Press Release

Paris – 19 August 2026

Special Shares Adjustments

As announced on 29 July 2026, in connection with the distribution of the exceptional dividend of €0.9340207159163 (the "**Exceptional Dividend Amount**") per share made on 19 August 2026 to holders of Banijay Group's ordinary shares (the "**Ordinary Shares**"), the board of directors of Banijay Group N.V. has decided to make equitable adjustments to the conversion ratio and the trigger prices of the Earn-Out Preference Shares A, the Earn-Out Preference Shares B, the Earn-Out Preference Shares C (together, the "**Earn-Out Preference Shares**") and the Founders Shares (together with the Earn-Out Preference Shares, the "**Special Shares**") in accordance with the articles of association of the Company (such adjustments being referred to as Capital Adjustment Measures in the articles of association of the Company).

It was resolved that the adjustment would be based on (i) the average of the daily volume weighted average prices of the Ordinary Shares over the five consecutive trading days immediately preceding the ex-dividend date (i.e. 17 August 2026), which was €9.36574 (the "**Reference Share Price**") and (ii) the Exceptional Dividend Amount.

Specifically:

(i) the conversion ratio of each category of Special Shares into Ordinary Shares will be adjusted to be equal to the product of the conversion ratio previously in effect (being 1 ordinary share per Special Share) and an adjustment factor equal to [Reference Share Price/(Reference Share Price – Exceptional Dividend Amount)], such that the conversion ratio so adjusted is 1.1108 Ordinary Share per Special Share; and

(ii) each trigger price will be adjusted to be equal to product of the trigger price previously in effect and an adjustment factor equal to [(Reference Share Price – Exceptional Dividend Amount) / Reference Share Price)], such that the trigger prices so adjusted are as set out below.

The conversion ratio of each category of Earn-Out Preference Shares into Special Voting Shares A will not be adjusted.

As a result of these adjustments, the following will apply:

- 13,000,000 Earn-Out Preference Shares A held by Financière Lov will be converted into 14,440,400 Ordinary Shares and 13,000,000 Special Voting Shares A, if the closing price of the Ordinary Shares equals or exceeds €11.7035 (previously €13.00) per Ordinary Share for any 20 Trading Days within a 30 consecutive Trading Day period before 1 July 2027;

- 3,500,000 Earn-Out Preference Shares B held by Financière Lov will be converted into 3,887,800 Ordinary Shares and 3,500,000 Special Voting Shares A, if the closing price of the Ordinary Shares equals or exceeds €13.5041 (previously €15.00) per Ordinary Share for any 20 Trading Days within a 30 consecutive Trading Day period before 1 July 2028;

- 3,500,000 Earn-Out Preference Shares C held by Financière Lov will be converted into 3,887,800 Ordinary Shares and 3,500,000 Special Voting Shares A, if the closing price of the Ordinary Shares equals or exceeds €15.3046 (previously €17.00) per Ordinary Share for any 20 Trading Days within a 30 consecutive Trading Day period before 1 July 2028;

- 1,287,500 Founder Shares will be converted into up to 1,430,155 Ordinary Shares, if the closing price of the Ordinary Shares equals or exceeds €10.3531 (previously €11.50) per Ordinary Share for any 20 Trading Days within a 30 consecutive Trading Day period; and

- 1,287,500 Founder Shares will be converted into up to 1,430,155 Ordinary Shares, if the closing price of the Ordinary Shares equals or exceeds €11.7035 (previously €13.00) per Ordinary Share for any 20 Trading Days within a 30 consecutive Trading Day period.

Investor Relations

investors@group.banijay.com

Press Relations

banijaygroup@brunswickgroup.com

This press release contains inside information within the meaning of Article 7 of the EU Market Abuse Regulation (596/2014).

About Banijay Group

Banijay Group is a global entertainment leader founded by Stéphane Courbit, an entrepreneur and entertainment industry pioneer with more than 30 years of experience in the industry. Its mission is to inspire passion by providing audiences with engaging and innovative entertainment experiences. The Group's activities include Entertainment & Live gathering content production & distribution and Live experiences (through Banijay Entertainment, the world's largest independent production company) and Sports betting & Gaming (through Banijay Gaming, Europe's fast-growing sports betting platform, encompassing leading brands including Betclic and since April 2026, Tipico and Admiral).
In 2025, Banijay Group recorded on a standalone basis (before Tipico and All3Media operations) revenue of €4.9 billion and Adjusted EBITDA of €961 million. Banijay Group is listed on Euronext Amsterdam (ISIN: NL0015000X07, Bloomberg: BNJ NA, Reuters: BNJ.AS).