

**CHARTER OF THE HUMAN RESOURCES AND ENVIRONMENTAL, SOCIAL AND
GOVERNANCE COMMITTEE**

OF

BANIJAY GROUP N.V.

The board of directors (the "**Board**") of Banijay Group N.V. (the "**Company**") has adopted this charter (the "**Charter**") on the Human resources and environmental, social and governance committee (the "**Committee**") on 15 May 2024 in accordance with clause 6.3 of the Board Rules.

Capitalised terms used but not defined in this Charter shall have the meaning ascribed thereto in the Articles of Association of the Company.

The Board may amend this Charter from time to time.

1. COMPOSITION

- 1.1. The Committee shall be comprised of at least three Non-Executive Directors and a maximum of five Non-Executive Directors.
- 1.2. The members of the Committee shall be appointed and may be replaced at any time by the Board. The Board shall appoint one of the members of the Committee as the chairperson of the Committee (the "**Chairperson**"), who shall not have any casting vote. The Chairperson shall not be the chairperson of the Board of a former Executive Director. The majority of the members of the Committee must be independent within the meaning of the Dutch Corporate Governance Code.

2. MEETINGS

2.1. Time and place of Meetings

The Committee meets at least two times annually, and more frequently as circumstances dictate. The person or persons authorised to call Committee meetings may establish the date, time and place of any such meeting, which may or may not take place prior to or after Board meetings.

The meetings of the Committee shall be held physically at the registered office of the Company in France or in any other place in France indicated in the convocation notice (except if not authorized considering surrounding circumstances of such meeting). In addition, the members of the Committee may incidentally participate in a meeting of the Committee by means of telephone, video or electronic conference or other appropriate communications equipment, provided (i) all participants can hear each other simultaneously, (ii) members of the Committee should not participate in a meeting from the Netherlands and (iii) at least the majority of the members of the Committee participating in the meeting is physically present.

2.2. Notice of Meetings

Notice of each Committee meeting shall be given by the Chairperson or by the company secretary of the Company (on behalf of the Chairperson) to each member of the Committee. The notice of the meeting shall state the date, time and place of the meeting and the business expected to be considered at the meeting.

Notice of regular meetings shall be given no later than five trading days, being a day on which Euronext Amsterdam (the regulated market operated by Euronext N.V.) is open for trading ("**Trading Day**") before the date of the meeting. Notice of urgent meetings shall be given at least 24 hours prior to the meeting. Any such notice period may be shortened at the discretion of the Chairperson. A meeting of the Committee may be held at any time without notice if all

members of the Committee are present or represented and unanimously accept it, or if those not present waive notice either before or after the meeting.

2.3. **Agenda for Meetings**

The Chairperson will establish the agenda for each meeting of the Committee. Each Committee member may suggest the inclusion of items of business on the agenda to the Chairperson.

2.4. **Meeting Materials**

Information which is material to the understanding of the items of business to be considered at a Committee meeting shall generally be distributed to the members of the Committee in advance of the meeting to allow reasonable time for review prior to the meeting. In exceptional circumstances, the distribution of such materials prior to a meeting may not be practicable or advisable.

2.5. **Proposals**

The Committee strives for consensus in connection with any proposal or recommendation to be given to the Board. If no consensus can be reached within the Committee, recommendations to the Board are based on a majority of votes and the dissenting opinion(s) will be mentioned in the proposal or recommendation of the Committee to the Board.

2.6. **Participants**

The Committee may invite to its meetings any Director, any manager of the Company or such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

As part of its review and establishment of the performance criteria and compensation and the remuneration of individual Directors, the Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. In all cases such officers shall not be present at meetings, or the parts of such meetings, at which their performance and compensation are being discussed and determined

Each member of the Committee shall not be present during a meeting at such time that the individual remuneration of such member is being discussed and determined.

2.7. **Minutes**

The Committee maintains minutes or other records of meetings and activities of the Committee. Minutes of all Committee meetings will be circulated among the Directors.

3. **RESPONSIBILITIES AND DUTIES**

3.1. The Committee is responsible for:

Remuneration Policy and Compensation Standards

- (a) preparing a proposal for the Board concerning the remuneration policy for the Board to be adopted by the General Meeting;
- (b) assisting the Board with the establishment and review of the overall compensation strategy of the Company, and ensuring that the compensation strategy is competitive and is structured to attract and retain key staff of the required quality;
- (c) assisting the Board or, where it concerns the Executive Directors, assisting the Non-Executive Directors, in reviewing and approving corporate goals and objectives relevant to compensation of the Executive Directors other senior management, and other personnel, including annual performance objectives;
- (d) assisting the Board or, where it concerns the Executive Directors, assisting the Non-Executive Directors, in evaluating the performance of the Executive Directors, other senior management and other personnel in light of these criteria and, based on such evaluation, review and approve the annual salary, bonus, equity participation, if any, and other benefits, direct and indirect, of the Executive Directors, other senior management and other personnel;
- (e) in connection with compensation programs:
 - (a) reviewing and recommending new compensation programs to the Board, as applicable;
 - (b) reviewing and recommending to the Board, as applicable, specific "Key Performance Indicators" and other metrics for compensation programs. Review on a periodical basis the operations of the Company's compensation programs to determine whether they are properly executed and are achieving their intended purpose(s);
 - (c) establishing and periodically reviewing policies for the administration of compensation programs; and
 - (d) proposing modifications to any compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance;
- (f) reviewing and recommending to the Board policies and procedures pertaining to compensation and expense reimbursement of Directors as well as managers and officer indemnifications and insurance matters;

Individual Remuneration

- (g) preparing a proposal concerning the individual remuneration of the Executive Directors in accordance with the remuneration policy as adopted by the General Meeting, to be adopted by the Board, taking into account the views of the individual Executive Directors with regard to the amount and structure of their own remuneration. The proposal shall in any event include (i) the remuneration structure, (ii) the amount of the fixed remuneration, (iii) the shares and/or options to be granted and/or other variable remuneration components, (iv) pension rights, (v) redundancy

pay and other forms of compensation to be awarded, (vi) the performance criteria used and the application thereof, (vii) the scenario analyses that are carried out and (viii) the pay ratios within the Company and its affiliated business;

- (h) preparing a proposal concerning the individual remuneration of the Non-Executive Directors in accordance with the remuneration policy as adopted by the General Meeting, to be adopted by the Board;

Incentive and Equity-Based Compensation Plans

- (i) reviewing and making recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based plans, and oversee the activities of the individuals responsible for administering those plans;
- (j) monitoring compliance with the rules and guidelines of the Company's incentive or equity-based plans;
- (k) reviewing the Company's incentive compensation plans to determine whether they encourage excessive risk-taking, and to review and discuss annually the relationship between the Company's risk management policies and practices and its incentive compensation plans;

Remuneration Report

- (l) preparing the annual remuneration report of the Company, taking into account, among other things, the requirements under the Dutch Civil Code and the Dutch Corporate Governance Code, which shall be published on the Company's website;

Selection and appointment

- (m) preparing the Board's decision-making in respect of selection and appointment related matters;
- (n) drawing up selection criteria and appointment procedures for the members of the Board;
- (o) periodically assessing the size and composition of the Board and making a proposal for a composition profile of the Board;
- (p) periodically assessing the functioning of individual members of the Board, and reporting on this to the Board;
- (q) preparing a proposal for the succession of members of the Board;
- (r) proposing or recommending to the Board (a) the individuals to be proposed to the Company's general meeting for appointment and reappointment as member of the Board; and (b) for the appointment by the Board of the members of the committees of the Board; and
- (s) supervising the policy of the Board regarding the selection criteria and appointment

procedures for other senior management.

Environmental, social and governance

- (t) assisting the Board in monitoring ESG issues in order to better understand and anticipate challenges in relation to such issues for the Company and its activities;
- (u) examine the main commitments and guidelines of the Company, to monitor the deployment and, more generally, to examine the consideration of ESG issues in the strategy and its implementation.

4. REPORTING

- 4.1. The Committee reports regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The Chairperson reports to the Board on the activities, findings and recommendations of the Committee. Reports can be verbal or written.

5. GOVERNING LAW AND JURISDICTION

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