

BANIJAY GROUP N.V.
MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS
22 MAY 2025

Minutes from the annual general meeting of shareholders of BANIJAY GROUP N.V. (the “**General Meeting**”), a public limited company (*naamloze vennootschap*) having its official seat (*statutaire zetel*) in Amsterdam, its business address at 5, rue François 1^{er}, 75008 Paris, France and registered in the trade register under number 85742422 and registered in the trade and commercial register of Paris (*Registre du commerce et des sociétés*) under number 913 167 227 (“**Banijay Group**”), which meeting is held in Amsterdam, the Netherlands.

The General Meeting is chaired by Mr François Riahi, Executive Director and Chief Executive Officer of Banijay Group (the “**Chairman**”).

1. Opening

The Chairman opens the General Meeting and welcomes all attendees to the Company’s third annual general meeting of shareholders as a publicly listed company. The Chairman introduces Ms Manon Cremers, partner and civil law notary with Stibbe N.V. and Ms Mireille van Dijk, prospective civil law notary with Stibbe N.V. He also would like to appoint Mr Grégoire Dumazy as secretary of the General Meeting and he kindly asks him to prepare the minutes of the proceedings of the meeting. In addition, he notes that no shareholders registered to attend this meeting in person.

The Chairman explains that the meeting was convened by a notice that was placed on the website of the Company on 2 April 2025 and a press release has been issued about its availability. The complete agenda for the meeting, the explanatory notes thereto and a proxy form have been available on the website of the Company as of the day of the convocation. These documents were also available for inspection at the offices of the Company. The formal requirements provided by Dutch law and the articles of association for the holding of a general meeting have been complied with so legally valid resolutions can be adopted at this General Meeting. He also details that the issued capital of the Company consists of 637,846,266 shares and the total number of voting rights is 869,810,918. As described in the Universal Registration Document (the “**URD**”), no voting rights may be exercised on the outstanding earn-out shares and founder shares, being 62,575,001 voting rights, pursuant to the Shareholders Agreement entered into on the occasion of the listing of the Company.

The Chairman asks Ms Cremers for how many shares she has received a voting power and voting instruction and Ms Cremers answers that she has received proxies with voting instructions for 385,616,437 ordinary shares, each entitled to one vote, and 191,999,997 special voting shares, each entitled to two votes, in the capital of the Company and will vote on the various voting items on behalf of the shareholders who have given to her these instructions. According to the attendance list, 39 shareholders are present or represented. Together they are authorised to cast 769,616,431 votes. In respect of the entire issued and outstanding share capital, 90.56% of the share capital of the Company is represented.

The Chairman also notes that the language of the meeting will be in English.

The Chairman proposes to combine the voting on all agenda items at the end of the meeting for practical reasons and asks if there are any objections to vote at the end of the meeting. The attendees do not object.

The Chairman then moves to agenda item 2.

2. Report of the Financial Year 2024

The Chairman refers to the explanatory notes to the agenda and to the report of the Financial Year 2024, and the results.

The Chairman then moves to agenda item 3.

3. Remuneration report 2024, which is included in the 2024 URD

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 4.

4. Discussion on the corporate governance chapter, which is included in the 2024 URD

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 5a.

5a. Adoption of the annual accounts 2024 that are included in the 2024 URD

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 5b.

5b. Distribution over Financial Year 2024

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 6a.

6a. Discharge executive members of the Management Board

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 6b.

6b. Discharge non-executive members of the Management Board

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 7.

7. Re-appointment of Ms Éléonore Ladreit de Lacharrière-Katzner as Non-Executive Director

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 8.

8. Re-appointment of Ms Susana Gallardo Torrededia as Non-Executive Director

The Chairman refers to the press release as of 19 May 2025, following the resignation of Ms Susana Gallardo Terrededia. This item has been removed from the agenda and will not be voted on.

The Chairman acknowledges that there is no question on this topic, and moves to agenda item 9.

9. Appointment of Mr François Laroze as Non-Executive Director

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 10a.

10a. Designation of the Management Board as the competent body to issue shares and to grant rights to acquire shares

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 10b.

10b. Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 11a.

11a. Designation of the Management Board as the competent body to issue ordinary shares and to grant rights to acquire ordinary shares

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 11b.

11b. Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 12a.

12a. 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

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 12b.

12b. Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 13.

13. Authorization of the Management Board to repurchase shares in the Company

The Chairman refers to the explanatory notes to the agenda and acknowledges that there is no question on this topic.

The Chairman proposes to start the voting procedure on all proposals and asks Ms Manon Cremers if she represents any shareholders who would like to vote against this proposal or wish to abstain from voting.

Ms Manon Cremers states that

4,020,000 votes were cast against proposal n°3, n°11.a and n°11.b. °

Ms Manon Cremers then notes that no votes were cast against any of the other proposals or abstained and she confirms that all other votes were cast in favour of the proposals.

The Chairman establishes that all resolutions are adopted.

14. Any other business

The Chairman asks if there is any further comments or questions.

15. Closing

Since there are no further comments or questions, the Chairman thanks the persons present at the meeting for their contribution to the meeting.

[This is not a verbatim report of the proceedings of the General Meeting.]

Signed on 22 May 2025 in Amsterdam, the Netherlands

By: François Riahi

Title: Chairperson of the General Meeting

By: Grégoire Dumazy

Title: Secretary of the General Meeting