

Eagle Football Holdings Limited

Annual Report and

Consolidated and Combined Financial Statements

As of 30 June 2023 and 2022 (unaudited) and for the year ended 30 June 2023 and for the period from 24 December 2021 to 30 June 2022 (unaudited)

Registered Number: 14379286

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Eagle Football Holdings Limited

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Eagle Football Holdings Limited

Directors and Company Information

Directors

John Charles Textor
Mark Robert Affolter
Jean-Pierre Louis Conte
James Gerard Dinan
Yongmee Michele Kang
Alexander Knaster
James Miller
Gordon Samuel Rubenstein
Jean-Michel Aulas

Company number

14379286

Registered office

Intertrust Uk
1 Bartholomew Lane,
London
England
EC2N 2AX

Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Eagle Football Holdings Limited

Strategic Report

Principal activities

Eagle Football Holdings Limited is a global sports and entertainment company with investments in a portfolio of iconic football clubs and related assets. The Group's principal strategy centres on running professional football clubs and related activities. At the end of the reporting period, the Group held interests in Olympique Lyonnais (France), Botafogo de Futebol e Regatas (Brazil), RWD Molenbeek (Belgium), and a significant stake in Crystal Palace Football Club (England).

The Directors present their annual report on the affairs of the Group and the Company, together with the audited financial statements for the year ended 30 June 2023 and unaudited financial statements for the period ended 30 June 2022.

Business review and key performance indicators

Eagle Football Holdings Limited (the "Company") is a private entity limited by shares, domiciled and incorporated in England and Wales on 27 September 2022.

From 24 December 2021 until 27 September 2022, the Company was not in existence as a separate legal entity. Subsequently from 27 September 2022 to 11 November 2022, the Company had no assets, liabilities or operations. As such, the financial statements for these periods are comprised of the combined historical balances of certain entities under common control of John Textor (the "Controlling Shareholder" of the Company) that would be later contributed into the Company. Historical balances and transactions were considered from the date control was first acquired by John Textor, with the first acquisition occurring on 24 December 2021.

On 11 November 2022, the Controlling Shareholder contributed his football portfolio for the Company's share capital, which was accounted for as a transaction between entities under common control and the operations of the controlled football clubs are presented retrospectively prior to the formation of Eagle Football Holdings Limited. Since 11 November 2022, the Company, together with its subsidiaries (the "Group") has prepared consolidated financial statements. Accordingly, the accompanying consolidated and combined financial statements for the year ended 30 June 2023 and for the period 24 December 2021 to 30 June 2022, are presented as follows:

- ▶ The results of Racing White Daring Molenbeek ("RWDM") for the period from 24 December 2021 to 30 June 2022 and for the year ended 30 June 2023, which includes its activity prior to contribution to Eagle Football Holdings Limited as RWDM was previously controlled by Mr. Textor.
- ▶ The results of Sociedade Anônima do Futebol Botafogo ("Botafogo") for the period from 11 March 2022 to 30 June 2022, and for year ended 30 June 2023, which includes its activity prior to contribution to Eagle Football Holdings Limited as Botafogo previously controlled by Mr. Textor.
- ▶ The results of Eagle Football Group S.A. (formerly Olympique Lyonnais Groupe, Inc.) ("OLG") on and subsequent to its acquisition on 19 December 2022. Acquisition accounting is applied to OLG within these consolidated and combined financial statements.
- ▶ The results of the noncontrolling interest in Crystal Palace, from its contribution by Mr. Textor on 19 December 2022. This investment is accounted for under the equity method of accounting in these consolidated and combined financial statements.

These clubs operate in conjunction with world-class training academies and stadium properties to drive engagement and commercial growth. The Group's footprint provides access to large, passionate fan bases and a scalable platform for brand development, content monetisation and strategic partnerships.

The Group has reported a loss of \$217m for the year (loss of \$19m for the period ended 30 June 2022 (unaudited)), with improved revenues offset by increased operating costs and continued investment across its football and media assets. Revenue growth for the 2022–23 financial year was primarily due to a full year of activity attributed to RWDM and Botafogo in the year ended 30 June 2023, as well as, revenues associated with OLG subsequent to its acquisition in December 2022. In addition, increased collaboration across clubs supported internal player movement and development pathways, enhancing squad value and on-field performance.

Eagle Football Holdings Limited

Strategic Report

OLG

In December 2022, the Group acquired a controlling interest in OLG. Founded in 1950, Lyon is an iconic football club with an established track record of success, including:

- 7 Ligue 1 titles
- 8 Trophee des Champions
- 18 seasons in the Champions League
- 17 top 3 finishes in Ligue 1
- 11 appearances in the Champions League round of 16
- 5 Coupe de France
- 2 appearances in the Champions League semifinals
- 1 Coupe de La Ligue

Total revenue from the date of acquisition to 30 June 2023 amounted to \$118.6 million.

Botafogo

As noted above, Mr. Textor contributed Botafogo to the Group as part of his football portfolio on 11 November 2022; however, the results of Botafogo are included since 11 March 2022, the date Mr. Textor originally acquired a controlling interest in the entity. Founded in 1904, Botafogo is one of the world's most iconic clubs. It is located in Rio de Janeiro, Brazil, which is one of the world's largest cities, and is supported by a large fanbase. In 2000, Botafogo was ranked 12th in a FIFA magazine poll for the FIFA Club of the Century. Botafogo has won multiple league and continental championships, including three titles in the Brazilian Série A, one Copa Libertadores and one Copa CONMEBOL. Since Eagle Football's acquisition of Botafogo in 2022, the club's performance has improved from 11th at the end of the 2022 season to a top 5 finish in the 2023 season and winning Copa Libertadores for the first time in the club's history in 2024.

Total revenue for the year ended 30 June 2023 was \$38m, an increase of \$29m, or 322% over the prior year primarily due to a full year of activity of Botafogo in the year ended 30 June 2023.

RWDM

As noted above, Mr. Textor contributed RWDM to the Group as part of his football portfolio on 11 November 2022; however, the results of RWDM are included since 24 December 2021, the date Mr. Textor originally acquired a controlling interest in the entity. RWD Molenbeek is a Belgian professional football club based in Brussels. RWD Molenbeek's origins can be traced to 1909 as White Star Club de Bruxelles. The club has a history of success, including winning the Belgian Championship in the 1970s and regularly qualifying for European competitions. In the 1980s, the club encountered financial difficulties but was re-established in 2015. The club quickly rose through the Belgian football system.

Revenue associated with RWDM is insignificant to the Group for the periods presented.

Crystal Palace

The Group acquired an interest in Crystal Palace, from its contribution by Mr. Textor on 19 December 2022. In March 2023, the Group purchased an additional interest in Crystal Palace, resulting in the Group holding a 25.0% non-controlling voting interest and a 45.3% economic interest in the club. Crystal Palace was founded nearly 120 years ago. The only Premier League team in South London, Crystal Palace has a history of success, including winning the Football Association Challenge Cup (the "FA Cup") once, a 3rd place finish in the English first division, twice as runner-up in the FA Cup and numerous other regional championships.

The Group's share of loss for the year attributed to Crystal Palace amounted to \$8m.

Eagle Football Holdings Limited

Strategic Report

Key performance indicators

We review the following key performance indicators on a regular basis in order to evaluate the financial and operating performance of our business, identify trends affecting our performance, prepare financial projections, and make strategic decisions. Our key performance indicators are not based on any standardized industry methodology and are not necessarily calculated in the same manner or comparable to similarly titled measures presented by other companies.

Eagle Football Holdings Limited is a global sports and entertainment company with investments in a portfolio of iconic football clubs and related assets. The Group's principal strategy centres on audience engagement and player development, supported by a growing international network of clubs based in major football markets. As at the end of the reporting period, the Group held interests in Olympique Lyonnais (France), Botafogo de Futebol e Regatas (Brazil), RWD Molenbeek (Belgium), and a significant stake in Crystal Palace Football Club (England).

These clubs operate in conjunction with world-class training academies and stadium properties to thrive engagement and commercial growth. The Group's footprint provides access to large, passionate fan bases and a scalable platform for brand development, content monetisation and strategic partnerships.

Our key performance indicators are as follows:

Olympique Lyonnais	Year Ended 30 June 2023⁽¹⁾	Period Ended 30 June 2022⁽²⁾
Number of home games	22	N/A
Number of away games	26	N/A
Average home game attendance	46,702	N/A
Season ticket holders	20,649	N/A
Average revenue per home match (in thousands)	\$1,760	N/A
Team performance – Ligue 1	7 th place	N/A
Botafogo	Year Ended 30 June 2023	Period Ended 30 June 2022
Number of home games	34	22
Number of away games	33	22
Average home game attendance	14,249	13,984
Season ticket holders	42,843	23,725
Average revenue per home match (in thousands)	\$81	\$82
Team performance - Brazilian Série A	5 th place, Copa Sudamericana qualifier	11 th place, Copa Libertadores qualifier
Racing White Daring Molenbeek⁽³⁾	Year Ended 30 June 2023	Period Ended 30 June 2022
Number of home games	18	15
Number of away games	18	15
Average home game attendance	3,026	2,576
Season ticket holders	1,411	1,383
Team performance – Belgian 2 nd division	1 st place, promoted	2 nd place

⁽¹⁾ These key performance indicators include the period prior to our acquisition.

⁽²⁾ This club was not part of the Group in this period therefore comparatives are not presented.

⁽³⁾ Revenues are not significant for the club therefore average revenue per home game is not considered a key performance indicator

Eagle Football Holdings Limited

Strategic Report

Risks and uncertainties

The board acknowledges there are a number of risks and uncertainties which could have a material impact on the Group's performance. The financial success of EFH depends, in large part, on the on-pitch performance of our clubs. A decline in sporting results could negatively impact our business, financial condition, and results of operations. Legal and regulatory authorities such as UEFA, DNCG, STJD, LFP, and the FA may impose penalties, change rules and regulations, or act in other ways that could adversely affect our financial outlook and condition. The main financial risks impacting EFH including market, indebtedness, and liquidity risks are discussed further in Note 28 of these consolidated and combined financial statements.

Going Concern

The Group have experienced net losses and significant cash outflows from operating activities over the past years as we develop our business. During the year ended 30 June 2023, the Group incurred a consolidated net loss of \$216.9 million (2022 (unaudited): \$18.8 million) and cash outflows from operating activities of \$95.1 million (2022 (unaudited): cash inflows of \$2.0 million). As of 30 June 2023, we had an accumulated deficit of \$184.6 million and current liabilities of \$984.9 million (2022 (unaudited): \$23.5 million). As of 30 June 2023, we had cash and cash equivalents of \$34.7 million (2022 (unaudited): \$0.6 million) and restricted cash of \$72.4 million (2022 (unaudited): \$nil). As of 31 August 2025, we had cash and cash equivalents of \$110.2 million.

In assessing the appropriateness of the going concern assumption, the Board have prepared detailed cash flow forecasts extending beyond 12 months from the date of approval of these financial statements. These forecasts show that the Group will require additional funding over the next 12 months. This is discussed further in Note 2 of these consolidated and combined financial statements.

Future developments

Eagle Football Holdings will continue to prioritize on-pitch performance, as competitive success is fundamental to ensuring the long-term sustainability and growth of its network clubs. Through its multi-club ownership structure, Eagle Football is uniquely positioned to realize operational and strategic synergies across geographies. Shared knowledge, integrated scouting networks, and coordinated performance frameworks will continue to support efficiencies in talent development and resource deployment, while enabling a consistent standard of excellence throughout the Group. The Group intends to harness advanced technologies to elevate the quality and reach of its fan experience engagement. Tech enhanced game day experiences, digital content, data-driven personalization, and mobile-first experiences are expected to strengthen supporter loyalty and expand monetization opportunities. These initiatives are designed to contribute to sustainable long-term profitability and ensure that Eagle Football remains well-positioned within the evolving global sports and entertainment ecosystem.

Section 172(1) statement

This statement sets out how the Directors of Eagle Football Holdings Limited have fulfilled their duties under section 172(1) of the Companies Act 2006, which requires Directors to act in a manner that promotes the success of the company for the benefit of its members as a whole, while having regard to a range of broader stakeholder considerations.

In discharging these duties, the Directors have considered the long-term implications of strategic and operational decisions, the interests of employees and contractual partners, the relationships with key stakeholders such as fans, suppliers, and communities, the environmental and social impacts of the company's activities, and the need to uphold high standards of conduct across all levels of the organisation.

Strategic and operational oversight

Eagle Football Holdings operates a multi-club structure with interests in football entities across different jurisdictions. Strategic decisions are taken with reference to both local and group-level considerations, ensuring alignment between financial sustainability, footballing performance, and regulatory compliance. Engagement with subsidiary leadership teams enables informed decision-making based on real-time operational data and stakeholder insights.

Eagle Football Holdings Limited

Strategic Report

Shareholders

Shareholder interests are taken into account when evaluating investment priorities, capital structure, and governance practices. Regular reporting and structured communication channels support transparency and ensure alignment on long-term strategic objectives. All major initiatives, including acquisitions, such as the acquisition of OLG, financing arrangements, such as entering into a notes purchase agreement, and restructuring activities, are assessed in terms of shareholder value and long-term impact.

Employees and club staff

Human capital across the group—comprising club staff, coaches, players, and administrative teams—is integral to operational resilience and performance. Each club within the portfolio maintains human resource policies aligned with group principles, promoting workplace wellbeing, fair treatment, and professional development. Feedback mechanisms and club-level reporting inform personnel-related decisions at the group level.

Fans and local communities

Each club under the company's ownership maintains a distinct identity and relationship with its local community. Fan engagement initiatives, youth development programs, and social responsibility efforts are embedded within local club strategies. The company encourages initiatives that reinforce club-community ties and ensure cultural fit in decision-making, particularly in matters involving branding, stadium development, and player recruitment.

Suppliers and commercial partners

Stakeholder relationships across sponsorship, media, logistics, and infrastructure are managed with an emphasis on consistency, fairness, and long-term value creation. Procurement practices follow ethical and responsible standards. Local supplier engagement is encouraged where commercially viable, particularly for matchday operations, construction projects, and community initiatives.


Environmental and social responsibility

The environmental impact of football operations is a growing area of focus. Clubs within the group are encouraged to implement practices aimed at improving energy efficiency, waste reduction, and sustainability in stadium and training facilities. Social responsibility programs are designed to align with the unique needs of each club's region, with attention given to inclusion, health, and education outcomes.

Standards of business conduct

The company operates across multiple regulatory environments and maintains compliance frameworks to ensure high standards of governance and ethical conduct. Codes of conduct, anti-corruption policies, and safeguarding protocols are reviewed regularly across the group. Continuous attention is given to maintaining the reputation of each club and the group as a whole.

By order of the Board

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John Charles Textor - Director
29 September 2025

Eagle Football Holdings Limited

Directors' Report

Directors

The Directors who held office during the year were as follows, with the date in which they were appointed:

- ▶ John Charles Textor (Chairman) – appointed September 2022
- ▶ Mark Robert Affolter – appointed December 2022
- ▶ Jean-Pierre Louis Conte – appointed December 2022
- ▶ James Gerard Dinan – appointed December 2022
- ▶ Yongmee Michele Kang – appointed March 2023
- ▶ Alexander Knaster – appointed December 2022
- ▶ James Miller – appointed December 2022
- ▶ Gordon Samuel Rubenstein – appointed December 2022
- ▶ Jean-Michel Aulas – appointed December 2022, resigned May 2023

Result for the period

The loss for the financial period was \$217m (2022: \$19m).

Political and charitable contributions

The Group made no political or charitable contributions.

Financial risk management

The Group's principal financial instruments, other than derivatives, comprise borrowings, cash and cash equivalents, and various items such as trade and other receivables and trade and other payables that arise directly from its operations. The main purpose of the financial instruments is to finance the Group's operations.

The main risks arising from the Group's financial instruments are market risk, credit risk, and liquidity risk. The Board of Directors oversees the management of these risks. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

Events after the reporting date

Events after the reporting date are discussed in Note 31 to the consolidated and combined financial statements.

Environmental and local community

The Group acknowledges its responsibility to provide a safe and healthy environment in which it operates and endeavours to maintain or enhance its local environment through the development and maintenance of shared facilities that are accessible to all communities' members. The Group's policy is to develop structures for the future in addition to fulfilling the immediate requirements of the football clubs that it operates.

Future developments

Future developments are discussed in the Strategic Report.

Employee engagement and business relationships

Employee engagement and business relationships are discussed in the Strategic report.

Streamlined Energy and Carbon Reporting ("SECR")

The Group consumed 40,000 kWh of energy or less in the UK during the period in respect of which this Directors' Report is prepared and therefore the information the report states that the information required by Part 7A of Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 is not included.

Statement of Directors responsibilities

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Eagle Football Holdings Limited

Directors' Report

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the Group financial statements in accordance with UK adopted international accounting standards in conformity with the requirements of the Companies Act 2006.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Company and of the profit or loss of the Group and Company for that period.

In preparing these consolidated and combined financial statements, the Directors are required to:

- ▶ select suitable accounting policies and then apply them consistently;
- ▶ make judgements and accounting estimates that are reasonable and prudent;
- ▶ state whether applicable international accounting standards in conformity with the requirements of the Companies Act 2006 and applicable UK adopted international accounting standards have been followed; and
- ▶ prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

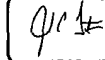
Disclosure of information to auditor

All of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Group and Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the auditors are unaware.

The auditor, BDO LLP, is deemed to be reappointed under section 487(2) of the Companies Act 1985 which continues in force under the Companies Act 2006.

By order of the Board

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John Charles Textor - Director

29 September 2025

Eagle Football Holdings Limited

Independent Auditor's Report to the Members of Eagle Football Holdings Limited

Opinion on the financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 30 June 2023 and of the Group's loss and the Parent Company's loss for the year then ended;
- the financial statements have been properly prepared in accordance with UK adopted international accounting standards; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Eagle Football Holdings Limited ("the Parent Company") and its subsidiaries ("the Group") for the year ended 30 June 2023 which comprise the Consolidated Statement of Profit and Loss, the Consolidated Statement of Comprehensive Loss, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Parent Company Statement of Profit and Loss, the Parent Company Statement of Financial Position, the Parent Company Statement of Changes in Equity, the Parent Company Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law UK adopted international accounting standards.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Material uncertainty related to going concern

We draw attention to note 2(d) to the financial statements, which indicates that the Group will require additional funding over the next 12 months, and that none of the funding options identified by the Directors (including refinancing and/or restructuring the Group's current debt obligations) are guaranteed to be successful and allow the Group to meet its liabilities as they fall due.

As stated in note 2(d), these events or conditions, along with the other matters as set forth in note 2(d), indicate that a material uncertainty exists that may cast significant doubt on the Parent Company and the Group's ability to continue as a going concern. The financial statements do not include any adjustments that would result if the Parent Company and the Group were unable to continue as a going concern. Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other matter

The corresponding figures relating to financial year 2022 are unaudited.

Eagle Football Holdings Limited

Independent Auditor's Report to the Members of Eagle Football Holdings Limited

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

As explained more fully in the Statement of Directors Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with

Eagle Football Holdings Limited

Independent Auditor's Report to the Members of Eagle Football Holdings Limited

ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

Based on:

- Our understanding of the Group and the industry in which it operates;
- Discussion with management and those charged with governance

Obtaining an understanding of the Group's policies and procedures regarding compliance with laws and regulations; we considered the significant laws and regulations to be the UK adopted IFRS framework and the Companies Act 2006.

The Group is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be the health and safety legislation and applicable employment laws.

Our procedures in respect of the above included:

- Review of minutes of meetings of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation;
- Involvement of tax specialists in the audit;
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Group's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meetings of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;

Considering remuneration incentive schemes and performance targets and the related financial statement areas impacted by these

Based on our risk assessment, we considered the areas most susceptible to fraud to be inappropriate journal entries, fraudulent revenue recognition, recognition of player trading gains and losses and management bias in accounting estimates.

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- Assessing significant estimates made by management for bias assessing the valuation of acquired assets and liabilities relating to business acquisitions in the period to ensure appropriate valuations, as well as assessing the valuation of intangible assets specifically relating to player registrations for impairment indicators. ,and

Performed specific testing over Sponsorship revenue balances by agreeing a sample to supporting contract to confirm the recognition.

Eagle Football Holdings Limited

Independent Auditor's Report to the Members of Eagle Football Holdings Limited

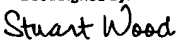
We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Parent Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Parent Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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Stuart Wood (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Manchester, UK
29 September 2025

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated and Combined Statements of Profit or Loss

For the year ended 30 June 2023 and for the period from 24 December 2021 to 30 June 2022 (unaudited)
In thousands of United States dollars

	Notes	2023	2022 (unaudited)
Revenue from contracts with customers	5	160,838	9,765
Operating expenses	6	(325,508)	(27,732)
Profit on disposal of players registrations	6	36,619	285
Finance costs	9	(77,663)	(972)
Finance income	9	23,854	344
Other expenses	6	(32,414)	(440)
Share of loss of an associate	15	(8,757)	-
Loss before income tax		(223,031)	(18,750)
Income tax credit	10	6,095	-
Loss for the period		(216,936)	(18,750)
Loss attributable to:			
Equity holders of the parent		(209,857)	(17,177)
Non-controlling interests		(7,079)	(1,573)
Loss for the period		(216,936)	(18,750)

The above consolidated and combined statements of profit or loss should be read in conjunction with the accompanying notes.

Consolidated and Combined Statements of Comprehensive Loss

For the year ended 30 June 2023 and for the period from 24 December 2021 to 30 June 2022 (unaudited)

In thousands of United States dollars

	2023	2022 (unaudited)
Loss for the period	(216,936)	(18,750)
Other comprehensive loss		
<i>Items that may be subsequently reclassified to profit or loss:</i>		
Exchange differences on translation of foreign operations	10,182	(4,421)
Other comprehensive income (loss), net of tax¹	10,182	(4,421)
Total comprehensive loss, net of tax	(206,754)	(23,171)
Attributable to:		
Equity holders of the parent	(199,737)	(21,172)
Non-controlling interests	(7,017)	(1,999)
Total comprehensive loss, net of tax	(206,754)	(23,171)

1) The Exchange differences on translation of foreign operations is not subject to income tax

The above consolidated and combined statements of comprehensive loss should be read in conjunction with the accompanying notes.

Consolidated and Combined Statements of Financial Position

As of 30 June 2023 and 2022 (unaudited)

In thousands of United States dollars

Registered Number: 14379286	Notes	As of 30 June 2023	As of 30 June 2022 (unaudited)
Assets			
Non-current assets			
Property, plant and equipment, net	12	694,012	1,394
Goodwill	13	147,286	119,498
Intangible assets	13	303,739	46,207
Right-of-use assets	14	10,752	–
Investment in an associate	15	125,268	–
Other assets		294	70
Other financial assets	16	20,787	495
Total non-current assets		1,302,138	167,664
Current assets			
Trade receivables	5	24,875	1,036
Inventories		3,241	–
Other current assets	17	41,129	698
Other financial assets	16	38,652	3,970
Restricted cash	18	72,443	–
Cash and cash equivalents		34,711	645
Current assets excluding assets held for sale		215,051	6,349
Assets held for sale	19	24,103	–
Total assets		1,541,292	174,013
Equity and liabilities			
Equity			
Share capital	21	1	–
Share premium	21	248,736	–
Net owner's investment	2(a)	–	41,657
Merger and other reserves	21	18,667	–
Accumulated deficit		(227,034)	(17,177)
Foreign currency translation reserve		6,211	(3,955)
Equity attributable to equity holders of the parent		46,581	20,485
Non-controlling interests		2,274	7,822
Total equity		48,855	28,307
Non-current liabilities			
Trade and other payables	22	–	6,182
Interest-bearing loans and borrowings	23	303,655	109,800
Warrants and put options over non-controlling interests	24	96,232	–
Contract liabilities	5	14,954	3,469
Deferred tax liabilities	10	42,964	–
Other liabilities	26	11,116	–
Other financial liabilities	16	29,540	2,737
Total non-current liabilities		498,461	122,188
Current liabilities			
Trade and other payables	22	51,876	10,950
Interest-bearing loans and borrowings	23	649,172	866
Warrants and put options over non-controlling interests	24	67,970	–
Related party loans payable	29	64,149	–
Contract liabilities	5	15,228	4,173
Other liabilities	26	52,870	5,607
Other financial liabilities	16	83,682	1,922
Total current liabilities excluding liabilities relating to assets held for sale		984,947	23,518
Liabilities directly associated with the assets held for sale	19	9,029	–
Total liabilities		1,492,437	145,706
Total equity and liabilities		1,541,292	174,013

The financial statements were approved by the Board of Directors and authorised for issuance on 29 September 2025 and were signed on its behalf by:

DocuSigned by:



109D45703C4F489
John Charles Textor - Director

The above consolidated statements of financial position should be read in conjunction with the accompanying notes.

Consolidated and Combined Statements of Changes in Equity

For the year ended 30 June 2023 and for the period from 24 December 2021 (unaudited) to 30 June 2022

In thousands of United States dollars

	Attributable to equity holders of the parent						Non-controlling interests	Total equity
	Net Owner's Investment	Share Capital	Share Premium	Merger and Other Reserves ⁽¹⁾	Foreign Currency Translation Reserve	Accumulated deficit		
As of 24 December 2021 (Combined)	-	-	-	-	-	-	-	-
Loss for the period	-	-	-	-	-	(17,177)	(1,573)	(18,750)
Other comprehensive loss	-	-	-	-	(3,995)	-	(426)	(4,421)
Total comprehensive loss for the period	-	-	-	-	(3,995)	(17,177)	(1,999)	(23,171)
<i>Transactions with owners in their capacity as owners:</i>								
Acquisition of Botafogo (note 11)	13,093	-	-	-	-	-	8,464	21,557
Acquisition of RWDM (note 11)	5,468	-	-	-	-	-	1,357	8,677
Additional net owner's investment during the period	23,096	-	-	-	-	-	-	23,096
As of 30 June 2022 (Combined, unaudited)	41,657	-	-	-	(3,995)	(17,177)	7,822	28,307
Loss for the year	-	-	-	-	-	(209,857)	(7,079)	(216,936)
Other comprehensive loss	-	-	-	-	10,120	-	62	10,182
Total comprehensive loss for the year	-	-	-	-	10,120	(184,562)	(7,017)	(206,754)
<i>Transactions with owners in their capacity as owners:</i>								
Contribution of BFR and RWDM to the Parent (note 2)	(41,657)	-	5,468	36,189	-	-	-	-
Contribution of Crystal Palace to the Parent (note 15)	-	-	110,668	(17,522)	-	-	-	93,146
Issuance of shares for cash, net of issuance costs (note 21)	-	1	132,600	-	-	-	-	132,601
Issuance of shares for OLG OSRANes redeemed	-	-	-	-	86	-	1,469	1,555
As of 30 June 2023 (Consolidated)	-	1	248,736	18,667	6,211	(227,034)	2,274	48,855

(1) Includes merger reserves of £36.2 million as of 30 June 2023. The merger reserve was created through the contribution of Botafogo to the Group in November 2022, as defined in note 2.

The above consolidated and combined statements of financial position should be read in conjunction with the accompanying notes.

Consolidated and Combined Statements of Cash Flows

For the year ended 30 June 2023 and for the period from 24 December 2021 to 30 June 2022

In thousands of United States dollars

	Notes	2023	2022 (unaudited)
Loss before income tax		(223,031)	(18,750)
Adjustments for:			
Depreciation and amortisation		98,338	7,974
Unrealised finance costs	23	44,518	972
Fair value adjustments for financial instruments		27,353	—
Gain on disposal of player registrations		(36,619)	(285)
Fair value adjustments for contingent consideration		(23,854)	—
Share of net profit of investments accounted for using the equity method	15	8,757	—
Change in fair value of warrants	25	5,792	—
Foreign currency transactions		2,516	—
Other		(2,791)	42
Working capital changes:			
Trade Receivables		4,864	(1,258)
Prepaid and other current assets		(37,480)	(698)
Trade payable, including related party		32,796	(1,361)
Accrued expenses and other current liabilities		(7,712)	7,705
Other long-term assets		261	(495)
Other long-term liabilities		19,257	4,189
Cash used in operations		(87,035)	(1,965)
Interest paid	23	(8,017)	—
Net cash outflow operating activities		(95,052)	(1,965)
Cash flows from investing activities			
Purchase of property, plant and equipment	12	(10,616)	(1,084)
Acquisition of a subsidiary, net of cash acquired	11	(341,295)	—
Acquisition of Botafogo Futebol e Regatas		—	(13,093)
Acquisition of RWDM		—	(5,468)
Investment in an associate	15	(36,937)	—
Investment in restricted cash	18	(72,443)	—
Acquisition of intangible assets	13	(708)	(698)
Disposal or reduction in other non-current assets		1,672	—
Acquisition of player registrations	13	(15,664)	(31,154)
Proceeds from sale of player registration rights	13	100,310	12,450
Net cash outflow from investing activities		(375,681)	(39,047)
Cash flows from in financing activities			
Proceeds from related party loans payable		68,842	—
Proceeds from issuance of debt, net of finance costs	23	411,505	—
Repayment of debt obligations		(99,767)	—
Repayment of lease liabilities	14	(1,601)	—
Funds used from bank overdrafts	23	1,849	—
Net owner's investment		—	41,657
Proceeds from issuance of shares		126,694	—
Fees incurred to reacquire OLG's equity instruments		(2,214)	—
Net cash inflow from financing activities		505,308	41,657
Net increase in cash and cash equivalents		34,575	645
Cash and cash equivalents at beginning of the period		645	—
Effect of exchange rate changes on cash and cash equivalents		(277)	—
Cash and cash equivalents at the end of the period		34,943	645
Reconciliation of cash and cash equivalents shown above		2023	2022 (unaudited)
Cash and cash equivalents		34,711	645
Cash within Assets held for sale	19	232	—
Supplemental non-cash information		2023	2022 (unaudited)
Acquisition of right-of-use assets	14	2,974	—
Capitalised construction in progress not yet paid		31,010	—
Capitalised player registration rights not yet paid		19,008	—
Acquisition of subsidiary by issue of ordinary shares		(4,810)	—
Non-cash capital contribution		13,907	—
Equity issuance cost not yet paid		(8,000)	—
Non-cash consideration (amounts not yet paid) on the acquisition of a subsidiary		81,056	—

The above consolidated and combined statements of cash flows should be read in conjunction with the accompanying notes.

Eagle Football Holdings Limited

Notes to the Consolidated and Combined Financial Statements

In thousands of United States dollars, unless otherwise stated

1. Nature of operations

Eagle Football Holdings Limited (the "Parent Company"), together with its subsidiaries (the "Group") is a sports and entertainment enterprise that engages with a global audience through its portfolio of interests in iconic football clubs and related assets around the world, each with longstanding histories and located in attractive markets. Notably, its clubs – Olympique Lyonnais (France), Botafogo (Brazil), and its equity method investment – Crystal Palace (United Kingdom), compete in the top-tier divisions of their respective countries.

1(a) Eagle Football Group S.A. (formerly Olympique Lyonnais Groupe, Inc.) ("OLG")

OLG is a professional football club based in Lyon, France, founded in 1950. The men's team competes in Ligue 1, the top tier of French football, and has won seven League 1 titles. Over the past 25 years, the team has made 16 appearances in the UEFA Champions League. The women's team, founded in 1970, is considered as one of the premier women's football teams in the world. It has won 15 French Division 1 titles and 8 UEFA Women's Champions League titles in recent years.

1(b) Sociedade Anônima do Futebol Botafogo ("Botafogo")

Botafogo is a historic football club based in the Botafogo neighbourhood of the city of Rio De Janeiro, Brazil. The men's team founded in 1904, competes in the Brasileiro Serie A, the top tier of the Brazilian football league system. The men's team has recently won the South American Champions, 2-time Brazilian champions, and 21-time Rio de Janeiro State champions. The women's team, founded in 1997, competes in the *Campeonato Brasileiro de Futebol Feminino*, the top tier of the Brazilian women's football in Brazil. The women's team have won the Rio de Janeiro State Championship three times.

1(c) Crystal Palace Football Club ("CPFC")

CPFC, an equity investment of Eagle Football Holdings Limited, is a football club based in Selhurst in the Borough of Croydon, South London, England. The men's team, founded in 1905, currently competes in the Premier League, the top tier of the English football league system. The women's team, founded in 1992, plays in the FA Women's Championship, the second-highest tier of the women's football league system in England. CPFC also operates a Category 1 academy in South London.

1(d) Racing White Daring Molenbeek ("RWDM")

RWDM is a football club based in Brussels, Belgium. The men's team, founded in 1909, currently competes in the Belgian Second Division, of the Belgian football league system. The women's team, founded in 2013, competes in the second-highest tier of the Belgian women's football league system.

2. General information, statements of compliance with IFRS and going concern assumption

2(a) General information

The Parent Company is a private entity limited by shares, domiciled and incorporated in England and Wales on 27 September 2022, and the registered office is located at 1 Bartholomew Lane, London, EC2N 2AX, United Kingdom.

Prior to 27 September 2022, the Parent Company was not in existence as a separate legal entity. Subsequently from 27 September 2022 to 11 November 2022, the Parent Company had no assets, liabilities or operations. As such, the financial statements for these periods are comprised of the combined historical balances of certain entities under common control of John Textor (the "Controlling Shareholder" of the Parent Company) that would be later contributed into the Group. Historical balances and transactions were considered from the date control was first acquired by John Textor, with RWDM being acquired on 24 December 2021 (see Note 11).

Until 11 November 2022 the Group presented its financial statement on a combined basis. As no single legal entity representing the combined capital existed before that date, Share Capital and Share Premium were not separately presented and all related effects were recorded in Net Owner's Investment. On 11 November 2022, the Controlling Shareholder contributed his football portfolio for the Parent Company's share capital. As a consequence of the contribution, the Group then presented its consolidated financial statements considering a new basis of preparation

Eagle Football Holdings Limited

Notes to the Consolidated and Combined Financial Statements

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where the Share Capital and Share Premium were then disclosed. In addition, merger relief was applied for the 90% equity interest obtained in Botafogo, in accordance with Section 612 of the Companies Act 2006. The capital contributed by the Controlling Shareholder was calculated based on the combined net investment held by Mr. Textor, amounting to \$41.6 million, and allocated between Share Premium and Merger Reserve based on the underlying investment it related to.

Since 11 November 2022, the Group has prepared consolidated financial statements which include the accounts of the Parent Company and its consolidated subsidiaries, as noted above.

2(b) Compliance with IFRS Accounting Standards

The consolidated and combined financial statements of the Group have been prepared and are presented in accordance with UK adopted International Accounting Standards ("IFRS") in conformity with the requirements of the *Companies Act 2006* applicable to companies reporting under IFRS.

2(c) Capital Management

The Group manages its capital structure and makes adjustments to it, based on the funds available in order to continue its business. The Group balances its overall capital structure through new share and warrant issuances, the issuance of debt or by undertaking other activities as deemed appropriate under the specific circumstance. The Group does not have an established quantitative return on capital criteria for management but rather relies on the expertise of the Group's management to sustain future development of the business.

The Company's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to provide capital to pursue the development and commercialization of its football clubs. In the management of capital, the Company includes cash, short-term debt and capital. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

At the current stage of the Group's development, in order to maximize its current business activities, the Group does not pay out dividends. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Group, is reasonable.

2(d) Going concern

The accompanying consolidated and combined financial statements have been prepared assuming the Parent Company and the Group will continue as a going concern. The going concern basis of presentation assumes that the Parent Company and the Group will continue in operation for a period of at least 12 months from the date of these consolidated and combined financial statements and contemplates the realisation of assets and the satisfaction of liabilities in the normal course of business.

The Group has experienced net losses and significant cash outflows from operating activities over the past years as we develop our business. During the year ended 30 June 2023, the Group incurred a consolidated net loss of \$216.9 million (2022 (unaudited): \$18.8 million) and cash outflows from operating activities of \$95.1 million (2022 (unaudited): cash outflows of \$2.0 million). As of 30 June 2023, we had an accumulated deficit of \$184.6 million and current liabilities of \$984.9 million (2022 (unaudited): \$23.5 million). As of 30 June 2023, we had cash and cash equivalents of \$34.7 million (2022 (unaudited): \$0.6 million) and restricted cash of \$72.4 million (2022 (unaudited): \$nil). As of 31 August 2025, we had cash and cash equivalents of \$110.2 million.

The Parent Company and its wholly-owned subsidiary, Eagle Football Holdings Midco Limited ("Midco"), have each guaranteed a significant amount of debt held by Midco's wholly-owned subsidiary, Eagle Football Holdings Bidco Limited, which holds equity investments in the Group's football clubs. Neither the Parent Company nor Midco have sufficient assets to fulfil the guarantee should they be required to. Consequently, the Parent Company's going concern assessment is dependent upon that of Bidco and, thus, the Group.

The Group's football clubs currently lack the capacity to provide a return on investment in the normal course of operation and there is uncertainty around future French broadcasting following the exit of the Ligue 1's media partner. The

Eagle Football Holdings Limited

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Directors are implementing a cost rationalisation plan, which includes not renewing certain player registration contracts and commencing discussions with employee representatives about a potential voluntary departure plan. The Directors believe that significant equity value is available from the clubs, either through an improvement in operational performance in the long term or through the sale of assets, including player sales.

In assessing the appropriateness of the going concern assumption, the Board have prepared detailed cash flow forecasts extending beyond 12 months from the date of approval of these financial statements. These forecasts show that the Group will require additional funding over the next 12 months.

The Directors are exploring multiple funding options, one or more of which would meet the funding requirements: (i) the issuance of equity shares, (ii) refinancing and/or restructuring the Group's current debt obligations, including requesting waivers of claimed events of default and the provision of additional borrowing, (iii) other financing alternatives, or (iv) selling player registration rights. The sale of part of the Group's interest in Crystal Palace FC in July 2025 demonstrated the option of converting equity stakes into liquidity and significantly reduced the liability to the Group's lenders. Equity investors and lenders willingness to support the Group's football clubs is also evidenced by the \$102 million of funding provided to strengthen the financial position of Olympique Lyonnais SASU in July 2025.

In their assessment, the Directors have also considered the Group's reliance on support from its lenders, as breaches of covenants and prepayment obligations mean lenders could potentially demand immediate repayment of loans. The Directors have worked with lenders to agree the Bidco strategy for the coming months such that the lenders have confirmed that no such demands will be made that could threaten the liquidity position for at least 12 months following the date of approval of these financial statements. The lenders have also confirmed they will fund the costs of operation of Bidco while that strategy is developed and enacted. While the Directors have a reasonable expectation that lenders will fulfil these commitments, they are not legally binding.

Given the feasible funding possibilities being actively pursued and the confirmation of support from the Group's lenders, the Directors have concluded that it is appropriate to prepare these consolidated and combined financial statements on a going concern basis. However, none of the funding options identified by the Directors (including refinancing and/or restructuring the Group's current debt obligations) are guaranteed to be successful and allow the Group to meet its liabilities as they fall due. Accordingly, the Directors have concluded that there is a material uncertainty that may cast significant doubt over the Parent Company and the Group's ability to continue as a going concern and therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

These consolidated and combined financial statements do not contain any adjustments that may arise if the financial statements were not drawn up on a going concern basis.

3. Material accounting policies

3(a) Basis of preparation and presentation

The accompanying consolidated and combined financial statements are presented for the year ended 30 June 2023 and for the period 24 December 2021 to 30 June 2022 and reflect:

- ▶ The results of RWDM for the period from 24 December 2021 to 30 June 2022 and for the year ended 30 June 2023, which includes its activity prior to contribution to Eagle Football Holdings Limited as RWDM was previously controlled by Mr. Textor. Acquisition accounting was applied to RWDM upon its acquisition by John Textor on 24 December 2021 (note 11), which became the carrying amount of the related assets and liabilities recognised by John Textor.
- ▶ The results of Botafogo for the period from 11 March 2022 to 30 June 2022, and for year ended 30 June 2023, which includes its activity prior to contribution to Eagle Football Holdings Limited as Botafogo previously controlled by Mr. Textor. Acquisition accounting was applied to Botafogo upon its acquisition by John Textor on 11 March 2022 (note 11), which became the carrying amount of the related assets and liabilities recognised by John Textor.

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Notes to the Consolidated and Combined Financial Statements

In thousands of United States dollars, unless otherwise stated

- ▶ The results of OLG on and subsequent to its acquisition on 19 December 2022. Acquisition accounting is applied to OLG within these consolidated and combined financial statements.
- ▶ The results of the noncontrolling interest in Crystal Palace, from its contribution by Mr. Textor on 19 December 2022. This investment is accounted for under the equity method of accounting in these consolidated and combined financial statements.

The contribution of RWDM and Botafogo to the Parent Company was accounted for as a common control transaction as these entities are all under common control of Mr. Textor. As IFRS Accounting Standards do not provide specific guidance for business combinations under common control, the Group elected to account for the Contribution using the pooling of interest method. Under this method, the assets and liabilities of both RWDM and Botafogo were recognised in the Group's consolidated and combined financial statements at the carrying amounts that would have been recognised by the Controlling Shareholder if he were a separate legal entity at the date of acquisition. This reflects the perspective of the party that effectively directs the transaction.

From the date of contribution, the consolidated and combined financial statements have been prepared on a historical cost basis, except for those financial assets and liabilities (including derivative financial Instruments) which are measured at fair value.

The consolidated and combined financial statements are presented in US dollars. All amounts disclosed in the consolidated and combined financial statements and notes have been rounded to the nearest thousands of US dollars, unless otherwise stated. The period from 24 December 2021 to 30 June 2022 is unaudited.

3(b) Basis of consolidation

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- ▶ Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee).
- ▶ Exposure, or rights, to variable returns from its involvement with the investee.
- ▶ The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- ▶ The contractual arrangement(s) with the other vote holders of the investee.
- ▶ Rights arising from other contractual arrangements.
- ▶ The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period is included in the consolidated and combined financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive loss are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Eagle Football Holdings Limited

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If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

3(c) Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and reported within 'Other expenses'.

Where an option exists to acquire a further interest in the shares of a subsidiary (i.e., a puttable noncontrolling interest), a financial liability is recognized at the transaction date. These liabilities are initially and subsequently measured at acquisition at the present value of the expected amount payable on exercise. If these options expire unexercised, the financial liability is derecognized with the corresponding credit recognized directly in equity.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as equity is not remeasured, and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 *Financial Instruments*, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with IFRS 9. Other contingent consideration that is not within the scope of IFRS 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGU") that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Management has identified each CGU to be the individual football club as they generate independent cash flows associated with how the goodwill arose.

Where goodwill has been allocated to a CGU and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

3(d) Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control over those policies.

The considerations made in determining significant influence is similar to those necessary to determine control over subsidiaries. The Group's investment in its associate is accounted for using the equity method.

The aggregate of the Group's share of profit or loss of its associate is shown on the face of the consolidated statement of profit or loss outside operating loss and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate.

Eagle Football Holdings Limited

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Under the equity method, the investment in an associate is initially recognised at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income or loss of the investee. Distributions received from an investee reduce the carrying amount of the investment. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately. Thus, reversals of impairments may effectively include reversal of goodwill impairments. The Group did not record any impairments nor reversals during the year ended 30 June 2023 or the period from 24 December 2021 to 30 June 2022.

Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The Group holds an interest in an associate, Palace Holdco UK Limited. The financial statements of Palace Holdco UK Limited are prepared for the same reporting period as the Group. The accounting policies of the investee are aligned with those of the Group. Therefore, no adjustments are made when measuring and recognising the Group's share of the profit or loss of the investee after the date of acquisition.

3(e) Foreign currency translation

Functional and presentational currency

The Group's consolidated and combined financial statements are presented in US dollars, which is the Parent Company functional currency.

Foreign currencies

The Group has operations in Belgium, Brazil and France. Therefore, changes in the value of foreign currencies affect the consolidated and combined financial statements when translated into US dollars. Financial statements for these subsidiaries are translated into US dollars at period end exchange rates as to the assets and liabilities and average exchange rates as to revenue, expenses and cash flows. For these countries, currency translation adjustments are recognised in equity as other components of equity, whereas transaction gains and losses are recognised in other income (expense) in the statements of Profit or loss and comprehensive loss. The Group recognised \$2.5 million of foreign currency transaction losses for the year ended June 30, 2023 in other expenses in the consolidated and combined statement of profit or loss.

3(f) Property, plant and equipment, net

Property, plant and equipment primarily include venues and facilities, such as the Groupama Stadium, LDLC Arena, and OL Training Centre. These are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Construction in progress is stated at cost, net of accumulated impairment losses, if any.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets, as follows:

	Estimated Useful lives
Buildings	25 – 50 years
Building improvements	3 – 10 years
Machinery and equipment	3 – 10 years
Office equipment	3 – 5 years
Furniture and other	3 – 10 years
Leasehold improvements	Shorter of useful life or the lease term

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

Land has an indefinite useful life and is not depreciated. Costs of normal repairs and maintenance are charged to expense as incurred.

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3(g) Intangible assets

Intangible assets consist primarily of player registrations, broadcasting rights and trademarks.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the consolidated and combined statement of profit or loss under 'Operating expenses'.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis. Trade names/Trademarks are assessed to have an indefinite useful life as each trademark is utilised for its respective football club and the Group expects to continue using these trademarks in the foreseeable future.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

The estimated useful lives of intangible assets are as follows:

	Estimated Useful lives
Broadcasting rights	1 – 5 years
Customer relationships	8 – 13 years
IT licenses	1 – 6 years
Player registrations	1 – 5 years
Sponsorships	2 – 3 years
Trade names/Trademarks	Indefinite

Player registrations

Payments made to third parties to acquire a player's registration, including agents' fees and transfer fee levies, are capitalised at cost and amortised on a straight-line basis over the term of the player's contract.

Under the conditions of certain transfer agreements, additional fees will be payable in the event the players concerned achieve a certain number of first team appearances, or in the occurrence of certain other specified future events. These additional fees are accrued when it becomes probable that the number of appearances will be achieved, or the specified future events will occur. The additional fees are capitalised and amortised as set out above. The Group has elected to capitalize any third-party agent fees associated with player registration contract renewals. The revised book value will be amortised over the remaining useful life, which will be updated to the extended term. Any payments to players will be expensed as incurred within players and technical staff wages and benefits expense. For players the Group obtained on loan, payments made to third parties, including other clubs, are expensed as incurred. However, if the Group is certain that it will exercise the embedded purchase option, the loan payments and purchase option are capitalised.

3(h) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control or use an identified asset for a period of time in exchange for consideration.

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The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use asset at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group has elected the practical expedient to not separate non-lease components from the lease components to which they relate and instead account for each separate lease and non-lease component associated with that lease component as a single lease component for all underlying asset classes. Accordingly, all costs associated with a lease contract are accounted for as lease cost. The Group applies the practical expedient for short-term leases in which a lessee is permitted to make an accounting policy election not to recognise lease assets and lease liabilities for leases with a term of 12 months or less and do not include an option to purchase the underlying asset. Lease costs of short-term leases are recognised on a straight-line basis over the term of the lease term and disclosed within the consolidated and combined financial statements.

3(i) Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax expense or credit is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable

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tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to (or recovered from) the tax authorities.

Deferred tax

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable profit will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income, in which case the tax is also recognised in other comprehensive income.

3(j) Cash and cash equivalents and short-term deposits

Cash and cash equivalents and short-term deposits in the consolidated statement of financial position comprise cash at banks and on hand and short-term highly liquid deposits with a maturity of three months or less, that are held for the purpose of meeting short-term cash commitments and are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

3(k) Non-current assets classified as held for sale

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (or disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the consolidated statement of financial position.

3(l) Revenue recognition

The primary activity of the Group is the operation of men's professional football clubs. All of the activities of the Group support the operation of the football clubs and the success of the teams, which is critical to the ongoing development of the Group. The Group generates significant revenue from multiple sources, including broadcasting, sponsorship, matchday and events services, and merchandising. The attribution of revenue from external customers is based on the geographic location where the transaction takes place.

Revenue is recognised upon transfer of control of promised goods or services to customers in an amount that reflects the consideration the Group expects to receive in exchange for those goods and services. In instances where the

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transaction price contains an element of variable or contingent consideration, revenue is recognised based on the most likely amount expected to be received, but only to the extent that it is highly probable that a significant reversal of cumulative revenue recognised will not occur when the uncertainty associated with the variable or contingent consideration is subsequently resolved. Revenue is recognised net of any taxes collected from customers, which are subsequently remitted to governmental authorities.

Broadcasting

The Group generates revenue from the distribution and broadcasting of live football content, including from the sale of global television rights to various regional tournaments and leagues.

Broadcasting revenue earned relating to participation in domestic and continental competitions is comprised of fixed consideration and variable consideration. The fixed consideration is recognised evenly as each performance obligation is satisfied (i.e., as each league match is played). Depending on the nature of the variable payments, variable consideration is either estimated based on the most likely estimate of the team's performance in the respective competition, or it is allocated to the specific match or matches that generated the variable consideration. The variable consideration is recognised as each match is played to the extent that it is probable that there will not be a significant revenue reversal. Management continuously assesses the estimated variable consideration and will record any necessary cumulative adjustments on a prospective basis as its estimates change. Payments related to broadcasting contracts typically occur throughout the related contract term.

Matchday and events

Matchday and events revenue is generated from ticket sales for matches and events at the Group's stadiums and arenas. Matchday revenue is recognised when the performance obligation is satisfied (i.e., match is played). Matchday revenue derived from season ticket sales is based on matches played throughout the year, with the allocated revenue for each match recognised when each match is played. Matchday revenue includes revenue from all matchday activities from games played at the Group's stadiums (i.e., home matches), together with the club's share of gate receipts from cup matches not played at their stadium (i.e., away matches). Revenue from activities such as conferences, events, concerts or museum tours is recognised as the event or service is provided or the facility is used. Payments for ticket sales for matches are typically received in advance of the match which results in the recognition of contract liabilities. Payments for events are typically received 30 to 45 days after the event, depending on the customer. Certain football clubs have loyalty programs that give members access to benefits including discounts on home match tickets. Revenue related to these benefits is recognised when the benefits are utilized or expire unused.

Sponsorship

The Group maintains marketing relationships and sponsorships with leading regional and international companies to leverage the power of its fan base. These arrangements can include various combinations of goods and services, which are generally capable of being distinct and accounted for as separate performance obligations. The transaction price, which may have fixed or variable elements, is allocated to the performance obligations based on the relative standalone selling price of each obligation. The minimum guaranteed revenue is recognised over the term of the sponsorship agreement in line with the satisfaction of each performance obligations. In instances where the sponsorship rights remain the same over the duration of the contract, the allocated minimum guaranteed revenue is recognised on a straight-line basis as the performance obligation is satisfied evenly over time. Variable elements of the transaction price include merit-based compensation, which increases or decreases the transaction price based on the performance of the club's teams in respective leagues or continental competition. In these instances, the amount of variable consideration is estimated based on the most likely estimate of the respective team's performance. The variable consideration is allocated to the associated performance obligations and recognised as each performance obligation is satisfied to the extent that it is deemed highly probable that no revenue recognised will be reversed. Management continues to assess the estimated variable consideration and will record any necessary cumulative adjustments on a prospective basis as expectations change. Payments for sponsorship arrangements are typically received annually or semi-annually throughout the term of the arrangement.

Variable elements of the transaction price include merit-based compensation, which increases or decreases the transaction price based on the performance of the club's teams in respective leagues or continental competition. In

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these instances, the amount of variable consideration is estimated based on the most likely estimate of the respective team's performance. The variable consideration is allocated to the associated performance obligations and recognised as each performance obligation is satisfied to the extent that it is deemed highly probable that no revenue recognised will be reversed. Management continues to assess the estimated variable consideration and will record any necessary cumulative adjustments on a prospective basis as expectations change. Payments for sponsorship arrangements are typically received annually or semi-annually throughout the term of the arrangement.

Merchandise

The Group markets and sells competition sportswear, training and leisurewear, and other apparel, featuring the branding of the football clubs. Merchandise revenue is recognised at the point of sale, net of returns. The Group may enter into product licensing agreements with brands to market and sell co-branded products. The associated sales-based royalty revenue is recognised only when the subsequent sale is made. Payment for merchandise typically occurs at the point of sale. Certain football clubs have loyalty programs that give members access to benefits including discounts on football club merchandise. Revenue related to these benefits is recognised when the benefits are utilized or expire unused.

Other revenue

Other revenue includes revenue associated with the football academies and other miscellaneous revenue, such as exchange agreements. The Group recognises revenue as services are provided.

Contract assets

If the Group satisfies a performance obligation before receiving consideration, it recognises either a contract asset or a receivable in its consolidated statement of financial position, depending on whether something other than the passage of time is required before the consideration is due. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section (r) *Financial instruments – initial recognition and subsequent measurement*.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognized as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

3(m) Employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service, are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as accruals and classified as current liabilities in the Group's consolidated and combined statements of financial position.

3(n) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

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The Group bases its impairment calculation on the most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 30 June and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or Group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are also tested for impairment annually as at 30 June at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

3(o) Inventory

Inventories are stated at the lower of cost and net realizable value. Inventories consist of finished goods. Cost is determined using the first-in, first-out (FIFO) method. The cost of finished goods comprises cost of purchase and, where appropriate, other directly attributable costs. Net realizable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale.

3(p) Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

3(q) Fair Value Measurement

The Group accounts for financial instruments under IFRS 13 *Fair Value Measurement*. The fair value hierarchy consists of the following three levels:

- ▶ **Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- ▶ **Level 2:** Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, and model-derived prices whose inputs are observable or whose significant value drivers are observable; and
- ▶ **Level 3:** Instruments whose significant value drivers are unobservable.

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3(r) Financial instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. All financial assets are recognised initially at fair value. The Group does not currently have any financial assets subsequently measured at fair value through OCI.

Subsequent measurement. For purposes of subsequent measurement, financial assets are classified in two categories: Financial assets at amortised cost; and Financial assets at fair value through profit or loss.

Financial assets classified as amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Group's financial assets at amortised cost include trade receivables, and other financial assets as disclosed in Note 16(a).

Financial assets at fair value through profit or loss. Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets at fair value through profit or loss are carried in the consolidated and combined statements of financial position at fair value with net changes in fair value presented as interest payable and similar charges (negative net changes in fair value) or interest receivable and similar income (positive net changes in fair value) in profit or loss.

Derecognition. A financial asset is primarily derecognised from the Group's consolidated statement of financial position when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

Impairment of financial assets. The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition, measurement and presentation. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, interest bearing loans and borrowings including bank overdrafts, warrants and put options over NCI.

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Subsequent measurement. The measurement of financial liabilities depends on their classification, as described below.

Financial liabilities classified as amortised cost. After initial recognition, trade and other payables and interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit or Loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit or Loss.

- Convertible notes: The proceeds received on issue of the Group's convertible notes are allocated into their liability and equity components. The amount initially attributed to the debt component equals the discounted cash flows using a market rate of interest that would be payable on a similar debt instrument that does not include an option to convert. Subsequently, the debt component is accounted for as a financial liability measured at amortised cost until extinguished on conversion or maturity of the bond. The equity component of the Group's existing convertible notes (as described in Note 29(a)) is considered immaterial and not recognised separately from the debt component.

Financial liability at fair value through profit or loss. Include financial liabilities designated upon initial recognition as at fair value through profit or loss. Gains or losses on financial liabilities measured at fair value are recognised directly in the Statement of Profit or Loss.

Derecognition. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

3(s) Share capital, share premium and merger reserves

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds. Merger reserves are non-statutory and non-distributable reserves and represent the excess value received by the Group over the nominal value of the shares issued in share for share exchange when at least a 90% equity holding in another company is obtained. Other reserves represent any excess value received by the Group over share capital, share premium and merger reserve.

3(t) Distributions to equity holders

Dividends and other distributions to the Group's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the statement of changes in equity.

3(u) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits Group will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

4. Significant accounting judgments, estimates and assumptions

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4(a) Accounting judgments

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated and combined financial statements:

Warrant liability

In the process of applying the Group's accounting policies, the Group used judgment to account for the liability related to the Group's warrants, which are recognised as liability-classified instruments at the time of warrant issuance and as of each subsequent reporting period-end date while the warrants are outstanding. The classification is based on an assessment of the warrant's specific terms, which considers whether the warrants are freestanding financial instruments, whether they meet the definition of a liability, and whether the warrants meet all of the requirements for equity classification - including whether the warrants are indexed to the Group's own common stock and whether the warrant holders could potentially require "net cash settlement" in a circumstance outside of the Group's control, among other conditions. The warrants issued during the period ended 30 June 2023 (see Note 24) were accounted for as liabilities at fair value at fair value through profit or loss.

Put options on existing and potential noncontrolling interests

The Group entered into put options with the non-controlling shareholders of certain subsidiaries, which can require the Group to purchase the remaining interest in those subsidiaries via a Mandatory Tender Offering ("MTO"). The Group also entered into put option agreements (puttable warrants and Holnest Put Option) with third parties which can require the Group to repurchase the shares issued upon exercise of certain warrants and convertible debt. The amount that these options can ultimately be redeemed for is either fixed or dependent on publicly quoted share prices in the Euronext Paris stock exchange (Level 1).

The classification of these instruments is based on an assessment of the options terms and is subject to judgement on whether or not the terms of the NCI put gives the parent a present ownership interest in the underlying securities. Where the parent does not have a present ownership interest, judgement shall also be applied to define whether or not an NCI continues to be recognised. The put options on existing and potential noncontrolling interests existing during the period ended 30 June 2023 (see Note 24) were accounted for as financial liabilities measured at the present value of the amount payable upon exercise of the options to acquire the full NCI. The NCI is treated as having been acquired when the NCI put is granted, as a reclassification of an equity instrument to a financial liability.

Income taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

4(b) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated and combined financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Revenue Recognition – Sponsorship and Merchandise

The Group's commercial activities include the monetization of global brands through sponsorships; merchandise revenue; and matchday and events activities. Through the Group's sponsorship revenue, the Group maintains and optimizes marketing relationships and sponsorships with leading regional and international companies. Through merchandise revenue, the Group markets and sells competition sportswear, training and leisurewear, and other apparel, featuring the branding of football clubs. Through the matchday and events revenue, the Group leverages complementary asset base of four stadiums. Many of the commercial contracts contain significant estimates for allocation and

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recognition of revenue in line with performance obligations. The minimum guaranteed revenue is recognised over the term of the sponsorship agreement in line with the satisfaction of each performance obligations. In instances where the sponsorship rights remain the same over the duration of the contract, the allocated minimum guaranteed revenue is recognised on a straight-line basis as the performance obligation is satisfied evenly over time.

Variable elements, such as merit-based compensation depending on the performance of the club's team in leagues or continental competition, lead to the amount of variable consideration to be estimated based on the most likely estimate of the respective team's performance. The Group considers each respective team's past performance to allocate the associated performance obligation and recognize as each performance obligation is satisfied to the extent that it is deemed highly probable that no revenue recognised will be reversed. Any significant difference from the expected performance of each respective club could materially impact our financial results.

Goodwill and intangible asset impairment

The impairment test for indefinite-lived intangible assets and goodwill consist of a comparison of the estimated recoverable amount of the intangible asset or cash generating unit with its carrying value. If the carrying value of the intangible asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use, then an impairment loss is recognised in an amount equal to that excess.

Botafogo transferred liabilities

In connection with the acquisition of Botafogo by John Textor in March 2022, the Group assumed certain liabilities of the seller. The repayment terms for some of these liabilities are dependent on the future financial performance of Botafogo. These transferred liabilities are recognized at fair value each reporting period, with changes in fair value recorded in the consolidated and combined statement of profit or loss.

The transferred liabilities include those related to fiscal debt, labour debt, and civil debt. The fair value of the fiscal debt, labour, and civil debt is based on a discounted cash flow ("DCF") valuation technique using the discount rate for term-matched Brazil government bonds plus a spread determined using the Group's credit rating. A 100-basis point increase or decrease in the discount rate used in the DCF analysis would result in a decrease of \$4.5 million or increase of \$4.8 million in the fair value of the transferred liabilities, respectively. See Note 25 for further details.

4(c) Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's consolidated and combined financial statements are disclosed below. The Eagle Football Holdings Limited intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

Classification of Liabilities as Current or Non-current and Non-current liabilities with Covenants - Amendments to IAS 1 "Presentation of Financial Statements"

In January 2020 and October 2022, the IASB issued amendments to IAS 1 "Presentation of Financial Statements" to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- ▶ What is meant by a right to defer settlement,
- ▶ That a right to defer settlement must exist at the end of the reporting period,
- ▶ That classification is unaffected by the likelihood that an entity will exercise its deferral right,
- ▶ That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification, disclosures.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The Group expects no impact from these amendments since the amendments are only relevant for financial instruments with features that the Group does not have.

Lease Liability in a Sale and Leaseback - Amendments to IFRS 16 Leases

The IASB issued amendments to IFRS 16 in September 2022, outlining how a seller-lessee should measure the lease liability from a sale and leaseback transaction. The objective is to ensure the seller-lessee does not recognize any

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amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16. Earlier application is permitted, and that fact must be disclosed. Since there were no sale and leaseback transactions in the reporting period, the amendments are not expected to be applicable to the Eagle Football Holdings Limited.

Disclosures: Supplier Finance Arrangements - Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures

In May 2023, the IASB issued amendments to IAS 7 and IFRS 7 to specify disclosure requirements relating to supplier finance arrangements. These amendments aim to aid understanding the implications of such arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Entities must provide details about the impact of supplier finance arrangements, terms and conditions, relevant quantitative data and the effect of non-cash changes in the carrying amounts of those arrangements. The amendments will be effective for annual reporting periods beginning on or after 1 January 2024. Early adoption is permitted, and that fact must be disclosed. The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes. In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

5. Revenue from contracts with customers

5(a) Disaggregation of revenue from contracts with customers

Set out below is the disaggregation of the Group's revenue from contracts with customers for the years ended 30 June 2023 and 2022:

	Broadcasting	Matchday and events	Sponsorship	Merchandise	Other revenue	2023
Europe	55,876	32,842	21,111	6,171	2,716	118,716
Brazil	23,079	6,694	6,469	1,122	308	37,672
United States	–	1,726	564	1,416	744	4,450
	78,955	41,262	28,144	8,709	3,768	160,838
	Broadcasting	Matchday and events	Sponsorship	Merchandise	Other revenue	2022 (unaudited)
Europe	463	10	345	–	203	1,021
Brazil	6,792	1,308	204	–	440	8,744
	7,255	1,318	549	–	643	9,765

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5(b) Contract balances

The following table provides information about receivables, contract assets and contract liabilities arising from contracts with customers:

	2023	2022 (unaudited)
Assets:		
Trade receivables	24,875	1,036
	24,875	1,036
Liabilities:		
Contract liabilities – Current	15,228	4,173
Contract liabilities – Non-current	14,954	3,469
	30,182	7,642

The acquisition of OLG in December 2022 contributed \$25.0 million to the increase in the Group's consolidated trade receivables balance as of 30 June 2023. Allowances for doubtful receivables are not material as of 30 June 2023 and 2022.

The following table provides the carrying amounts of contract liabilities and movements during the year ended 30 June 2023 and 2022:

Opening balance – 24 December 2021	–
Cash received/amounts invoiced during the year	4,770
Recognized in revenue during the year	(10,326)
Acquisition of subsidiary	13,470
Foreign currency translation	(272)
As at 30 June 2022 (unaudited)	7,642
Cash received/amounts invoiced during the year	45,926
Recognized in revenue during the year	(63,597)
Acquisition of subsidiary	35,841
Foreign currency translation	4,370
As at 30 June 2023	30,182

5(c) CVC Payments

In July 2022, the French League de Professional Football ("LFP") created a separate commercial entity ("MediaCo") to market and manage the Ligue 1 and Ligue 2 broadcasting and media rights (LFP and MediaCo are collectively referred as LFP). In July 2022, CVC Capital Partners ("CVC"), a third-party private equity and investment advisory firm, invested \$1.6 billion in exchange for 13.0% of the equity interests in MediaCo. The \$1.6 billion investment was distributed to the participating football clubs ("CVC Payments"). The CVC Payments are intended to compensate each club for the loss of revenue that resulted from the COVID-19 pandemic and the termination of a previous broadcasting arrangement. The Group is contractually committed to receive \$96.2 million in CVC Payments, due in the following instalments (in millions):

Amount	Payment date
\$ 16.9	August 2022
\$ 25.6	July 2023
\$ 53.7	July 2024

Certain criteria must be met in order for a club to receive the CVC Payments, including maintaining professional status, having a budget approved by a league regulator, having positive equity at the end of the season, and not being subject to an administrative demotion by the league regulator. The CVC Payments are nonrefundable once they are received and will never need to be repaid to LFP under any circumstances.

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As some of the criteria to receive the CVC Payments are outside of the Group's control, it will only recognize revenue for payments for which the criteria have been satisfied. The Group recognized revenue of \$25.6 million for the year ended 30 June 2023 upon satisfaction of the payment criteria.

6. Operating income (expenses) and other expenses

A breakdown of operating expenses by nature is as follows:

	2023	2022 (unaudited)
Employee costs	127,909	10,028
Depreciation and amortisation	98,338	7,974
Matchday costs	58,064	6,893
Legal and professional fees	3,038	–
Royalties and other taxes	6,224	207
Other	31,935	2,630
	325,508	27,732

The Group's operating income balance comprised of net proceeds from sale of player registration rights of \$51.7 million (2022 (unaudited): \$12.5 million) less cost of player registration rights of \$15.1 million (2022 (unaudited): \$12.1 million).

6(a) Other expenses

Other expense, net of other income, was \$32.4 million for the fiscal year ended June 30, 2023, which was primarily driven by (i) \$13.3 million of expenses incurred related to the equilibrium grant between OL Association and OL SASU to cover any operational losses incurred by OL Association, (ii) \$11.0 million termination indemnity from the Holnest settlement agreement and (iii) \$7.1 million of transaction costs incurred in connection with the OLG Transaction (as defined in Note 11, "Acquisitions").

7. Auditors' Remuneration

Fees payable to the auditors for the statutory audit and non-audit services were as follows:

	2023	2022 (unaudited)
Remuneration of auditors and its associates:		
Audit fees – Group auditors	248	–
Audit fees – Associates	202	–
Audit related assurance fees	2,372	–
	2,822	–

Fees payable for audit-related assurance services relate to other audit work associated with the Group's non-statutory accounts and provided by the statutory auditors.

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8. Employees

Employee benefits and average number

The average number of employees during the period is set out and analysed by category in the table below:

	2023	2022 (unaudited)
Football staff – including players	523	335
Commercial/administrative staff	503	97
	1026	432

The aggregate payroll costs of these persons were as follows:

	2023	2022 (unaudited)
Wages and salaries	105,191	8,952
Social security costs	13,882	035
Other pension costs	8,856	441
	127,909	10,028

9. Finance costs and income

	2023	2022 (unaudited)
Interest expense	(44,518)	(972)
Change in fair value of other financial instruments (note 25)	(14,200)	–
Change in fair value of put options on non-controlling interest (note 24)	(13,153)	–
Change in fair value of warrant (note 25)	(5,792)	–
Finance costs	(77,663)	(972)
Change in fair value of contingent consideration (note 11)	23,854	–
Other	–	344
Finance income	23,854	344

10. Income tax

	2023	2022 (unaudited)
<i>Current tax:</i>		
Current tax on loss for the period	–	–
<i>Deferred tax:</i>		
Origination and reversal of temporary differences	6,095	–
Income tax credit	6,095	–

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Reconciliation of tax credit and the accounting loss for the period, multiplied by the Group's domestic tax rate for the years ended 30 June 2023 and 2022, respectively:

	2023	2022 (unaudited)
Loss before income tax	(223,031)	(18,750)
At UK's statutory tax rate (2023: 20.5% and 2022: 19%)	45,721	3,563
Tax effects of:		
Effect of foreign tax rates	(10,495)	(2,903)
FMV adjustments	(4,110)	–
Non-deductible income and expenses	(1,128)	–
Investment in OL Reign	1,043	–
Other	(315)	–
Movement in deferred tax not recognised	(24,621)	(660)
Total income tax credit	6,095	–

Deferred tax

The components of the net deferred tax assets and liabilities consist of the following:

	2022 (unaudited)	Recognised in			2023
		Profit or Loss	OCI	Additions	
Deferred tax assets and liabilities in relation to:					
Net operating loss and other carryforwards	506	(8,688)	–	76,686	68,504
Lease liabilities	–	325	–	2,299	2,624
Deferred revenue	–	(575)	–	584	9
Other assets	–	(450)	–	1,538	1,088
Player registration	(158)	14,288	(941)	(37,739)	(24,550)
Investment in OL Reign	–	(16)	–	(2,558)	(2,574)
Intangibles	(348)	(10)	(693)	(25,315)	(26,366)
Property, Plant and Equipment, net	–	707	(1,505)	(56,433)	(57,231)
Right of use assets	–	(411)	–	(2,277)	(2,688)
Borrowings and financial liabilities	–	196	–	(1,712)	(1,516)
Other liabilities	–	729	1,576	(2,569)	(264)
Total deferred tax liabilities	–	6,095	(1,563)	(47,496)	(42,964)

Deferred tax assets not recognised at 30 June 2023 amounted to \$43.0 million. These are attributable to net operating losses, which do not expire, and corporate interest limitations. The Group recognises deferred tax assets to the extent that there is deferred tax liabilities to offset those deferred tax assets or to the extent that it is probable that taxable profit will be available against which the losses can be utilised.

Under IAS 12, the Group is required to disclose how it may be impacted by Pillar 2 rules in the future. The Directors have assessed the impact of Pillar 2 Tax Reform which is not expected to apply to the Group as the revenue threshold has not been met.

11. Acquisitions

11(a) Racing White Daring Molenbeek ("RWDM")

On 24 December 2021, the Controlling Shareholder acquired an 80.12% interest ownership interest in RWDM, a Belgian club active in professional sports and entertainment. The acquisition marked the Controlling Shareholder entry into the European football market through an established club and leverage his ownership interests in other football clubs to develop a global player development network.

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The fair values of the identifiable assets and liabilities of RWDM as at the date of acquisition were:

	As of 24 December 2021
Cash consideration	5,468
Contingent consideration	1,394
Total consideration transferred	6,862
Recognised amounts of identifiable assets acquired and liabilities assumed:	
Intangible assets	3,193
Current and other assets	634
Property, plant and equipment	456
Current liabilities	(995)
Debt assumed	(565)
Total identifiable net assets acquired	2,723
Non-controlling interest	(1,357)
Goodwill	5,496

Contingent Consideration – Relates to an earnout payment in the event RWDM is promoted to the Pro League during the 2021/2022, 2022/2023, or 2023/2024 football seasons. The scenario-based method was used to determine the fair value of the contingent consideration. During the year ended 30 June 2023, a fair value adjustment of \$0.3 million was recorded to increase the fair value of the RWDM contingent consideration to \$1.7 million to align with the agreed upon €1.5 million earnout payment. As RWDM was promoted to the Pro League at the end of the 2022/2023 season and competed in the Pro League during the 2023/2024 season, the contingency was resolved.

Intangible assets – The following table summarises the intangibles assets and their estimated useful lives as of the acquisition date:

	Useful life	Fair values
Broadcasting rights	1-5 years	373
Customer relationships	14-15 years	212
Player registrations	3-5 years	1,714
Sponsorships	4 years	107
Trade names/Trademarks	Indefinite	787
Total		3,193

Goodwill is primarily attributable to the synergies that are expected to arise as a result of the transaction and other intangible assets that do not qualify for separate recognition.

Revenue associated with RWDM is insignificant to the Group for the periods presented.

11(b) Botafogo

On 11 March 2022, the Controlling Shareholder acquired a 90.0% ownership interest in Botafogo, a professional football club active in sporting competitions and entertainment across South America. Botafogo owns and manages the Botafogo de Futebol e Regatas men's and women's professional football teams. The Controlling Shareholder acquired Botafogo to enter the South American football market with an established club and leverage Mr. Textor's ownership interests in other football clubs to develop a global player development network.

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The fair values of the identifiable assets and liabilities of Botafogo as at the date of Mr. Textor's acquisition were:

	As of 11 March 2022
Cash consideration	13,093
Total consideration transferred	13,093
Recognised amounts of identifiable assets acquired and liabilities assumed:	
Intangible assets	31,319
Trade receivables and assets related to customer contracts	3,184
Property, plant and equipment	33
Contract liabilities	(13,470)
Current liabilities	(4,028)
Debt assumed	(113,802)
Total identifiable net assets acquired	(96,764)
Non-controlling interest measured at fair value	(8,464)
Goodwill	118,321

The following table summarises the intangibles assets and their estimated useful lives as of the acquisition date:

	Useful life	Fair values
Broadcasting rights	1-5 years	6,203
Customer relationships	14-15 years	3,143
Player registrations	3-5 years	13,673
Sponsorships	4 years	1,515
Trade names/Trademarks	Indefinite	6,785
Total		31,319

Goodwill is primarily attributable to the synergies that are expected to arise as a result of the transaction and other intangible assets that do not qualify for separate recognition.

Botafogo's post-combination revenue of \$8.7 million are included in the Group's consolidated and combined statement of profit or loss for the year ended 30 June 2022. Total revenue for the year ended 30 June 2023 was \$38m included in the Group's consolidated and combined statement of profit or loss for the year ended 30 June 2023.

11(c) Olympique Lyonnais Groupe ("OLG")

In December 2022, the Group completed the acquisition of a 77.5% ownership interest in OLG. OLG owns and operates the Olympique Lyonnais professional men's football club and its home stadium, Parc Olympique Lyonnais. At the time of acquisition, OLG was undergoing construction of the LDLC Arena, a multipurpose live events centre designed to host basketball games, concerts, and other live events. Additionally, OLG held a controlling interest in OL Reign, a U.S.-based professional women's football team. This acquisition was strategically undertaken to expand the Group's geographic footprint in the European football market and enhance its global player development network.

The Group acquired control of this business on 19 December 2022, and the financial results of the acquired operations are included in these consolidated and combined financial statements beginning on that date.

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The fair values of the identifiable assets and liabilities of OLG as at the date of acquisition were:

	As of 19 December 2022
Cash consideration	346,512
Contingent consideration	24,145
Free shares	1,196
Puttable non-controlling interest measured at fair value	55,715
Cash acquired	(5,216)
Total consideration, net of cash acquired	422,352
Recognised amounts of identifiable assets acquired and liabilities assumed:	
Trade receivables and assets related to customer contracts	25,164
Receivables on sale of player registration	72,267
Other current assets	36,718
Inventories	4,187
Property, plant and equipment	645,502
Intangible assets	321,536
Right-of-use assets	9,107
Other financial assets	11,142
Accounts payable	(21,579)
Tax and social security liabilities	(30,250)
Other current liabilities	(14,005)
Player registration payables	(45,490)
Contract liabilities	(35,841)
Convertible bonds	(66,452)
Notes payable	(451,679)
Other long-term liabilities	(10,527)
Deferred taxes	(47,537)
Total identifiable net assets acquired	402,263
Goodwill	20,089

Put Options on Non-controlling Interest – As a result of the acquisition of OLG, the Group was required to file a MTO with French financial authorities, *Autorite des Marchés Financiers* (the “AMF”) to acquire the remaining securities of OLG traded in Euronext Paris. Management assessed that this statutory requirement has the effect of modifying the contractual terms of the non-controlling interests outstanding at the acquisition date, thereby giving rise to a contractual obligation to purchase the equity instruments in the form of put options on non-controlling interests (“NCI”).

A financial liability was recognized at the present value of the amount payable upon exercise of the options to acquire the full NCI. The MTO exercise period is subsequent to 30 June 2023; if, at the date the NCI is actually acquired, the percentage acquired differs to that originally accounted for as being acquired, the purchase accounting is adjusted to reflect the actual percentage acquired.

As of 30 June 2023, a financial liability of \$64.3 million has been included in ‘warrants and put options over non-controlling interests’ in the consolidated and combined statement of financial position, resulting in a fair value adjustment of \$12.3 million being recognised to Finance costs during the year ended 30 June 2023. In connection with the offering, certain funds were then deposited as cash collateral with a third-party provider (see Note 23). The MTO occurred subsequent to the acquisition and was open from July 20 to 2 August 2023.

Contingent consideration – In connection with the MTO and pursuant to the sale and purchase agreement, in the event that the price per share or the price per *obligations subordonnées remboursables en actions nouvelles ou existantes* (“OSRANE”) offered by the Group under the MTO within 12-months following the closing date exceeds the purchase price per share or the purchase price per OSRANE (the “Improved Offer”), the Group shall pay to each former shareholder of OLG, on the date of settlement of the Improved Offer, additional cash consideration equal to: (i) the difference between the price per share offered under the Improved Offer and the purchase price per share multiplied by

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the number of shares sold by such former shareholder of OLG; and (ii) the difference between the price per OSRANE under the Improved Offer and the purchase price per OSRANE, multiplied by the number of OSRANES sold by such former shareholder of OLG.

During the year ended 30 June 2023, a fair value adjustment of \$24.1 million was recorded to decrease the fair value of the OLG contingent consideration to \$nil, based on the price per share ultimately offered under the MTO.

Free shares liability – On 15 February 2022, prior to the Group's acquisition of OLG, OLG granted 730,000 free shares to employees. These shares were subject to service conditions (i.e., requiring either 1-year or 2-year service period) and certain other performance conditions. These free shares had not fully vested as of the acquisition date, on 19 December 2022. The free shares were not replaced by the Group and remained an outstanding and an obligation of OLG. The amount included in the consideration transferred represents the acquisition-date fair value of the partially vested free shares that is attributable to pre-combination services. The portion related to post-combination services is recognised as a compensation expense in the Group's consolidated statement of financial position.

On 19 December 2022, the Group and each free share holder entered into a call and put options agreement in which each free share holder granted a call option on the free shares to the Group, exercisable for four months following the date on which the free shares become disposable, at an exercise price of €3.00 (\$3.17) per share. The Group also granted a put option on the free shares to each free shareholder, exercisable for four months following the end of the call option exercise period, with an exercise price equal to €3.00 (\$3.17) per free share. Because the free shares are subject to put and call provisions based on a fixed amount of €3.00 (\$3.17) per share, the Group classified the free shares as a liability and included the portion attributable to pre-combination services of \$1.2 million as part of the consideration transferred. The Group accounts for the portion attributable to post-combination services as a liability and recognizes compensation cost as services are provided.

Intangible assets – The following table summarizes the estimated fair values and their useful lives of the intangible assets acquired as of the acquisition date:

	Useful life	Fair values
Trade Names/Trademarks	Indefinite	104,864
Customer relationships	14-15 years	3,400
IT licenses	4-5 years	1,018
Player registrations	3-5 years	212,100
Sponsorships	4 Years	154
Total		321,536

Goodwill is primarily attributable to the synergies that are expected to arise as a result of the OLG Transaction and other intangible assets that do not qualify for separate recognition.

The Group incurred acquisition-related transaction costs of \$7.1 million for the year ended 30 June 2023.

OLG's post-combination revenue of \$118.6 million and net loss of \$36.4 million are included in the Group's consolidated and combined statement of profit or loss for the year ended 30 June 2023. If the acquisition had occurred on 1 July 2022, OLG would have contributed revenue of \$246.1 million and net loss of \$284.8 million to the Group's results.

On 1 June 2023, the Group acquired an additional 1.6% ownership interest in OLG through the conversion of its existing subordinated bonds. The transaction was accounted for as an equity transaction, with the resulting change in non-controlling interest in OLG reflected under 'Redemptions of OLG OSRANES' in the Group's consolidated and combined statement of equity for the year ended 30 June 2023.

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12. Property, plant and equipment, net

	Land and improvements	Buildings and improvements	Machinery and equipment	Office equipment	Furniture and other	Construction in progress	Total
Cost							
At 24 December 2021	-	-	-	-	-	-	-
Additions	862	4	100	69	49	-	1,084
Acquisition of subsidiary	53	94	289	25	28	-	489
Foreign currency translation	(34)	(8)	(7)	(19)	(46)	-	(114)
At 30 June 2022 (unaudited)	881	90	382	75	31	-	1,459
Additions	2,435	2,797	1,046	76	49	35,223	41,626
Acquisition of subsidiary	30,582	517,929	3,911	-	-	93,080	645,502
Reclassifications	18,259	12	-	-	-	(18,491)	(220)
Disposals	(332)	-	(1,257)	(3)	-	(93)	(1,685)
Foreign currency translation	1,124	14,112	231	9	5	3,040	18,521
At 30 June 2023	52,949	534,940	4,313	157	85	112,759	705,203
Accumulated Amortisation							
At 24 December 2021	-	-	-	-	-	-	-
Depreciation charge for the period	(15)	(6)	(39)	(4)	(3)	-	(67)
Foreign currency translation	-	1	1	-	-	-	2
At 30 June 2022 (unaudited)	(15)	(5)	(38)	(4)	(3)	-	(65)
Depreciation charge for the period	(462)	(10,535)	(959)	(27)	(10)	-	(11,993)
Disposals	-	-	941	-	-	-	941
Foreign currency translation	(12)	(53)	(6)	(2)	(1)	-	(74)
At 30 June 2023	(489)	(10,593)	(62)	(33)	(14)	-	(11,191)
Net book value							
At 30 June 2022 (unaudited)	866	85	344	71	28	-	1,394
At 30 June 2023	52,460	524,347	4,251	124	71	112,759	694,012

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13. Intangible assets and goodwill

The table below provides a summary of the Group's intangible assets as at 30 June 2023 and 2022:

	Goodwill	Broadcasting Rights	Customer Relationships	Player registrations	IT Licence	Sponsorship	Trademarks	Total
Cost								
At 24 December 2021	-	-	-	-	-	-	-	-
Additions	-	137	-	31,154	561	-	-	31,852
Disposals	-	-	-	(12,239)	-	-	-	(12,239)
Acquisition of subsidiary	123,817	6,576	3,355	15,387	-	1,622	7,572	158,329
Foreign currency translation	(4,318)	154	(114)	667	(73)	(53)	(283)	(4,020)
At 30 June 2022 (unaudited)	119,499	6,867	3,241	34,969	488	1,569	7,289	173,922
Additions	-	8	-	34,072	700	-	-	35,380
Disposals	-	(138)	-	(19,773)	(135)	-	-	(20,046)
Acquisition of subsidiary	20,089	-	3,400	211,770	1,018	154	104,864	341,295
Asset held for sale	(706)	-	-	-	-	-	(11,560)	(12,266)
Foreign currency translation	8,404	36	283	10,394	875	85	3,228	23,305
At 30 June 2023	147,286	6,773	6,924	272,032	2,946	1,808	103,821	541,590
Accumulated amortisation and impairment								
At 24 December 2021	-	-	-	-	-	-	-	-
Amortisation charge for the period	-	(2,011)	(100)	(5,686)	(15)	(95)	-	(7,907)
Disposals	-	-	-	74	-	-	-	74
Foreign currency translation	-	(109)	-	(275)	1	-	-	(383)
At 30 June 2022 (unaudited)	-	(2,120)	(100)	(5,887)	(14)	(95)	-	(8,216)
Amortisation charge for the period	-	(4,349)	(442)	(79,641)	(501)	(318)	-	(85,251)
Disposals	-	-	-	4,679	-	-	-	4,679
Foreign currency translation	-	(7)	-	(1,646)	(124)	-	-	(1,777)
At 30 June 2023	-	(6,476)	(542)	(82,495)	(639)	(413)	-	(90,565)
Net book value								
At 30 June 2022 (unaudited)	119,499	4,747	3,141	29,082	474	1,474	7,289	165,706
At 30 June 2023	147,286	297	6,382	189,537	2,307	1,395	103,821	451,025
Weighted Average Remaining Life (in years)								
At 30 June 2022 (unaudited)	-	1.1	7.1	0.4	0.9	3	-	-
At 30 June 2023	-	0.1	13	2.4	4.6	3	-	-

- (1) During the year ended 30 June 2023, the Group sold the player registration rights of Malo Gusto to Chelsea FC for \$30.7 million. The unamortised carrying amount of these rights at the time of sale was \$12.4 million, resulting in a gain of \$18.3 million. The total gain on sale of other player registration rights during the year totalled \$18.4 million, of which \$14.5 million related to other fees, such as sell-on fees, related to player registration rights sold in prior periods that the Group received during the period.

The Group performs its annual goodwill impairment test as of 30 June each year, or more frequently if events or circumstances suggest that the carrying amount may not be recoverable. Management has identified each CGU to be the individual football club as they generate independent cash flows associated with how the goodwill arose.

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As of 30 June 2023 and 2022, goodwill or indefinite-life intangible assets have been allocated to the CGUs as follows:

Football Club	2023			2022 (unaudited)		
	Goodwill	Trademarks	Total	Goodwill	Trademarks	Total
Botafogo	122,092	6,963	129,055	114,430	6,563	120,994
RWDM	5,273	755	6,028	5,068	726	5,794
OLG	19,920	96,103	116,023	–	–	–
	147,285	103,821	251,106	119,498	7,289	126,787

The recoverable amount is estimated using the fair value less disposal costs method. The key assumption is the revenue multiple used which is based on relevant external market data using guideline companies and transactions. Based on the results of the test performed as of 30 June 2023 and 2022, there is significant headroom between the fair values less disposal costs of the CGUs and the carrying value of goodwill and indefinite-lived intangible assets. As such, no further consideration to any impairment of goodwill and indefinite-lived intangible assets is required. The fair value measurement is classified within Level 3 of the IFRS 13 hierarchy. No changes in valuation technique occurred during the year.

14. Leases

Right-of-use assets

	Buildings	Equipment	Total
At 1 July 2022 (unaudited)	-	-	-
Additions	1,468	1,506	2,974
Acquisition of subsidiaries	705	8,402	9,107
Depreciation expenses	(294)	(800)	(1,094)
Effect of changes in exchange rates	(352)	115	(235)
At 30 June 2023	1,528	9,223	10,752

Lease Liabilities

The following table provides the carrying amounts of lease liabilities and movements during the period, included in other financial liabilities:

	2023	2022 (unaudited)
Opening balance	-	-
Additions and contract modifications	2,974	-
Acquisition of subsidiaries	9,107	-
Accretion of interest	270	-
Payments	(1,601)	-
Currency translation adjustments	137	-
Closing balance	10,887	-
Current liabilities	2,904	-
Non-current liabilities	7,983	-
Closing balance	10,887	-

The undiscounted maturity analysis of lease liabilities as at 30 June 2023 is disclosed in note 28.

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Amounts recognised in the Consolidated and Combined Statement of Comprehensive Loss:

	2023	2022 (unaudited)
Depreciation expense of right-of-use assets	1,094	—
Interest expense	270	—
Short-term and low value lease payment	1,444	—
Variable lease payment	100	—
Total amount recognised in profit or loss	2,908	—

Failed Sale-Leaseback—Financing Obligation

During the year ended 30 June 2023, the Group leased the LDLC Arena in Décines-Charpieu, France from Mutuel Real Estate Lease, Finamur, BPCE Lease IMMO, Sogefimur, Arkea Credit Bail through the LDLC Lease Agreement entered in May 2022. The LDLC Lease Agreement is for a term of 15 years from the completion of the construction of the LDLC Arena in November 2023. To consummate the LDLC Lease Agreement, the Group paid a deposit of \$44.3 million (€40.7 million), which will be repaid to the Group over the term of the LDLC Lease Agreement. The LDLC Lease Agreement provides a purchase option to the Group at the beginning of the 9th lease year through the end of the 15th lease year, that the Group is reasonably certain to exercise.

The LDLC Lease Agreement was evaluated under the sale and leaseback guidance. Due to the purchase option presented in the LDLC Lease Agreement, the Group determined that the LDLC Lease Agreement did not qualify for sale accounting, and the Group accounted for LDLC Lease Agreement as a financing transaction.

For this failed sale-leaseback transaction, the Group continued to reflect the real estate assets on the consolidated and combined Statements of Financial Position under Property, Plant and equipment, net as if the Group were the legal owner, and the Group continued to recognize depreciation expense over the arena's estimated useful life. As further described in note 23, the Group recorded a liability for the financing obligation (net of the refundable deposit) and the majority of the periodic lease payments were recognized as interest expense. During the year ended 30 June 2023, the Group capitalized interest related to the construction of LDLC Arena of \$1.1 million.

15. Investment in associate

15(a) Investment in Crystal Palace

On 10 August 2021, John Textor, the founder of the Company, acquired a 39.9% stake in Palace Holdco UK Limited (registered address: Selhurst Park Stadium, Holmesdale Road, London SE25 6PU), which owns Crystal Palace, for \$110.7 million. Crystal Palace, under the ownership of Palace Holdco UK Limited, was contributed to Eagle Football Holdings Limited on 19 December 2022. The investment was recognised in the Group's consolidated and combined financial statements at the carrying amounts recognised by the Controlling Shareholder. From its contribution, the investment in associate was accounted for as an equity method investment.

The equity interest in Palace Holdco UK Limited was subsequently increased to 45.3% by the Company. Summarised financial information of the Group's share in the associate is as follows:

	2023
Contribution of Crystal Palace on 19 December 2022	93,146
Additional investment on 19 December 2022	18,631
Additional investment on 1 March 2023	18,305
Group's share of loss for the year	(7,953)
Group's carrying amount of the investment	122,129

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Crystal Palace's summarised statement of financial position as of 30 June 2023 is:

	2023
Current assets	44,661
Non-current assets	247,169
Current liabilities	(177,195)
Non-current liabilities	(104,441)
Net asset	10,194
Group's share of net assets (45.3% of net assets)	4,618

As of 30 June 2023, Crystal Palace had share capital of \$2, share premium of \$213,506 and no capital reserves.

Crystal Palace's summarised statement of profit or loss is:

	2023
Revenue from contracts with customers	224,002
Gross profit	220,220
Loss for the period	(33,971)
Total comprehensive income for the period	(33,971)
Group's share of loss for the year	(7,953)

15(b) Investment in other associates

Investments in other associate companies amount to \$3.1 million as of 30 June 2023 (2022 (unaudited): \$nil) and are primarily comprised of OLG's investments in Asvel basketball club ("Asvel"), Le Travail Réel, and OLF. Through OLG, Eagle indirectly owns 21.4%, 15.6% and 4.2% equity interests in Asvel, Le Travail Réel, and OLF, respectively, which are accounted for as equity method investments. The Group's share of the loss from its investments in these associates amounted to \$0.8 million.

16. Other financial assets and Other financial liabilities

16(a) Other financial assets

	Current	Non-current	2023	Current	Non-current	2022 (unaudited)
Player registration receivable ⁽¹⁾	12,310	14,025	26,335	114	–	114
CVC receivable ⁽²⁾	25,540	–	25,540	–	–	–
Other financial assets	802	6,762	7,564	3,856	495	4,351
Other financial assets	38,652	20,787	59,439	3,970	495	4,465

(1) Represents amounts receivable from the sale of player's registration rights to another football club.

(2) Relates to compensation for revenue losses incurred due to the COVID-19 pandemic and the early termination of the previous broadcasting agreement concerning Ligue 1 media and broadcasting rights.

16(b) Other financial liabilities

	Current	Non-current	2023	Current	Non-current	2022 (unaudited)
Player registration payable	58,914	21,557	80,471	–	–	–
Event proceeds payable	11,133	–	11,133	–	–	–
Lease liabilities	2,904	7,983	10,887	–	–	–
Accrued expenses	9,046	–	9,046	470	–	470
Contingent consideration – RWDM	1,685	–	1,685	1,394	–	1,394
Other	–	–	–	58	2,739	2,797
Other financial liabilities	83,682	29,540	113,222	1,922	2,739	4,661

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Other financial assets and financial liabilities are measured at amortised cost.

17. Other current assets

	2023	2022 (unaudited)
VAT receivable	18,325	–
Prepaid expenses	7,848	–
Deferred mandatory tender offering costs	4,016	–
Other recoverable taxes	2,135	–
Other	8,805	698
	41,129	698

18. Restricted cash

As of 30 June 2023, restricted cash primarily comprised funds related to the OLG Mandatory Tender Offer ("MTO"), in the amount of \$67.8 million and related to OLG Recovery Bonds amounting to \$4.3 million. The carrying amount of this restricted cash approximates its fair value due to its short-term nature.

19. Assets and liabilities classified as held for sale

During 2023, the Group committed to a plan to sell its subsidiary, OL Reign. Having met all the necessary criteria prior to year-end, OL Reign qualified for held-for-sale accounting treatment, and depreciation of its assets ceased accordingly. The Group has both intent and ability to sell OL Reign under its current conditions. The carrying amounts of assets and liabilities of OLG Reign disposal Group are summarised as follows:

	As of 30 June 2023
Assets:	
Intangible assets and Goodwill	12,266
Property, plant and equipment, net	220
Cash and cash equivalents	232
Other assets	11,385
Total non-current assets	24,103
Liabilities:	
Trade and other payables	1,790
Other liabilities	7,239
Total current liabilities	9,029
Net	15,074

20. Accounts receivable factoring

The Group has multiple receivables factoring arrangements, pursuant to which certain receivables are sold to banks or other financial institutions without recourse in exchange for cash. OL SASU enters into the receivable factoring arrangements whereby it factors specific instalments of its player registration receivables to a bank in exchange for cash. Additionally, Botafogo enters into receivable factoring arrangements to factor specific instalments of its player registration receivables to financial institutions in exchange for cash. The Group factored \$69.7 million and \$nil of specific instalments of its player registration receivables under the receivables factoring arrangements for the years ended 30 June 2023 and 2022, respectively. The Group recognised \$6.4 million and \$ nil of losses on the receivables for the years ended 30 June 2023 and 2022, respectively.

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21. Share capital, share premium and merger reserve

The authorised and issued share amounts of the Group's capital as of 30 June 2023 is as follows:

Dates	Form of contribution	Number of shares	Share capital	Share premium	Merger Reserve	Total
29 September 2022	Shares allotment	1,000	–	–	–	–
11 November 2022	Shares allotment	30,240	1	5,468	36,189	41,657
19 December 2022	Shares allotment	2,003	–	110,668	–	93,145
19 December 2022	Shares allotment	8,520	–	81,055	–	81,055
19 December 2022	Shares allotment	2,840	–	25,703	–	25,703
21 March 2023	Shares allotment	2,840	–	25,843	–	25,843
At 30 June 2023		47,443	1	248,736	34,337	250,585

The shares above are ordinary and non-redeemable, with a par value of £0.01 per share, and carry the right to: (i) receive notice of and to attend, speak and vote at general meetings of shareholders of the Group; (ii) receive and vote on proposed written resolutions and, on a show of hands, to one vote on a poll or written resolution; (iii) receive dividends or other distributions made by the Group, if any; and (iv) a return of surplus assets on a winding-up, if any, in each case, subject to and in accordance with the articles of association of the Group.

22. Trade and other payables

	Current	Non-current	2023	Current	Non-current	2022 (unaudited)
Suppliers	41,196	–	41,196	10,950	6,182	17,132
Related parties	818	–	818	–	–	–
Other payables	9,862	–	9,862	–	–	–
Total	51,876	–	51,876	10,950	6,182	17,132

23. Interest bearing loans and borrowings

	Effective Interest rate	Maturity (Calendar year)	2023	2022 (unaudited)
Eagle				
Ares Notes (a)				
Series A Note	16%	2028	294,244	–
Series B1 Note	18%	2028	135,233	–
Series B2 Note	22%	2028	27,178	–
Bank Overdraft	N/A	On demand	1,849	–
Convertible Notes (Note 29)	N/A	2023	500	–
			459,004	–
OLG				
Infrastructure Bank Loans (b)	5.1% - 6.7%	2024	49,170	–
Senior Notes (b)	5.5%	2024	55,427	–
Revolving Credit Facility (b)	2.5% - 5.9%	2024	56,514	–
PGE Loans (c)	4.4% - 4.6%	2026	160,745	–
TSDI (d)	7.1%	Perpetual	11,411	–
Recovery and Supplementary Bonds (d)	7.0%	2030	20,106	–
LDLC Real Estate Lease (d)	4.6%	2039	69,292	–
OSRANES (e)	(a)	2023	12,372	–
Other Loans	4.9%	2026	2,892	–
			437,929	–
Botafogo & RWDM Loans				
Botafogo Transferred Liabilities (f)	Various	Various	117,546	109,121
Other Loans	Various	2023 - 2024	9,509	1,545
			127,055	110,666
Total principal amount outstanding			1,023,988	110,666

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	Effective Interest rate	Maturity (Calendar year)	2023	2022 (unaudited)
Current portion of principal amount outstanding			712,188	866
Unamortized discount and issuance costs			(65,022)	-
Accrued interest on notes payable			2,006	-
Interest bearing loans and borrowings, current			649,172	866
Long-term portion of principal amount outstanding			311,800	109,800
Unamortized discount and issuance costs			(8,252)	-
Accrued interest on notes payable			107	-
Interest bearing loans and borrowings, non-current			303,655	109,800
			2023	2022 (unaudited)
Total loan & borrowings			952,827	110,666
Less: Cash & cash equivalents			34,711	645
Net debt			918,116	110,021

Changes in Interest bearing loans and borrowings, excluding movements for Lease Liabilities and Botafogo Transferred Liabilities separately presented in note 14 and 25, respectively, are as follows:

	Total
Opening balance – 24 December 2021	-
Acquisition of subsidiary	565
Interest accrued	972
FX adjustments	8
At 30 June 2022 (unaudited)	1,545
Proceeds from issuance of debt and bank overdrafts, net of finance costs (incl. \$1,849 in bank overdrafts)	413,354
Acquisition of subsidiary	518,131
Interest accrued	44,518
Interest Paid	(8,017)
Repayment of debt obligations	(86,995)
Foreign currency translation	23,906
At 30 June 2023	906,442

23(a) Ares Notes

In October 2022, the Company entered into a notes purchase agreement (the "Agreement") with noteholders, guarantors, an agent, and a security agent, which provides for a Series A notes commitment of \$275.0 million, a Series B1 notes commitment of \$125.0 million, and a Series B2 notes commitment of \$25.0 million ("Series A Notes", "Series B1 Notes" and "Series B2 Notes").

In December 2022, the Group entered into an amendment to the Agreement (the "Ares Amendment"). The Ares Amendment included negotiations between the parties prior to the issuance of the Series A Notes, Series B1 Notes and the Series B2 Notes. The Ares Amendment primarily added a provision for an additional Series B1 note commitment and amended the allocation between the noteholders with the aggregate amounts remaining the same.

As part of the Ares Amendment, the Group also issued a warrant instrument (the "Warrant"). Also in December 2022, the Group requested \$275.0 million of the Series A Notes, \$125.0 million of Series B1 Notes, and \$25.0 million of Series B2 Notes to be purchased by the noteholders. The transaction closed on 19 December 2022.

- **Series A Notes:** The purchase price of the Series A Notes was \$231.2 million. These notes include an Original Issue Discount ("OID") of \$43.8 million, accrue interest of 12.7% p.a., and mature on 19 December 2028.
- **Series B Notes:** The price of the Series B1 Notes was \$109.1 million, which includes an OID of \$15.9 million. The Series B2 Notes price was \$17.0 million and include an OID of \$8.0 million. Both Series B1 and B2 Notes accrue

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interest of 15.0% p.a., which increases by 1.0% every six months, and mature on 19 December 2028. Interest on the Series B1 and B2 Notes accrues from the issue date but is not payable during the term. Instead, it compounds and capitalises on the first day of each interest period, with the capitalised amount (the "PIK Interest") added to the outstanding principal of the respective notes. On each interest period start date, the Company will issue additional Series B1 and B2 Notes to noteholders, pro rata to their respective holdings, to reflect the PIK Interest.

The Series A, B1 and B2 Notes were recognised at amortised cost. Any amounts paid to the lender are a reduction in the proceeds received by the issuer and are considered a component of the discount on the issuance. The net proceeds were allocated to the Series A, B1 and B2 warrants (see Note 25) at their fair value with the residual to the Series A, B1 and B2 Notes.

In connection with the Ares Amendment, the Company paid upfront fees to the noteholders of \$8.25 million related to the Series A Notes, \$7.5 million related to the Series B1 Notes, \$1.5 million related to Series B2 Notes, and \$3.4 million of other lender fees. In addition, the Company incurred third party issuance costs of \$1.0 million. The upfront fees, other lender fees, and third-party issuance costs were accounted for as a reduction of the carrying value of the Ares Notes and amortized over the respective terms. The Company agreed to pay an agency fee and a security agent fee of \$0.1 million p.a.

The Ares Notes are secured by substantially all the Group's assets.

The Ares Notes contain a number of representations, financial and other affirmative and negative covenants that are generally customary for financings of this type. In addition, they include financial covenants requiring the maintenance of specific liquidity levels and financial performance metrics. As of 30 June 2023, the Group was in breach of certain of its obligations over the provision of financial information to the Noteholders on a timely basis and has, therefore, classified the Ares Notes wholly within current liabilities in the statement of financial position.

Since 30 June 2023 and up to the date these consolidated and combined financials were authorised for issuance, the holders of the Ares Notes did not execute their acceleration rights, with the Company obtaining a forbearance letter on 29 September 2025. Please refer to Note 31 for further discussion on events after the reporting period.

23(b) Bank debt and bonds (2017 Credit Agreement)

On June 28, 2017, OLG finalized a refinancing of almost all its bank and bond debt (the "2017 Credit Agreement"). This refinancing was articulated around three debt instruments arranged or issued by OL SASU, an operating subsidiary of OLG:

- ▶ **Infrastructure Bank Loans:** The Infrastructure Bank Loans result from a long-term bank credit arrangement, divided into two tranches: Facility A Term Loan and Facility B Term Loan. The Facility A Term Loan had an original principal balance of \$115.2 million (€106.0 million) in 2017, of which 50% is paid in instalments and 50% is paid at maturity. Facility B Term Loan had an original principal balance of \$32.6 million (€30.0 million), of which 100% is to be paid at maturity. The Facility A Term Loan accrues interest in aggregate of 3.0% per annum and Euro Interbank Offered Rate ("EURIBOR"), and the Facility B Term Loan accrues interest in aggregate of 4.7% per annum and EURIBOR.

On 21 December 2022, OLG made an early repayment on the Infrastructure Bank Loans totalling \$53.1 million (€50.0 million). During the year ended 30 June 2023 (Eagle Football Holdings Limited), the Group recorded \$3.7 million of interest expense, including \$2.3 million of amortization of debt discount, respectively. Facility A Term Loan had an effective interest rate of 4.0% and Facility B Term Loan had an effective interest rate of 5.6%.

On 7 December 2023, OLG refinanced the remaining principal and interest to settle the obligation.

- ▶ **Senior Notes:** The Senior Notes had an original principal balance of \$55.4 million (€51.0 million) and accrue interest at 5.0% per annum payable annually in arrears on 30 June each year. The Senior Notes shall be repaid in full on their maturity date.

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During the year ended 30 June 2023 the Group recorded \$1.6 million of interest expense, including \$0.1 million of amortization of debt discount, respectively. The Senior Notes had an effective interest rate of 5.1%. On 7 December 2023, OLG refinanced the remaining principal and interest to settle the obligation.

- ▶ **Revolving Credit Facility:** The Revolving Credit Facility had an initial commitment amount of \$79.3 million (€73.0 million). On 26 July 2019, OLG entered into an amendment to the 2017 Credit Agreement which raised the commitment amount to \$108.7 million (€100.0 million), where it remains as of 30 June 2023. The Revolving Credit Facility is payable upon 1, 2, 3, or 6 months and accrues interest in aggregate of 2.5% and EURIBOR. As of 30 June 2023, the Group has drawn \$56.5 million (€52.0 million) from the Revolving Credit Facility. During the year ended 30 June 2023 the Group recorded \$1.0 million of interest expense, including \$0.1 million of amortization of debt discount, respectively. The Revolving Credit Facility had an effective interest rate of 6.0%. On 7 December 2023, OLG refinanced the remaining principal and interest to settle the obligation.

Each of the three debt instruments have a maturity date of 30 June 2024 and contain both optional and mandatory prepayments that are customary for this type of arrangement.

The debt instruments are subject to three ratios applicable to OLG: (i) a net debt to equity ratio calculated every six months with a ceiling of 1.3, declining to 1.0 starting on 31 December 2020, (ii) a loan to value ratio (net debt divided by the sum of the market value of player registrations and the net book value of OLG's property, plant & equipment) calculated every six months with a ceiling of 40%, declining to 35% starting on 31 December 2020, and (iii) a debt service coverage ratio calculated every six months on a rolling 12-month period, with a threshold of 1.0. OLG's lenders agreed to grant a covenant holiday as of the 30 June 2023, test date, so that the calculation of ratios as of that date would not trigger an event of default.

The lenders under these three debt instruments benefit from a common set of security interests. Specifically, they hold a first lien on the Groupama Stadium, the land on which it was built, the 1,600 underground parking spaces, the land corresponding to the 3,500 outdoor parking spaces, and the land leading to the stadium (which have an aggregate net book value of \$528.3 million). In addition, the following assets have been pledged to the lenders: the shares OLG holds in OL SASU, certain bank accounts of OL SASU, and various receivables held by OL SASU. OLG also guarantees that OL SASU will adhere to the obligations under its financing arrangements.

23(c) PGE Loans

To cope with the effects of the Covid-19 pandemic and to bolster its cash holdings, OLG arranged its first French State government-guaranteed loan through the Prêt garanti par l'Etat ("PGE") scheme of \$100.7 million (€92.6 million) on 23 July 2020. With the adjustments to the government measures, OLG arranged a second \$83.0 million (€76.4 million) PGE loan on 18 December 2020, increasing the total size of its PGE facilities to \$183.7 million (€169.0 million) (together with the first government-guaranteed loan the "PGE Loans"). The proceeds from the PGE Loans were utilized towards financing OLG's working capital and liquidity needs and to preserve OLG's activities and employees in France in the context of the Covid-19 outbreak.

The PGE Loans did not accrue interest during the first 12 months and thereafter the interest rate will be variable rate based on the lenders' liquidity costs plus EURIBOR, payable semi-annually in arrears. The French State granted the guarantee to each lender in accordance with the French State Guarantee Scheme, in respect of 90.0% of the initial principal amount of the PGE loans plus any and all related interest and ancillary costs. OLG is required to pay French State Guarantee fee equal to 0.5% of the full principal amount for the first year, 1.0% in years 2 and 3, and 2.0% in years 4 to 6.

The PGE Loans contain both optional and mandatory prepayments that are customary in this type of arrangement. In addition, in accordance with the initial contractual stipulations at the end of the 12-month subscription period, OLG exercised the extension option and defined the following with its lenders:

- ▶ In spring 2021, no instalment of repayment for the first PGE \$100.6 million (€92.6 million) shall be paid during the first twelve months of the extension period and the repayment shall start in January 2023 on a linear and semi-annual basis for the next four years. @Victor Colares can you confirm the comment about what is included in trade

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and other payables?

- ▶ At the end of summer 2021, no instalment of repayment for the second PGE \$83.0 million (€76.4 million) shall be paid during the first twelve months of the extension period and the repayment shall start in June 2023 on a linear and semi-annual basis for the next four years.

During the year ended 30 June 2023, the Group recorded \$3.1 million of interest expense, including \$1.0 million of amortization of debt discount, respectively. PGE Loan A had an effective interest rate of 4.5% and PGE Loan B had an effective interest rate of 4.3%. On 7 December 2023, OLG refinanced the remaining principal and interest to settle the obligation.

23(d) Financing for the LDLC Arena

On 2 May 2022, OLG finalized the financing for its flagship project to construct an events arena (the "LDLC Arena"). 100% backed by OLG via its subsidiary, OL Vallée Arena, the investment was funded through a combination of:

- ▶ **TSDIs:** On 26 April 2022, OLG entered into the perpetual subordinated bonds (the "TSDIs"), which had a principal balance of \$11.4 million (€10.5 million). There were no issuance costs or discount/premium associated with the TSDIs. The TSDIs do not have a maturity date and accrue interest at 7.0% per annum, payable semi-annually. The TSDIs contain both optional and mandatory prepayments that are customary for this type of arrangement. During the year ended 30 June 2023 the Group recorded \$0.4 million of interest expense at an effective interest rate of 7.1%. On 7 December 2023, OLG refinanced the remaining principal and interest to settle the obligation.
- ▶ **Recovery and Supplementary Bonds:** On 26 April 2022, OLG entered into a subscription contract to issue recovery bonds (the "Recovery Bonds") and supplementary bonds (the "Supplementary Bonds", together with Recovery Bonds, the "Bonds"). The Recovery Bonds were issued for a total commitment amount of \$18.1 million (€16.7 million), that bear interest at 6.3% per annum payable semi-annually. The Supplementary Bonds were issued for a total commitment amount of \$2.1 million (€1.9 million), that bear interest at 9.0% per annum payable semi-annually. The Bonds were to be paid in full at face value on the maturity date of April 26, 2030.

The Bonds agreement is governed by a debt ratio applicable to OLG that is calculated every six months with a ceiling of 5.0. OLG has also committed to placing \$4.7 million (€4.3 million) in escrow for the benefit of the holders of the Recovery Bonds. The Bonds contain both optional and mandatory prepayments that are customary in this type of arrangement.

During the year ended 30 June 2023 the Group recorded, \$0.7 million, of interest expense, including \$0.1 million of amortization of debt discount, respectively. The Recovery and Supplementary Bonds had an effective interest rate of 7.0%. On 7 December 2023, OLG refinanced the remaining principal and interest to settle the obligation.

- ▶ **LDLC Real Estate Lease:** As discussed in note 14, on 17 March 2022, OLG entered into a failed sales-and-leaseback agreement to lease and for the construction of the LDLC Arena (the "LDLC Lease Agreement") which was accounted as a financing liability. The LDLC Lease Agreement totals \$94.2 million (€86.6 million) from five top-tier bank lenders. The LDLC Lease Agreement amortizes over 15 years, with a residual value of 20%. Interest on the LDLC Arena financing is paid quarterly as part of the lease payment in aggregate of 2.1% per annum and EURIBOR.

Under the LDLC Lease Agreement, a common set of security interests and guarantees were granted to the lenders, including a pledge of the \$44.3 million (€40.7 million) deposit advanced to the lenders by OLG, a pledge of OL Vallée Arena shares for an amount limited to 10% of the cumulative amount of the net lease payments, and a \$15.3 million (€14.1 million) guarantee from OLG.

During the year ended 30 June 2023, the Group capitalised interest of \$1.1 million.

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23(e) OSRANE Convertible Bonds

In 2013 and 2016, OLG issued a total of 1,002,710 subordinated bonds convertible into new or existing shares of OLG's common stock (the "OSRANES") for total gross proceeds of \$153.7 million (€141.4 million). The proceeds from the OSRANES were used to finance the Groupama Stadium and repay loans from OLG shareholders. Additionally, the proceeds were used to strengthen OLG's balance sheet structure and liquidity.

The OSRANES are convertible at the option of the holders any time. OLG can also convert the OSRANES at any time, provided that a 30-day notice is given and the arithmetic average of the proceeds from the first listed prices of OLG's stock on Euronext Paris and the redemption ratio exceeds 160% of the nominal value of the bonds. The OSRANES are mandatorily convertible upon maturity date of 1 July 2023. The OSRANES also contain both optional and mandatory redemption features that are customary in this type of arrangement. The OSRANES are convertible into new and existing shares of OLG at a conversion ratio of 1:45 for the OSRANES issued in 2013 and 1:63.2 for the OSRANES issued in 2016, both subject to adjustment measures. The OSRANES pay a predetermined amount of interest in shares upon the redemption or maturity date.

OLG elected the fair value option to account for the OSRANES. Under the fair value option, the OSRANES are required to be carried on the balance sheet at fair value each reporting period, with changes in fair value recorded in earnings. The fair value of the OSRANES were determined using Level 2 inputs based on OLG's publicly traded share price and the estimated shares for conversion.

As of 30 June 2023, there were 41,965 OSRANES outstanding with a fair value of \$12.4 million. For the year ended 30 June 2023, the Group recognized losses of \$1.6 million, respectively, included as Finance costs on the consolidated and combined statements of profit or loss. On 5 July 2023, those remaining OSRANES were fully settled.

23(f) Botafogo Transferred Liabilities

In connection with the acquisition of S.A.F Botafogo in March 2022, the Group assumed the obligations to bear and pay (i) all indebtedness, liabilities and contingencies of Botafogo incurred prior to 11 March 2022 and (ii) certain specified indebtedness, liabilities and/or contingencies of Botafogo incurred thereafter). The Botafogo Transferring Liabilities are limited to a maximum aggregate principal amount equal to R\$ 900.0 million and the repayment terms for some of these liabilities are dependent on the future financial performance of S.A.F Botafogo.

As such, S.A.F Botafogo elected the fair value option to account for the transferred liabilities, as the Company believes it will provide a more timely and relevant depiction of the Company's financial position. Under the fair value option, the transferred liabilities are required to be carried on the Group's consolidated and combined statements of financial position at fair value each reporting period, with changes in fair value recorded in earnings.

During the year ended 30 June 2023, the Group recorded a \$12.4 million loss within Finance Costs in the consolidated and combined statements of profit or loss.

24. Warrants and put options over non-controlling interests

	Maturity (Calendar year)	2023	2022 (unaudited)
Warrants (a)	2033	49,495	-
Holnest Put Option (b)	2027	46,737	-
Mandatory Tender Offering (note 24)	2023	67,970	-
		164,202	-
Current liabilities		67,970	-
Non-current liabilities		96,232	-

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24(a) Warrants

In connection with the issuance of the Ares Notes (see note 23), on 19 December 2022, the Company issued Series A, B1 and B2 warrants to the noteholders, entitling them to subscribe for shares in the Parent Company in certain circumstances. The Group also granted the noteholders the right to require the Group to purchase these shares once subscribed ("Puttable Warrants"). The Series A and B1 warrants are exercisable at a price of \$0.01 per share and are calculated as follows:

- ▶ The Series A warrants are calculated at 6.0% of the fully diluted share capital of the Group.
- ▶ The Series B1 warrants are calculated to the extent any Series B1 Notes remain outstanding as follows:
 - a) on or before the business day falling six months from the OLG Transaction completion date, such number of ordinary shares which, when allotted to the warrant holder, will represent 1.0% of the fully diluted share capital; or
 - b) after the business day falling six months from the OLG Transaction completion date but on or before the business day falling twelve months from the OLG acquisition completion date, such number of ordinary shares which, when allotted to the warrant holder, will represent 1.5% of the fully diluted share capital; or
 - c) after the business day falling twelve months from the OLG Transaction completion date, such number of ordinary shares which, when allotted to the warrant holder will represent 2.0% of the fully diluted share capital.

The Series B2 warrants are the equivalent of 2,840 redeemable shares of the Parent Company and are exercisable at a price of \$8,802.8 per share.

All warrants have a contractual term of eleven years from the issuance date and their fair value of the warrants upon issuance totalled \$43.7 million. As of 30 June 2023, there were 3,554 Series A warrants, 889 Series B1 warrants and 2,840 Series B2 warrants outstanding. During the year ended 30 June 2023, the Group recorded a \$5.8 million loss within Finance Costs in the consolidated and combined statements of profit or loss.

24(b) Holnest Put Option

On 19 December 2022, as part of the OLG Transaction, the Company entered into a shareholders' agreement with Holnest, a private family office controlled by former OLG chief executive officer, Jean-Michael Aulas. The Group granted Holnest the right to require the Group to purchase all of the Holnest securities that Holnest retained subsequent to the Acquisition (the "Holnest Put Option").

Upon completion of the OLG Transaction, Holnest held 163,569 OSRANes, which were converted on 1 June 2023 into 14,479,618 OLG shares. Holnest did not hold any other securities.

The Holnest Put Option is an embedded feature within the securities held by Holnest as a result of which the OLG shares held by Holnest are redeemable at the option of Holnest, without cause, at any time on or after the date falling 36 months after the effective date until 31 December 2027. If the Holnest Put Option is exercised, the Group would be required to purchase the shares at fair value on the date of redemption. The initial fair value as of the conversion date of 1 June 2023 and the redemption value as of 30 June 2023, were calculated based on the publicly traded stock price of OLG as of those dates.

Changes to redeemable noncontrolling interest during the year ended 30 June 2023 were \$0.9 million, recorded within Finance costs on the consolidated and combined statements of profit or loss.

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25. Fair Value Measurement

The following table shows the levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

	Financial statement line item	Level 1	Level 2	Level 3	2023
Financial assets:					
Derivative assets	Other current financial assets	–	802	–	802
		–	802	–	802
Financial liabilities:					
Botafoغو transferred liabilities	Interest bearing loans	–	–	117,546	117,546
OSRANES	and borrowings	–	12,372	–	12,372
Warrant liability		–	–	49,495	49,495
Mandatory Tender Offering	Warrants and put options over NCI	67,970	–	–	67,970
Redeemable NCI (Holnest)		46,737	–	–	46,737
		114,707	12,372	167,041	294,120
	Financial statement line item	Level 1	Level 2	Level 3	2022 (unaudited)
Financial liabilities:					
Botafoغو transferred liabilities	Interest bearing loans and borrowings	–	–	109,089	109,089
		–	–	109,089	109,089

There were no transfers between Level 1 and Level 2 during the years ended 30 June 2023 and 2022.

Level 3 Assets and Liabilities

A reconciliation from the opening balances to the closing balances for level 3 assets and liabilities is as follows.

	Botafoغو Liabilities	Warrant liabilities	OLG Contingent consideration
Acquisition of Botafoغو	109,089	–	–
At 30 June 2022 (unaudited)	109,089	–	–
Acquisition of OLG (note 11)	–	–	24,145
Additions during the period (note 23)	–	43,703	–
Fair value adjustment recognised (note 9)	12,369	5,792	(24,145)
Foreign currency translation	8,860	–	–
Repayment of debt obligations	(12,772)	–	–
At 30 June 2023	117,546	49,495	–

A summary of significant unobservable inputs (Level 3 inputs) during the years ended 30 June 2023 and 2022, is as follows:

Level 3 Instruments	2023	2022 (unaudited)	Valuation Techniques	Significant Unobservable Inputs	Range / Weighted Average
Debt Securities					
Botafoغو Transferred Liabilities	117,546	109,089	Discounted cash flow	Revenue growth rate	3.10%
				Weighted average cost of capital	14.50%
Warrant Liability	49,495	–	Black-Scholes Model	Dividend yield	0%
				Expected price volatility	39.2% - 40.3%
				Expected term in years	1.5 - 10.5
Total	167,041	109,089			

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Botafogo Transferred Liabilities - The transferred liabilities include those related to fiscal debt, labour debt, and civil debt. The fair value of the fiscal debt, labour, and civil debt is based on a DCF valuation technique using the discount rate for term-matched Brazil government bonds plus a spread determined using the Company's credit rating. The results of the DCF analyses can be significantly impacted by each of these inputs in isolation.

Warrants - The fair value of the Series A, B1, and B2 warrants was determined using the Black-Scholes option pricing model and key assumptions included:

- ▶ **Risk-Free Interest Rate:** Based on U.S. Treasury yields with maturities aligned to the eleven-year contractual term. An increase in the risk-free rate, in isolation, would increase the fair value of the warrant liabilities, and vice versa.
- ▶ **Expected Term:** Based on the contractual exercise period, with warrants becoming exercisable upon the occurrence of defined events. A longer expected term, in isolation, would increase the fair value of the warrant liabilities, and vice versa.
- ▶ **Expected Price Volatility:** Derived from the historical volatility of comparable public companies. An increase in expected volatility, in isolation, would increase the fair value of the warrant liabilities, and vice versa.
- ▶ **Dividend Yield:** Assumed to be 0.0%, as the Company has not issued dividends to date and does not anticipate doing so in the near future.

Financial instruments measured at amortised cost

The following table contains the fair values of the Group's financial instruments that are measured at amortised cost as of 30 June 2023:

	Financial Statement Line Item	Fair Value Hierarchy	Carrying Amount	Estimated Fair Value
Eagle				
Ares Notes				
Series A Note	Interest bearing loans and borrowings	Level 2	253,055	270,400
Series B1 Note		Level 2	119,900	176,600
Series B2 Note		Level 2	19,171	28,300
Notes	(a)	Level 3	47,996	50,746
Total			440,122	526,046
OLG				
Bank Loan (State guaranteed 1 & 2)	Interest bearing loans and borrowings	Level 2	157,476	159,554
LDLC real estate loan		Level 2	65,232	64,528
Total			222,708	224,082

(a) As of 30 June 2023, the carrying value associated with the convertible notes includes \$0.5 million recorded within interest bearing loans and borrowings. The remaining carrying value is recorded within Related party loans payable on the consolidated and combined statements of financial position.

The fair values above were all derived using discounted cash flow ("DCF") valuation techniques using the discount rate for the applicable term-matched risk-free rates plus a spread determined using the Group's credit rating. The fair values of other financial assets and liabilities, including accounts receivable and payable, are considered to be equivalent to their carrying amounts.

26. Other liabilities

	Current	Non-current	2023	Current	Non-current	2022 (unaudited)
Employee benefits	9,796	—	9,796	—	—	—
Payroll related charges and other benefits	35,151	—	35,151	—	—	—
Sports revenue taxes payable	2,538	7,573	10,111	—	—	—
Other current liabilities	5,385	—	5,385	5,607	—	5,607
Other non-current liabilities	—	3,543	3,543	—	—	—
Other liabilities	52,870	11,116	63,986	5,607	—	5,607

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27. Retirement allowance

In France, companies are legally required to fund a "Retirement Allowance," a one-time payment made by OLG upon an employee's retirement. This allowance has been classified as a defined benefit pension plan for participants of OLG and certain subsidiaries. OLG is responsible for funding and recognising the expense for these one-time payments. However, ongoing monthly distributions are managed by the French national government and other French institutions. The plan remains active and is sponsored by OLG. As of 30 June 2023, the plan had 334 active participants and a benefit obligation of \$2.9 million.

28. Financial risk management

28.1 Financial risk factors

This note explains the Group's exposure to financial risks and how those risks could affect the Group's future financial performance. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not use derivative financial instruments to hedge certain risk exposures. The policy for each financial risk is described in more detail below.

a) Market risk

(i) Foreign exchange risk

The Group transact business in multiple currencies worldwide, of which the most significant currency for the year ended 30 June 2023 was the Euro. The Group's international revenue, as well as costs and expenses dominated in foreign currencies, expose the Group to the risk of fluctuations in foreign currency exchange rates against the Euro.

As of 30 June 2023 and 2022, the effect of a hypothetical 10% change in foreign currency exchange rates would not be material to our financial condition or results of operations. To date, the Group have not entered into any hedging arrangements with respect to foreign currency risk. The Group will continue to reassess its approach to manage the risk relating to fluctuations in currency rates.

(ii) Cash flow and fair value interest rate risk

The Group have interest rate risk with respect to its indebtedness. As of 30 June 2023, we had an aggregate face value of \$1 billion of outstanding indebtedness. A one percent increase or decrease in the annual interest rate on our variable rate borrowings with an outstanding principal balance of \$820 million as of 30 June 2023 would increase or decrease our annual cash interest expense by \$8.2 million.

To mitigate the interest rate risk in connection with the LDLC Arena financing, OLG entered into 11 interest rate swap and option contracts for an aggregate notional value of \$117.4 million (€108.0 million). Under the terms of the contracts, OLG pays the contract providers a fixed interest rate between 0.0% and 3.0% and is entitled to receive payment based on the variable EURIBOR interest rate. Settlements in cash occur monthly or quarterly, if contractually required, until the termination of the agreements in January 2024 and January 2030, depending on the contract, with the variable interest rate reset at the beginning of each period. As of 30 June 2023, the fair value of the derivative instruments was \$0.8 million (€0.7 million) and is included as Prepaid and other current assets in the consolidated and combined statements of financial position. Loss related to the interest rate swap for the year ended 30 June 2023 was \$0.2 million, recorded in Change in fair value of other financial instruments.

b) Credit risk

Financial instruments that potentially subject the Group to concentrations of credit risk consist primarily of cash and trade receivables. Cash is maintained with various major banks and other high-quality financial institutions, which, at times may exceed the Federal Depository Insurance Coverage (FDIC) of \$250,000, the *Fonds de Garantie des Dépôts et de Résolution* ("FDGR") of €100,000, the Credit Guarantee Fund ("FGC") and the Cooperative Guarantee Fund ("FGCoop") of R\$250,000, and the European Deposit Insurance Scheme ("EDIS") of €100,000. The Group periodically evaluates the relative credit standings of these banks and financial institutions. The Group's trade receivable is primarily derived from revenue earned from customers located in Europe and Brazil. The Group mitigate collection risks from customers by performing regular credit evaluations of our customers' financial conditions.

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Clubs are required to meet their financial obligations to players and other clubs in accordance with the terms set forth in the contracts executed with their professional players and in the transfer agreements. Under Article 12 of the Regulations on the Status and Transfer of Players established by the Fédération Internationale de Football Association ("FIFA"), should a club be found to have delayed a payment for more than thirty days without a prima facie contractual justification, it may be subject to sanctions. These sanctions could include a warning, reprimand, monetary fine, or a prohibition on registering any new players, either at the national or international level, for one or two complete and consecutive registration periods.

Management considers that, based on historical information about default rates, the current strength of relationships (a number of which are recurring long term relationships), and forward-looking information, the credit quality of trade receivables and other receivables that are neither past due nor impaired, and for contract assets, is good. Trade receivables that are past due but not impaired relate to independent customers for whom there is no recent history of default. Accordingly, the identified provision for impairment for these receivables was immaterial. The identified provision for impairment of trade receivables that are past due and impaired is 100%.

c) Liquidity risk

The Group's policy is to maintain a balance of continuity of funding and flexibility through the use of secured term loan facilities, senior secured notes and other borrowings as applicable. The annual cash flow is cyclical in nature with a significant portion of cash inflows ordinarily being received prior to the start of the playing season. Ultimate responsibility for liquidity risk management rests with the executive directors of Eagle Football Holdings Limited. The directors use management information tools including budgets and cash flow forecasts to constantly monitor and manage current and future liquidity.

Cash flow forecasting is performed on a regular basis which includes rolling forecasts of the Group's liquidity requirements to ensure that the Group has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities. The Group's borrowing facilities are described in Note 23. Financing facilities have been agreed at appropriate levels having regard to the Group's operating cash flows and future development plans.

Surplus cash held by the operating entities over and above that required for working capital management are invested by Group finance in interest bearing current accounts or money market deposits. As of 30 June 2023, the Group held cash and cash equivalents of \$34.7 million.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows including interest and therefore differs from the carrying amounts in the consolidated and combined statements of financial position.

	Less than 1 year	1 and 2 years	2 and 5 years	Over 5 years
Borrowings	290,064	87,397	177,270	1,229,917
Trade and other payables	51,876	–	–	–
Other financial liabilities, excl. lease liabilities	79,175	22,557	953	–
Lease liabilities	3,277	2,849	5,630	565
At 30 June 2023	424,392	112,803	183,853	1,230,482

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	Less than 1 year	1 and 2 years	2 and 5 years	Over 5 years
Trade and other payables	11,398	6,182	–	–
Borrowings	418	–	109,800	–
Lease liabilities	–	–	–	–
At 30 June 2022 (unaudited)	11,816	6,182	109,800	–

29. Related party transactions

The following table provides the outstanding transactions that have been entered into with related parties as of 30 June 2023 and 2022 not otherwise disclosed elsewhere in the notes to these financial statements:

	2023		2022 (unaudited)	
	Interest paid	Amounts owed to related parties	Interest paid	Amounts owed to related parties
Related parties				
Convertible Notes (a)	–	42,949	–	–
Key management personnel:				
Convertible Notes (a)	–	4,532	–	–
Note Payable (b)	200	2,500	–	–
Payable to Controlling Shareholder (c)	–	13,554	–	–
Other	–	614	–	1,097
	200	64,149	–	1,097

29(a) Convertible Notes

In May and June 2023, in connection with the MTO, the Group entered into a series of convertible note agreements with certain related parties resulting in total cash proceeds of \$47.4 million and proceeds from other third parties of \$0.5 million.

The conversion of the Convertible Notes occurs upon any of the following: (i) the date that is eight business days after the close of the MTO; (ii) the date of publication by the French *Autorité des Marchés Financiers* ("AMF") of the implementation of a squeeze-out procedure after the MTO; (iii) immediately at the election of each MTO Convertible Notes Noteholder following receipt of notice of a sale of Eagle Football Holdings Limited; or (iv) within ten days following the maturity date of such MTO Convertible Notes. The notes are convertible at a price per share between \$7,992.50 for the notes issued to John Textor and Michele Kang, and \$8,802.8 for the remainder noteholders.

As of 30 June 2023, the Group's convertible notes consisted of:

	Issuance	Maturity	28 September 2022	Additions	OID Premium, net	30 June 2023
David Horin	June 2023	August 2023	–	1,000	30	1,030
Elmwood	June 2023	August 2023	–	2,000	189	2,189
John Textor	May 2023	July 2023	–	2,400	72	2,472
JP Conte	June 2023	August 2023	–	1,000	30	1,030
Matt Niehaus	June 2023	August 2023	–	1,000	30	1,030
Michele Kang	May 2023	July 2023	–	40,000	424	40,424
Total - related parties			–	47,400	775	48,175
Third parties (See Note 23)	June 2023	December 2023	–	500	15	515
Total			–	47,900	790	48,690

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The related party convertible notes initially did not carry interest, however, if the Group fails to pay any amount due (including repayment of the principal on the Note outstanding), contingent interest will begin accruing daily at an interest rate of 11.0% and will be calculated on the basis of a 365-day year (or 366 days in the case of a leap year). Interest will be calculated for the period commencing from and including the date on which the payment by the Group became due and payable, including the date of final settlement by the Group of the amount due including any accrued interest. The remaining Notes do not accrue interest prior to maturity but include a 10.0% repayment premium on the principal amount. See note 23.

The Group incurred approximately \$1.1 million in issuance costs related to these transactions, out of which \$0.7 million remain unamortised as of 30 June 2023..

29(b) Notes Payable

On 15 July 2022, the Group entered into a note payable with an employee of the Group. The note has a principal balance of \$2.5 million, contains an OID of \$0.1 million, accrues interest at a rate of 10.0% per annum and matures on 15 March 2023. On 15 March 2023, the Group entered into the first amendment to the note which extended the maturity date to 15 December 2023. In connection with the note, during the year ended 30 June 2023, the Group recognised \$0.2 million, respectively, of interest expense.

29(c) Payable to Controlling Shareholder

As of 30 June 2023, the Group had a net liability of \$14.2 million to John Textor and his affiliates. This amount is primarily comprised advances to the football clubs. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payable.

30. Commitments and contingencies

30(a) Commitments

As of 30 June 2023, and 2022, the Group had player employment contracts and services payable commitments as follows. These amounts are not recognised as liabilities.

Services Payable – Service payable represents amounts payable mainly pursuant to agreements related to stadium maintenance, food and beverage charges, and IT service agreements. The total commitment as of 30 June 2023 was \$84.2 million (2022: nil).

Off-balance sheet player commitments – Consist principally of the Group's obligations under employment agreements that each football club has with its sports teams' personnel that are generally guaranteed regardless of employee injury or termination. Various bonuses have been excluded from the table above as the achievement and timing of the future cash payments is uncertain. The total contractual commitment as of 30 June 2023 was \$179.0 million (2022: \$35.6 million).

30(b) Contingencies

Player-related Contingencies - Commitments made to clubs as part of the sale of player registration rights primarily correspond to additional add-on transfer fees to be paid in the future. They are typically contingent on the player remaining with the club and specific on-field performance objectives being achieved. The following table summarizes information relating to the Group's conditional payments related to player registrations as of 30 June 2023 and 2022:

Year	As of 30 June 2023
2024	6,355
2025	2,391
2026	1,576
Thereafter	217
Total	10,539

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Year	As of 30 June 2022 (unaudited)
2023	459
Thereafter	459
Total	918

30(c) Legal Contingencies

The Company along with its subsidiaries is involved in several lawsuits arising in the normal course of business. The Company records a liability when it is both probable that a liability will be incurred and the amount of the loss can be reasonably estimated. The Company evaluates developments in legal matters that could affect the liability accrual and makes adjustments as appropriate. Significant judgment is required to determine both the probability and the estimated amount of a loss or potential loss. The Company may be unable to reasonably estimate the possible loss or range of loss for a particular legal contingency due to various factors, including: (i) indeterminate damages sought; (ii) proceedings being in the early stages; (iii) uncertainty regarding the outcome of pending proceedings; (iv) uncertainty about the likelihood of settlement and the outcome of any negotiations; or (v) significant unresolved factual issues. As a result, there may be considerable uncertainty regarding the ultimate resolution of such matters, including a possible eventual loss, if any.

There are no material legal contingencies as at 30 June 2023 and 2022.

31. Events after the reporting period

As of 30 June 2023, there were 41,965 OSRANES outstanding with a fair value of \$12.4 million. On 5 July 2023, those remaining OSRANES were fully settled.

In August 2023, the MTO for OLG minority capital was completed in exchange for \$52.8 million. The purchase accounting was adjusted to reflect the actual percentage of securities acquired. The restricted cash balances were released and used to settle the transaction, and the \$12.9 million of the remaining funds used to settle the Convertible notes with related parties.

In September 2023, the Series B2 warrants were exercised in full by the noteholders at a total exercise price of \$25.0 million for 2,840 ordinary shares of the Group. As part of the transaction, the Group and the noteholders entered into a Deed of Set-Off, where the Group and the noteholders agreed to set-off the obligation of the B2 noteholders to pay the B2 Warrant shares subscription price against the obligation of the Group to pay amounts owed by the Group to the noteholders under the notes purchase agreement (the "set-off"). In order to effect the set-off, the Group voluntarily redeemed a principal amount equal to \$25.0 million original Series B2 warrants in accordance with the terms of the notes purchase agreement.

In September 2023, OLG obtained control of OL Association ("OLA"), a not-for-profit managing youth and women's football. The acquisition was non-cash and resulted in recognition of \$33.9 million in net assets and \$2.0 million in goodwill.

In December 2023, the Group increased its investment in RWDM through the assumption of \$28.5 million in debts previously held by the football club.

In February 2024, OLG sold a majority stake in its women's team, OL Féminin ("OLF") to YMK Holdings ("YMK") for a purchase price of \$19.5 million, comprised of \$10.2 million cash paid to OL SASU, a \$0.7 million short term note between YMK and OL SASU and a \$9.5 million note between YMK and OL Association that accrues interest at 4% per annum and is payable at maturity on February 8, 2029. The fair value of the note between YMK and OL Association was \$8.7 million on the February 2024. The transaction resulted in a loss of \$13.2 million.

Eagle Football Holdings Limited

Notes to the Consolidated and Combined Financial Statements

In thousands of United States dollars, unless otherwise stated

In June 2024, OLG Sold OL Vallée Arena ("OLVA") to Holnest (former OLG CEO's family office) for \$48.4 million. The deal included cash, shares, and a promissory note, resulting in a pre-tax gain of \$29.7 million.

In June 2024, OLG sold its interest in OL Reign to Reign FC Buyer, LLC for \$24.3 million. This transaction resulted in a pre-tax gain of \$29.1 million.

In November 2024, Botafogo became the Copa Libertadores champion, defeating Atlético Mineiro 3-1 at the Monumental de Núñez stadium. In addition to this major sporting achievement, the title brought in a prize of \$23.0 million, which reinforces the club's financial position and supports its ongoing restructuring process.

In December 2024, Botafogo also won the Brazilian Championship, reaffirming its strength in national football. The victory in the championship generated a financial impact of \$9.6 million, through prizes, player merchandising and increased visibility of the Botafogo brand, consolidating the club's position in both the sports and financial arenas.

In April 2025, one of Ligue 1's main domestic broadcasters announced that they have exited their broadcasting rights contract with Ligue 1 at the end of the 2024-2025 season. For the 2025-2026 season, the Ligue 1 matches will be broadcast on a combination of a new Ligue 1 in-house streaming platform and the remaining domestic broadcasters, with replays available on several other streaming platforms.

In May 2025, Crystal Palace won the FA Cup. Both OLG and Crystal Palace qualified for the 2025-2026 Europa League. UEFA has determined that due to multi-club ownership rules Crystal Palace will not be able to participate.

In September 2025, a former executive of RWDM was awarded \$1.2 million (€1 million) as a result of a litigation. Management is currently considering their options as a result of this court judgement.

Major Player Registration Rights Development

Subsequent to 30 June 2023, cost of player registrations acquired were \$218.0 million during the year ended 30 June 2024, with an additional \$269.0 million acquired thereafter. During the year ended 30 June 2024 and subsequently, OLG acquired player registration rights of certain players for \$143.4 million and \$115.0 million, respectively, RWDM acquired player registration rights of certain players for \$37.1 million and \$1.1 million, and Botafogo acquired player registration rights of certain players for \$37.5 and \$153.0 million.

Following 30 June 2023, proceeds from player registrations sold amounted to \$114.8 million, with an additional \$336.8 million generated thereafter. During the year ended 30 June 2024 and subsequently, OLG sold player registration rights for \$105.2 million and \$216.3.0 million, respectively; RWDM sold the rights of a player for \$2.7 million and \$4.3 million; and Botafogo sold rights for \$6.8 million and \$116.3 million.

On 26 July 2024, Botafogo and OL SASU entered into an agreement (the "Transfer Agreement") for the transfer of the federative rights and 50% of the economic rights of player Luiz Henrique André Rosa da Silva ("Luiz Henrique") to OL SASU, with an effective player registration date of 15 January 2025. The total value of the transfer fee due from OL SASU to Botafogo under this agreement was \$15.5 million (€14.3 million). Under the Transfer Agreement, OL SASU's financial obligations to Botafogo were irrevocable, unconditional, and not subject to the player's effective registration. Botafogo entered into an agreement with GCS Funding I, LLC ("GCS I") on 29 July 2024 in connection with the Transfer Agreement, in which Botafogo assigned, on a non-recourse basis, to GCS I the right to receive the transfer fee from OL SASU, including the receivables arising from the transfer of Luiz Henrique's registration for \$12.7 million (€11.6 million).

On 23 September 2024, OL SASU exercised its purchase option for the transfer of the remaining 50% of economic rights of Luiz Henrique for an additional \$15.8 million (€14.3 million), split into two instalment payments. Botafogo assigned the additional instalments to GCS Funding II, LLC ("GCS II") through an assignment agreement (the "Assignment Agreement") dated 7 October 2024. The Assignment Agreement included a repurchase option allowing Botafogo the right to repurchase the assigned receivables from GCS II by 15 March 2025, for a net amount of \$6.0 million (€5.5 million). On 11 March 2025, Botafogo exercised its repurchase option with GCS II for the right to receive the remaining instalments of Luiz Henrique's transfer fees from OL SASU that had been assigned to GCS II under the Assignment Agreement.

Eagle Football Holdings Limited

Notes to the Consolidated and Combined Financial Statements

In thousands of United States dollars, unless otherwise stated

In January 2025, prior to the effective registration of Luiz Henrique in the FIFA Transfer Matching System by the French Federation, Botafogo and OL SASU agreed not to proceed with the registration of the player with OL SASU due to certain sanctions imposed over OL SASU by Direction Nationale du Contrôle de Gestion related to the registration of new players. Subsequently, Botafogo entered into a new and independent transfer agreement with Football Club Zenit Joint-Stock Company ("Zenit") and sold the player registration rights of Luiz Henrique to Zenit for \$34.4 million (€33.0 million). The sale to Zenit was executed exclusively between Botafogo and Zenit, without any financial, operational, or contractual involvement from OL SASU.

Equity Method Investment

Between December 2023 and April 2024, the Group increased its ownership Crystal Palace in exchange for cash totalling \$16.2 million. Subsequently, in July 2025, the Group sold its 45% stake in Crystal Palace football club for \$205 million and repaid \$188 million to its principal lenders.

During the second quarter of FY25, YMK infused cash into OLG amounting to \$22.2 million (€21.3 million), \$12.3 million (€11.8 million) of which relates to the purchase of additional shares in OLF and the remainder relates to the settlement of working capital between OL SASU and OLF. The purchase of additional shares in OLF by YMK for \$12.3 million (€11.8 million) was completed on 30 December 2024.

In July 2025, the Group raised an additional \$102 million of funding to support the financial position of OL SASU, an action which assisted the club in retaining its position in Ligue 1 in France.

Note Payable

In July 2024, OL SASU repaid the remaining \$27.6 million (€25.5 million) of principal and interest on the CVC loan issued in March 2024.

In July 2024, the Group repaid the remaining balance on the Banco XP S.A credit note of \$71.2 million (R\$390.2 million) on the credit note including principal and interest.

In July 2024, the Group's subsidiaries repaid loans in the combined amount of \$98.8 million.

In October 2024, the Group repaid the remaining \$2.5 million of principal and interest on the convertible notes issued in November 2023.

In December 2024, the Company entered into a secured loan with John Charles Textor, Jean Pierre Louis Conte, Samuel Lynn, and David Horin, who are board members of the Company (collectively, the "Creditors") with a principal balance of \$8.8 million and received cash of \$8.0 million to be used to fund working capital requirements. The secured loan contains an original issue discount (repayment premium of 10.0%) of \$0.8 million and does not accrue interest through the 31 December 2024, maturity date. If the secured loan is not repaid by the maturity date, beginning 1 January 2025, the loan shall accrue interest at a rate of 15.0% per annum (compounded monthly). In February 2025, the Company repaid the outstanding \$9.0 million of principal and interest on the note. As such, there is no outstanding amount for the note as of the date of this report.

In January 2025, Botafogo repurchased 10% of the broadcasting revenues granted to Sports Media Participações in exchange for relinquishing its right to receive the remaining \$14.4 million (R\$80.3 million) instalments.

In January 2025, Botafogo entered into a term loan agreement with Macquarie Bank Limited (the "Term Loan Facility") with a principal balance of \$28.0 million (€27.2 million) and received cash of \$27.6 million (€26.8 million) to be used to fund working capital requirements. Principal and interest are due in four instalments with the last instalment due on 15 September 2026. The Term Loan Facility accrues interest at 10.35% per annum. In March 2025, Botafogo paid the first instalment of \$7.8 million (€7.1 million).

Eagle Football Holdings Limited

Notes to the Consolidated and Combined Financial Statements

In thousands of United States dollars, unless otherwise stated

In September 2025, a Lender Forbearance Letter was provided by Ares Capital Corporation, acting on behalf of the Ares noteholders, on which the lenders agree to not demand the repayments of amounts extended to the Group by the Ares Notes for a period of 12 months from the date of approval of these financial statements, subject to certain caveats and details.

Equity

On 12 December 2024, the Company entered into a subscription agreement with BMax Holding Ltd ("BMax Holding", or "Subscriber"), NPF International Ltd. ("NPF International"), MKCB Global Investments Ltd. ("MKCB Global"), JP International Capital Ltd. ("JP International"), and RBR Sports Marketing Ltd. ("RBR Sports" and collectively, with BMax Holding, NPF International, and MKCB Global, the "Beneficial Holders") for an additional \$10.0 million investment in the Company funded in two tranches. For the first tranche, the Company entered into an advance subscription agreement whereby the Beneficial Holders, through BMax Holding, advanced subscription funds to the Company in the amount of \$5.0 million in exchange for 416 ordinary shares in the Company. For the second tranche, the Subscriber will subscribe for 416 shares in the Company at an aggregate subscription amount of \$5.0 million on the earlier of a) 14 days prior to the Company publicly announcing the launch of the IPO and filing with the SEC an amendment to the IPO registration statement, and b) 31 March 2025. On 28 March 2025, the subscription agreement was assumed by Roc Eagle Ltd ("Roc Eagle", or "Assignee") and the \$5.0 million was paid by the Assignee on 1 April 2025.

Eagle Football Holdings Limited
Separate Financial Statements

As of and for the Period Ended 30 June 2023

Company Number: 14379286

Statement of Comprehensive Loss

For the period ended 30 June 2023

In thousands of United States dollars

	2023
Selling, general and administrative expenses	(3,077)
Depreciation	(42)
Operating loss	(3,119)
Interest expense	(357)
Loss and total comprehensive loss for the period	(3,476)

All results relate to continuing operations.

There are no recognised income and expenses other than those stated above in the current period. Accordingly, a separate statement of comprehensive income has not been presented.

The above statement of comprehensive loss should be read in conjunction with the accompanying notes.

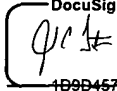
Statement of Financial Position**As of 30 June 2023**

In thousands of United States dollars

Registered Number: 14379286	Notes	As of 30 June 2023
Assets		
Non-current assets		
Investment in subsidiary	6	166,863
Other non-current assets		1,160
Total non-current assets		168,023
Current assets		
Related party receivables	9	133,458
Other current assets		176
Cash and cash equivalents		11
Total current assets		133,645
Total assets		301,668
Equity and liabilities		
Equity		
Share capital	7	1
Share premium	7	248,736
Merger reserves	7	32,326
Accumulated deficit		(3,476)
Total equity		277,587
Non-current liabilities		
Other non-current liabilities		1,068
Total non-current liabilities		1,068
Current liabilities		
Trade payables to suppliers		12,911
Related party payables	9	7,407
Related party borrowing	8	2,514
Lease liabilities		89
Other current liabilities		92
Total current liabilities		23,013
Total liabilities		24,081
Total equity and liabilities		301,668

The above statement of financial position should be read in conjunction with the accompanying notes.

The financial statements were approved by the Board of Directors and authorised for issuance on 29 September 2025 and were signed on its behalf by:

DocuSigned by:

 1B9D45703G4F4B9...
John Charles Textor - Director

Statement of Changes in Equity

For the period ended 30 June 2023

In thousands of United States dollars

	Share Capital	Share premium	Merger reserves	Accumulated deficit	Total equity
As of 27 September 2022 (incorporation date)					
Comprehensive loss for the period	-	-	-	(3,476)	(3,476)
Contribution of equity in the form of investments	-	116,136	32,326	-	148,462
Issuance of shares and other non-cash contributions	1	132,600	-	-	132,601
As of 30 June 2023	1	248,736	32,326	(3,476)	277,587

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Statement of Cash Flows

For the period ended 30 June 2023

In thousands of United States dollars

	Notes	2023
Loss before income tax		(3,476)
Adjustments to reconcile loss before tax cash to and from operations:		
Non-cash interest expense, net		28
Depreciation on right of use assets		42
Changes in operating assets and liabilities:		
Related party receivables		(11,258)
Other assets		(176)
Related party payables		7,407
Accounts payable and other current liabilities		5,003
Net cash outflow from operating activities		(2,430)
Cash flows from investing activities		
Acquisition of additional stake in subsidiary	6	(18,400)
Loans to related parties		(122,200)
Net cash outflow from investing activities		(140,600)
Cash flows from financing activities		
Proceeds from borrowings	8	2,500
Payment of lease liabilities		(59)
Proceeds from issuance of ordinary shares		140,600
Net cash inflow from financing activities		143,202
Net increase in cash and cash equivalents		11
Cash and cash equivalents at beginning of the period		-
Effect of exchange rate changes on cash and cash equivalents		-
Cash and cash equivalents at the end of the period		11
Supplemental disclosure of non-cash information:		
Contribution of Crystal Palace, Botafogo, and RWD Molenbeek		148,483
Equity issuance costs not yet paid		8,000

The above statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the Parent Company Financial Statements

In thousands of United States dollars, unless otherwise stated

1. Nature of operations

Eagle Football Holdings Limited (the "Company") is controlled by Mr. John Charles Textor, an American private investor who is resident and tax domiciled in the United States. The Company, through its subsidiaries, is a sports, entertainment and technology enterprise that engages with a global audience through its portfolio of interests in iconic football clubs and related assets around the world, each with longstanding histories and located in attractive markets. Notably, its clubs – Olympique Lyonnais (France), Botafogo (Brazil), and its equity method investment – Crystal Palace (United Kingdom), compete in the top-tier divisions of their respective countries.

2. General information, statements of compliance with IFRS and going concern assumption

2(a) General information

The Company is a private company limited by shares, domiciled and incorporated in England and Wales on 27 September 2022 under the Companies Act 2006. Its registered office is located at 1 Bartholomew Lane, London, United Kingdom, EC2N 2AX. The Company is presenting its first set of separate financial statements for the period from 27 September 2022 to 30 June 2023. Accordingly, the 2023 fiscal year is a reporting period of less than 12 months.

The results of the Company are included in the combined and consolidated statements of Eagle Football Holdings Limited, which are presented above.

2(b) Basis of presentation

These separate financial statements contain information relating solely to the Company as an individual entity and do not include consolidated financial information as the parent of a group. The Company also prepare a full set of combined and consolidated financial statements compliant with UK-adopted International Accounting Standards. These combined and consolidated financial statements are publicly available on the Companies House website.

2(c) Compliance with IFRS Accounting Standards

The separate financial statements of the Company have been prepared and are presented in accordance with UK-adopted International Accounting Standards and with the requirements of the Companies Act 2006 as applicable to companies reporting under those Standards.

2(d) Going concern

See Note 2 of the Group financial statements for discussion on going concern.

3. Material accounting policies

The accounting policies applied in the preparation of the financial statements are the same as those set out in Note 3 of the Group financial statements, with the addition of the following:

3(a) Investments in subsidiary

Investments in subsidiaries are measured at cost less accumulated impairment losses.

3(b) Impairment of investments in subsidiaries

At each reporting date, or more frequently when indicators of impairment are identified, investments in subsidiaries are assessed for potential impairment. The Company considers qualitative and quantitative indicators of potential impairment, including financial results and operating trends of the investees, implied values in transactions of the investee's securities, severity and length of decline in value, and our intention for holding the investment, among other factors. Where indicators exist, the recoverable amount of the investment is compared to its carrying amount.

The recoverable amount is defined as the higher of fair value less costs of disposal and value in use. Value in use represents the present value of the future cash flows that are expected to be derived from the investee. These cash flows are discounted using a pre-tax rate that reflects current market risk-free rate and the risks specific to the investee. If the recoverable amount of an investment is estimated to be lower than the carrying amount, the carrying amount is

Notes to the Parent Company Financial Statements

In thousands of United States dollars, unless otherwise stated

reduced to its recoverable amount by recognising an impairment loss in the Company's statement of comprehensive loss.

Where an impairment loss is subsequently reversed, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the Company's statement of comprehensive loss.

4. Significant accounting judgments, estimates and assumptions

4(a) Accounting judgments

There were no significant accounting judgments.

4(b) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year relate to the test of impairment of the Company's investments in subsidiaries and associates, as described in Note 6.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

5. Standards issued but not yet effective

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

5(a) *Classification of Liabilities as Current or Non-current and Non-current liabilities with Covenants - Amendments to IAS 1 "Presentation of Financial Statements"*

In January 2020 and October 2022, the IASB issued amendments to IAS 1 "Presentation of Financial Statements" to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- ▶ What is meant by a right to defer settlement;
- ▶ That a right to defer settlement must exist at the end of the reporting period;
- ▶ That classification is unaffected by the likelihood that an entity will exercise its deferral right; and
- ▶ That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification, disclosures.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The Company expects no impact from these amendments since the amendments are only relevant for financial instruments with features that the Company does not have.

5(b) *IFRS 18 Presentation and Disclosure in Financial Statements*

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 'Presentation of Financial Statements'. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new. It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements ("PFS") and the notes.

Notes to the Parent Company Financial Statements

In thousands of United States dollars, unless otherwise stated

In addition, narrow-scope amendments have been made to IAS 7 'Statement of Cash Flows', which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards. IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively. The Company is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

5(c) IFRS 19 Subsidiaries without Public Accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards. IFRS 19 will become effective for reporting periods beginning on or after 1 January 2027, with early application permitted.

6. Investments in subsidiary and associates

As of 27 September 2022	-
Non-cash contributions of Botafogo, RWDM and Crystal Palace	148,483
Cash investments	18,400
As of 30 June 2023	166,863

The Company has one direct subsidiary, Eagle Football Holdings Midco Limited ("MidCo"), which is incorporated in England and Wales, who's address is 1 Bartholomew Lane, London, United Kingdom, EC2N 2AX and of which it owns 100%. Through MidCo, the Company has several indirect subsidiaries and associates, as detailed below:

Subsidiary undertakings	Principle activities	County of incorporation and operation	Proportion of voting rights and share capital held	Registered address
Eagle Football Holdings Bidco Limited ("Bidco")	Holding company	England and Wales	100%	5 Churchill Place, 10th floor, London, E14 5HU, England
SAF Botafogo ("Botafogo")	Sports and entertainment	Brazil	90.0%	Rua Jose dos Reis, 425, Rio de Janeiro
Racing White Daring Molenbeek Future SA ("RWDM")	Sports and entertainment	Belgium	98.7%	Charles Malisstraat, 61, Sint-Jans-Molenbeek
Racing White Daring Molenbeek	Sports and entertainment	Belgium	98.7%	Charles Malisstraat, 61, Sint-Jans-Molenbeek
Racing White Daring Molenbeek Academy	NPO (youth teams)	Belgium	98.7%	Charles Malisstraat, 61, Sint-Jans-Molenbeek
Eagle Football Group ("OLG")	Holding company	USA	80.1%	300 Deschutes Way Sw Ste 208 Mc-Csc1, Tumwater, Wa, 98501
OL Loisirs Developpement	Holding company	France	80.1%	10 Avenue Simone Veil, 69150 Décines-Charpieu
Olympique Lyonnais SASU	Sports and entertainment	France	80.1%	Avenue Simone Veil, 10, Décines-Charpieu
Olympique Lyonnais Ltda	Recruitment of professionals for sports, cultural and artistic activities	Brazil	80.1%	Av Jose Silva De Azevedo Neto, 200 Bl 004 Sala 104
OL Reign LLC	Sports and entertainment	USA	77.7%	6840 Fort Dent Way, Suite 140, Tukwila, Washington 98188
OL Vallee Arena S.A.S.	Stadium Management	France	80.1%	Avenue Simone Veil, 5, Décines-Charpieu

Notes to the Parent Company Financial Statements

In thousands of United States dollars, unless otherwise stated

Associate undertakings	Principle activities	County of incorporation and operation	Proportion of voting rights and share capital held	Registered address
Palace Holdco UK Limited ("CPFC")	Holding company	England and Wales	45.3% (25.0% Voting Interest)	Selhurst Park Stadium, Holmesdale Road, London SE25 6PU
Palace Midco UK Limited	Holding company	England and Wales	45.3%	Selhurst Park Stadium, Holmesdale Road, London SE25 6PU
CPFC 2010 Limited	Holding company	England and Wales	45.3%	Selhurst Park Stadium, Holmesdale Road, London SE25 6PU
CPFC Limited	Sports and entertainment	England and Wales	45.3%	Selhurst Park Stadium, Holmesdale Road, London SE25 6PU
CPFC (Women) Limited	Sports and entertainment	England and Wales	45.3%	Selhurst Park Stadium, Holmesdale Road, London SE25 6PU
CPFC Selhurst Park Limited	Stadium Management	England and Wales	45.3%	Selhurst Park Stadium, Holmesdale Road, London SE25 6PU
<i>Indirectly held associates via OLG:</i>				
Olympique Lyonnais Feminin	Sports and entertainment	France	4.2%	10 Avenue Simone Veil, 69150 Décines-Charpieu
Olympique Lyonnais Association	NPO (youth teams)	France	19.8%	10 Avenue Simone Veil, 69150 Décines-Charpieu
ASVEL	Sports and entertainment	France	21.4%	451 Cours Emile Zola, 69100 Villeurbanne
ASVEL FEM	Sports and entertainment	France	4.3%	451 Cours Emile Zola, 69100 Villeurbanne
Gol de Placa	Recruitment of professionals for sports	Brazil	10.0%	Tv Do Paco, 23 Conj 405 - Parte, Rio de Janeiro, RJ 20010-170,
Le Travail Reel	Social activities (employability)	France	15.6%	27 Rue Henri Rolland, Immeuble L'apogée, 69100, Villeurbanne
Le Five OL	Sports and entertainment	France	4.0%	2 Avenue Simone Veil, 69150 Décines-Charpieu
SCI Too Fun Parc	Real estate	France	4.0%	13 Rue Des Emeraudes, 69006, LYON

During the period ended 30 June 2023, no dividends were declared or paid by the Company's subsidiary.

Impairment testing

Based on the assessment performed for the period ended 30 June 2023, the fair value less cost to dispose of the Company's subsidiary and associates significantly exceeded its carrying amount. Accordingly, no further impairment consideration was deemed necessary. See Note 13 of the Group financial statements for further discussion on the methodology and key inputs used by Management in this process.

7. Share capital, share premium and merger reserves

See Note 21 of the Group financial statements for discussion on share capital and share premium.

8. Related party borrowing

The Company has an unsecured related party loan payable that was obtained for general funding of the Company in the amount of \$2.5 million. It has an effective interest rate of 10% and matures in December 2023.

Notes to the Parent Company Financial Statements

In thousands of United States dollars, unless otherwise stated

9. Related party receivables and payables

The following table provides the outstanding transactions that have been entered into with related parties as of 30 June 2023:

Receivables	2023
BidCo	128,732
RWDM	2,374
John Textor	1,517
Other	835
Total	133,458

Payables	2023
John Textor	1,075
Botafogo	6,332
Total	7,407

The Company's receivables are subject to credit risk due to non-payment. Management evaluates this risk as of each reporting period, considering factors such as the creditworthiness of the counterparty and the ability of the counterparty to repay the amounts, amongst others. In performing this evaluation, management considers the expected credit loss on the receivables to be de minimis.

10. Auditors remuneration

The audit of the Company's financial statements is conducted by BDO LLP and its associated firms. Audit fees are borne by the Company's Controlling Shareholder. No fees were incurred in relation to non-audit services for the period ended 30 June 2023.

11. Staff numbers and directors' remuneration

There were an average number of 3 employees during 2023. In aggregate they earned \$145 in wages and salaries.

Details of key management and directors' compensation are described in Note 8 to Group financial statements. The Group's key management are employed by the Company, so no further disclosure has been provided.

12. Events after the reporting period

Refer to Note 31 to the Group financial statements for discussion of events after the reporting period.