BANIJAY GROUP N.V.

MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS

27 MAY 2026

Minutes from the annual general meeting of shareholders of BANIJAY GROUP N.V. (the "**Annual General Meeting**"), a public limited company (*naamloze vennootschap*) having its official seat (*statutaire zetel*) in Amsterdam, its business address at 8, rue François 1er, 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 fourth annual general meeting of shareholders as a publicly listed company. The Chairman introduces the following persons: (i) Mrs Sophie Kurinckx-Leclerc, Executive Director and CFO of Banijay Group N.V., (ii) Ms Manon Cremers, partner and civil law notary with Stibbe N.V. and (iii) Mr Jeroen Vernooij, partner with EY Accountants B.V., external auditor of Banijay Group N.V., who will comment on the provided audit opinion in relation to the financial statements for the financial year 2025. He also would like to appoint Mr Thomas Aulibé as secretary of the General Meeting and he kindly asks him to prepare the minutes of the proceedings of the meeting. In addition, he welcomes two shareholders physically present in the room to this Annual General Meeting.

The Chairman explains that the meeting was convened by a notice that was placed on the website of the Company on 15 April 2026 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 AGM. He also detailed that the issued capital of the Company (as per the record date of the Annual General Meeting) consists of 637,851,266 shares and the total number of voting rights is 868,831,020. 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 386,183,515 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, 48 shareholders are present or represented. Together they are authorised to cast 770,648,483 votes. In respect of the entire issued and outstanding share capital, 88.70% 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 2025

The Chairman refers to the explanatory notes to the agenda and asks if there is any question on this topic.

As no question is raised, the Chairman reminds shareholders that the Group has remained highly active in executing its strategic development plan and pursuing market consolidation opportunities, in line with the ambitions presented at the Capital Markets Day held in May 2025.

The Chairman explains that the Group completed the acquisition of a majority stake in Tipico Group in April 2026, strengthening its position in the sports betting and online gaming sector. In addition, the Group announced on 3 March 2026 a strategic partnership with RedBird IMI aimed at combining Banijay Entertainment and All3Media to create a global media and entertainment powerhouse. The Chairman adds that the All3Media combination is subject to customary conditions precedent including regulatory approvals and the approval of the AGM (item 6 of the agenda) and is expected to close during summer 2026. Then, the Chairman refers to section 1.6 and 5.4 of the URD 2025 for technical aspects of the operation and reminds that in connection and conditional upon completion of the All3Media combination, it has been proposed to make an additional distribution of an amount of €400 million (item 7 of the agenda).

The Chairman hands over to Mrs Sophie Kurinckx-Leclerc to briefly explain the main financial elements of this 2025 year.

Mrs Sophie Kurinckx-Leclerc indicates that, in 2025, the Group generated revenue growth of 3.4% at constant currency and perimeter, reaching €4.9 billion. Adjusted EBITDA increased by 8.6% to €961 million and adjusted net income increased by 6.3% to €450 million. Adjusted free cash flow amounted to €780 million, corresponding to a cash conversion rate of 81%, while leverage was reduced to 2.7x at year-end.

Then, Mrs Sophie Kurinckx-Leclerc hands over to the Chairman for a focus on the two strategic operations that re-balance the profile of the Group.

The Chairman explains that the proposed acquisition of Tipico is expected to substantially increase the scale of the Group's gaming activities, expand its geographic footprint and generate significant operational synergies. The proposed combination with All3Media is expected to strengthen the Group's position in content production and distribution through increased scale, a broader intellectual property portfolio and enhanced monetisation opportunities.

The Chairman outlined the Group's medium-term ambitions. On a pro forma basis, the Group expects to achieve revenue of approximately €10 billion by 2029 and deliver adjusted EBITDA growth in excess of 7% CAGR between 2025 and 2029, while maintaining strong cash generation and progressively reducing leverage.

Finally, Mrs Sophie Kurinckx-Leclerc comments on the first quarter 2026 results, noting revenue growth of 9.0% at constant currency and perimeter, adjusted EBITDA growth of 5.4%, and adjusted free cash flow conversion of

82%. Mrs Sophie Kurincx-Leclerc indicates that the Group has made a solid start to 2026 and remains confident in achieving its full-year guidance.

The external auditor, Jeroen Vernooij of EY Accountants B.V., subsequently presents the auditor's report.

The Chairman invites shareholders to ask questions regarding the management report, the 2025 financial performance and the strategic developments presented.

One shareholder asks a question regarding the All3Media transaction, in particular concerning the expected timing of the additional distribution. The Chairman recalls that, pursuant to agenda item 7 of the General Meeting, shareholders are requested to grant the Management Board the authority to determine the dividend record date and payment date, and to verify that all relevant conditions for the distribution have been satisfied. The Chairman further explains that certain regulatory approvals are still outstanding and that the distribution is expected to be made as soon as practicable following completion of the All3Media transaction.

The same shareholder asks about the purpose of the weekly transactions in the Company's shares. The Chairman explains that these transactions are carried out pursuant to a liquidity agreement entered into between the Company and a broker.
The other shareholder asks about the All3Media transaction, including the risk of integration challenges and concentration of revenues with certain broadcasters and streaming platforms. The Chairman explains that All3Media's activities are highly complementary to those of the Company, particularly from a geographic perspective, and that no material concentration concerns are expected as a result of the transaction. The Chairman further notes that the combination is expected to strengthen the Group's position with global streaming platforms while maintaining a diversified customer base. Mrs Sophie Kurinckx-Leclerc adds that the integration will follow the Group's established operating model, preserving the entrepreneurial independence of individual production labels.

The same shareholder asks whether increased scale following the All3Media transaction could adversely affect the Group's relationship with major streaming platforms, which may prefer to work with smaller content suppliers. The Chairman explains that streaming platforms value suppliers capable of delivering content across multiple geographies and that the ongoing consolidation of the production sector is viewed positively by customers. Mrs Sophie Kurinckx-Leclerc further notes that the value attributed by streaming platforms primarily lies in the quality of intellectual property and creative content, and that the Group's portfolio of content rights constitutes a significant competitive advantage.

The same shareholder asks about the Group's strategy in the United States and the rationale for expanding its presence in that market. The Chairman explains that the United States represents an attractive growth market, offering opportunities in both content production and live events. The Chairman further notes that the All3Media acquisition strengthens the Group's position in English-language content and is expected to support future growth opportunities with major streaming platforms.

The same shareholder requests an update on All3Media's recent trading performance. Mrs Sophie Kurinckx-Leclerc explains that All3Media is experiencing trends comparable to those observed within the Group, including normal seasonal fluctuations in production and delivery schedules. The Chairman adds that the increasing importance of large-scale productions and diversified activities may result in greater quarterly volatility while remaining consistent with the Group's long-term business model.

The same shareholder asks about the impact of artificial intelligence on production costs and profitability. The

Chairman explains that artificial intelligence has already generated certain efficiencies, primarily in technical and post-production activities, although its overall impact remains at an early stage. The Chairman notes that the Group currently expects artificial intelligence to contribute to maintaining profitability rather than materially increasing margins.

The other shareholder asks whether the Group expects additional synergies from its recent acquisitions and investments. The Chairman explains that technological developments, including artificial intelligence, may accelerate the realisation of certain integration and operational synergies.

The same shareholder asks about the Group's investment in The Independents. The Chairman explains that the Group currently holds an option to acquire a majority stake and is assessing whether exercising such option would be consistent with its strategic priorities. A decision is expected before the option expires (i.e. in August).

The same shareholder asks whether a separation of the Group's businesses is being considered in light of the current share price performance. The Chairman states that the Company continuously evaluates opportunities to enhance shareholder value, including measures aimed at improving market liquidity and expanding the shareholder base. The Chairman further notes that the Company believes significant strategic and operational benefits result from the combination of its various activities, while remaining open to evaluating future strategic alternatives.

3. Remuneration report 2025, which is included in the 2025 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 2025 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 2025 that are included in the 2025 URD

The Chairman refers to the explanatory notes to the agenda. The Chairman invites Mr Jeroen Vernooij, partner with EY Accountants B.V., external auditor of Banijay Group N.V., to present its observations.

Then, the Chairman acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 5b.

5b. Distribution over Financial Year 2025

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 6.

6. Approval pursuant to section 2:107a Dutch civil code for the All3Media Transaction

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. Distribution at the charge of the Company's ordinary share premium reserves

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.a.

8a. 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 8b.

8b. 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 9.

9. Re-appointment of Mr Stéphane Courbit as chairman of the Management Board ("Chairman") and 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 10.

10. Re-appointment of Mrs Sophie Kurinckx-Leclerc as 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 11.

11. Re-appointment of Mr Pierre Cuilleret 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 12.

12. Re-appointment of Mrs Cécile Lévi 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 13.

13. Re-appointment of Mrs Marella Moretti 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 14.

14. Appointment of Mrs Isabelle Seillier 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 15a.

15a. 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 15b.

15b. 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 16a.

16a. 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 16b.

16b. 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 17a.

17a. 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. The two shareholders present at the meeting decide to vote against this resolution. The Chairman acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 17b.

17b. 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. The two shareholders present at the meeting decide to vote against this resolution. The Chairman acknowledges that there is no question on this topic.

The Chairman then moves to agenda item 18.

18. 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 4,199,434 votes were cast against proposal n°3, n°12, n°16(a), n°16(b) and 4,660,408 votes were cast against proposal n°17(a) and n°17(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.

19. Any other business

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

20. 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 27 August 2026 in Paris, France

By: **François Riahi**

Title: Chairman of the General Meeting

By: **Thomas Aulibé**

Title: Secretary of the General Meeting