

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 27 May 2026 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 29 April 2026): _____
(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 20 May 2026 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 20 May 2026.

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 2025	n.a.	n.a.	n.a.
3	Remuneration report 2025, which is included in the 2025 Universal Registration Document (<i>advisory vote</i>)			
4	Discussion on the corporate governance chapter, which is included in the 2025 Universal Registration Document (<i>advisory vote</i>)			
5	Annual accounts 2025			
5 (a)	Adoption of the annual accounts 2025 that are included in the 2025 Universal Registration Document (<i>voting item</i>)			
5 (b)	Distribution over Financial Year 2025 (<i>voting item</i>)			
6	Approval pursuant to section 2:107a Dutch civil code for the All3Media Transaction (<i>voting item</i>)			
7	Distribution at the charge of the Company's ordinary share premium reserves (<i>voting item</i>)			
8	Discharge members of the Management Board			
8 (a)	Discharge executive members of the Management Board (<i>voting item</i>)			
8 (b)	Discharge non-executive members of the Management Board (<i>voting item</i>)			
9	Re-appointment of Mr Stéphane Courbit as chairman of the Management Board ("Chairman") and Non-Executive Director (<i>voting item</i>)			
10	Re-appointment of Mrs Sophie Kurinckx-Leclerc as Executive Director (<i>voting item</i>)			
11	Re-appointment of Mr Pierre Cuilleret as Non-Executive Director (<i>voting item</i>)			
12	Re-appointment of Mrs Cécile Lévi as Non-Executive Director (<i>voting item</i>)			

	Agenda item	For	Against	Abstain
13	Re-appointment of Mrs Marella Moretti as Non-Executive Director (<i>voting item</i>)			
14	Appointment of Mrs Isabelle Seillier as Non-Executive Director (<i>voting item</i>)			
15	Designation of the Management Board in relation to the issuance of shares			
15 (a)	Designation of the Management Board as the competent body to issue shares and to grant rights to acquire shares (<i>voting item</i>)			
15 (b)	Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (<i>voting item</i>)			
16	Designation of the Management Board in relation to any long-term incentive plan(s)			
16 (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>)			
16 (b)	Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (<i>voting item</i>)			
17	Designation of the Management Board in relation to convertible bonds and/or any debt instrument including warrants			
17 (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>)			
17 (b)	Designation of the Management Board as the competent body to limit or exclude any pre-emptive rights (<i>voting item</i>)			
18	Authorisation of the Management Board to repurchase shares in the Company (<i>voting item</i>)			
19	Any other business	n.a.	n.a.	n.a.
20	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 29 April 2026.

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