



CODE OF CONDUCT



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PREAMBLE

WHY AN ANTI-CORRUPTION CODE OF CONDUCT?

Committing an act of corruption or influence peddling is serious and illegal, which can lead to significant consequences for the person committing the act but also for Eagle Football Group ⁽¹⁾.

In accordance with Article 17 of the Sapin II law, Eagle Football Group has implemented a specific anti-corruption system, one of the components of which is this Anti-Corruption Code of Conduct.

WHO IS THIS CODE FOR?

- i) It applies to Eagle Football Group, which refers to the company Eagle Football Group, a public limited company with a board of directors, registered with the Lyon Trade and Companies Register under number 421 577 495, whose registered office is located at 10, avenue Simone Veil – 69150 DECINES Cedex, as well as:
 - i) any for-profit entity controlled by Eagle Football Group, the term "control" having the meaning given to it in article L.233-3 of the French Commercial Code,
 - ii) any non-profit entity (foundation, endowment fund, etc.) linked to Eagle Football Group or to one of the entities it controls, which is involved as a member, director or officer,
 - iii) OL Association, whose relationship with Olympique Lyonnais is defined in an agreement signed in application of article L.122-14 of the French Sports Code.

WHAT IS IN THE CODE?

This Anti-Corruption Code is intended to serve as a guide for identifying situations involving corruption or influence peddling. It describes situations that the employee may face and explains how to behave in such situations.

This code does not claim to cover all situations that may arise. Any question from an employee about the application of the Code or its interpretation must be referred to their line manager or to the person designated by Eagle Football Group.

WHAT TO REMEMBER ABOVE ALL?

There is zero tolerance of all forms of corruption and influence peddling, whether active or passive, by employees or stakeholders of the Group.

CONCEPTS

DEFINITIONS

Corruption is behavior by which a person (public official or private individual) directly or indirectly through an intermediary offers, requests or accepts a gift, an offer or a promise, presents or benefits of any kind in order to perform, delay or fail to perform an act directly or indirectly related to their duties in order to obtain or retain a commercial or financial advantage, or to influence a decision.

There are two types of corruption:

- **Active** corruption is when the person who is promising compensation in return for an action or non-action initiates the act of corruption.
- **Passive** corruption is when the act of corruption is initiated by the person who is corrupted, i.e. the person who performs or does not perform an act in exchange for compensation in return.

Corruption can take many forms under the guise of common business or social practices, including invitations, gifts, patronage, sums of money, etc.

Corruption of public officials is considered a particularly serious offense. The penalties for the corruption of public officials are more severe than those for corrupt practices in the private sphere.

Influence peddling refers to a person monetizing their capacity or influence, real or supposed, to influence a decision that will be made by a third party.

It involves three actors: the beneficiary (the one who provides benefits or gifts), the intermediary (the one who uses the influence they possess because of their position) and the target, who holds the deciding power (public authority or administration, magistrate, expert, etc.).

GENERAL PRINCIPLE

Employees shall not engage in corruption and shall not use intermediaries, including agents, consultants, advisors, distributors or any other business partners for the purpose of committing such acts.

1. CONFLICTS OF INTEREST

DEFINITION

Conflicts of interest arise from any situation in which the personal interests of employees are in conflict with their duties or responsibilities.

Conflicts of interest create ambiguous relationships that can lead to questions about the independence of the parties and the objectivity of decisions.

RULES

Generally speaking, in order to prevent the probity of an employee from being called into question, **all situations of real or potential conflict of interest must be reported:**

- Upon hiring, employees must declare any potential conflict of interest;
- Any change in an employee's personal situation that could lead to a conflict of interest must be reported to their supervisor and to Human Resources without delay.

SCENARIOS

1. A member of my family runs a company that the Group may need to work with as a service provider. Can we conclude an agreement with this company anyway?

- Yes, but you must declare the existence of this relationship to your superiors, and not interfere in any way with the process of concluding the contract.

2. The Group is looking to hire a new employee. My brother-in-law fits the profile. Can I share his CV?

- Yes, but you must declare the existence of this relationship to Human Resources, and not interfere in the recruitment process.

3. A charity is asking you for patronage. This association is chaired by the wife of a public official who can facilitate an administrative procedure. What should be done?

- Here, the conflict of interest is at the level of the public official. Do not make a donation if there is a conflict of interest that could affect the transparency of the transaction. You can communicate the project carried by this charity to the CSR team without influencing their selection.

2. ILLICIT PAYMENTS

DEFINITION

Bribes

A bribe is a generic name for a payment made in return for an unwarranted favor or service.

Facilitation payments

Facilitation payments are unofficial payments (as opposed to legitimate and official fees and taxes) that are made to facilitate or expedite any administrative or other formalities such as permit applications, visas or customs clearances.

An act of facilitation may constitute an objectionable act and expose the applicant, the employee and the Group to severe penalties.

RULES

Bribes

Payments of any kind (in value or money), whether received, proposed, promised or offered, by or to any public or private person, **in order to obtain an undue advantage**, are strictly **prohibited**.

The Group expects its employees to categorically and systematically refuse all requests or offers of bribes, regardless of the amount or value, indicating the Group's position and commitment to preventing and fighting corruption.

It does not matter if a contentious payment is:

- offered / made before or after the undue advantage is obtained; and/or
- made to the person of influence or someone close to them (e.g.: colleague, friend, family member).

Facilitation payments

The Group's administrative processes must not be given preferential treatment except if there are compelling reasons (health, safety of an employee, etc.).

Any such request from an administrative authority must be reported immediately to the management of the Group, who will give you instructions on how to act.

2. ILLICIT PAYMENTS

SCENARIOS

1. *A public body is asking me to pay an application fee for an administrative authorization. What should you do?*

- The costs are legitimate as long as they are formalized in a document issued by the public body. If you have any doubts (for example if you don't have a receipt), you should ask your manager.

2. *The member of a disciplinary committee is asking for a bribe (via an invoice for a fictitious service) in exchange for relief from a disciplinary measure. What should you do?*

- The Group expects its employees to categorically and systematically refuse all requests or offers of bribes, regardless of the amount or value.
- You must refuse this type of solicitation and talk to management.

3. *Sportspeople: the coach of an opposing club asks you to “arrange” a match with no real stakes for the Group . What should you do?*

- Illegally influencing the result of a match goes against the sporting values of the Group and can have disastrous repercussions for you (e.g.: suspension) as well as for the Group.
- You must refuse this type of solicitation, and talk to the executive management, who will ensure you are protected.

3. GIFTS & INVITATIONS

DEFINITION

We may occasionally offer or receive invitations or gifts as part of our daily activities to foster good business relationships. Gifts and invitations are ordinary acts of business and do not, as such, constitute acts of corruption.

However, such courtesies or friendly gestures could constitute or be considered a channel of corruption if they do not comply with the rules and principles defined by the Group.

This is the case when the purpose of a gift or invitation is to obtain an undue advantage or to exercise undue influence on a decision.

Giving a gift can create an obligation to the recipient, who is thus encouraged to modify their behavior in a way that is favorable to the person who gave them the gift or invitation. Giving a gift or invitation can also raise expectations of getting something in return.

RULES

General rules

- 1. Offering a gift or invitation in order to obtain an undue advantage or to exercise undue influence on a decision is prohibited.**
2. Granting or receiving of a gift of cash or its equivalent is prohibited.
3. In general, if there is any doubt about the acceptability of a gift or invitation, the employee must ask their supervisor, who will inform the compliance unit, which will decide whether or not it can be accepted.
4. Any gift or invitation offered must be clearly and accurately recorded in the company's accounts.
5. Gifts and invitations are strictly professional. They may not be received at the employee's home and may only concern the employee or the business partner, to the exclusion of their family or other relations.
6. The acceptance and offering of gifts is tolerated if their value is less than €200 incl. tax per person, per year and per business partner. Above this threshold, the acceptance or offering of gifts by an employee is subject to the prior authorization of their line manager and the compliance unit.

3. GIFTS & INVITATIONS

RULES

Received gifts and invitations

- As a matter of principle, all Group employees must refuse any gift or invitation which, because of its size, unusual nature or frequency, would be disproportionate to a customary expression of courtesy.
- Employees are not permitted to receive gifts or invitations at strategic moments, for example tenders, signing of business contracts, votes etc.
- Any gift or invitation received with a value of more than €200 must be recorded (communicated to the Compliance Unit).
- If possible, the gift should be shared within the employee's team (e.g.: a consumable item such as a box of chocolate).

Other recommendations

- Be careful not to give the guest the impression that they are obliged to provide some kind of compensation in return for the invitation or that you are trying to influence their decision-making power.
- Give preference to gifts of symbolic value (flowers, promotional items, fruit baskets, etc.).
- In the case of invitations to company trips or events, do not choose the beneficiary by name, but instead, as far as possible, address the invitation to an unspecified person or to a role (e.g.: the persons in charge of purchasing, etc., giving the entity the option to designate the individuals who will benefit from the invitation itself).

3. GIFTS & INVITATIONS

SCENARIOS

Examples of inappropriate gifts

1. Offering a luxury watch to a referee.

- As a reminder, gifts offered as part of the procedure of a sports competition are strictly regulated and, for such a competition, the nature of the gifts and the type of beneficiaries do not vary from one match to another.

2. Receiving a case of wine bottles from a supplier at the time of a tender.

- This type of gift can interfere with your independence and distort your judgment and decisions.
- Employees are not permitted to receive gifts or invitations at strategic moments, for example tenders, signing of agreements, votes etc.

3. Offering €100 in cash to an official of a public authority.

- Gifting sums of money is strictly prohibited.

Examples of inappropriate invitations

1. Be invited to lunch or dinner each week by a supplier.

- As a matter of principle, all Group employees must refuse any gift or invitation which, because of its size, unusual nature or frequency, would be disproportionate to a customary expression of courtesy.

2. Inviting an elected official and his wife to the Rugby World Cup final, paying for 3 days' stay in a luxury hotel, all meal expenses, and business-class travel.

- No gift of excessive value should be given, let alone to a public official.

What should be done in the case of an excessive or inappropriate request?

- You must draw the attention of the person you are speaking with to the fact that this invitation could be equivalent to corruption and would put you at criminal risk. The Group has an anti-corruption code of conduct that you are required to follow. Invite them to read it and inform your manager of the situation you have encountered so that they can inform the compliance unit.

4. DONATIONS, PATRONAGE & SPONSORSHIP

DEFINITION

Through the OL Foundation and the sOLidaire endowment fund, the Group works to benefit civil society by making donations and carrying out patronage operations.

Patronage is the material support given, without direct compensation in return on the part of the beneficiary, to a non-profit organization for the exercise of activities of general interest. Patronage differs from sponsorship by the nature of the actions supported and by the fact that there is normally no contractual advertising compensation for the support of the patron.

Sponsorship is the material support given to an event, a person, a product or an organization in order to obtain a direct benefit: visibility of the Group's values and increasing its notoriety.

Patronage and sponsorship are not in themselves objectionable.

However, such donations, sponsorship and patronage activities can be qualified as corrupt acts when they are made with the aim of obtaining an undue advantage.

Thus, donations, sponsorship and patronage activities can be used as a means to bribe a person who may influence a decision in a transaction, especially if that person has a family interest in the organization receiving the donation or sponsorship.

RULES

Donations, sponsorship and patronage activities should never:

- be made to obtain an undue advantage or unduly influence a decision;
- take place for the benefit of natural persons.

On the other hand, it is appropriate to:

- Research the history and reputation of the beneficiary association or organization and its representatives (existence of the association, the project, verification of the statutes, verification of the identity of the beneficiary, etc.);
- Ensure that there is no relationship between the beneficiary and the decision-makers within our business partners (customers, suppliers) which could lead the legal authorities to reclassify the planned operation as criminal;
- Verify that the financial commitment of the Group is reasonable and proportionate to the proposed actions;
- Formalize and document the operation (e.g.: a patronage agreement);
- Obtain the validation of the Chief Executive Officer or the Managing Director.

4. DONATIONS, PATRONAGE & SPONSORSHIP

RULES

Focus on political contributions:

Political contributions (fundraising at the local, regional or national political level); i.e. the financing of electoral campaigns is strictly prohibited for companies in France.

SCENARIOS

1. *A charity in which I am personally involved asks me if the Group can provide free equipment (shirts, balls, etc.).*

May I say yes?

- The Group can support you in your general interest initiatives if they are consistent with the Group's strategy. In this situation, before giving an answer to the charity, you should contact the OL Foundation (contact@olfondation.com) and the compliance unit.

2. *An official of a public authority (e.g.: a prefecture) with whom I am in contact is also the president of an animal protection association. He asked me to make a donation to his charity in exchange for an administrative "helping hand".*

What should I do?

- You must refuse this type of solicitation, recalling the clear instructions of the Management on the subject.
- More generally, patronages are carried out by the OL Foundation and are subject to a carefully considered selection procedure consistent with the values of solidarity and commitment of the Group.

5. BUSINESS PARTNERS

DEFINITION

The Group may be held **responsible** for acts of corruption committed by one of its third parties (suppliers, service providers, subcontractors, intermediaries etc.) acting on its behalf. Therefore, it is necessary to exercise the utmost **vigilance** with these partners, and to conduct appropriate due diligence before entering into a business relationship with them. The objective is to ensure that the Group's partners act in accordance with laws and regulations, particularly in terms of integrity and the fight against corruption.

RULES

Before entering into a business relationship with a business partner, due diligence must be carried out which is appropriate and proportionate to the particular situation of the business partner (taking into account the level of risk), in accordance with internal procedures.

N.B.: for suppliers, service providers and subcontractors, due diligence is coordinated by the Purchasing Department, which has dedicated procedures for this.

Vigilance should be maintained throughout the business relationship. Warning signs may arise after the relationship has been entered into (e.g.: conviction of the third party, change of ownership involving PEPs, etc.).

The remuneration of the partner must be reasonable and proportionate to the services provided. Payments must be made after presentation of an invoice, duly validated, as a priority by bank transfer to the bank account of the business partner, after verification of the bank details of the beneficiary, and for the amount shown on the invoice, in accordance with the contractual provisions.

5. BUSINESS PARTNERS

SCENARIOS

The following situations are warning signs that should lead you to adopt a cautious attitude. Major warning signs are shown in bold.

Cooperation with Eagle Football Group

- **The third-party refuses to complete all or part of the identification form or to provide the required documents (e.g.: Kbis, URSSAF attestation, etc.).**
- **Third-party refuses to accept the inclusion of an anti-corruption clause in the contract.**
- **The supplier suggests bypassing the Group's standard purchasing process.**

Third-party compliance practices and procedures

- The third-party does not disclose or document the implementation of an anti-corruption compliance system, even though it has been requested to do so.
- The third-party does not evaluate its own third parties and uses subcontractors at risk.

Proximity of the third-party to Public Officials

- **The third-party is owned, directly or indirectly, in whole or in part, by a public official, or a family member of a public official.**
- **The third-party was imposed on you by a public official.**

Payment methods

- **The third-party asks to be paid in cash.**
- **The third-party has indicated several bank accounts.**
- **The third-party requests that all payments be made to a bank account in a bank outside of its country of domicile or suggests atypical financial arrangements.**

Financial and professional capabilities, expertise

- The third-party is a new entrant to the market or created at a recent date.
- The third-party lacks experience.
- The third-party offers insufficient guarantees as to its financial stability and solvency.

Reputation

- The third-party has been the subject of adverse information or is suspected of having made illicit payments to public officials or family members of a public official.
- **The third-party or any member of its management has been prosecuted or convicted for corruption offenses.**

Country risks

- The country from which the third-party operates is known to be affected by corruption (for example according to the most recent Transparency International Index).

6. LOBBYING / INTEREST REPRESENTATION

DEFINITION

Lobbying (or interest representation) refers to any activity intended to intervene, directly or indirectly, with a government or an institution, in favor of a particular decision or cause.

Lobbying and interest representation activities enrich the dialog with public decision-makers, while protecting the Group's interests.

However, they may constitute acts of corruption or influence peddling if the individuals in charge of these actions propose the payment of undue benefits to a public official, in order to induce them to support legislation, regulations and/or a decision favorable to the Group.

RULES

Whatever the situation or the interest defended, the employees of the Group must:

- demonstrate integrity, intellectual probity and transparency in all relations with institutions and/or public officials;
- provide reliable and objective information, without seeking to obtain information or decisions by exerting any pressure;
- not seek to obtain an undue political or regulatory advantage.

SCENARIOS

1. My department has decided to use an intermediary for interest representation. What precautions should we take?

- If you use an intermediary, do thorough research on the service provider (see previous chapter) and in the contract detail the nature of the services provided and the terms of payment precisely.

2. Can I approach a decision-maker in the public sector or an elected official to defend the Group's interests ?

- Do not approach a public decision-maker or elected official without the prior approval of your supervisor, the Legal Department and the Compliance Team.

7. ACQUISITIONS, EQUITY INVESTMENTS, JOINT VENTURES, STRATEGIC PARTNERSHIPS

DEFINITION

When **acquiring companies, taking minority stakes or seeking strategic partnerships**, it is essential to ensure that the target or partner is not engaging and has not engaged in any objectionable behavior with regard to applicable anti-corruption laws, and respects the legislation in force in this area.

In the above-mentioned transactions, **the Group could be held civilly or criminally liable** for acts of corruption committed by its partners or targets, which could have significant commercial, financial and reputational consequences.

RULES

In the context of due diligence on a partner in the context of a joint venture or a development project or on a target company in the context of an acquisition, it is essential to:

- conduct **research on the company's history**, management, reputation and qualifications;
- adapt the checks to the risks presented by the country and to the nature of the transaction.

In general, it is appropriate to:

- avoid partnerships with entities whose management or shareholders have **close ties to the government or public authorities**;
- document the contractual relationship in a written agreement and include audit, ethics, and early termination clauses in the event of a breach of these obligations;
- conduct a post-acquisition audit to validate the implementation of the Group's anti-corruption policy in the context of an acquisition.

SCENARIOS

In the course of entering into a strategic partnership, I learned that the executive manager has been prosecuted or convicted for corruption offenses about ten years ago. What should you do?

- You may decide not to engage in this partnership. The other possibility is to take appropriate compensatory measures (e.g.: commitment by the third party to fight corruption, carrying out an audit of its anti-corruption system, changing its shareholding, etc.).
- Discuss it with the Compliance Unit.

8. ACCOUNTING RECORDS

DEFINITION

In the fight against corruption, it is essential that transactions are transparent, fully documented and assigned to accounts that accurately reflect their nature.

RULES

All employees must ensure that their requests for reimbursement for invitations, gifts or expenses incurred for business partners comply with the Group's expenses policies (including the rules of this Code) and specifically include the reason for the expense.

No accounting transactions shall be recorded outside of the account books to facilitate or conceal illicit payments. Employees in the accounting and finance roles should be alert to concealment of corrupt practices in books, records and accounts in their checks.

All accounts, invoices and other documents relating to relationships with partners, such as customers and suppliers, must be retained. In particular, documentation should be maintained to demonstrate the appropriateness of the services involved and the corresponding payments.

The principle of separation of decision-making and payment roles must be respected, and the traceability of payments ensured.

All checks and approval procedures established within the Group must be applied.

APPLICATION OF THE CODE

TRAINING

Employees are required to familiarize themselves with this Code and to participate in training sessions organized by the company to raise their awareness of the fight against corruption. New employees are made aware of this as soon as they take up their duties.

THE CONSEQUENCES OF VIOLATING THE CODE

Any violation of the principles of this code exposes the employee to the disciplinary sanctions provided for in the internal regulations. Under no circumstances may the belief that one is acting in the best interests of the company justify conduct that is inconsistent with the provisions of applicable laws and this Code.

In addition to this disciplinary aspect, criminal sanctions may apply:

- For the employee, penalties of up to 10 years' imprisonment and a fine of 1 million euros, deprivation of civil rights, and a ban on carrying out the activity in question for five years or more.
- For the Group, criminal convictions accompanied by significant fines (of 5 million euros or 5 times the proceeds derived from the offense), publicity measures, bans on bidding for public contracts, the bans on raising funds, and an impact on its reputation and image for several years.

In addition, acts of bribery or influence peddling can also be punished by laws with extraterritorial reach. This means that an act committed in one country can also be sanctioned in another country depending on the connecting factor (e.g. payment in dollars), as under the FCPA (Foreign Corrupt Practices Act) in the US.

THE WHISTLEBLOWING SCHEME

Eagle Football Group has set up a whistleblowing scheme aimed at improving communication to enable all employees to be able to report the existence of conduct or situations contrary to this Code.

While direct or indirect recourse to their superiors is always possible, the whistleblowing scheme offers employees enhanced protection in the event of a report being made. However, its use remains optional.

In practice, any employee can send a report to the whistleblowing point of contact (alerte@ol.fr). The rules governing the operation of the whistleblowing scheme and the guarantees offered to employees in connection with its use are set out in a specific document entitled "Internal Whistleblowing Scheme".