



FINANCING ANNOUNCEMENT

Paris (France) – September 7, 2023. Banijay Entertainment S.A.S., a *société par actions simplifiée* incorporated under the laws of France (the “Company” and together with its consolidated subsidiaries, the “Group”) today announced the launch of an offering of €910 million (equivalent) in aggregate principal amount of Senior Secured Notes due 2029 (the “Notes”) to be issued in a combination of euro-denominated and U.S. dollar-denominated notes. If completed, the Company intends to use the proceeds from the offering of the Notes to (i) redeem the entire outstanding amount of its existing senior secured notes due 2025 and repay any redemption premium and accrued interest related with the existing senior secured notes and (ii) pay fees and expenses incurred in connection with the offering of the Notes and the use of proceeds therefrom. There can be no assurance that the offering of the Notes or the other transactions described herein will be completed.

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Legal Disclaimer

The Notes will be offered outside the United States to non-U.S. persons pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”), and in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act, subject to market and other conditions. No assurance can be given that the offering of the Notes will be completed. The Notes to be offered have not been, and will not be, registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This announcement does not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which, or to any persons to whom, such offer, solicitation or sale is unlawful. A notice of redemption is expected to be published by the Company in respect of the Company’s existing senior secured notes. This announcement does not constitute a notice of redemption in respect of such notes. Holders of the Company’s existing senior secured notes are urged to refer to the notice of redemption (once available) for more information regarding the redemption price, record date and redemption date.

This document contains statements that constitute forward-looking statements. These statements appear in a number of places in this document and include statements regarding the intent, belief or current expectations of the Group’s customers, estimates regarding future growth in the Group’s different businesses and the global business, market share, financial results and other aspects of the activity and situation relating to the Company. The forward-looking statements in this document can be identified, in some instances, by the use of words such as “expects,” “anticipates,” “intends,” “believes,” and similar language or the negative thereof or by forward-looking nature of discussions of strategy, plans or intentions. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and other important factors that could cause actual developments or results to differ materially from those expressed in the Group’s forward looking statements. Analysts and investors are cautioned not to place undue reliance on those forward-looking statements which speak only as of the date of this presentation. The Group undertakes no obligation to release publicly the results of any revisions to these forward-looking statements which may be made to reflect events and circumstances after the date of this announcement, including, without limitation, changes in the Company’s business strategy or to reflect the occurrence of unanticipated events.

This press release and the offering of any securities described herein are only addressed to and directed at persons who, in the European Economic Area or in the United Kingdom, are not retail investors, defined as a person who is one (or more) of: (i) a retail client, with respect to the European Economic Area, as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”) and, with respect to the United Kingdom, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union

(Withdrawal) Act 2018 (“EUWA”); or (ii) a customer, with respect to the European Economic Area, within the meaning of Directive 2016/97/EU (as amended, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II and, with respect to the United Kingdom, within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 (“UK MiFIR”) as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor, with respect to the European Economic Area, as defined in the Prospectus Regulation (EU) 2017/1129 (the “EU Prospectus Regulation”) and, with respect to the United Kingdom, as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”).

MiFID II and UK MiFIR professionals/ECPs-only/No EEA or UK PRIIPs KID — Manufacturer target market (MiFID II / UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels), each as defined in MiFID II and UK MiFIR.

No key information document (KID) required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) and Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the PRIIPs Regulation and the UK PRIIPs Regulation.