



POWER OF ATTORNEY EXTRAORDINARY 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 Extraordinary 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 Extraordinary General Meeting

Free translation

1. Examination and discussion of the special report of the board of directors drawn up in accordance with article 7:199 CCA regarding the authorization of authorized capital

This point does not require a voting.

2. Authorization to increase the capital within the framework of the authorized capital

Proposal for resolution:

2.1 The extraordinary general meeting authorizes the board of directors to increase the capital, in one or several times, with a maximum accumulated amount (exclusive of the issue premium) of:

- 20% of the amount of the capital, being EUR 3.790.457, for the capital increases or the issues of convertible bonds or subscription rights whereby the preferential subscription right of the shareholders is limited or cancelled, whether or not in favor of one or more specific persons, even if they are not employees of the Company or its subsidiaries,
- 50% of the amount of the capital, being EUR 9.476.144, for any other capital increase, or issue of convertible bonds or subscription rights.

and this in accordance with the terms and conditions as set out below.

The board of directors can use this power for a period of five years starting as from the publication in the annexes of the Belgian Official Gazette of this authorization as approved by the extraordinary general meeting.

The capital increases that can be decided under this authorization will be carried out in accordance with the conditions to be determined by the board of directors and can be realized, amongst others (i) by means of a contribution in cash or in kind, or by means of a mixed contribution, (ii) by conversion of reserves, issue premiums or other equity components, (iii) with or without issuing new shares (below, above or at par value of the existing shares of the same class, with or without issue premium) or of other securities, or (iv) by means of issuing convertible bonds, subscription rights (whether or not attached to another security) or other securities.

When using its authorization within the framework of the authorized capital, the board of directors can, within the limits and in accordance with the conditions prescribed in the CCA, limit or cancel the preferential subscription right of the shareholders. This limitation or cancellation can occur in favor of employees (as defined in article 1:27 CCA) of the Company or its subsidiaries or in favor of one or more specific persons, even if they are not employees of the Company or its subsidiaries.

The issue premium, if any, will be recorded on one or more separate equity accounts on the liability side of the balance sheet.

The board of directors is authorized, with the possibility of substitution, to amend the articles of association, after each capital increase established within the limits of the authorized capital, in order to align it with the new situation of the capital and the shares.

- 2.2** Insertion in the articles of association of transitional provision nr. 2 pursuant to the decision taken in 2.1.

Vote instruction – Agenda item n°2

APPROVAL

REJECTION

ABSTENTION



3. Amendment of the articles of association.

3.1. Insertion of a new article 34 in the articles of association regarding the remote voting before the general meeting.

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) in order to allow the shareholders to cast a remote vote before the general meeting in accordance with article 7:146 of the CCA.

Vote instruction – Agenda item n°3.1:

APPROVAL

REJECTION

ABSTENTION

3.2. Amendment of the existing article 35 (new article 36) of the articles of association regarding the deliberation method of the general meeting

Proposal for resolution:

The extraordinary general meeting decides to modify the existing article 35 (new article 36) regarding the deliberation of the general meeting, and more in particular to amend the way in which votes can be exercised during or before the general meeting, electronically or otherwise, in accordance with the applicable legal dispositions.

Vote instruction – Agenda item n°3.2:

APPROVAL

REJECTION

ABSTENTION



4. Power 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.

Vote instruction – Agenda item n°4:

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)