

BANIJAY S.A.S

NOTICE OF CONDITIONAL REDEMPTION

To the holders of the
6.500% Senior Notes due 2026

ISINs: XS2112335836 (Rule 144A) / XS2112335752 (Reg S)
Common Codes: 211233583 (Rule 144A) / 211233575 (Reg S)

December 17, 2024

Banijay S.A.S (the “Issuer”) hereby gives notice to the holders (the “Holders”) of the 6.500% Senior Notes due 2026 (the “Notes”) of the optional redemption of €171,000,000 aggregate principal amount of outstanding Notes (the “Redeemed Notes”) in accordance with paragraph 5(b) of the Notes and Section 3.03 of the indenture, dated as of February 11, 2020, as amended and supplemented from time to time (the “Indenture”), among, *inter alios*, the Issuer, U.S. Bank Trustees Limited, as Trustee and U.S. Bank Europe DAC, as Security Agent, Paying Agent, Transfer Agent and Registrar. Capitalized terms have the meanings given to them in the Indenture. The terms and conditions of the redemption are as follows:

1. The redemption date for the Redeemed Notes will be December 27, 2024 (the “Redemption Date”) and the record date will be December 26, 2024.

2. The aggregate redemption price for the Redeemed Notes is €174,581,500, which comprises the sum of (i) 100.00000% of the principal amount of €171,000,000, amounting to €171,000,000 and (ii) accrued and unpaid interest amounting to €3,581,500 and Additional Amounts, if any, up to, but not including, the Redemption Date (together, the “Redemption Price”).

3. The redemption of the Redeemed Notes is conditional upon (i) the completion of a financing transaction (which may take the form of an equity injection from a shareholder or an affiliate) by the Issuer on terms satisfactory to it that results in net proceeds sufficient to pay the Redemption Price and (ii) receipt by the Paying Agent of sufficient funds to pay the Redemption Price payable to the Holders on or before the Redemption Date. Accordingly, none of the Redeemed Notes shall be deemed due and payable on the Redemption Date unless and until the conditions set forth herein are satisfied or waived by the Issuer.

4. In the event that, in the Issuer’s reasonable belief, the conditions described in paragraph (3) will be fulfilled at least 10 days, but not more than 60 days, after the date of this notice, the Issuer may postpone the Redemption Date to a date which is not less than 10 days, but not more than 60 days, after the date of this notice. The Issuer will notify the Holders, the Trustee and the Paying Agent at least one Business Day prior to the Redemption Date if the Issuer has elected to postpone the Redemption Date.

5. The Redeemed Notes must be presented and surrendered to the Paying Agent, which is U.S. Bank Europe DAC, Block F1, Cherrywood Business Park, Cherrywood, Dublin 18 D18 W2X7, Ireland, Attention: Relationship Management Group, to collect the Redemption Price. Redeemed Notes in book-entry form must be surrendered through the facilities of Euroclear Bank SA/NV (“Euroclear”) or Clearstream Banking, S.A. (“Clearstream”), as applicable, in the usual manner. For all Redeemed Notes surrendered in book-entry form, payment of the Redemption Price will be made through the facilities of Euroclear or Clearstream, as applicable, in the usual manner.

6. Unless the Issuer defaults in making the payment of the Redemption Price, or the Paying Agent is prohibited from making such payment pursuant to the terms of the Indenture, interest and Additional Amounts, if any, on the Redeemed Notes shall cease to accrue on and after the Redemption Date, and the only rights of the Holders of the Redeemed Notes shall be to receive payment

of the Redemption Price upon surrender to the Paying Agent of the Redeemed Notes.

7. No representation is made by the Issuer, the Trustee, the Registrar or the Paying Agent as to the correctness or accuracy of the ISIN numbers and CUSIPs listed in this notice or printed on the Notes.

8. This notice is given on December 17, 2024.

This notice is given by Banijay S.A.S

Enquiries about the above notice should be directed to the Issuer as set out below:

Banijay S.A.S
8, rue François 1er, 75008
Paris
France