



Results of scheme meeting – Beyond shareholders vote in favour of scheme of arrangement

12 December 2022: Beyond International Limited (**ASX: BYI**) (**Beyond**) refers to the proposed acquisition of Beyond by Screentime Pty Limited, a wholly owned subsidiary of Banijay Entertainment SAS by way of scheme of arrangement (**Scheme**), as announced to the ASX on 6 October 2022.

In accordance with ASX Listing Rule 3.13.2 and section 251AA of the *Corporations Act 2001* (Cth), Beyond advises that the resolution to approve the Scheme (**Scheme Resolution**), as set out in the Notice of Scheme Meeting included in the scheme booklet dated 11 November 2022 (**Scheme Booklet**), was passed by the requisite majorities of Beyond shareholders at the Scheme meeting held earlier today pursuant to orders made on 10 November 2022 by the Supreme Court of New South Wales (**Court**).

In summary:

- 99.96% of the votes cast by Beyond shareholders were in favour of the Scheme Resolution; and
- 93.59% of Beyond Shareholders present and voting at the Scheme meeting (either in person or by proxy), were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast are attached to this announcement.

Next steps

The Scheme remains subject to the approval of the Court at the hearing scheduled for 9:00am (AEDT) on 15 December 2022, and certain other conditions precedent as previously announced and described in the Scheme Booklet.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the hearing, and the Court approves the Scheme, Beyond proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (which is expected to occur on 16 December 2022), at which time the Scheme will become legally effective.

It is then expected that:

- Beyond shares will be suspended from trading on the ASX from the close of trading on 16 December 2022; and

- on 30 December 2022, the Scheme will be implemented and the scheme consideration will be paid to Beyond shareholders in respect of all Beyond shares held on the Scheme Record Date which is expected to be 7:00pm (AEDT) on 20 December 2022¹.

The above timetable is indicative only and the included times and dates are subject to change. Beyond will announce any changes to the ASX.

-Ends-

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About Banijay

Banijay stands as the largest independent content producer and distributor; home to over 120 production companies across 23 territories, and a multi-genre catalogue boasting over 130,000 hours of original standout programming.

A collective of creative entrepreneurs, the group represents some of the biggest global brands including *Survivor*, *Big Brother*, *Starstruck*, *Peaky Blinders*, *MasterChef*, *Rogue Heroes*, *Blow Up*, *Mr Bean*, *Hunted*, *Black Mirror*, *Love Triangle*, and *Marie Antoinette*, among others. Imagining and delivering high-quality multi-genre IP that was born locally and travels globally, the business offers the best stories told the best way.

Built on independence, creative freedom, collaborative entrepreneurialism and commercial acumen, the company, launched in 2008, operates under the direction of Chief Executive Officer, Marco Bassetti.

About FL Entertainment

Founded by Stéphane Courbit, a 30-year entertainment industry pioneer and entrepreneur, FL Entertainment Group is a global leader in multimedia content and gambling, combining the strengths of Banijay, the world's largest independent producer distributor, with Betclik Everest Group, the fastest-growing online sports betting platform in Europe. In 2021, FL Entertainment recorded through Banijay and Betclik Everest Group, a combined revenue, and Adjusted EBITDA, of €3.5 billion and €609 million respectively. FL Entertainment listed on Euronext Amsterdam in July 2022. ISIN: NL0015000X07 - Bloomberg: FLE NA - Reuters: FLE.AS

¹ The scheme consideration payable to holders of loan funded shares will be used to repay the loans referable to the loan funded shares, with the balance of the relevant scheme consideration then paid to the participants.

**Beyond International
Limited Scheme
Meeting
Monday, 12 December
2022 Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll**			Scheme Resolution Result
Scheme Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain *	Carried/ Not Carried
1. That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Beyond International Limited and the holders of its ordinary shares, as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Supreme Court of New South Wales to which Beyond International Limited and Banijay Entertainment SAS agree. ¹	57,822,967	25,926	0	348	58,393,420	25,926	348	Carried
	99.96%	0.04%	0.00 %		99.96%	0.04%		
					Number of shareholders voting on the poll			
					For	Against	Abstain *	
					73 93.59 %	5 6.41 %		

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.