction of the training academy building, Association Olympique Lyonnais contracted a 10-year, €3 million loan with BNP. This loan is to be repaid in monthly instalments and bears interest at 1-month EURIBOR plus a fixed margin.

## 8. RELATED PARTIES

OL Groupe is fully consolidated by the ICMI group (52, Quai Paul Sédallian, 69009 Lyon) and accounted for by the equity method in the Pathé group (2 rue Lamennais, 75008 Paris). Details of the relationships between OL Groupe, ICMI, Pathé and their subsidiaries are as follows:

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| **Receivables** | | | |
| Accounts receivables (gross value) | 49 | 228 | 131 |
| **Total** | **49** | **228** | **131** |
| **Liabilities** | | | |
| Accounts payable | 459 | 1,284 | 1,167 |
| **Total** | **459** | **1,284** | **1,167** |

| (in € 000) | 30/06/09 | 30/06/08 | 30/06/07 |
|---|---|---|---|
| **Operating expenses** | | | |
| Recharges of management fees | 772 | 1,002 | 966 |
| Other external expenses | 964 | 1,285 | 1,208 |
| **Total** | **1,735** | **2,287** | **2,174** |
| **Operating revenue** | | | |
| General and administrative expenses | 108 | 285 | 153 |
| **Total** | **108** | **285** | **153** |

## 9. STATUTORY AUDITORS' FEES

Circular No 2006-10 of 19 December 2006

Application of Article 222-8 of the General Regulation of the AMF

Public disclosure of audit fees paid to Statutory Auditors and members of their networks

This report covers the financial year from 1 July 2008 to 30 June 2009. These are services performed in relation to an accounting period and recognised in the income statement.

| | Orfis Baker Tilly | | | | | | Cogeparc | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Amount (in €000) | | | % | | | Amount (in €000) | | | % | | |
| | N | N-1 | N-2 | N | N-1 | N-2 | N | N-1 | N-2 | N | N-1 | N-2 |
| **Audit** | | | | | | | | | | | | |
| **Statutory audit, certification, examination of separate and consolidated financial statements** [1] | | | | | | | | | | | | |
| - Issuer | 67 | 45 | 58 | 61 % | 53 % | 43 % | 41 | 45 | 58 | 100 % | 100 % | 68 % |
| - Fully consolidated subsidiaries | 38 | 37 | 12 | 35 % | 44 % | 9 % | | | | | | |
| **Other ancillary responsibilities related to the audit assignment** [2] | | | | | | | | | | | | |
| - Issuer | 5 | 3 | 64 | 5 % | 4 % | 48 % | | | 27 | | | 32 % |
| - Fully consolidated subsidiaries | | | | | | | | | | | | |
| **Sub-total** | **110** | **85** | **134** | **100 %** | **100 %** | **100 %** | **41** | **45** | **85** | **100 %** | **100 %** | **100 %** |
| **Other services provided by the statutory auditors to fully consolidated subsidiaries** [3] | | | | | | | | | | | | |
| Legal, tax, employment | | | | | | | | | | | | |
| Other (to be specified if > 10% of audit fees) | | | | | | | | | | | | |
| **Sub-total** | | | | | | | | | | | | |
| **Total** | **110** | **85** | **134** | **100 %** | **100 %** | **100 %** | **41** | **45** | **85** | **100 %** | **100 %** | **100 %** |

(1) Including the services of independent experts or members of the Statutory Auditors' networks.

(2) This heading covers due diligence and directly-related services provided to the issuer (the parent company) or to its subsidiaries:
- by the Statutory Auditors in compliance with the provisions of Article 10 of the French Code of Ethics,
- by a member of the network in compliance with Articles 23 and 24 of the French Code of Ethics.

(3) These are non-audit services provided in compliance with Article 24 of the French Code of Ethics.

## 10. SENIOR MANAGEMENT REMUNERATION

Remuneration paid to Senior Management totalled €616 thousand in the year ended 30 June 2009, compared with €752 thousand in the previous year. The Chairman and Chief Executive Officer is not remunerated directly by OL Groupe. The amounts billed by ICMI to OL Groupe include the services of the Chairman and Chief Executive Officer.

## 11. EVENTS SUBSEQUENT TO THE CLOSING

### 11.1 Partnership contract

On 7 August 2009, OL SASP and Adidas signed an agreement under which Adidas will be Olympique Lyonnais' exclusive kit manufacturer for a period of 10 seasons, beginning with the 2010/11 season.

### 11.2 Property projects

OL Groupe noted that on 6 July 2009 the Greater Lyon Community Council (Conseil Communautaire) voted in favour of the draft zoning plan no. 1. Adoption of this draft zoning plan constitutes a major step forward towards implementation of the New Stadium Project.
In this favourable context, OL Groupe will pursue the OL Land project planned for the town of Décines. The targeted completion date is the second half of 2013.

### 11.3 Acquisitions since 1 July 2009

Acquisitions of player registrations since 30 June 2009 have so far totalled €76.5 million. They involved strikers Lisandro Lopez and Bafétimbi Gomis, defenders Aly Cissokho, and midfielder Michel Bastos.

### 11.4 Sales since 1 July 2009

Since 1 July 2009, the Group has transferred Kader Keita, Fabio Grosso and Anthony Mounier to other clubs for a total of €12.9 million.

# REPORT OF THE STATUTORY AUDITORS ON THE CONSOLIDATED FINANCIAL STATEMENTS

## YEAR ENDED 30 JUNE 2009

To the shareholders,

In compliance with the assignment you entrusted to us at your Annual Shareholders' Meeting, we hereby report for the financial year ending 30 June 2009, on:

- the audit of the accompanying consolidated financial statements of Olympique Lyonnais Groupe,
- the basis for our assessments,
- specific verifications pursuant to law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

### I - OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France. These standards require the use of due diligence to ascertain with reasonable assurance that the consolidated financial statements do not contain any significant misstatements. An audit consists of examining, on a test basis, or by other selection methods, the evidence supporting the information contained in these financial statements. It also consists of assessing the accounting principles applied, the significant estimates used in preparing the financial statements and their overall presentation. We believe that the information we have collected is sufficient and appropriate to form a basis for our opinion.

We hereby certify that the consolidated financial statements provide a true and fair view of the assets and liabilities, financial position and results of operations of the group of companies included in the consolidation, in accordance with IFRS as adopted by the European Union.

### II - JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the provisions of Article L.823-9 of the French Commercial Code on the justification of our assessments, we draw your attention to the following items:

- Intangible assets with an indefinite life are tested for impairment at each reporting date.
  We reviewed the method of testing for impairment used by the Group.
- Player registrations are tested for impairment whenever there is an indication that they might be impaired, using the method set out in note 2.7.4 to the consolidated financial statements.

We reviewed the values estimated by the technical teams and the assumptions used and ensured that the disclosures made in note 2.7.4 provide an appropriate level of information.

The assessments were made in the context of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion expressed in the first part of this report.

## III - SPECIFIC VERIFICATION

We have also performed the specific verification required by law of the information relative to the Group provided in the management report.

We have no matters to report regarding its fairness and consistency with the consolidated financial statements.

Villeurbanne and Lyon, 27 October 2009

| | |
|---|---|
| Orfis Baker Tilly<br>Michel Champetier | Cogeparc<br>Stéphane Michoud |

# SEPARATE FINANCIAL STATEMENTS 2008/09

## Income statement

| (in € 000) | 2008/09 | 2007/08 |
|---|---|---|
| **Income** | | |
| Production sold | 8,013 | 8,622 |
| Reversals of depreciation, amortisation & provisions | 183 | 90 |
| Other revenue | 172 | 13 |
| **Total revenue** | **8,369** | **8,725** |
| **Consumption of goods and equipment** | | |
| Other purchases and external costs | 3,891 | 4,420 |
| **Sub-total** | **3,891** | **4,420** |
| **Operating expenses** | | |
| Taxes other than income taxes | 287 | 173 |
| Wages and salaries | 2,363 | 2,343 |
| Social security charges | 1,054 | 1,005 |
| Depreciation, amortisation & provisions | 172 | 197 |
| Other expenses | 141 | 144 |
| **Sub-total** | **4,017** | **3,861** |
| **Total expenses** | **7,908** | **8,281** |
| **Operating income** | **461** | **444** |
| Financial income | 8,386 | 25,983 |
| Financial expense | 3,945 | 2,408 |
| **Net financial income / expense** | **4,441** | **23,574** |
| **Pre-tax profit** | **4,902** | **24,018** |
| Exceptional income | 7 | 15 |
| Exceptional expenses | 768 | 46 |
| **Net exceptional items** | **-761** | **-31** |
| Employee profit-sharing | 0 | 87 |
| Income taxes | 80 | 1,445 |
| **Net profit for the period** | **4,061** | **22,455** |

## Assets

| (in € 000) | Gross amount 30/06/09 | Depreciation, amortisation & provisions | Net amount 30/06/09 | Net amount 30/06/08 |
|---|---|---|---|---|
| **Non-current assets** | | | | |
| **Intangible assets** | | | | |
| Concessions, patents | 49 | 43 | 6 | 8 |
| **Property, plant and equipment** | | | | |
| Other tangible fixed assets | 953 | 420 | 533 | 452 |
| **Non-current financial assets** | | | | |
| Investments and loans to subsidiaries | 81,867 | 37 | 81,830 | 25,869 |
| Other long-term investments | | | | |
| Loans | | | | |
| Other non-current financial assets | 1,842 | 504 | 1,338 | 2,020 |
| **Total non-current assets** | **84,711** | **1,004** | **83,707** | **28,350** |
| **Current assets** | | | | |
| **Receivables** | | | | |
| Trade accounts receivable | 9,269 | | 9,269 | 9,851 |
| Supplier receivables | 4 | | 4 | 65 |
| Personnel | 1 | | 1 | |
| Income tax receivable | 4,100 | | 4,100 | 6,614 |
| Turnover tax receivable | 237 | | 237 | 495 |
| Other receivables | 8,155 | | 8,155 | 25,348 |
| **Miscellaneous** | | | | |
| Marketable securities | 107,095 | 2,143 | 104,951 | 147,475 |
| Cash and cash equivalents | 18 | | 18 | 307 |
| **Total current assets** | **128,878** | **2,143** | **126,734** | **190,155** |
| **Accruals** | | | | |
| Prepaid expenses | 268 | | 268 | 115 |
| **Total accruals** | **268** | | **268** | **115** |
| **Grand total** | **213,857** | **3,148** | **210,709** | **218,619** |

## Equity and liabilities

| (in € 000) | Net amount 30/06/09 | Net amount 30/06/08 |
|---|---|---|
| Share capital | 20,127 | 20,127 |
| Share premiums | 102,865 | 102,865 |
| Legal reserve | 1,976 | 854 |
| Regulated reserves | 37 | 37 |
| Other reserves | 130 | 130 |
| Retained earnings | 30,556 | 11,037 |
| Net profit for the year | 4,061 | 22,455 |
| **Total equity** | **159,752** | **157,505** |
| Provisions for liabilities | | 48 |
| Provisions for charges | | |
| **Total provisions for liabilities and charges** | | **48** |
| **Loans and debts due to financial institutions** | | |
| Loans | 35,502 | 45,992 |
| Bank overdrafts and advances | 54 | 164 |
| **Trade accounts payable** | **1,220** | **1,404** |
| **Tax and social security liabilities** | | |
| Personnel | 464 | 690 |
| Social security organisations | 447 | 396 |
| Income tax payable | | |
| Turnover tax payable | 1,507 | 1,552 |
| Other taxes and social security liabilities | 49 | 64 |
| **Liabilities on non-current assets** | **35** | **70** |
| **Other liabilities** | **11,677** | **10,734** |
| **Total liabilities** | **50,957** | **61,066** |
| **Total accruals** | **0** | **0** |
| | | |
| **Grand total** | **210,709** | **218,619** |

## Cash flow statement

| (in € 000) | 2008/09 | 2007/08 |
|---|---|---|
| **Net profit** | **4,061** | **22,455** |
| Depreciation, amortisation & provisions | 612 | 212 |
| Capital gains and losses | 0 | 0 |
| **Cash flow** | **4,673** | **22,667** |
| Change in working capital requirement | 20,945 | -19,539 |
| **Net cash from operating activities** | **25,618** | **3,128** |
| Acquisition of intangible assets | -11 | -10 |
| Acquisitions of property, plant & equipment | -239 | -37 |
| Acquisitions of non-current financial assets | -2,331 | -1,599 |
| Disposals of non-current assets | 2,525 | 12 |
| Impact of changes in the scope of consolidation | -55,961 | -317 |
| **Net cash from investing activities** | **-56,017** | **-1,951** |
| Change in shareholders' equity | | |
| Dividends paid to shareholders | -1,813 | -1,835 |
| New borrowings and accrued interest | 5,488 | 45,992 |
| Repayment of borrowings | -15,978 | |
| Other changes in indebtedness | | |
| **Net cash from financing activities** | **-12,303** | **44,157** |
| **Change in cash** | **-42,702** | **45,334** |
| **Opening cash balance** | **147,618** | **102,284** |
| **Closing cash balance** | **104,916** | **147,618** |

# Notes to the separate financial statements

The 2008/09 separate financial statements were approved by the Board of Directors on 27 October 2009.

## 1 SIGNIFICANT EVENTS

### 1.1 Changes in equity investments

In March 2009, the Company acquired 101 shares of OL SASP, and subscribed to 64,226 shares of OL SASP on the occasion of the capital increase via offset to shareholder loans, totalling €55,080 thousand.
In April 2009 the Company subscribed to a €1,000 thousand increase in the share capital of SAS Foncière du Montout.
This capital increase was effected by offset to a part of OL Groupe's shareholder loans.
OL Groupe holds 100% of the shares of SAS Foncière du Montout.
In November 2008, the Company acquired 10,400 shares on the occasion of the capital increase of BS SARL for €10 thousand. After this capital increase, BS SARL reduced its share capital by 27,700 shares. After these transactions, OL Groupe still held 40% of the company.
In June 2009, OL Restauration was dissolved without liquidation of the company. Rather, all assets and liabilities of OL Restauration were transferred to OL Groupe, sole shareholder. The shares were cancelled for a value of €129 thousand. The transaction generated a merger gain of €7 thousand.
The Company received dividends of €3,848 thousand from its equity investments in the 2008/09 financial year.

## 2 ACCOUNTING PRINCIPLES AND METHODS

### 2.1 General principles

The financial statements for the 2008/09 financial year have been prepared in accordance with standards outlined in the Plan Comptable Général 1982 (French Chart of Accounts), the Act of 30 April 1983 and the Decree of 29 November 1983, and in accordance with the provisions of CRC regulation 99-03. Generally accepted accounting principles have been applied, in accordance with the following concepts:

- Going concern,
- Consistency of accounting principles between financial periods,
- Matching principle.

The underlying method used for the valuation of items recorded in the company's books is historical cost accounting.

### 2.2 Intangible assets

Purchased software is amortised over 12 months.

### 2.3 Property, plant & equipment

Property, plant and equipment are measured at cost (purchase price, transaction costs and directly attributable expenses). They have not been revalued.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset, as estimated by the Company:

• Fixtures and fittings . . . . . . . . . .between 5 and 10 years
• Information technology equipment . . . . . . .3 and 5 years
• Office furniture . . . . . . . . . . . . . . . . . . . . . . . . . . .5 years

### 2.4 Non-current financial assets

The depreciable cost is constituted from the acquisition price excluding incidental expenses. When the current value is lower than the depreciable cost an impairment provision is constituted for the amount of the difference.

The current value is comprised related of the Company's proportionate interest in the separate or consolidated shareholders' equity held.

Nevertheless when the acquisition cost is greater than the proportionate interest in shareholders' equity, the acquisition cost is written down by taking into account its value in use.

Value in use is estimated by taking into account the unrealised gains on property assets and intangibles according to criteria normally used in the industry and the growth and profit outlook of the company by reference to a company in the same sector.

If necessary, treasury shares are subject to a provision for loss in value on the basis of the average price in the last month of the financial year.

The constituent items of the liquidity contract are recognised in non-current financial assets:
• €1,397 thousand in treasury shares,
• €440 thousand in the Crédit Agricole institutional cash management fund,
• €504 thousand in provisions on treasury shares.

The constituent items of the share buyback programme are recognised in marketable securities:
• €3,615 thousand in treasury shares,
• €2,143 thousand in provisions on treasury shares.

### 2.5 Loans, deposits and guarantees

These items are valued at their par value and, if necessary, are subject to an impairment provision.

### 2.6 Receivables

Receivables are valued at their nominal value.
An impairment loss is recognised when the valuation at the closing date is less than the carrying value.

### 2.7 Accruals

Recognition of deferred income and prepaid expense takes into account the principle of matching revenues and expenses to the financial year to which they apply.

### 2.8 Cash and cash equivalents

Cash and cash equivalents comprise cash, current accounts at banks and marketable securities.

Marketable securities are recognised at acquisition cost. Mutual funds are valued at the redemption price on the last trading day of the reporting period.

The value of individual listed securities is determined based on the average market price observed during the last month of the financial year.

An impairment loss is recognised if the above methods yield a value that is less than historical cost. Such a provision is not recognised, however, if the associated unrealised capital loss can be offset by unrealised capital gains on securities of the same type.

In the event that several securities of the same type and conferring the same rights are sold, the cost of the securities sold is estimated using the "first in/first out" method.

### 2.9 Provisions for liabilities and charges

Provisions are recognised on a case-by-case basis after an evaluation of the corresponding risks and costs.

A provision is made when management becomes aware of an obligation, legal or implied, arising from past events, the settlement of which is expected to result in an outflow of resources without equivalent compensation.

### 2.10 Operating revenue

Operating revenue comprises recharges of Group expenses and fees. These fees are calculated on the basis of expenses incurred and are allocated according to the margins of the operating subsidiaries.

### 2.11 Exceptional items

The income and expenses included here are either non-recurring items or items considered exceptional from an accounting standpoint by virtue of their nature (asset disposals, profit or loss on sale of treasury shares).

## 3. NOTES ON THE ASSETS

### 3.1 Non-current assets (in € 000)

| (in € 000) | Amount at 01/07/08 | Increases | Decreases | Amount at 30/06/09 |
|---|---|---|---|---|
| **Depreciable cost** | | | | |
| Intangible assets | 41 | 11 | 3 | 49 |
| Property, plant and equipment | 730 | 239 | 16 | 953 |
| Non-current financial assets [1] | 27,942 | 58,421 | 2,654 | 83,709 |
| **Total** | **28,713** | 58,671 | 2,673 | 84,711 |
| **Depreciation, amortisation & provisions** | | | | |
| Intangible assets | 33 | 13 | 3 | 43 |
| Property, plant and equipment | 277 | 159 | 16 | 420 |
| Non-current financial assets | 53 | 488 | | 541 |
| **Total** | **363** | **660** | **18** | **1,004** |
| **Total net value** | **28,350** | | | **83,707** |

| | 01/07/08 | Increases | Decreases | 30/06/09 |
|---|---|---|---|---|
| [1] of which treasury shares | 1,534 | 1,322 | 1,460 | 1,397 |

### 3.2 Receivables maturity listing (in € 000)

Realisable assets take into account shareholders' loans. Group receivables are considered to be due in less than one year.
Shares held in treasury are considered to be due in more than one year.

| (in € 000) | Gross amount | Up to 1 year | Over 1 year |
|---|---|---|---|
| Other non-current financial assets | 1,842 | | 1,842 |
| Current assets | 129,145 | 125,530 | 3,615 |
| **Total** | **130,987** | **125,530** | **5,457** |

### 3.3. Revenue accruals included in the balance sheet

Trade accounts receivable . . . . . . . . . . . . . . . . . €8,559 thousand
Other receivables and accrued credit notes . . . . . €11 thousand

### 3.4. Prepaid expenses

Prepaid expenses totalled €268 thousand at 30 June 2009. They concern ordinary expenses related to the normal operation of the business.

### 3.5. Impairments

| (in € 000) | Amount at 01/07/08 | Increases | Decreases | Amount at 30/06/09 |
|---|---|---|---|---|
| Non-current financial assets | 53 | 488 | | 541 |
| of which charges and reversals: | | | | |
| - financial | | 488 | | |
| Marketable securities | | 2,143 | | 2,143 |
| **Total** | **53** | **2,631** | | **2,684** |

### 3.6. Asset items relating to associates

| (in € 000) | Gross amount | Associates |
|---|---|---|
| Non-current financial assets (depreciable cost) | 83,709 | 81,872 |
| Investments and loans to subsidiaries | 81,867 | 81,867 |
| Deposits and loans | 5 | 5 |
| Other long-term investments | 1,837 | |
| Provisions on non-current financial assets | -541 | -37 |
| **Non-current financial assets (net)** | **83,168** | **81,835** |
| Trade accounts receivable (net) | 9,269 | 8,944 |
| Other receivables | 12,496 | 8,140 |
| **Trade receivables (net)** | **21,765** | **17,084** |

### 3.7. Treasury management

Centralised management of treasury for subsidiaries was put in place in January 2005.
Available cash is invested by OL Groupe. Net available cash, as presented in the cash flow statement, broke down as follows:

| | | | |
|---|---|---|---|
| **Assets** | Investments | €107,095 | thousand (incl. treasury shares of €3,615 thousand) |
| | Provision on shares | €-2,143 | thousand (on treasury shares) |
| | Cash & cash equivalents | €18 | thousand |
| **Liabilities** | Bank advances | €54 | thousand (incl. accrued interest of €21 thousand) |
| **Net cash position:** | | €104,916 | |

### 3.8. Marketable securities and certificates of deposit

| (in € 000) | Depreciable cost | Market value at 30/06/09 | Market value at 30/06/08 |
|---|---|---|---|
| Treasury shares | 3,615 | 1,471 | 3,451 |
| Shares of mutual funds | 103,480 | 103,480 | 46,121 |
| Negotiable certificates of deposit | | | 98,000 |
| **Gross total** | **107,095** | **104,951** | **147,572** |

## 4. NOTES ON EQUITY AND LIABILITIES

### 4.1 Equity capital

At 30 June 2009, the equity of OL Groupe comprised 13,241,287 shares with a par value of €1.52, totalling €20,126,756.24.

| | Opening | Capital increase | Closing |
|---|---|---|---|
| Number of shares [1] | 13,241,287 | | 13,241,287 |
| Par value | 1.52 | | 1.52 |

[1] including 118,166 shares held in treasury under the liquidity contract and 194,640 under the share buyback programme.

### 4.2 Changes in equity

| (in € 000) | Equity | Share | Reserves & retained earnings | Net income for the year | Total |
|---|---|---|---|---|---|
| **Position at 30/06/2008** | **20,126** | **102,865** | **12,057** | **22,455** | **157,504** |
| Allocation of net profit [1] | | | 20,642 | -22,455 | -1,813 |
| Net profit for the year | | | | 4,061 | 4,061 |
| **Position at 30/06/2009** | **20,126** | **102,865** | **32,699** | **4,061** | **159,752** |

[1] In accordance with the allocation of profit and the dividend approved by shareholders voting at the Ordinary Shareholders Meeting of 28 November 2008.

**Allocation of net profit**

Legal reserve . . . . . . . . . . . . . . . . . . . . . . . . . . €1,123 thousand
Retained earnings . . . . . . . . . . . . . . . . . . . . . . . €19,519 thousand [1]
Dividends paid . . . . . . . . . . . . . . . . . . . . . . . . . . €1,813 thousand

[1] includes €41 thousand in dividends on treasury shares

## 4.3 Accrued expenses included in the balance sheet

| (in € 000) | Balance at 30/06/09 | Balance at 30/06/08 |
|---|---|---|
| Trade accounts payable | 643 | 617 |
| Tax and social security liabilities | 768 | 694 |
| Accrued interest | 21 | 86 |
| **Total** | **1,432** | **1,397** |

## 4.4 Liability items relating to associates

| (in € 000) | Gross amount at 30/06/09 | Associates | Gross amount at 30/06/08 |
|---|---|---|---|
| Financial liabilities | 35,556 | | 46,156 |
| Trade accounts payable | 1,220 | 366 | 1,404 |
| Tax and social security liabilities | 2,468 | | 2,702 |
| Liabilities on non-current assets | 35 | | 70 |
| Other liabilities | 11,678 | 11,678 | 10,734 |
| Deferred income | | | |
| **Total** | **50,957** | **12,044** | **61,066** |

## 4.5 Provisions for liabilities

| (in € 000) | Amount at 01/07/08 | Increases | Decreases | Amount at 01/07/08 |
|---|---|---|---|---|
| Provisions for liabilities and charges | | | | |
| - Increases and reversals (exceptional increase) | | | | |
| - Other provisions for liabilities and charges | 48 | | 48 | |
| **Total** | **48** | | **48** | |

This provision represents the difference between the acquisition price of shares held in treasury plus the projected price of shares still to be purchased under the buyback programme and the strike price. This provision is spread out over the option period. As of 30 June 2009, it was assumed that the plan would not be realised.

### 4.6 Payables maturity listing

| Type of payable | Gross amount | Up to 1 year | Between 1 and 5 years |
|---|---|---|---|
| Bank advances | 35,556 | 3,593 | 31,963 |
| Suppliers | 1,220 | 1,220 | |
| Tax and social security liabilities | 2,468 | 2,468 | |
| Liabilities on non-current assets | 35 | 35 | |
| Other liabilities | 11,678 | 11,678 | |
| Deferred income | | | |
| **Total** | **50,957** | **18,994** | **31,963** |

## 5. NOTES TO THE INCOME STATEMENT

### 5.1 Sales breakdown

The sales contribution by business category was as follows:

| (in € 000) | 30/06/09 | 30/06/08 |
|---|---|---|
| Recharges to subsidiaries | 762 | 965 |
| Recharges other than to subsidiaries | 151 | 285 |
| Subsidiary management fees | 7,100 | 7,372 |
| **Total** | **8,013** | **8,622** |

### 5.2 Financial income and expense

| (in €) | 30/06/09 | Of which associates | 30/06/08 |
|---|---|---|---|
| **Financial income** | | | |
| Subsidiary dividends | 3,848 | 3,848 | 19,949 |
| Interest on shareholder loans | 2,072 | 2,072 | 678 |
| Capital gains on sale of marketable securities | 1,302 | | 3,995 |
| Foreign exchange gains (losses) | | | 1 |
| Guarantee fees | 19 | 19 | 22 |
| Interest income | 1,145 | | 1,337 |
| **Total financial income** | **8,386** | **5,939** | **25,982** |
| **Financial expense** | | | |
| Interest on shareholder loans | 36 | 36 | 1,113 |
| Bank interest | 1,278 | | 3 |
| Expenses on sale of marketable securities | | | |
| Receivables written off | | | 1,276 |
| Provisions [1] | 2,631 | | 16 |
| **Total financial expense** | **3,945** | **36** | **2,408** |

[1] Including the following provisions: write-down of OL Groupe shares held in treasury (€2,631 thousand).

### 5.3 Breakdown of income tax

| (in € 000) | Profit before tax | Taxes | Profit after tax |
|---|---|---|---|
| Profit (loss) before exceptional items | 4,902 | -364 | 4,528 |
| Net exceptional items | -761 | 284 | -467 |
| **Profit after exceptional items** | **4,141** | **-80** | **4,061** |

**Income tax rates and tax credits**

Tax at the standard rate: €4,569 thousand at 33 1/3 %.

Social security contributions on profits: €760 thousand at 3.3%.

Corporate sponsorship tax credit: €121 thousand reduction to corporate income tax at the standard rate.

Tax credit for apprenticeships and employee family costs: €2 thousand reduction of corporate income tax at the standard rate.

Withholding tax: €120 thousand attributable to corporate income tax at the standard rate.

### 5.4 Increases and decreases in timing differences

| (in € 000) | Amount | Tax |
|---|---|---|
| **Decreases** | | |
| Provisions temporarily not deductible | | |
| Accruals temporarily not deductible | 121 | 40 |
| **Increases** | | |
| Deducted expenses or revenue not yet recognised | | |

### 5.5 Tax consolidation

OL Groupe opted for the tax consolidation regime on January 20, 2005. The tax consolidation agreement is applicable to financial years closing on or after 30 June 2007.

The companies within this consolidation scope were:

- **M2A**, Siren 419 882 840
- **Olympique Lyonnais SASP**, Siren 385 071 881
- **OL Merchandising**, Siren 442 493 888
- **OL Images**, Siren 478 996 168
- **OL Organisation**, Siren 477 659 551
- **OL Brasserie**, Siren 490 193 141
- **La Foncière du Montout**, Siren 498 659 762
- **OL Restauration** Siren 443 160 551 consolidated for tax purposes as of 1 July 2008. This company was dissolved without liquidation in June 2009.

OL Groupe is the tax consolidation group's lead company. The taxes covered by this agreement are corporate income tax, additional social security contributions and the alternative minimum tax (IFA).

The terms and conditions of the tax consolidation agreement signed by the Group are as follows:

- The parent company has a claim on the subsidiary company in an amount equal to the theoretical tax that the subsidiary would have had to pay in the absence of tax consolidation. The tax savings realised by the Group are recognised by the parent company and recorded as non-taxable revenue.

- The consolidated companies recognise in their books, throughout the whole period of their consolidation, income tax expenses or revenue, additional social security contributions and alternative minimum tax (IFA) equivalent to the amount they would have recognised if they had not been consolidated.
- The consolidating company shall be solely liable for additional tax that may possibly become payable in the event that a consolidated company leaves the Group. The consolidating company shall compensate the consolidated company for all corporate income taxes due by the consolidated company after its departure from the tax consolidation group and resulting from the impossibility of using, according to the ordinary rule of law, tax losses or long-term capital losses arising during the consolidation period and transferred permanently to the consolidating company. The amounts of tax losses and capital losses liable to compensation are those appearing on the 2058-B bis form of the consolidated company at the date of its departure from the Group and resulting from the years of tax consolidation.

No compensation shall be due to the consolidated company in respect of its loss of the opportunity to offset losses by carrying them back and applying them against profits that were earned during the period of tax consolidation and transferred permanently to the consolidating company.

The tax gain deriving from the tax consolidation amounted to €128 thousand.

## 6. MISCELLANEOUS NOTES

### 6.1 Liquidity contract

The liquidity contract is managed by BNP Paribas Securities Services.

The liquidity contract balance as of 30 June 2009 was €1.3 thousand.

The sale of shares held in treasury gave rise to a loss of €683 thousand, recognised as an exceptional expense.

### 6.2 Share buyback programme

In October 2007, OL Groupe implemented a programme to repurchase its own shares, in partnership with Exane BNP Paribas. As of 30 June 2009, the number of shares repurchased (settled and delivered) was 194,640, with a value of €3,615 thousand. The number of shares repurchased was the total allotted to the programme.

### 6.3 Average employee numbers

| | 30/06/09 | 30/06/08 |
|---|---|---|
| Management level | 18 | 17 |
| Non-management level | 22 | 21 |

### 6.4 Commitments

#### Commitments given

Rentals

| (in € 000) | Less than 1 year | 1 to 5 years | Over 5 years | Total at 30/06/09 |
|---|---|---|---|---|
| Future lease payments | 362 | 892 | 126 | 1,380 |

Leases

| (in € 000) | Less than 1 year | 1 to 5 years | Over 5 years | Total at 30/06/09 |
|---|---|---|---|---|
| Future lease payments | 30 | | | 30 |

| (in € 000) | Payments during the year | Cumulative payments | Residual purchase price |
|---|---|---|---|
| Equipment | 40 | 140 | 2 |

| (in € 000) | Purchase price | Yearly depreciation | Cumulative depreciation | Net value |
|---|---|---|---|---|
| Equipment | 180 | 36 | 126 | 54 |

**Bank guarantees and collateral security**

OL Groupe guarantees the amounts to be contributed under the multi-year programme to the OL Foundation. The total amount of the guarantee is €15 thousand.

**Guarantees given on behalf of subsidiaries**

OL Groupe has provided a guarantee on behalf of OL SASP in the amount of €16,108 thousand with regard to the acquisition of player registrations.

**Credit lines and covenants**

| (in € 000) | At 30 June 2009 | At 30 June 2010 | At 30 June 2011 |
|---|---|---|---|
| Bank agreements, amount available | 47,667 | 42,333 | 25,000 |
| of which utilised [1] | 47,667 | | |

[1] includes €35,502 thousand in drawdowns and €12,164 thousand in guarantees given in connection with the acquisition of player registrations for SASP .

**OL Groupe has financing available to it through agreements with its banking partners:**

These agreements, covering an overall amount of €47,667 thousand, contain, in addition to customary commitments in this type of contract, accelerated maturity clauses and covenants, including:

- OL Groupe must at all times hold the majority of the equity and voting rights in shareholders' meetings of SASP Olympique Lyonnais.
- The majority shareholders of OL Groupe must hold more than 50.01% of the voting rights.
- The Group must maintain the following consolidated financial ratios:
  - Adjusted net debt to equity less than 0.5.
  - Adjusted debt to EBITDA less than 2.0.
  - Other ratios calculated with regard to sporting activities.
  - Covenants on the business, holdings or the economic and financial condition of OL Groupe and its subsidiaries.

**Retirement benefit obligations**

Post-employment benefits are not accounted for in the separate financial statements. The indemnity as of 30 June 2009 was €275 thousand.

This valuation was undertaken according to the actuarial method.

This consists in:

- valuing the total commitment for each employee on the basis of projected, end-of-career salary and total vested entitlements at that date

- determining the fraction of total commitment that corresponds to vested entitlements at the closing date of the financial year, by comparing the employee's length of service at year-end to that which s/he will have at retirement.

The underlying assumptions are as follows:

- Retirement age: 60 for non-management staff and 63 for management staff),
- Discount rate: 4.90% at 30 June 2009 (6.20% at 30 June 2008),
- Annual increase in salaries: 1% for 2009.

### Individual training entitlement

The law of May 4, 2004 (no. 2004-391) on professional training instituted an individual right to 20 hours of training for employees on permanent contracts. These rights can be accumulated over a period of six years and are limited to 120 hours.

In accordance with notice N° 2004 of 13 October 2004 of the Urgent Issues Committee of the National Accounting Council, we communicate the following information on unused training entitlements:

| (in hours) | Entitlement vested at 01/07/08 | Entitlement subject to an agreement in 08/09 | Unused entitlements at 30/06/09 |
|---|---|---|---|
| Entitlements | 2,003 | 0 | 2,497 |

## 6.5 Disputes

The Company has no knowledge of any incidents or disputes likely to have a substantial effect on the business, assets, financial situation or results of OL Groupe.

## 6.6 Other information: Remuneration

For financial year 2008/09, gross compensation paid to members of the Company's governing bodies totalled €616 thousand (excl. director's fees).

## 6.7 Market risk

### Interest-rate risk

The Group's interest-rate risk related mainly to borrowings and other financial liabilities bearing interest at variable rates.

As of the date of this report, the Group had not implemented any interest-rate hedging instruments.

## 6.8 Entitles consolidating the financial statements of the Company

**ICMI SAS**, 52 quai Paul Sédallian 69009 Lyon.

**Group Pathé**, 2 rue Lamennais 75008 Paris.

## 6.9 Subsequent events

None.

## 6.10 Information concerning subsidiaries and associates (in euros)

| Group companies | Share Capital | Equity owned before allocation of last financial year's earnings | Share of capital owned (%) | NBV of shares owned | Loans & advances not repaid | Revenue net of tax in last FY | Net profit in last FY | Net dividends received during the FY |
|---|---|---|---|---|---|---|---|---|
| **I. Subsidiaries (at least 50% of the shares held by the Company)** | | | | | | | | |
| Olympique Lyonnais SASP | 3,079,744 | 82,466,603 | 99.994 | 78,612,884 | 0 | 88,878,756 | 1,851,454 | 1,281,460 |
| OL Merchandising | 40,000 | 713,965 | 99.975 | 39,990 | 340,380 | 7,659,858 | 667,028 | 1,167,708 |
| SCI Megastore | 155,000 | 400,961 | 99.990 | 154,990 | 0 | 312,920 | 86,574 | 0 |
| M2A | 118,420 | 1,289,856 | 100.000 | 914,915 | 74,855 | 4,751,653 | 471,293 | 573,000 |
| OL Images | 37,000 | 243,932 | 99.973 | 257,740 | 2,760,919 | 4,940,462 | 190,535 | 591,840 |
| OL Organisation | 37,000 | 53,053 | 99.973 | 41,430 | 0 | 4,703,610 | 34,155 | 33,291 |
| OL Brasserie | 37,000 | -36,218 | 99.973 | 0 | 65,587 | 203,686 | -75,748 | 0 |
| Foncière du Montout | 1,300,000 | 1,108,852 | 100.000 | 1,300,000 | 4,779,192 | | -195,403 | 0 |
| **II. Associates (between 10% and 50% of the equity capital held by the Company)** | | | | | | | | |
| OL Voyages | 40,000 | 125,754 | 50.000 | 18,919 | 13,000 | 6,145,746 | 197,393 | 125,543 |
| Argenson | 89,376 | 225,687 | 49.970 | 477,694 | 0 | 2,994,216 | 57,756 | 74,919 |
| BS SARL | 800 | -13,870 | 40.000 | 11,400 | 106,173 | 193,998 | -35,475 | |

# REPORT OF THE STATUTORY AUDITORS ON THE ANNUAL FINANCIAL STATEMENTS

## YEAR ENDED 30 JUNE 2009

Ladies, Gentlemen,

In compliance with the assignment you entrusted to us at your Annual Shareholders' Meeting, we hereby report for the financial year ending 30 June 2009, on:

- the audit of the accompanying annual financial statements of Olympique Lyonnais Groupe,
- the justification for our assessments,
- the specific verifications and disclosures required by law.

These financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

### I - OPINION ON THE ANNUAL FINANCIAL STATEMENTS

We conducted our audit in accordance with French professional standards. These standards require the use of due diligence to ascertain with reasonable assurance that the annual financial statements do not contain any significant misstatements. An audit consists of examining, on a test basis, or by other selection methods, the evidence supporting the information contained in these annual financial statements. It also consists of assessing the accounting principles applied, the significant estimates used in preparing the financial statements and their overall presentation. We believe that the information we have collected is sufficient and appropriate to form a basis for our opinion.

In our opinion, the annual financial statements give a true and fair view of Company's financial position and its assets and liabilities at 30 June 2009, and of the results of its operations for the year then ended, in accordance with the accounting rules and principles applicable in France.

### II - JUSTIFICATION OF OUR ASSESSMENTS

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

- Note 2.4 to the financial statements, "Non-current financial assets" describes the methods used to assess the value of securities and receivables related to equity investments.
  As part of our assessment of the accounting rules and methods, we verified that the accounting methods mentioned above and the information provided were appropriate and obtained assurance that they were correctly applied.

The assessments thus made are an integral part of our audit of the annual financial statements as a whole, and therefore provide a basis for the opinion expressed by us in the first part of this report.

## III - SPECIFIC VERIFICATIONS AND DISCLOSURES

We have also performed the specific verifications required by law.

We have no matters to report regarding:

- the fair presentation and conformity with the annual financial statements of the information in the management report of the Board of Directors and in the documents addressed to shareholders with respect to the financial position and the annual financial statements.
- the fair presentation of the information in the management report regarding remuneration and benefits granted to corporate officers and the commitments made to them when they are appointed, change positions, leave or retire.

In accordance with the law, we obtained assurance that the various disclosures related to the acquisition of equity investments and controlling interests and to the identity of shareholders and holders of voting rights have been included in the management report.

Villeurbanne and Lyon, 27 October 2009

The Statutory Auditors

| | |
|---|---|
| Orfis Baker Tilly | Cogeparc |
| Michel Champetier | Stéphane Michoud |

OLYMPIQUE LYONNAIS OL GROUPE

## SPECIAL REPORT OF THE STATUTORY AUDITORS ON RELATED-PARTY AGREEMENTS

### YEAR ENDED 30 JUNE 2009

Ladies, Gentlemen,

In our capacity as Statutory Auditors of your company, we are required to report on certain contractual agreements with certain related parties.

In accordance with Article L.225-40 of the French Commercial Code, we have been advised of certain contractual agreements which were authorised by your Board of Directors.

We are not required to ascertain whether any other contractual agreements exist but to inform you, on the basis of the information provided to us, of the terms and conditions of the agreements indicated to us. It is not our role to comment as to whether they are beneficial or appropriate.

It is your responsibility, under the terms of Article R. 225-31 of the French Commercial Code to evaluate the benefits resulting from these agreements prior to their approval.

We have carried out the procedures we deemed necessary with regard to the professional standards of the Compagnie Nationale des Commissaires aux Comptes (French society of auditors) relative to this assignment. These procedures consist in verifying that the information provided to us is consistent with the documentation from which it has been extracted.

The contractual agreements approved during the financial year are presented in Schedule I.
In addition, in accordance with the French Commercial Code, we have been informed of the following agreements approved during previous years and continued during the current year.

These agreements are presented in Schedule II.

The persons concerned by these agreements are presented in Schedule III.

Villeurbanne and Lyon, 27 October 2009

The Statutory Auditors

| Orfis Baker Tilly | Cogeparc |
|---|---|
| Michel Champetier | Stéphane Michoud |

## SCHEDULE I

### Agreements entered into during the financial year and previously approved

| Companies or persons | Nature, purpose and terms and conditions of agreements | Date of approval | Amount (excl. taxes in € 000) |
|---|---|---|---|
| **SASP Olympique Lyonnais** | In connection with the acquisition of Bodmer, Keita and Makoun, your Company guarantees the following payments owed by SASP Olympique Lyonnais to the Lille club:<br>Amount guaranteed (incl. tax):<br>Bodmer, due 31 July 2009: €2,601 thousand<br>Keita, due 31 July 2009: €6,279 thousand<br>Makoun due 31 July 2009: €5,980 thousand<br>Makoun, due 30 June 2010: €4,784 thousand | 22/09/2008 | |
| | Your Company guarantees SASP Olympique Lyonnais' obligation to pay €2,244,012.90 (incl. tax) to RC Lens. This amount corresponds to the offset of receivables related to the transfer of two players, with a maturity date of 15 July 2009.<br>Amount guaranteed (incl. tax): €2,244 thousand<br>These guarantees are subject to fees at the rate of 0.10% p. a. | 18/02/2009 | |
| | Revenue in the financial year: | | 17 |
| **SAS ICMI** | Amendments to the management services agreement. A first amendment provided for a variable fee to be added to the fixed fee in order to give ICMI an interest in the profits of Olympique Lyonnais Groupe. | 05/12/2005 | |
| | A second amendment set an upper limit for the amount of this variable fee to twice the amount of the fixed fee from the financial year beginning 1 July 2006. | 25/01/2007 | |
| | The fixed fee was increased from €300 thousand to €345 thousand (excl. taxes) p.a. effective from the financial year beginning on 1 July 2007. | 24/09/2007 | |
| | The amount of the fixed fee was increased to €360,000 (excl. tax) from 1 July 2008. | 22/09/2008 | |
| | Expense in the financial year: | | 772 |
| **M. Jean-Pierre Michaux** | Acquisition by your Company of 101 shares held by Mr Jean-Pierre Michaux in SASP Olympique Lyonnais. | 18/02/2009 | |
| | Acquisition price: | | 80 |

## SCHEDULE II

### Agreements entered into in previous financial years and that continued to be effective during the current year

| Companies or persons concerned | Nature, purpose and terms and conditions of agreements | Amount (excl. taxes in € 000) |
|---|---|---|
| **SAS ICMI** | Recharges by ICMI to Olympique Lyonnais Groupe of the cost of legal and accounting services provided on its behalf.<br>Expense in the financial year: | 93 |
| | Agreement to provide assistance to management and directorinistration calculated on the basis of the gross margin of each of the companies.<br>Revenue in the financial year: | |
| **SASP Olympique Lyonnais** | | 6,492 |
| **SAS M2A** | | 47 |
| **SAS OL Merchandising** | | 192 |
| **SA OL Voyages** | | 26 |
| **SAS OL Organisation** | | 66 |
| **SAS OL Images** | | 113 |
| **SARL BS** | | 1 |
| **SAS Foncière du Montout** | According to the Board minutes of 30 June 2008, an annual fee for technical assistance of €10 thousand.<br>Revenue in the financial year: | 10 |
| **SCI Megastore Olympique Lyonnais** | According to the Board minutes of 5 December 2005, an annual fee for technical assistance of €3 thousand.<br>Revenue in the financial year: | 3 |
| **Association Olympique Lyonnais** | According to the Board minutes of 24 April 2007, the management fees charged by Olympique Lyonnais Groupe were set at €150 thousand starting with the financial year ended 30 June 2007.<br>Revenue in the financial year: | 150 |

## SCHEDULE II (CONTINUED)

| Companies or persons concerned | Nature, purpose and terms and conditions of agreements | Net amounts (in thousands of euros) |
|---|---|---|
| **SNC OL Brasserie** | Olympique Lyonnais Groupe has provided a guarantee on behalf of OL Brasserie to the lessor for the performance of each of the conditions of its commercial lease.<br>This lease was terminated during the financial year.<br>There is no fee related to this guarantee. | |
| **SAS Foncière du Montout** | Recharge for time spent by Olympique Lyonnais Groupe staff on the OL Land project.<br>Revenue in the financial year: | 71 |
| | Centralised cash management at 3-month Euribor +/– 0.5% depending on the quality of the borrower or lender.<br>Expenses during the period: | |
| **SAS M2A** | | 8 |
| **SAS OL Merchandising** | | 8 |
| **SAS OL Organisation** | | 5 |
| **SAS OL Restauration** | | 1 |
| **SCI Megastore Olympique Lyonnais** | | 8 |
| | Revenue in the financial year: | |
| **SASP Olympique Lyonnais** | | 1,812 |
| **SAS OL Merchandising** | | 6 |
| **SA OL Voyages** | | 16 |
| **OL Images SAS** | | 55 |
| **BS SARL** | | 3 |
| **SAS Foncière du Montout** | | 161 |
| **OL Brasserie SNC** | | 19 |

## SCHEDULE III

### Companies, persons concerned by the agreements and subsidiaries that are more than 10% owned

| | OL Groupe | ICMI SAS | Olympique Lyonnais SASP | OL Voyages SA | OL Merchandising SAS | OL Organisation SAS | OL Images SAS | Argenson SAS | M2A SAS | SCI Megastore Olympique Lyonnais | Association OL | BS SARL | OL Brasserie SNC [2] | Foncière du Montout SAS | OL Restauration SAS [3] |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Jean-Michel Aulas | CEO | Chairman and CEO | CEO | Director | | | | | | | Director | | | | |
| Jacques Matagrin | Director | | | Director | | | | | | | Chairman and CEO | | | | Chairman and CEO |
| Michel Crepon | Director | | | | | | | | | | | | | | |
| Pathé (Rep. Michel Crepon) | | | Director | | | | | | | | | | | | |
| Jérôme Seydoux | Director | | | | | | | | | | | | | | |
| Soparic Participation (Rep. Jérôme Seydoux) | | | Director | | | | | | | | | | | | |
| Eric Peyre | Director | | Director | | | | Chairman and CEO | | | | | | | | |
| Christophe Comparat | Director | | Director | | Chairman and CEO | | | | | | Director | | | | |
| Gilbert Giorgi | Director | | Director | | | | | Chairman and CEO | | President | Director | | | Chairman and CEO | |
| Jean-Paul Revillon | Director | | Director | | | | | | | | Director | | | | |
| Serge Manoukian | Director | | Director | | | | | | | | Director | | | | |
| Jean-Pierre Michaux | Director | | | | | | | | | | Director | | | | |
| ICMI subsidiary [1] | 34.17 % | | | | | | | | | | | | | | |
| OL Groupe subsidiaries [1] | | | 99.99 % | 50 % | 99.98 % | 99.97 % | 99.97 % | 49.97 % | 100 % | 99.99 % | | 40 % | 99.97 % | 100 % | 100 % |

[1] Mention of the percentage holding in the equity capital.

[2] Management of SNC OL Brasserie is assured by Bertrand Echinard who holds no other office.

[3] Company dissolved during the financial year.

# ANNUAL INFORMATION DOCUMENT

## EXTRACT OF THE AMF GENERAL REGULATION, ARTICLE 222-7

"Within 20 trading days of distributing the annual financial report referred to in "a" of point 1 of Article 222-1, the issuers referred to in Article L. 451-1-1 of the Financial and Monetary Code shall file electronically with the AMF a document containing or mentioning all the information they have published or made public over the previous 12 months in one or more States party to the EEA agreement or in one or more third countries in order to fulfil their legal or regulatory obligations with respect to financial instruments, financial instrument issuers and financial instrument markets.

The document referred to in the first paragraph shall be made available free of charge to the public at the issuer's registered office. The document shall also be posted to the issuer's website. It may be included in the registration document referred to in Article 212-13 or the annual financial report referred to in "a" of point 1° of Article 221-1.

If the document refers to other information, it should specify where this information can be obtained."

**Information published by OL Groupe and available on OL Groupe's website (www.olweb.fr)**

| | |
|---|---|
| 27/10/08 | Declaration of transactions on treasury shares from 20 to 24 October 2008 |
| 29/10/08 | Notice convening meeting published in the 22 October 2008 issue of the BALO – Annual shareholders' meeting of 28 November 2008 |
| 29/10/08 | Notice convening meeting published in the 18 October 2008 issue of Le Tout Lyon – Annual shareholders' meeting of 28 November 2008 |
| 31/10/08 | Publication of OL Groupe's 2007/08 annual financial report |
| 31/10/08 | Annual Financial Report 2007/08 |
| 06/11/08 | First quarter 2008/09 |
| 10/11/08 | Declaration of transactions on treasury shares from 3 to 7 November 2008 |
| 13/11/08 | Official opening of the new training academy |
| 14/11/08 | Notice convening meeting published in the 8 November 2008 issue of Le Tout Lyon – Annual shareholders' meeting of 28 November 2008 |
| 14/11/08 | Notice convening meeting published in the 10 November 2008 issue of BALO – Annual shareholders' meeting of 28 November 2008 |
| 17/11/08 | Disclosure of total number of voting rights and number of shares in the capital at 31 October 2008 |
| 17/11/08 | Declaration of transactions on treasury shares from 10 to 14 November 2008 |
| 24/11/08 | Declaration of transactions on treasury shares from 17 to 21 November 2008 |
| 28/11/08 | Slideshow of the annual shareholders meeting on 28 November 2008 |
| 01/12/08 | Declaration of transactions on treasury shares from 24 to 28 November 2008 |
| 03/12/08 | Publication of Annual Financial Report 2007/08 (English version) |
| 04/12/08 | Description of the share repurchase programme approved at the Shareholders' Meeting of 28 November 2008 |
| 04/12/08 | Change in resources allocated to the liquidity contract |
| 04/12/08 | Annual shareholders' meeting on 28 November 2008 |
| 08/12/08 | Disclosure of total number of voting rights and number of shares in the capital at 28 November 2008 |
| 10/12/08 | Declaration of transactions on treasury shares from 1 to 5 December 2008 |
| 15/12/08 | Declaration of transactions on treasury shares from 8 to 12 December 2008 |
| 22/12/08 | Declaration of transactions on treasury shares from 15 to 19 December 2008 |
| 22/12/08 | OL Groupe news roundup |
| 29/12/08 | Declaration of transactions on treasury shares from 22 to 26 December 2008 |
| 29/12/08 | Remuneration of senior executives |
| 05/01/09 | Declaration of transactions on treasury shares from 29 December 2008 to 2 January 2009 |
| 12/01/09 | Semi-annual report on OL Groupe's liquidity contract |
| 12/01/09 | Declaration of transactions on treasury shares from 5 to 9 January 2009 |
| 19/01/09 | Declaration of transactions on treasury shares from 12 to 16 January 2009 |
| 21/01/09 | Disclosure of total number of voting rights and number of shares in the capital at 31 December 2008 |

| | |
|---|---|
| 26/01/09 | Declaration of transactions on treasury shares from 19 to 23 January 2009 |
| 06/02/09 | Calendar of publications |
| 19/02/09 | First half 2008/09 – Strong fundamentals despite the recession |
| 20/02/09 | Condensed consolidated first half 2008/09 financial statements |
| 20/02/09 | Slideshow of the SFAF meeting of 19 February 2009 |
| 25/02/09 | Strong media growth of the OL brand |
| 26/02/09 | Publication of OL Groupe's first-half 2008/09 financial report (French version) |
| 26/02/09 | Half-year 2008/09 results |
| 04/03/09 | Publication of OL Groupe's first-half 2008/09 financial report (English version) |
| 10/03/09 | Disclosure of total number of voting rights and number of shares in the capital at 30 January 2009 |
| 24/03/09 | OL, Ligue 1 economic leader |
| 31/03/09 | Olympique Lyonnais joins Superleague Formula |
| 02/04/09 | Disclosure of total number of voting rights and number of shares in the capital at 28 February 2009 |
| 08/04/09 | Increase in share capital of SASP Olympique Lyonnais |
| 30/04/09 | Jean-Michel Aulas elected Sports Business Person of the last 10 years |
| 06/05/09 | Revenue in 9 months to 31 March 2009 – Satisfactory revenue in a challenging economic environment |
| 11/05/09 | Disclosure of total number of voting rights and number of shares in the capital at 31 March 2009 |
| 11/06/09 | Disclosure of total number of voting rights and number of shares in the capital at 30 April 2009 |
| 11/06/09 | Disclosure of total number of voting rights and shares in the capital at 29 May 2009 |
| 18/06/09 | Proposed new stadium law |
| 01/07/09 | Transfer of Karim Benzema to Real Madrid |
| 02/07/09 | Transfer of Abdul Keita to Galatasaray |
| 07/07/09 | Agreement with FC Porto to transfer Lisandro Lopez |
| 08/07/09 | Press release |
| 09/07/09 | Press release - OL Land |
| 09/07/09 | Semi-annual report on OL Groupe’s liquidity contract |
| 15/07/09 | Disclosure of total number of voting rights and number of shares in the capital at 30 June 2009 |
| 16/07/09 | Michel Bastos joins Olympique Lyonnais |
| 20/07/09 | Aly Cissokho joins Olympique Lyonnais |
| 28/07/09 | Encouraging resilience in business revenue amid an economic crisis |
| 30/07/09 | Bafétimbi Gomis joins Olympique Lyonnais |
| 10/08/09 | New kit manufacturer contract |
| 27/08/09 | Rise in the OL Groupe share price |
| 01/09/09 | Transfer of Fabio Grosso and Anthony Mounier |
| 02/09/09 | Player management optimised during the trading window |
| 08/10/09 | Publication of OL Groupe's 2007/08 Reference Document (French version) |
| 08/10/09 | OL Groupe's 2007/08 Reference Document (French version) |
| 27/10/09 | Financial year 2008/09: the fifth consecutive profitable year |
| 28/10/09 | Slideshow of the SFAF meeting of 28 October 2009 |
| 29/10/09 | Condensed consolidated financial statements - 2008/09 financial year |

**Information published by OL Groupe and available on the website of the AMF (www.amf-france.org)**

| | |
|---|---|
| 30/09/08 | Declaration of the Company’s purchases and sales of its own shares |
| 12/01/09 | Declaration by Senior Managers |
| 12/01/09 | Declaration by Senior Managers |
| 12/01/09 | Declaration by Senior Managers |
| 12/01/09 | Declaration by Senior Managers |
| 02/02/09 | Declaration of the Company’s purchases and sales of its own shares |
| 11/06/09 | Declaration by Senior Managers |
| 10/07/09 | Declaration by Senior Managers |
| 14/09/09 | Declaration by Senior Managers |
| 06/10/09 | OL Groupe's 2007/08 Reference Document (French version) |

### Information published by OL Groupe and available on the internet wire (www.actusnews.com)

13/10/08 Disclosure of total number of voting rights and number of shares in the capital at 30 September 2008
31/10/08 Publication of OL Groupe's 2007/08 annual financial report (French version)
31/10/08 Annual Financial Report 2007/08
06/11/08 First quarter 2008/09
13/11/08 Official opening of the new training academy
17/11/08 Disclosure of total number of voting rights and number of shares in the capital at 31 October 2008
28/11/08 Slideshow of the Annual Shareholders Meeting on 28 November 2008
03/12/08 Publication of Annual Financial Report 2007/08 (English version)
04/12/08 Change in resources allocated to the liquidity contract
04/12/08 Annual shareholders' meeting on 28 November 2008
08/12/08 Disclosure of total number of voting rights and number of shares in the capital at 28 November 2008
22/12/08 OL Groupe news roundup
29/12/08 Remuneration of senior executives
12/01/09 Semi-annual report on OL Groupe's liquidity contract
21/01/09 Disclosure of total number of voting rights and number of shares in the capital at 31 December 2008
06/02/09 Calendar of publications
19/02/08 First half 2008/09 – Strong fundamentals despite the recession
20/02/09 Condensed consolidated first half 2008/09 financial statements
23/02/09 Slideshow of the SFAF meeting of 19 February 2009
25/02/09 Strong media growth of the OL brand
26/02/09 Publication of OL Groupe's first-half 2008/09 financial report (French version)
26/02/09 Half-year 2008/09 results
04/03/09 Publication of OL Groupe's first-half 2008/09 financial report (English version)
10/03/09 Disclosure of total number of voting rights and number of shares in the capital at 30 January 2009
24/03/09 OL, Ligue 1 economic leader
31/03/09 Olympique Lyonnais joins Superleague Formula
02/04/09 Disclosure of total number of voting rights and number of shares in the capital at 28 February 2009
08/04/09 Increase in share capital of SASP Olympique Lyonnais
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11/06/09 Disclosure of total number of voting rights and number of shares in the capital at 30 April 2009
11/06/09 Disclosure of total number of voting rights and number of shares in the capital at 29 May 2009
18/06/09 Proposed new stadium law
01/07/09 Transfer of Karim Benzema to Real Madrid
02/07/09 Transfer of Keita to Galatasaray
07/07/09 Agreement with FC Porto to transfer Lisandro Lopez
08/07/09 Press release
09/07/09 Press release - OL Land
15/07/09 Disclosure of total number of voting rights and number of shares in the capital at 30 June 2009
16/07/09 Michel Bastos joins Olympique Lyonnais
20/07/09 Aly Cissokho joins Olympique Lyonnais
28/07/09 Encouraging resilience in business revenue amid an economic crisis
30/07/09 Bafétimbi Gomis joins Olympique Lyonnais
10/08/09 New kit manufacturer contract
27/08/09 Rise in the OL Groupe share price
01/09/09 Transfer of Fabio Grosso and Anthony Mounier
02/09/09 Player management optimised during the trading window
08/10/09 Publication of OL Groupe's 2007/08 Reference Document (French version)
08/10/09 OL Groupe's 2007/08 Reference Document (French version)
27/10/09 Financial year 2008/09: the fifth consecutive profitable year
28/10/09 Slideshow of the SFAF meeting of 28 October 2009
29/10/09 Condensed consolidated financial statements - 2008/09 financial year

**Information published in the Bulletin of Obligatory Legal Announcements (BALO) and available on the website of the Official Journal (www.journal-officiel.gouv.fr/balo/)**

| | |
|---|---|
| 22/10/08 | Shareholder and unitholder meetings – Notice of meeting |
| 10/11/08 | Shareholder and unitholder meetings – Invitation |
| 02/03/09 | Periodic publications – Annual financial statements |

**Information published by OL Groupe in a journal of legal announcements (Le Tout Lyon - www.le-tout-lyon.fr)**

| | |
|---|---|
| 18/10/08 | Notice of Shareholders Meeting |

**Information published by OL Groupe in a financial journal or newspaper**

| | |
|---|---|
| 25/09/08 | Full-year 2007/08 results (Investir) |
| 07/11/08 | First-quarter 2008/09 (La Tribune) |
| 17/11/08 | Notice of Annual Shareholders' Meeting (La Tribune) |
| 19/02/09 | First half 2008/09 results (La Tribune) |
| 21/02/09 | First-half 2008/09 results (Investir) |
| 23/02/09 | First-half 2008/09 results (Les Petites Affiches Lyonnaises) |
| 23/02/09 | First-half 2008/09 results (Les petites Affiches de la Loire) |
| 27/02/09 | First-half 2008/09 results (La Tribune de Vienne) |
| 07/05/09 | 9-month 2008/09 revenue from businesses (La Tribune) |
| 29/07/09 | Encouraging resilience in business revenue amid an economic crisis (La Tribune) |
| 29/10/09 | Full-year 2008/09 results (La Tribune, l'Equipe) |

**Commercial Court filings. During the last 12 months, the principal filings were as follows:**

Filing of annual financial statements for the financial year ended 30 June 2008
Filing of consolidated financial statements for the financial year ended 30 June 2008

# SHARE BUYBACK PROGRAMME

## 1. REPORT ON THE 28 NOVEMBER 2008 SHARE BUY-BACK PROGRAMME

### Summary of disclosures

Declaration by the issuer of transactions carried out on its own shares between 29/11/2008 and 30/09/2009 (1)

- Percentage of capital held in treasury, directly or indirectly: 2.3% (1)
- Number of shares cancelled during the last 24 months: 0 (2)
- Number of shares held in portfolio: 307,776 (1)
- Book value of portfolio: €4,635,566.78 (1)
- Market value of portfolio: €2,923,872.00 (1)

(1) At 30 September 2009.

(2) The 24 months preceding the date of publication of the programme description.

| | Cumulative gross transactions (1)* | | Open positions on the day of publication of the programme description ** | | | |
|---|---|---|---|---|---|---|
| | Purchases | Sales/ Transfers | Open long positions | | Open short positions | |
| Number of shares | 100,111 (5) | 83,794 (6) | Call options purchased | Forward purchases | Call options | Forward sales |
| Average maximum expiry (2) | | | | | | |
| Average transaction price (3) | €7.95 | €8.16 | | | | |
| Average exercise price (4) | | | | | | |
| Amounts | nil | nil | | | | |

(1) The period under review began on 29 November 2008, i.e. the day after the Board of Directors and shareholders approved the buyback plan, and ended on 30 September 2009.
Specify whether block transaction or transaction carried out under the liquidity contract (in this case add the issuer's share).

(2) Time to expiry at the date of publication of the programme description.

(3) Cash transactions.

(4) For cumulative gross transactions, indicate the average exercise price of exercised options and matured forward transactions.

(5) Includes 90,283 shares acquired under the liquidity contract, representing 90.2% of the total number of shares acquired.

(6) 100% of sales under the liquidity contract.

* Cumulative gross transactions include cash purchase and sale transactions as well as exercised or expired options and forward transactions.

** Open positions include unexpired forward purchases and sales as well as unexercised call options.

## 2. DESCRIPTION OF THE SHARE BUYBACK PROGRAMME RTO BE SUBMITTED FOR SHAREHOLDER APPROVAL AT THE ORDINARY SHAREHOLDERS MEETING OF 7 DECEMBER 2009

Pursuant to Articles 241-1 to 241-6 of the General Regulation of the AMF and European Regulation 2273/2003 of 22 December 2003, which came into force on 13 October 2004, we present below the objectives and procedures of the Company's share buy-back programme, to be submitted to shareholders for approval at their 7 December 2009 Ordinary Shareholders Meeting.

Shareholders can download this description from the Company's website (www.olweb.fr).

A hard copy may also be obtained free of charge by writing to the following address: Olympique Lyonnais Groupe, 350 avenue Jean Jaurès 69007 Lyon.

### Shares held in treasury at 30 September 2009: percentage of capital and breakdown by objective

At 30 September 2008, the Company held 113,136 of its own shares, or 0.9% of its share capital in connection with the liquidity contract managed by Exane, and 194,640 shares, or 1.5% of its share capital outside of the context of the liquidity contract, for a total of 307,776 shares allocated to the following objectives:

- Stock option plan: 194,640 shares,
- Market-making and ensuring regular price quotations through a liquidity contract: 113,136 shares.

### Objectives of the buyback programme

The objectives of the programme are as follows, in decreasing order of importance:

- Make a market in and ensure regular price quotations of OL Groupe shares through a liquidity contract that conforms to the AFEI's Code of Conduct;
- Grant shares, under the terms and conditions provided by law, in particular under employee profit-sharing plans, stock option plans, employee savings schemes, or for the allocation of bonus shares to employees or executive officers pursuant to Articles L. 225-197-1 seq. of the French Commercial Code;
- Purchase shares with an intent to hold them and tender them at a later date in exchange or in payment for acquisitions, in accordance with market practices permitted by the AMF and within the limits set out by law;
- Allot shares of the Company on exercise of rights attached to securities giving access in any way to the shares of the Company, in accordance with applicable regulations;
- Reduce share capital by cancelling some or all of the shares, provided the first resolution of the 7 December 2009 Special Shareholders Meeting is approved;
- Implement any market practices that are allowed in future by the AMF and more generally, carry out any transactions in accordance with applicable regulations.

### Procedures

**Maximum percentage of share capital and maximum number of shares the Company proposes to acquire**

This programme will cover a maximum of 1,067,660 shares, such that the Company does not hold in treasury, taking into account the shares held as of 30 September 2009, more than 10% of the share capital in existence on the day of the Ordinary Shareholders Meeting, called for 7 December 2009.

**Maximum purchase price and maximum monetary amount that can be devoted to the programme**

The maximum purchase price is set at forty euros (€40) per share.

The maximum monetary amount that can be devoted to the share buyback programme is set at €40,654,080.

These amounts exclude brokerage costs. The Board of Directors shall adjust the above-mentioned price in the event subscription rights or grants are exercised or other capital transactions having an impact on the value of the Company's shares take place.

These transactions to acquire, sell or exchange shares may be carried out and settled by any means, and in any manner, on the stock exchange or otherwise, including through the use of derivative instruments, in particular via optional transactions as long as such options do not significantly increase the volatility of the share price, and in accordance with applicable regulations. These transactions may be carried out at any time including while a takeover bid is in effect on the shares or other securities issued or initiated by the Company, subject to the abstention periods provided for by law and the AMF General Regulation.

**Characteristics of the securities involved in the buyback programme**

OL Groupe ordinary shares are listed in Compartment C of Eurolist by Euronext Paris.

ISIN code: FR0010428771

**Duration of the buyback programme**

The programme has a duration of 18 months from the date of the Shareholders Meeting, i.e. until 6 June 2011.

Photo credits: AFP - A Suivre - Buffi & Associés - FEP Panoramic - OL Images - Populous - Christèle Viviant
English version: Traduction financière et économique "Trafine"

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**www.olweb.fr**

Investor and shareholder information: **Olivier Blanc** - dirfin@olympiquelyonnais.com