

# DISCLOSURE RELATING TO CONCLUSION OF RELATED PARTY AGREEMENT PURSUANT TO ARTICLES L. 22-10-13 AND R. 22-10-17 OF THE FRENCH COMMERCIAL CODE

Lyon, February 8, 2024 - 19h

As part of the completion of the sale today of 52% of the share capital and voting rights of Olympique Lyonnais Féminin SAS ("**OLF**") to YMK Holdings, LLC ("**YMK**"), a company controlled by Michele Kang, member of the Board of Directors of OL Groupe, the Company has entered into, after being authorized to do so by the Board of Directors and in accordance with the provisions of articles L. 225-38 et seq. of the French Commercial Code, the following two agreements:

- (i) amended and Restated Contribution and Subscription Agreement between YMK, OL Groupe, Association Olympique Lyonnais ("**OLA**")<sup>1</sup> and OLF, amending the agreement previously entered into between the parties on May 16, 2023 and setting out the terms of the transfer to YMK of a stake of 52% in the capital of OLF, following prior reorganisations (the "**CSA**") ;
- (ii) services provision agreement between OL Groupe, Olympique Lyonnais SASU ("**OL SASU**")<sup>2</sup> and OLA as service providers and OLF as the beneficiary of said services, the purpose of which is to organise the conditions under which OLF may benefit from a certain number of services provided by the OL Group (the "**Services Agreement**"),

(together, the "**Agreements**").

The Agreements were entered into on February 8, 2024 and will be submitted to the next shareholders' general meeting for approval, in accordance with Articles L. 225-38 et seq. of the French Commercial Code.

## **I. Persons involved in the conclusion of the CSA and key terms and conditions**

### Persons directly or indirectly involved in the conclusion of the CSA

Michele Kang, member of the Board of Directors of OL Groupe, majority shareholder of YMK and President of OLF, has a direct interest in the conclusion of the CSA.

### Purpose and main terms of the CSA

The CSA, governed by the laws of the State of Delaware, sets forth the terms of the acquisition by YMK of a 52.91% interest in the capital and voting rights of OLF from OLA and OL SASU (acting jointly and severally)

The OLF share externalizes a valuation of OLF (including the brand licence from which it benefits), which is in line with the conclusions of an expert's report commissioned by the Group. The CSA provides for an indemnity mechanism in favour of the purchaser in the event of a breach of representations and warranties or of commitments made in the contract.

### Reasons justifying the interest for OL Groupe and its shareholders in concluding the CSA

<sup>1</sup> An independent association governed by French 1901 law, consolidated by OL Group

<sup>2</sup> A 100% subsidiary of OL Groupe.

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The conclusion of the CSA is part of a transaction approved on several occasions by the Company's Board of Directors, aimed at transferring control of the women's football business while encouraging its development and growth by bringing in a new investor to OLF.

### **II. Persons involved in the conclusion of the Services Agreement and key terms and conditions**

#### Persons directly or indirectly involved in the conclusion of the Services Agreement

Michele Kang, director of OL Groupe, majority shareholder of YMK and Chairman of OLF, has a direct interest in the conclusion of the Services Agreement.

#### Purpose and main terms of the Services Agreement

The purpose of the Services Agreement is to provide various services provided by OL Groupe, OLA and OL SASU for the benefit of OLF, in particular the use of premises, pitches and training facilities located within the Groupama OL Training Center and Groupama Stadium, the use of the aforementioned stadiums for official competitions and the provision of administrative, marketing and IT services.

The Services Agreement has been concluded for an initial term running until June 30, 2026 and will then be renewed by tacit agreement for periods of 3 years until June 30, 2043 unless terminated by OLF (which may also terminate one of the services at any time under the conditions set out in the contract).

The price of the services was determined on the basis of the costs incurred by the OL group, with an annual variation indexed to the cost of labour or the cost of construction.

In addition, the parties have agreed to share future revenues from the joint partnerships, with OLF receiving a minimum of approximately €3.7 million for the 2023/2024 season and €3.9 million for the 2024/2025 season.

#### Reasons justifying the interest for OL Groupe and its subsidiaries in concluding the Services Agreement

The conclusion of the Services Agreement was an essential condition of the sale of OLF and is intended to help this former subsidiary to become autonomous. OL Groupe and its subsidiaries will be remunerated for services rendered.



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