

Free translation

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Public limited company  
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## **UPDATED CONVENING NOTICE TO THE ORDINARY GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING GIVEN THE KINEPOLIS PRESS RELEASE OF MAY 4, 2020**

Given the exceptional circumstances related to the Covid-19 virus, the admission and participation arrangements of the general meetings have been adapted in accordance with the royal decree of April 9, 2020 which sets out several measures regarding corporate law in the context of the fight against the Covid-19 pandemic (the "Royal Decree").

The general meetings will be held without the physical presence of shareholders who will be able to exercise their voting rights by submitting a validly completed proxy form or a validly completed form for voting as detailed below. Questions to the directors and/or statutory auditor may be submitted in writing only and within the deadlines as detailed below.

The location of the general meetings is moved to the office of Tim Carnewal, notary, Lloyd Georgelaan 11, 1000 Brussels and the extraordinary general meeting will be held in the presence of the notary.

### **I. THE ORDINARY GENERAL MEETING**

The ordinary general meeting is convened to deliberate and decide on the following agenda and proposed resolutions:

- 1. Examination and discussion of the annual reports of the board of directors on the statutory and consolidated financial statements relating to the fiscal year ending 31 December 2019.**
- 2. Examination and discussion of the auditor's report on the statutory financial statements relating to the fiscal year ending 31 December 2019 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending 31 December 2019.**
- 3. Examination, discussion and approval of the statutory financial statements relating to the fiscal year ending 31 December 2019, including the allocation of the result.**

Proposal for resolution:

Approval of the statutory financial statements for the fiscal year ending 31 December 2019, including the following allocation of the result in the amount of 53 947 276,12 euro:

- Addition to the “unavailable reserve own shares”:  
2 707 808,74 euro
  
- Addition to the profit carried forward:  
51 239 467,38 euro

**4. Examination and discussion of the consolidated financial statements for the fiscal year ending 31 December 2019.**

**5. Discharge of the directors**

Proposal for resolution:

Granting discharge, by separate vote, to each of the directors for the exercise of their mandate during the fiscal year ending 31 December 2019.

**6. Discharge of the auditor**

Proposal for resolution:

Granting discharge to the auditor for the exercise of his mandate during the fiscal year ending 31 December 2019.

**7. Reappointment and appointment of directors**

7.1. Proposal for resolution:

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of Pentascoop NV, VAT BE 0405.117.332, with as permanent representative Mr. Joost Bert, as director, for a period running until the end of the ordinary annual meeting to be held in 2024.

7.2. Proposal for resolution:

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of Mr. Eddy Duquenne, as director, for a period running until the end of the ordinary annual meeting to be held in 2024.

7.3. Proposal for resolution:

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of Mr. Philip Ghekiere, as director, for a period running until the end of the ordinary annual meeting to be held in 2024.

7.4. Proposal for resolution:

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of SDL Advice BV, registered at the Register of Legal Entities of Ghent (department of Bruges) under number VAT BE 0830 460 154, with as permanent representative Mrs. Sonja Rottiers, as director, for a period running until the end of the ordinary annual meeting to be held in 2022.

The abovementioned director as well as her permanent representative meet the criteria of independence included in Article 7:87 of the Belgian Companies and Associations Code and in article 3.5 of the Corporate Governance Code 2020.

#### 7.5. Proposal for resolution:

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of Mavac BV, registered at the Register of Legal Entities of Brussels under number VAT BE 0824 965 994, with as permanent representative Mrs. Marleen Vaesen, as director, for a period running until the end of the ordinary annual meeting to be held in 2022.

The abovementioned director as well as her permanent representative meet the criteria of independence included in Article 7:87 of the Belgian Companies and Associations Code and in article 3.5 of the Corporate Governance Code 2020.

### **8. Determination independent director's mandate**

#### Proposal for resolution:

On proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, director Marion Debruyne BV with as permanent representative Mrs. Marion Debruyne will for the remaining period of her mandate be considered again as independent director as from January 1, 2020, as she as well as her permanent representative meet the new criteria of independence included in Article 7:87 of the Belgian Companies and Associations Code and in article 3.5 of the Corporate Governance Code 2020.

### **9. Determination of the remuneration of the board of directors**

#### Proposal for resolution:

In accordance with Article 21 of the articles of association, the General Meeting determines the envelope for the global remuneration of the entire board of directors for the year 2020 at a total amount of 918.414 euro, which includes the remuneration to be received by the directors in their capacity as a member of the committees.

### **10. Examination and approval of the Remuneration report, as included in the reports of the board of directors on the statutory and consolidated financial statements.**

#### Proposal for resolution:

Approval of the Remuneration report as included in the reports of the board of directors on the statutory and consolidated financial statements.

### **11. Granting of rights in accordance with Article 7:151 of the Companies and Associations Code**

#### Proposal for resolution

The general shareholders' meeting takes note of, approves and ratifies, in accordance with article 7:151 of the Companies and Associations Code:

- the stipulations of the Credit Agreement initially dated February 15, 2012, as amended and coordinated from time to time and most recently on December 16, 2019, between, on the one hand, the Company and some of its subsidiaries and, on the other hand, BNP Paribas Fortis NV, KBC Bank NV, ING Belgium NV and Belfius Bank NV and the other agreements entered into by the Company in this respect granting rights to third parties that have a significant influence on the equity of the Company or create a significant debt or liability for it, if the exercise of these rights is dependent on a change of control exercised over it, including, but not limited to, articles 12, 27 and 28 of the Credit Agreement

regarding the possibility for the financial institutions concerned to no longer grant loans under the Credit Agreement and require payment of existing loans if other natural persons or legal entities than Kinohold Bis (or its legal successors) and/or Mr Joost Bert gain control (as defined in the Credit Agreement) over the Company.

- the stipulations of the Information Memorandum dated July 5, 2019, regarding the private placement for 225.000.000 euro of bonds and of the agreements entered into by the Company in this respect, granting rights to third parties that have a significant influence on the equity of the Company or create a significant debt or liability for it, if the exercise of these rights is dependent on a change of control exercised over it, including, but not limited to Clause 6 (b) of the General Conditions of the Information Memorandum entitling each bondholder to oblige the Company to reimburse all or some of the bonds under the conditions stated in the Information Memorandum if other natural persons or legal entities than Kinohold Bis (or its legal successors) and/or Mr Joost Bert gain control (as defined in the Information Memorandum) over the Company.

## **12. Delegation of powers**

### Proposal for resolution:

The meeting grants a proxy to each member of the board of directors, as well as to Mrs. Hilde Herman, electing domicile at the registered office of the Company for these purposes, each acting alone and with power of substitution, to draw up, execute and sign all documents, instruments, operations and formalities, and to give all necessary and expedient instructions, in order to implement the previous resolutions, as well as to perform all formalities relating to the registration/modification of the data in the Crossroads Bank for Enterprises, and, if applicable, the tax authorities.

## II. THE EXTRAORDINARY GENERAL MEETING

**The extraordinary general meeting is convened to deliberate and decide on the following agenda and proposed resolutions:**

The extraordinary general meeting can only validly deliberate and decide on amendments in the articles of association if the shareholders present or represented represent at least half of the share capital. If this minimum of half of the share capital is not represented at this extraordinary general meeting, a new extraordinary general meeting with the same agenda is hereby convened at the registered office of the Company at 10 a.m. on 17 June 2020, which will be able to adopt resolutions on all agenda items, irrespective of the proportion of the share capital represented at this meeting.

### **1. Amendment to Article 22 of the articles of association**

#### Proposal for resolution:

The extraordinary general meeting decides to amend Article 22 of the articles of association as follows:

*"The company shall be lawfully represented in all its acts and actions, included the representation at law, by two directors acting jointly or by the managing director acting individually, also in matters that are not part of the day-to-day management, who shall not be required to furnish proof vis-à-vis third parties of a prior decision of the board of directors. Two directors may delegate the representation of the company for special and specific matters (including representation at law) to an authorized representative, even if this person is not a shareholder or director himself.*

### **2. Insertion of a new Article 34 in the articles of association regarding participation to the general meeting (article 7:137 of the Companies and Associations Code) and voting remotely by electronic means (article 7:146 of the Companies and Associations Code)**

#### Proposal for resolution:

The extraordinary general meeting decides to insert a new Article 34 to the articles of association (before the existing Article 34 which will be renumbered, as all following articles) and stating the following:

*"If explicitly provided for in the convening notice to the general meeting, then the shareholders have the right to participate remotely to the general meeting by means of an electronic communication medium made available by the company. This electronic communication medium must enable the shareholder to directly, simultaneously and without interruption take note of the discussions and to exercise the right to vote regarding all points to be discussed in the meeting, as well as to participate to the deliberations and to exercise the right to ask questions.*

*The convening notice, or a document on the website of the company that can be consulted by the shareholders and to which the notice refers to, includes a description of the measures used by the company to identify the shareholders who participate to the meeting via an electronic communication medium, as well as the manner in which it is assessed that a shareholder participates to the general meeting via an electronic communication medium and can therefore be considered to be present.*

*The shareholders who wish to participate remotely to the general meeting have to fulfill the formalities provided for in the convening notice, in order to be admitted to the general meeting."*

### **3. Deletion of the expired authorisations to acquire own shares**

#### Proposal for resolution:

The extraordinary general meeting decides that the period of the authorisations as mentioned in points 1 and 2 of the Transitional Provisions included in the articles of association has been expired. As a consequence, the meeting decides to delete these provisions from the articles of association.

### **4. Amendment of the articles of association to align with the new Companies and Associations Code**

#### Proposal for resolution:

The extraordinary general meeting decides to adapt the articles of association to the Companies and Associations Code, as introduced by article 2 of the Law of March 23, 2019 introducing the Companies and Associations Code and containing various provisions, and in general, to align the articles of association with the relevant provisions and terminology as mentioned in the aforementioned Code and in particular:

- to include in article 2 the website of the company [www.kinapolis.com/corporate](http://www.kinapolis.com/corporate) and the email address [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) and that all communications through this address by the shareholders, holders of securities issued by the company and holders of certificates issued with the cooperation of the company are considered as valid;
- to include in article 14 that the Company will be managed by a collegial board body, called the “board of directors”;
- to include in article 18 that the Board of directors can take all decisions in writing under the conditions as described in the aforementioned Code;
- to include in article 21 that the mandate of the directors is remunerated; and
- to delete the “old” article 45.

The new proposed text of the articles of association has been published on the website of the Company ([www.kinapolis.com/corporate](http://www.kinapolis.com/corporate)) with the amendments as proposed under agenda points 1 to 4 marked in track changes.

### **5. Powers of attorney for the coordination of the articles of association and delegation of authority**

#### Proposal for resolution:

The extraordinary general meeting grants a power of attorney to (1) all employees of the cooperative limited liability company ‘Berquin Notarissen’, registered at 1000 Brussels, Lloyd Georgelaan 11, in order to draw up, sign and deposit the coordinated text of the articles of association in the applicable database, and (2) all directors of the Company, as well as to Mrs. Hilde Herman, electing domicile at the registered office of the Company for these purposes, each acting alone and with power of substitution, to draw up, execute and sign all documents, instruments, operations and formalities, and to give all necessary and expedient instructions, in order to implement the previous resolutions, as well as to perform all formalities relating to the registration/modification of the data in the Crossroads Bank for Enterprises, and, if applicable, the tax authorities.

## CONDITIONS OF ADMISSION

Only the persons who are **shareholders** at the Registration Date and who cumulatively satisfy the conditions included under the points A and B will be entitled to exercise their right to vote, namely:

- A. The **registration** on **April 29, 2020** at 24.00 h (“Registration Date”), of the number of shares in the possession of such shareholder at that moment, and with which he/she wants to vote, independent of the number of shares owned by that shareholder at the date of the meeting.

For the nominal shareholders, the registration will result from the inscription of the shares in the shareholders register of the Company on the Registration Date. For the holders of dematerialized shares, the registration will result from the registration of those shares on the accounts of an authorized account holder or clearing organisation on the Registration Date. Such authorized account holder, clearing organisation or financial intermediary will deliver to the shareholder on his/her request a certificate which certifies the number of shares he/she possessed on the Registration Date.

- B. The **notification** by the shareholder of his/her intention to participate in the votings and of the number of shares with which he/she wishes to participate in the votings.

Nominal shareholders must give this notification to the Company no later than on **May 7, 2020** by email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com).

Holders of dematerialized shares must submit, no later than on **May 7, 2020**, the certificate mentioned in point A to a branch of one of the financial institutions mentioned below and notify them of the number of dematerialized shares with which they wish to participate to the votings:

ING Belgium  
BNP Paribas Fortis  
KBC Bank

## POWERS OF ATTORNEY

Every shareholder who has met the aforementioned conditions of admission may, in accordance with the Royal Decree, be represented at the aforementioned meetings by the Company or a person designated by the Board of Directors. The shareholders must use the form for voting drawn up by the Company and as made available on the web page of the Company [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).

Such proxy must be submitted to (and received by) the Company no later than on **May 9, 2020** by email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com), or by regular mail to Kinopolis Group NV, Legal Department, The Office I, Moutstraat 132-146, 9000 Gent.

## VOTING BY LETTER

Every shareholder who has met the aforementioned conditions of admission may, in accordance with the Royal Decree, choose to vote by letter. The shareholders must use the form drawn up by the Company and as made available on the web page of the Company [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).

Such form for voting must be submitted to (and received by) the Company no later than on **May 9, 2020** by email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com), or by regular mail to Kinopolis Group NV, Legal Department, The Office I, Moutstraat 132-146, 9000 Gent.

## DOCUMENTATION

The documents and proposals of resolution relating to the aforementioned meetings may be consulted from this moment on the webpage of the Company: [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).

## RIGHT TO ASK QUESTIONS

In accordance with the Royal Decree the shareholders who have lawfully fulfilled the formalities for attendance to the meetings will be entitled to ask written questions before the meeting, insofar they submit these questions no later than on **May 9, 2020** by email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com) or by regular mail to Kinopolis Group NV, Legal Department, The Office I, Moutstraat 132-146, 9000 Gent .

The answers to the questions will be published on the website of the Company before the holding of the general meetings.

## ADDITIONAL ITEMS ON THE AGENDA

One or more shareholders who jointly hold at least 3% of the share capital of the Company may add items to the agenda of the aforementioned meetings and/or submit proposals for resolution in respect of the items included in the agenda or to be added to the agenda, by email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com) to the attention of the board of directors, but no later than on **April 21, 2020**. Further information about this right is available in the Corporate Governance Charter of the Company, that is available on the website of the Company: [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).



This email, accompanied by the proof of the required shareholding, must contain the text of the proposed additional items and/or the proposals for resolution, as well as the postal address or email address to which the Company can send the notification of receipt of such communication.

As the case may be, the Company will publish a revised agenda no later than on **April 28, 2020**.

### **PRIVACY**

Kinopolis Group NV is responsible for the processing of personal data received from shareholders and proxyholders in the context of the ordinary and extra ordinary general meeting in accordance with applicable data protection law. These data will be used for the analysis and the administration of the attendance and voting procedure related to the meetings, and can be transferred to third parties who assist in the administration of the voting procedure. These processing's are necessary to comply with a legal obligation. Shareholders and holders of a power of attorney can address requests for access and rectification of the data provided to the Company by sending an email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com). You can also always contact the Belgian Data Protection Authority with any questions or complaints.

The board of directors  
**KINEPOLIS GROUP NV**  
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