



POWER OF ATTORNEY ORDINARY GENERAL MEETING 12 MAY 2021

This dated and signed written power of attorney **with voting instructions** must be submitted, no later than on 6 May 2021, to the Company by means of an email to companysecretary@kinepolis.com.

If the proxyholder didn't receive voting instructions regarding the different points of the agenda, or if for any other reason there would be a doubt regarding the given voting instructions, the proxyholder would not be able to participate to the voting.

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

hereby appoints as his/her special proxyholder, with the possibility of substitution, the “Corporate Counsel” of the Company

to whom he/she confers all powers to represent him/her at the Ordinary General Meeting of the aforementioned company, that will be held by audio/videoconference on **12 May 2021** in order to participate in the deliberations and vote according to the following instructions.



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 December 31, 2020

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 December 31, 2020 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2020

This point does not require a voting.

3. Examination, discussion and approval of the statutory financial statements relating to the fiscal year ending December 31, 2020, including the allocation of the result

Proposal for resolution:

Approval of the statutory financial statements for the fiscal year ending December 31, 2020, including the proposed allocation of the loss in the amount of 54.393.634 euro.

Vote instruction – Agenda item n°3:

APPROVAL

REJECTION

ABSTENTION

4. Examination and discussion of the consolidated financial statements for the fiscal year ending December 31, 2020

This point does not require a voting.



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 December 31, 2020.

Vote instruction – Agenda item n°5:

5.1 Discharge Pentascoop NV with Mr. Joost Bert as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.2 Discharge Mr. Eddy Duquenne

APPROVAL **REJECTION** **ABSTENTION**

5.3 Discharge Mr. Philip Ghekiere

APPROVAL **REJECTION** **ABSTENTION**

5.4 Discharge SDL Advice BV with Ms. Sonja Rottiers as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.5 Discharge Mavac BV with Ms. Marleen Vaesen as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.6 Discharge 4F BV with Mr. Ignace Van Doorselaere as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.7 Discharge Marion Debruyne BV with Ms. Marion Debruyne as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.8 Discharge Pallanza Invest BV with Mr. Geert Vanderstappen as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

6. Discharge of the auditor

Proposal for resolution:

Granting discharge to the auditor for the exercise of his mandate during the fiscal year ending December 31, 2020.

Vote instruction – Agenda item n°6:

APPROVAL **REJECTION** **ABSTENTION**



7. Reappointment 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 4F BV, registered at the Register of Legal Entities of Ghent under number VAT BE 0478.145.266, with as permanent representative Mr. Ignace Van Doorselaere, as independent director for a period running until the end of the ordinary annual meeting to be held in 2023.

The abovementioned director as well as the permanent representative meet the criteria of independence included in article 7:87 of the Belgian Companies and Associations Code (hereinafter "CCA") and in article 3.5 of the Corporate Governance Code 2020. Mr. Ignace Van Doorselaere is also CEO at Neuhaus N.V.

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 Marion Debruyne BV, registered at the Register of Legal Entities of Ghent – department of Kortrijk under number VAT BE 0808.178.264, with as permanent representative Mrs. Marion Debruyne, as independent director for a period running until the end of the ordinary annual meeting to be held in 2023.

Notwithstanding that abovementioned director will hold the director's mandate for more than 12 years (in the personal capacity of Mrs. Marion Debruyne or in the capacity of Marion Debruyne BV with Mrs. Marion Debruyne as permanent representative), this director, as well as its permanent representative, must be considered continuously as an independent director within the meaning of article 7:87 of the CCA and article 3.5 of the Corporate Governance Code 2020. Abovementioned director meets all other criteria as provided for in the Corporate Governance Code of 2020, has always executed the director's mandate independent from the vision of the Executive Management and the reference shareholders and has used its special and specific knowledge and know how, amongst others resulting from its academic career, exclusively in the interests of the Company and all stakeholders. In addition to being the dean of the Vlerick Business School and director of Guberna, Mrs. Marion Debruyne is also an independent director at Ackermans & van Haaren NV.

Vote instruction – Agenda item n°7.2

APPROVAL

REJECTION

ABSTENTION



8. Approval of the Remuneration policy

Proposal for resolution:

Approval of the Remuneration policy drafted in execution of article 7:89/1 of the CCA.

Vote instruction – Agenda item n°8:

APPROVAL

REJECTION

ABSTENTION

9. Variable remuneration of the Executive Management

Proposal for resolution:

In accordance with article 7:91 of the CCA, the general meeting grants is explicit approval for the fiscal years 2021 up to and including 2024 to base the full annual variable remuneration for the Executive Management on predetermined performance criteria focused on long-term sustainable growth and value creation that is measured each time over a period of one year and thus waives the requirement that at least one quarter of the variable remuneration must be based on predetermined and objectively measurable performance criteria over a period of at least two years, and that at least another quarter must be based on predetermined and objectively measurable performance criteria over a period of at least three years.

Vote instruction – Agenda item n°9:

APPROVAL

REJECTION

ABSTENTION

10. Determination of the remuneration of the board of directors

Proposal for resolution:

The remuneration for the board of directors for the fiscal year 2021 is determined in accordance with the methodology as described in the Remuneration policy.

Vote instruction – Agenda item n°10:

APPROVAL

REJECTION

ABSTENTION



11. 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°11:

APPROVAL

REJECTION

ABSTENTION

12. Granting of rights in accordance with Article 7:151 of the CCA

Proposal for resolution:

The general shareholders' meeting takes note of, approves and ratifies, in accordance with article 7:151 of the CCA, the stipulations of the Credit Agreement initially dated February 15, 2012, as amended and coordinated from time to time and most recently on January 8, 2021, 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, in case of a change of control exercised over the Company, including, but not limited to, articles 12.1, 27.22 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.

Vote instruction – Agenda item n°12:

APPROVAL

REJECTION

ABSTENTION

13. 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°13:

APPROVAL

REJECTION

ABSTENTION



The proxyholder may, among other things:

- attend any other general meeting with the same agenda;
- participate in all deliberations and, in the name of the undersigned, vote, change or reject all decisions relating to the agenda;

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

Done inon.....2021

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