

BOARD PROFILE

OF

BANIJAY GROUP N.V.

The board of directors (the "**Board**") of Banijay Group N.V. (the "**Company**") has adopted this profile (the "**Profile**") on 1 July 2022 as referred to in clause 2.2 of the rules for the Board (the "**Board Rules**").

Capitalised terms used but not defined in this Profile shall have the meaning ascribed thereto in the Articles of Association of the Company and the Board Rules.

The Board may amend this Profile from time to time.

1. COMPOSITION AND SUITABILITY CRITERIA OF THE BOARD

- 1.1. The Board is composed in accordance with applicable law and regulations, the Articles of Association and the Board Rules.
- 1.2. The Board shall be of sufficient size that the balance of skills and experience is appropriate for the requirements of the business of the Group and shall furthermore include a balance of Executive Directors and Non-Executive Directors, with a majority of Non-Executive Directors.
- 1.3. The composition of the Board shall be such that the combination of experience, expertise and independence of its Executive and Non-Executive Directors enables the Board to properly carry out its duties.
- 1.4. The composition and the qualities of the Board shall be in keeping with the Group's business, size, culture and geographical spread and the Company's status as a listed company.
- 1.5. The desired composition of the Board shall comply with the Company's diversity policy. The Board should have a diverse composition in terms of nationality and gender, whereby it is noted that no Executive Director or Non-Executive Director should be a resident or deemed resident of the Netherlands for taxation purposes, which accounts for the fair balance, as further set out in the Diversity and Inclusion Policy of the Company.
- 1.6. The Board as a whole aims to meet the following qualifications:
 - 1.6.1. strategy experience and understanding of the Group's business and the risks inherent to the Group's business;
 - 1.6.2. an understanding of managing or supervising large organizations with international activities;
 - 1.6.3. expertise in finance, business economics, compliance procedures and risk management;
 - 1.6.4. an understanding of marketing and sales;
 - 1.6.5. an understanding of innovation, research and development;
 - 1.6.6. an understanding of information technology;

- 1.6.7. an understanding of corporate human resource management, employee relations and remuneration related issues;
- 1.6.8. an understanding of legal affairs and corporate governance;
- 1.6.9. none of the Executive Directors may maintain more than two positions as supervisory director or non-executive director with Dutch listed companies (including the Company) nor may they be chairman of the supervisory board or board as referred to under the Dutch law provisions that limit the number of positions a member of the management board may hold under Dutch law or regulatory provisions; and
- 1.6.10. none of the Non-Executive Directors may maintain more than five positions as supervisory director or non-executive director with Dutch listed companies (including the Company); in this context, a chairmanship of a supervisory board counts double, as referred to under the Dutch law provisions that limit the number of positions a member of the management board may hold under Dutch law or regulatory provisions.

2. AVAILABILITY

- 2.1. Each Non-Executive Director shall have sufficient time available for the proper performance of his or her duties. Non-Executive Directors shall be able to devote the time needed to prepare for meetings and participate in induction, training, appraisal and other Board related activities.
- 2.2. Any potential candidate for the position of Non-Executive Director will be required to give a comprehensive overview of its current and past positions.

3. MISCELLANEOUS

- 3.1. This Profile will be reviewed by the Board from time to time.
- 3.2. This Profile will be posted on the Company's website.
- 3.3. Save as otherwise provided in the Articles of Association or by applicable law, the Board may, as the circumstances may require, at its discretion decide to deviate from this Profile.

4. GOVERNING LAW AND JURISDICTION

- 4.1. This Profile shall be governed by and construed in accordance with the laws of the Netherlands.
- 4.2. The courts of Amsterdam, the Netherlands, shall have exclusive jurisdiction over any disputes arising from or in connection with this Profile, including any dispute regarding the existence, validity or termination of this Profile.