



POWER OF ATTORNEY ORDINARY GENERAL MEETING 13 MAY 2020

IN ACCORDANCE WITH THE ROYAL DECREE OF APRIL 9, 2020 THE ULTIMATE DATE FOR DELIVERY OF THE PROXY FORM IS DELAYED UNTIL MAY 9, 2020. THE SHAREHOLDERS ARE HOWEVER REMINDED OF THE FACT THAT THE CONDITIONS FOR ADMISSION TO THE GENERAL MEETINGS REMAIN UNCHANGED AND THAT THE FORMALITIES RELATED THERETO NEED TO BE FULFILLED BY MAY 7, 2020.

A COPY OF THIS PROXY (S), DULY SIGNED, MUST HAVE BEEN COMMUNICATED TO THE COMPANY NO LATER THAN ON MAY 9, 2020 BY E-MAIL TO COMPANYSECRETARY@KINEPOLIS.COM OR BY REGULAR MAIL TO KINEPOLIS GROUP NV, LEGAL DEPARTMENT, THE OFFICE I, MOUTSTRAAT 132-146, 9000 GENT.

The undersigned

(Physical persons: name, domicile and national registration number)

.....
.....

Or

(Legal entities: corporate name, legal form, corporate registered office and enterprise number)

.....
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Represented by:

.....

owner ofvoting shares in the public limited company “**KINEPOLIS GROUP NV**” with registered office at 1020 Brussels, Eeuwfeestlaan 20, Enterprise Number VAT BE 0415.928.179 RLP Brussels

Grants, 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), proxy, with possibility to substitution, to Kinepolis Group NV or a person designated by the Board of Directors, to represent him/her at the extraordinary general meeting, to be held on **13 May 2020** in order to participate in the vote according to the instructions as detailed below.

As the aforementioned proxyholders might have a conflict of interest in the meaning of article 7:143 §4 of the Companies Code, they will only vote if specific voting instructions are available for each item on the agenda.



Agenda and proposal of resolutions for the Ordinary General Meeting

Free translation

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.

This point does not require a voting.

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.

This point does not require a voting.

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

Vote instruction – Agenda item n°3:

APPROVAL

REJECTION

ABSTENTION

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

This point does not require a voting.



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.

Vote instruction – Agenda item n°6:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.1:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.2:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.3:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°7.4:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.5:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°8:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°9:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°10:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°11:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°12:

APPROVAL

REJECTION

ABSTENTION



Kinepolis Group NV - Eeuwfeestlaan 20 – 1020 Brussels - VAT BE 0415.928.179 – RLP Brussels
www.kinepolis.com/corporate - companysecretary@kinepolis.com

The proxyholder may attend any other general meeting with the same agenda.

The proxyholder will vote on behalf of the Undersigned in accordance with the voting instructions given above.

In case of absence of voting instructions to the proxyholder with regard to the agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, the proxyholder will not participate in the voting.

Done inon.....2020

(write "good for proxy" in one's own handwriting and sign)