

**INVITATION TO THE ANNUAL GENERAL MEETING OF
FL ENTERTAINMENT N.V.**

Dear shareholder,

We have the pleasure of inviting you to the annual general meeting ("**General Meeting**") of FL Entertainment N.V. (the "**Company**"), to be held at 2:00 pm CET on Thursday 23 May 2024 at MediArena 2, 1114 BC Amsterdam-Duivendrecht, the Netherlands.

The shareholders will have the option to attend the General Meeting physically or to attend by proxy.

This General Meeting is also a meeting of holders of special voting shares.

Management Board of FL Entertainment N.V.

Paris, 8 April 2024

AGENDA

1. Opening
2. Report of the financial year 2023
3. Remuneration report 2023, which is included in the 2023 URD (*advisory vote*)
4. Annual accounts 2023
 - a. Adoption of the annual accounts 2023 that are included in the 2023 URD (*voting item*)
 - b. Distribution of dividend over financial year 2023 (*voting item*)
5. Discharge members of the Management Board
 - a. Discharge executive members of the Management Board (*voting item*)
 - b. Discharge non-executive members of the Management Board (*voting item*)
6. Re-appointment of Mr François Riahi as Executive Director (*voting item*)
7. Re-appointment of Mr Alain Minc as Non-Executive Director (*voting item*)
8. Appointment of Mr Albert Manzone as Non-Executive Director (*voting item*)
9. Designation of the Management Board in relation to the issuance of shares
 - a. Designation of the Management Board as the competent body to issue shares and to grant rights to acquire shares (*voting item*)
 - b. Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (*voting item*)
10. Designation of the Management Board in relation to any long-term incentive plan(s)
 - a. Designation of the Management Board as the competent body to issue ordinary shares and to grant rights to acquire ordinary shares (*voting item*)
 - b. Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (*voting item*)
11. Designation of the Management Board in relation to convertible bonds and/or any debt instrument including warrants
 - a. Designation of the Management Board as the competent body to issue ordinary shares and to grant rights to acquire ordinary shares in relation to convertible bonds and/or any debt instrument including warrants (*voting item*)
 - b. Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (*voting item*)
12. Authorisation of the Management Board to repurchase shares in the Company (*voting item*)
13. Appointment of the auditor for the financial year 2024 up to and including 2026 (*voting item*)
14. Discussion of the corporate governance chapter in the report of the financial year 2023 (*advisory item*)
15. Amendment of the name of the Company
 - a. Amendment of the name of the Company in the Articles of Association and Special Voting Rights Terms (*voting item*)
 - b. Approval of the meeting of holders of special voting shares to amend the name of the Company in the Special Voting Rights Terms (*voting item*)
16. Any other business
17. Closing

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2: Report of the financial year 2023

Explanation on the report of the financial year 2023 by the management board of the Company (the "Management Board") (*bestuursverslag*) for the financial year 2023, and the results. The shareholders will then be invited to discuss the report of the Management Board for 2023.

Agenda item 3: Remuneration report 2023, which is included in the 2023 URD (*advisory vote*)

In accordance with statutory requirements and the Dutch Corporate Governance Code, the Company has drawn up the remuneration report for 2023 ("Remuneration report"), which is included in the 2023 Universal registration document, available on the Company website: <https://www.flentertainment.com/shareholders-annual-meeting/> ("2023 URD").

The Remuneration report 2023 can be found in section 4.5 of the 2023 URD.

In accordance with Dutch legislation, the Remuneration report 2023 will be discussed with the shareholders and submitted to the general meeting of the Company (the "General Meeting") for an advisory vote.

Agenda item 4 (a): Adoption of the annual accounts 2023 that are included in the 2023 URD (*voting item*)

It is proposed to adopt the annual accounts 2023 ("2023 Annual Accounts"). Ernst & Young has audited the annual accounts and has issued an auditor's report thereon.

The 2023 Annual Accounts can be found in Chapter 6 of the 2023 URD.

Agenda item 4 (b): Proposal to adopt a dividend of €0.35 per share over financial year 2023 (*voting item*)

The Managing Board has decided to propose for approval at the General Meeting the payment of a dividend of €0.35 per share. The dividend will be distributed evenly to holders of shares, pro rata the number of shares held on the dividend record date set on 28 May 2024. This dividend represents a pay-out ratio of 46% of the net income, adjusted for restructuring costs and other non-core items, costs associated with the LTIP and employment related earn-out and option expenses and other financial income. If adopted, the shares will trade ex-dividend as from 27 May 2024, the dividend record date will be on 28 May 2024, and payment of the final dividend will take place on 18 June 2024.

Agenda item 5a: Discharge executive members of the Management Board (*voting item*)

It is proposed to grant discharge to F.F. Riahi and S.M. Leclerc Kurinckx for the management performed as executive member of the Management Board in the financial year 2023.

Agenda item 5b: Discharge non-executive members of the Management Board (*voting item*)

It is proposed to grant discharge to S.P. Courbit, P.M.J. Cuilleret, S. Gallardo Torredia, E. Ladreit de Lacharriere-Katzner, C.R. Mayer, A.J.R. Minc, M. Moretti, Y.M.R. De Toytot, A. Manzone and H.D. Philippe for the management performed as non-executive member of the Management Board in the financial year 2023.

Agenda item 6: Re-appointment of Mr François Riahi as Executive Director (voting item)

Mr François Riahi has been appointed as an Executive Director for a period until the end of the annual General Meeting to be held in 2024.

A graduate of the École Centrale de Paris school of engineering, Sciences Po, the French National School of Administration and the Stanford Executive Program, Mr François Riahi began his career as an Auditor in the French government's Inspection Générale des Finances from 2001 to 2005, before joining the government's Budget department. In 2007 he was appointed Advisor on the Reform of State Institutions and Public Finances to the President of the French Republic. Mr François Riahi spent eleven years of his career within the BPCE banking group where he held various positions. In particular, he is the former Chief Executive Officer of Natixis and Chairman of the Board of Directors of Coface. He joined Financière Lov in December 2020, becoming its Chief Executive Officer.

Due to his skills and satisfying track record, and at the recommendation of the HR&ESG Committee, the Board has made a non-binding nomination for the re-appointment of Mr François Riahi as Executive Director for a period of four years until the end of the annual General Meeting to be held in 2028 and proposed that the General Meeting so re-appoints Mr François Riahi.

Agenda item 7: Re-appointment of Mr Alain Minc as Non-Executive Director (voting item)

Mr Alain Minc, 74 years-old, is a graduate from the École des Mines de Paris and the École nationale d'administration (ENA) in Paris. In 1991, he founded his own consultancy firm, AM Conseil. He has been Chairman of the Supervisory Board of French newspaper Le Monde, Deputy Chairman of Compagnie Industrielle Riunite International and general manager of Cerus (*Compagnies européennes réunies*). He was also finance inspector and CFO at French industrial group Saint-Gobain. He is currently Chairman of Sanef. He has been named Commandeur de la Légion d'Honneur and Commander of the British Empire and was awarded Gran Cruz de la Orden del Mérito Civil. Mr Alain Minc currently holds offices in AM Conseil, Sanef, Logista and Financière Lov.

He is not considered independent for purposes of the Dutch Corporate Governance Code and does not own any shares in the Company.

Mr Alain Minc was first appointed as a Non-Executive Director for a period of two years until the end of the annual General Meeting to be held in 2024. Mr Alain Minc is a member of the Audit Committee and the HR & ESG Committee.

Due to his skills and experience and at the recommendation of the HR&ESG Committee, the Board has made a non-binding nomination for the re-appointment of Mr Alain Minc as Non-Executive Director for a period of four years until the end of the annual General Meeting to be held in 2028 and proposed that the General Meeting so re-appoints Mr Alain Minc.

Agenda item 8: Appointment of Mr Albert Manzone as Non-Executive Director (voting item)

On 30 May 2023 and in accordance with article 14.4 of the Articles of Association, Mr Albert Manzone was elected to temporarily fill the vacancy as a result of the resignation of Mr Yves De Toytot. Consequently, Mr Albert Manzone acted as Non-Executive Director since this election and therefore it is proposed to appoint Mr Albert Manzone as non-executive member of the Board in accordance with article 15 of the Articles of Association.

Mr Albert Manzone, 60 years old, is Deputy Chief Operating Officer of the Monte-Carlo Société des Bains de Mer

(SBM). In that role, he leads all Operations across hotels, casinos, gastronomy, wellness, entertainment, finance, marketing & digital, IT, and human resources. Prior to that, he has been Chief Executive Officer and Member of the Board of Whole Earth Brands. He joined Whole Earth Brands in 2016 and led its successful turnaround and public listing on the NASDAQ in 2020. Prior to joining Whole Earth Brands, he was President, Europe at Oettinger Davidoff AG. Prior to Davidoff, he was President Consumer Health, Southeast Europe, at Novartis; President, Europe at Wrigley; he held global executive leadership roles at PepsiCo during his 12-year tenure, including President, Tropicana North America; and was Engagement Manager at McKinsey & Co. A native of the Principality of Monaco, he holds a graduate degree in international business from the Sorbonne University in Paris, and a MBA from the Kellogg Graduate School of Management at Northwestern University. Mr Albert Manzone serves as Director & Member of the Talent & Compensation Committee at Perrigo; Director at Syntec Optics Holding; Member of the Board of Trustees of Northwestern University; President of the Board of the Northwestern Alumni Association; And Member of the Council of the Foundation Prince Albert II of Monaco - Switzerland.

He is considered independent for purposes of the Dutch Corporate Governance Code and does not own any shares in the Company. Since the resignation of Mr Yves De Toytot, Mr Albert Manzone has acted as a member of the Audit committee.

Due to his broad experience and his role at SMB, and at the recommendation of the HR&ESG Committee, the Board has made a non-binding nomination for the appointment of Mr Albert Manzone as Non-Executive Director for a period of four years until the end of the annual General Meeting to be held in 2028 and proposed that the General Meeting so appoints Mr Albert Manzone.

Agenda item 9 (a): Designation of the Management Board as the competent body to issue shares and to grant rights to acquire shares (*voting item*)

In accordance with article 8.2 of the Articles of Association, it is proposed that the General Meeting designates the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which is authorised to issue shares and to grant rights to acquire shares up to 10% of the issued share capital at the time of issuance, at such a price, and on such conditions as determined for each issue or grant by the Management Board.

This resolution shall also be deemed to include the revocation of the designation as previously given by the General Meeting as of the moment of the adoption of this resolution.

This designation can be revoked by the General Meeting.

Agenda item 9 (b): Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (*voting item*)

In accordance with article 9.3 of the Articles of Association, it is proposed that the General Meeting designates the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which is authorised to limit or exclude any pre-emptive rights of existing shareholders if shares are issued or rights to acquire shares are granted on the basis of the designation as referred to in agenda item 9 (a).

This resolution shall also be deemed to include the revocation of the designation as previously given by the General Meeting as of the moment of the adoption of this resolution.

This designation can be revoked by the General Meeting.

Agenda item 10 (a): Designation of the Management Board as the competent body to issue ordinary shares and to grant rights to acquire ordinary shares (*voting item*)

In accordance with article 8.2 of the Articles of Association, it is proposed that the General Meeting designates the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which is authorised to issue ordinary shares and to grant rights to acquire shares up to 3% of the issued share capital at the time of issuance, in connection with any long term incentive plan(s), at such a price, and on such conditions as determined for each issue or grant by the Management Board.

This resolution shall also be deemed to include the revocation of the designation as previously given by the General Meeting as of the moment of the adoption of this resolution.

This designation can be revoked by the General Meeting.

Agenda item 10 (b): Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (*voting item*)

In accordance with article 9.3 of the Articles of Association, it is proposed that the General Meeting designates the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which is authorised to limit or exclude any pre-emptive rights of existing shareholders if ordinary shares are issued or rights to acquire shares are granted in connection with any long term incentive plan(s) on the basis of the designation as referred to in agenda item 10 (a).

This resolution shall also be deemed to include the revocation of the designation as previously given by the General Meeting as of the moment of the adoption of this resolution.

This designation can be revoked by the General Meeting.

Agenda item 11 (a): Designation of the Management Board as the competent body to issue ordinary shares and to grant rights to acquire ordinary shares in relation to convertible bonds and/or any debt instrument including warrants (*voting item*)

In accordance with article 8.2 of the Articles of Association, it is proposed that the General Meeting designates the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which is authorised to issue ordinary shares and to grant rights to acquire shares and/or warrants up to 10% of the issued share capital at the time of issuance, in connection with any convertible bonds and/or any debt instrument including warrants, at such a price, and on such conditions as determined for each issue or grant by the Management Board.

This resolution shall also be deemed to include the revocation of the designation as previously given by the General Meeting as of the moment of the adoption of this resolution.

This designation can be revoked by the General Meeting.

Agenda item 11 (b): Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (voting item)

In accordance with article 9.3 of the Articles of Association, it is proposed that the General Meeting designates the Management Board, for an 18-month period, to be calculated from the date of the General Meeting, as the body of the Company which is authorised to limit or exclude any pre-emptive rights of existing shareholders if ordinary shares are issued or rights to acquire shares are granted in connection with any convertible bonds and/or any debt instrument including warrants on the basis of the designation as referred to in agenda item 11 (a).

This resolution shall also be deemed to include the revocation of the designation as previously given by the General Meeting as of the moment of the adoption of this resolution.

This designation can be revoked by the General Meeting.

Agenda item 12: Authorisation of the Management Board to repurchase shares in the Company (voting item)

It is proposed that the General Meeting authorises the Management Board for an 18-month period, to be calculated from the date of the General Meeting to cause the Company to repurchase shares in the Company up to a maximum of 10% of the total issued capital on the date of this General Meeting at a price at least equal to the shares' nominal value and at most equal to 110% of the share's average closing price according to the listing on the Euronext Amsterdam stock exchange during the five trading days preceding the purchase date.

This proposal includes the replacement of the authorisation of the Management Board as previously given by the General Meeting as of the moment of the adoption of this resolution.

Agenda item 13: Appointment of the auditor for the financial year 2024 up to and including 2026 (voting item)

In accordance with article 26.3 of the Articles of Association, it is proposed that the General Meeting re-appoints Ernst & Young as the statutory auditor for the financial year 2024 up to and including 2026.

Agenda item 14: Discussion of the corporate governance chapter in the report of the financial year 2023 (advisory item)

The revised Corporate Governance Code (the "Code") entered into force with effect from the financial year starting on or after 1 January 2023. In accordance with the recommendation of the Monitoring Committee Corporate Governance Code, the chapter in the report of the financial year 2023 on the main aspects of the corporate governance structure and compliance with the Code (chapter 4) are tabled for discussion.

Agenda item 15 (a): Amendment of the name of the Company in the Articles of Association and Special Voting Rights Terms (*voting item*)

The Management Board wishes to change the legal and commercial name of the company from “FL Entertainment N.V.” to “Banijay Group N.V.”. This amendment is motivated by commercial reasons, aiming to capitalise on the recognition of the Banijay brand.

In accordance with article 29.1 of the Articles of Association, it is proposed that the General Meeting resolves to amend article 2.1 of the Articles of Association of the Company to reflect this change, as follows:

“2.1 The name of the Company is: Banijay Group N.V.”

(In Dutch: *“2.1 De naam van de Vennootschap is: Banijay Group N.V.”*)

The full proposal of the amendment to the Articles of Association is published on the website of the Company and will also be made available at the offices of the Company from the day of the convocation to the General Meeting until the close of same for inspection.

As a result of the change of the name of the Company, the special voting shares terms of the Company (the "SVS Terms") should also be amended to reflect the change of the name of the Company. This is a purely technical change. A copy of the proposal, containing the verbatim text of the proposed amendment and a redline against the current SVS Terms is published on the website of the Company.

In accordance with article 12 of the SVS Terms, it is proposed that the General Meeting approves the amendment of the SVS Terms.

By a vote in favor of the proposed amendment of the Articles of Association the General Meeting shall be deemed to have voted also in favor of the proposal to approve the amendment of the SVS Terms, and the General Meeting shall be deemed to have authorised each executive member of the Management Board as well as each civil-law notary (notaris) and prospective civil-law notary (kandidaat-notaris) of Stibbe N.V. in Amsterdam to sign and execute the relevant deed of amendment of the Articles of Association and to undertake all other activities as the authorised person deems necessary or useful.

Agenda item 15 (b): Approval of the meeting of holders of special voting shares to amend the name of the Company in the Special Voting Rights Terms (*voting item*)

In connection with and with reference to agenda item 15 (a) and in accordance with article 12 of the SVS Terms, it is proposed that the meeting of holders of special voting shares resolves to approve the amendment of the SVS Terms.

Agenda item 16: Any other business

GENERAL INFORMATION

Meeting documents

The Company is an international company and its corporate language is English. The General Meeting will therefore be conducted in English.

The agenda and the explanatory notes to the agenda, the 2023 URD (which includes the report of the Management Board and the annual accounts for the financial year 2023), including the proposed amendment of the Articles of Association and SVS Terms, are available on the website of the Company: <https://www.flentertainment.com/shareholders-annual-meeting/>.

These documents are also available for inspection at the office of the Company, 5, rue François 1^{er}, 75008 Paris, France. Please send an email should you want to obtain a copy free of charge (email: investors@flentertainment.com).

Attendance instructions

Registration date

Shareholders may exercise voting rights if they hold shares in the share capital of the Company on 25 April 2024 (the "**Registration Date**") and are registered as such in the administrations held by the banks and brokers that are intermediaries (the "**Intermediaries**").

Attending in person

Shareholders who wish to attend the General Meeting in person or wish to authorize others to represent them at the General Meeting and are entitled to attend the General Meeting must register themselves at ABN AMRO via www.abnamro.com/evoting or through the Intermediary in whose administration the shareholder is registered as holder of shares of the Company, no later than 5:00 pm CET on 17 May 2024.

The Intermediaries must provide to ABN AMRO, via www.abnamro.com/intermediary, no later than 1:00 pm CET on 18 May 2024 a statement identifying the number of shares held by the shareholder on the Registration Date and presented for registration, as well as the full address details of the shareholder concerned in order to be able to verify the shareholding on the Registration Date in an efficient manner.

The shareholder will receive from ABN AMRO directly or via the Intermediary, proof of registration (the "**Registration Card**") with a registration number by e-mail. This Registration Card will serve as an admission ticket to the General Meeting and should be brought to the General Meeting in order to gain admission in person.

Proxy and voting instructions

A shareholder who does not wish to attend the General Meeting in person may, without prejudice to the above with regard to registration, grant an electronic proxy with voting instructions via the evoting system of ABN AMRO (www.abnamro.com/evoting) no later than 5:00 pm CET on 17 May 2024. This electronic proxy with voting instructions in the ABN AMRO evoting system is granted to M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each civil-law notary of Stibbe.¹

A proxy can be granted with or without voting instructions. In case a proxy is granted without voting instructions it shall be deemed to include a voting instruction in favour of all proposals made by the Management Board. M.A.J. Cremers is authorised to share the voting instructions given by a Shareholder with the Management Board of the Company, unless the Shareholder explicitly states by email to manon.cremers@stibbe.com no later than 5:00 pm CET on 17 May 2024 that he/she does not consent to the sharing of the voting instructions given by him/her.

In the event the Shareholder later decides to attend the meeting he/she has the possibility to withdraw his/her proxy and voting instruction prior to the meeting, at the reception desk of the venue of the General Meeting.

Admission on the day of the General Meeting

Admission will take place at the registration desk at the venue of the General Meeting between 1:30 pm CET and 1:50 pm CET, with 2:00 pm CET being the start of the General Meeting on 23 May 2024.

It is not possible to be admitted after this time. Attendees may be asked to identify themselves prior to being admitted to the meeting and are therefore requested to bring a valid identity document. Access may be declined in case no proof of registration or identification can be provided.

¹ Alternatively, a shareholder may also grant a proxy in writing to a third party or to M.A.J. Cremers. For this a form is available free of charge at the offices of the Company and on the website <https://www.flentertainment.com/shareholders-annual-meeting/>. The form must be completed and be received by M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, by e-mail via manon.cremers@stibbe.com no later than 5:00 pm CET on 17 May 2024.