

INVITATION TO THE ANNUAL GENERAL MEETING OF BANIJAY GROUP N.V.

Dear shareholder,

We have the pleasure of inviting you to the annual general meeting ("**General Meeting**") of Banijay Group N.V. (the "**Company**"), to be held at 2:00 pm CET on Thursday 22 May 2025 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 Banijay Group N.V.

Paris, 2 April 2025

AGENDA

1. Opening
2. Report of the Financial Year 2024
3. Remuneration report 2024, which is included in the 2024 Universal Registration Document (*advisory vote*)
4. Discussion on the corporate governance chapter, which is included in the 2024 Universal Registration Document (*advisory vote*)
5. Annual accounts 2024
 - a. Adoption of the annual accounts 2024 that are included in the 2024 Universal Registration Document (*voting item*)
 - b. Distribution over Financial Year 2024 (*voting item*)
6. 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*)
7. Re-appointment of Mrs Éléonore Ladreit de Lacharrière-Katzner as Non-Executive Director (*voting item*)
8. Re-appointment of Mrs Susana Gallardo Torrededia as Non-Executive Director (*voting item*)
9. Appointment of Mr François Laroze as Non-Executive Director (*voting item*)
10. 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*)
11. 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*)
12. 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*)
13. Authorisation of the Management Board to repurchase shares in the Company (*voting item*)
14. Any other business
15. Closing

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2: Report of the Financial Year 2024

Explanation on the report of the Financial Year 2024 by the management board of the Company (the "Management Board") (*bestuursverslag*) for the Financial Year 2024, and the results. The shareholders will then be invited to discuss the report of the Management Board for 2024.

Agenda item 3: Remuneration report 2024, which is included in the 2024 Universal Registration Document (*advisory vote*)

In accordance with statutory requirements and the Dutch Corporate Governance Code, the Company has drawn up the remuneration report for 2024 (the "Remuneration report"), which is included in the 2024 Universal registration document, available on the Company website: <https://group.banijay.com/universal-registration-document/>.

The Remuneration report 2024 can be found in section 4.5 of the 2024 Universal Registration Document.

In accordance with Dutch legislation, the Remuneration report 2024 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: Discussion on the corporate governance chapter, which is included in the 2024 Universal Registration Document (*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 2024 on the main aspects of the corporate governance structure and compliance with the Code (chapter 4) are tabled for discussion.

Agenda item 5 (a): Adoption of the annual accounts 2024 that are included in the 2024 Universal Registration Document (*voting item*)

It is proposed to adopt the annual accounts 2024 ("2024 Annual Accounts"). EY Accountants B.V. has audited the annual accounts and has issued an auditor's report thereon.

The 2024 Annual Accounts can be found in Chapter 6 of the 2024 Universal Registration Document.

Agenda item 5 (b): Distribution over Financial Year 2024 (*voting item*)

In accordance with article 28.2 of the articles of association of the Company (the "Articles of Association") it is proposed to reserve €434,923.13 of the profits over the Financial Year 2024 and to distribute the profits remaining after this reservation in accordance with article 28.3 of the Articles of Association; being a total amount of €0.32 per outstanding ordinary share and furthermore to distribute €0.03 per ordinary share at the charge of the share premium reserve of the ordinary shares, resulting in a total distribution of €0.35 per ordinary share (the "Distribution"). No distribution shall be made on shares held by the Company, unless those shares are subject to a right of pledge on such shares if the pledgee is entitled to the distributions on the shares.

The Distribution will be distributed evenly to holders of ordinary shares, pro rata the number of ordinary shares held on the dividend record date set on 27 May 2025. In accordance with the dividend policy of the Company, this Distribution represents a pay-out ratio of 35% 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 ordinary shares will trade ex-dividend as from 26 May 2025, the dividend record date will be on 27 May 2025, and payment of the Distribution will take place on 12 June 2025.

Agenda item 6 (a): Discharge executive members of the Management Board (voting item)

It is proposed to grant discharge to F.F. Riahi and S.M. Kurinckx-Leclerc for the management performed as executive member of the Management Board in the Financial Year 2024.

Agenda item 6 (b): 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, E. Ladreit de Lacharrière-Katzner, C.R. Mayer, A.J.R. Minc, M. Moretti, A. Manzone and H.D. Philippe for the management performed as non-executive member of the Management Board in the Financial Year 2024.

Agenda item 7: Re-appointment of Mrs Éléonore Ladreit de Lacharrière-Katzner as Non-Executive Director (voting item)

Mrs Éléonore Ladreit de Lacharrière-Katzner has been appointed as a Non-Executive Director for a period until the end of the annual General Meeting to be held in 2025.

A graduate of the Dauphine and ESSEC MBA, Mrs Éléonore Ladreit de Lacharrière-Katzner, 45 years old, began her career in a microcredit NGO in India. After this first experience, she has been appointed as Executive Director of Fimalac S.E. group's corporate foundation (*Fondation d'entreprise Culture & Diversité*). Mrs Éléonore Ladreit de Lacharrière-Katzner has subsequently joined Fimalac's group as a member of the Executive Committee, Board member and CEO of Groupe Marc de Lacharrière. She is also a member of the Board of Directors of the Louvre Museum EPA (*Établissement Public national à caractère Administratif*). She was previously Chairman of Rodin Museum EPA, as well as Chairman of the Board of Directors of the Beaux-Arts de Paris EPA. She is considered a Non-Independent member of the Management Board for purposes of the Code. This appointment is in accordance with the profile of the Management Board (the "Profile").

Due to her skills and satisfying track record, the Management Board has made a non-binding nomination for the re-appointment of Mrs Éléonore Ladreit de Lacharrière-Katzner as Non-Executive Director for a period of four years until the end of the annual General Meeting to be held in 2029 and proposed that the General Meeting so re-appoints Mrs Éléonore Ladreit de Lacharrière-Katzner.

Mrs Éléonore Ladreit de Lacharrière is a minority shareholder of Fimalac, which is holding 31,478,416 ordinary shares of the Company.

Agenda item 8: Re-appointment of Mrs Susana Gallardo Torrededia as Non-Executive Director (voting item)

Mrs Susana Gallardo Torrededia has been appointed as a Non-Executive Director for a period until the end of the annual General Meeting to be held in 2025.

Mrs Susana Gallardo Torrededia, 60 years old, has a BSc degree in Economics and Politics from Oxford Polytechnic and graduated from IESE Business School (Advance Management Program). She also studied at City of London Polytechnic. She began her career in finance at Banco de Europa as a money market trader. She is Chair of the family council of Landon Grupo Corporativo SL, which is active in real estate, private equity and other financial investments, in addition to its controlling interests in Almirall SAS and Goodgrower SA. She is a Director of Goodgrower SA (Spain), of Corporación Genbad SL (Spain) and of Unibail-Rodamco-Westfield Group SE (France). She is a Director and Patron of Fundación Aurea (Spain). She is also Sole Director of Susinvest Inversiones 2030 SA (Spain) and of Susrocks Invest SL (Spain). She is considered an Independent member of the Management Board for purposes of the Code. This appointment is in accordance with the Profile.

Mrs Susana Gallardo Torrededia is a Chairperson of the HR & ESG Committee and a Vice-Chairperson of the Management Board.

Due to her skills and experience and at the recommendation of the HR & ESG Committee, the Management Board has made a non-binding nomination for the re-appointment of Mrs Susana Gallardo Torrededia as Non-Executive Director for a period of four years until the end of the annual General Meeting to be held in 2029 and proposed that the General Meeting so re-appoints Mrs Susana Gallardo Torrededia.

Mrs Susana Gallardo Torrededia indirectly holds 100,000 ordinary shares of the Company through a holding vehicle, being 0.01% of the Company's share capital and voting rights.

Agenda item 9: Appointment of Mr François Laroze as Non-Executive Director (voting item)

On 28 March 2025 and in accordance with article 14.4 of the Articles of Association, Mr François Laroze was elected temporarily to fill the vacancy as a result of the resignation of Mr Hervé Philippe. Consequently, Mr François Laroze acted as Non-Executive Director since this election and therefore it is proposed to appoint Mr François Laroze as non-executive member of the Board in accordance with article 15 of the Articles of Association.

Mr François Laroze, 61 years old, holds a degree from the *Institut d'Études Politiques* de Paris (Sciences Po). He began his career at the Bolloré Group in 1987, where he held several key positions, including Chief Financial Officer of the maritime company Delmas, Secretary General of Havas Media France, and Head of Group Controlling at Bolloré Group. In 2011, he was appointed Chief Financial Officer of Havas Group, a role he continues to hold. In June 2022, he expanded his responsibilities by becoming a member of the Management Board and Chief Financial Officer of Vivendi. Mr Laroze also holds several other positions within the Vivendi and Havas groups. He is considered a Non-Independent member of the Management Board for purposes of the Code. This appointment is in accordance with the Profile.

Due to his skills and satisfying track record, the Management Board has made a non-binding nomination for the appointment of Mr François Laroze as Non-Executive Director for a period of four years until the end of the annual General Meeting to be held in 2029 and proposed that the General Meeting so appoints Mr François Laroze.

Mr François Laroze is a minority shareholder of Vivendi, which is holding 81,329,610 ordinary shares of the Company.

Agenda item 10 (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 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 shares are issued or rights to acquire shares are granted 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 (*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 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 long term incentive plan(s) 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 (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 12 (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 12 (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 13: 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 14: 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 2024 Universal Registration Document (which includes the report of the Management Board and the annual accounts for the Financial Year 2024) are available on the website of the Company: <https://group.banijay.com/>.

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@group.banijay.com).

Attendance instructions

Registration date

Shareholders may exercise voting rights if they hold shares in the share capital of the Company on 24 April 2025 (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/shareholder 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 15 May 2025.

The Intermediaries must provide to ABN AMRO, via www.abnamro.com/intermediary, no later than 1:00 pm CET on 16 May 2025 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/shareholder) no later than 5:00 pm CET on 15 May 2025. 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 15 May 2025 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 22 May 2025.

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://group.banijay.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 15 May 2025.