

Voting proxy and instruction

Proxy for the annual general meeting ("**General Meeting**") of Banijay Group N.V. (the "**Company**"), to be held at 2:00 pm CET on 22 May 2025 at Mediarena 2, 1114 BC Amsterdam-Duivendrecht, the Netherlands.

The undersigned:

If shareholder is a private person:

Name: _____

Address: _____

Holder of a [Dutch] / _____ passport with number _____¹

If the shareholder is a legal entity:

Company name: _____

Office address: _____

Legal representative(s)²: _____

Holder of a [Dutch] / _____ passport with number _____¹

Number of shares held on the registration date (on 24 April 2025): _____
(the "**Shareholder**")

Herewith

1) grants a proxy 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 (Beethovenplein 10, 1077 WM, Amsterdam, manon.cremers@stibbe.com)

OR

to be present at the abovementioned General Meeting on behalf of the undersigned, to sign the presence registration forms, participate in deliberations, speak, exercise voting rights that are connected to all the shares held by the undersigned in accordance with the instructions below, and do whatever the proxy holder may deem necessary, all with the authority of substitution.³

¹ Please attach copy of passport.

² Please attach documents evidencing that the representative/signatory is hereby authorised to represent the company or legal entity (e.g. by means of an extract of the Trade Register evidencing the authority).

³ The proxyholder 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.

- 2) agrees to indemnify and to hold harmless the proxy holder against any claims, actions or proceedings made against the proxy holder and against any damages, costs and expenses that the proxy holder might incur in connection with this proxy.

This proxy is governed by Dutch law. Disputes, if any, with respect to this proxy shall be exclusively submitted to the competent Court in Amsterdam. This proxy and voting instruction form must have been received by M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, at the offices of Stibbe (Beethovenplein 10, 1077 WM Amsterdam, the Netherlands) or, if sent in pdf-form electronically at her e-mail address manon.cremers@stibbe.com no later than 5:00 pm CET on 15 May 2025.

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.

Voting instruction

*In case this 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 of the Company (the "**Management Board**") where no voting instruction was given.*

	Agenda item	For	Against	Abstain
1	Opening	n.a.	n.a.	n.a.
2	Report of the Financial Year 2024	n.a.	n.a.	n.a.
3	Remuneration report 2024, which is included in the 2024 Universal Registration Document (<i>advisory vote</i>)			
4	Discussion on the corporate governance chapter, which is included in the 2024 Universal Registration Document (<i>advisory vote</i>)			
5	Annual accounts 2024			
5 (a)	Adoption of the annual accounts 2024 that are included in the 2024 Universal Registration Document (<i>voting item</i>)			
5 (b)	Distribution over Financial Year 2024 (<i>voting item</i>)			
6	Discharge members of the Management Board			
6 (a)	Discharge executive members of the Management Board (<i>voting item</i>)			
6 (b)	Discharge non-executive members of the Management Board (<i>voting item</i>)			
7	Re-appointment of Mrs Éléonore Ladreit de Lacharrière-Katzner as Non-Executive Director (<i>voting item</i>)			
8	Re-appointment of Mrs Susana Gallardo Torrededia as Non-Executive Director (<i>voting item</i>)			
9	Appointment of Mr François Laroze as Non-Executive Director (<i>voting item</i>)			
10	Designation of the Management Board in relation to the issuance of shares			
10 (a)	Designation of the Management Board as the competent body to issue shares and to grant rights to acquire shares (<i>voting item</i>)			

	Agenda item	For	Against	Abstain
10 (b)	Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (<i>voting item</i>)			
11	Designation of the Management Board in relation to any long-term incentive plan(s)			
11 (a)	Designation of the Management Board as the competent body to issue ordinary shares and to grant rights to acquire ordinary shares (<i>voting item</i>)			
11 (b)	Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (<i>voting item</i>)			
12	Designation of the Management Board in relation to convertible bonds and/or any debt instrument including warrants			
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 (<i>voting item</i>)			
12 (b)	Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (<i>voting item</i>)			
13	Authorisation of the Management Board to repurchase shares in the Company (<i>voting item</i>)			
14	Any other business	n.a.	n.a.	n.a.
15	Closing	n.a.	n.a.	n.a.



Please complete this voting proxy and instruction and send it on a timely basis to your bank or intermediary or the notary taking into account the deadline for registration. Your bank or intermediary must notify your presence at the meeting to ABN AMRO and state the number of shares held by you at the registration date on 24 April 2025.

Please instruct your bank or intermediary on a timely basis. If we have not received such confirmation via ABN AMRO, your vote will not be valid.

Signed at _____ **Date** _____

Signature (legal representative) shareholder _____

For further information, please visit the Company's website <https://group.banijay.com/shareholders-annual-meeting/> or contact Investor Relations via email at investors@group.banijay.com