



POWER OF ATTORNEY EXTRAORDINARY 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)

.....
.....

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.



Agenda and proposal of resolutions for the Extraordinary General Meeting
Free translation

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. ”

Vote instruction – Agenda item n°1:

APPROVAL

REJECTION

ABSTENTION

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.”

Vote instruction – Agenda item n°2:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°3:

APPROVAL

REJECTION

ABSTENTION

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.kinepolis.com/corporate and the email address companysecretary@kinepolis.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.kinepolis.com/corporate) with the amendments as proposed under agenda points 1 to 4 marked in track changes.

Vote instruction – Agenda item n°4:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°5:

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)