

Free translation

**KINEPOLIS GROUP NV**  
**Public limited company**  
**Eeuwfeestlaan 20**  
**1020 Brussels**  
**Enterprise Number VAT BE 0415.928.179**  
**RLE Brussels**  
**www.kinepolis.com/corporate**  
**companysecretary@kinepolis.com**

**THE ORDINARY GENERAL MEETING OF MAY 11, 2022**

The board of directors invites the shareholders to participate to the ordinary general meeting which will take place at the registered office of Kinopolis Group NV, hereinafter the “company”, Eeuwfeestlaan 20, 1020 Brussels, on **May 11, 2022 at 10.00 a.m.** (CET)

**THE AGENDA OF THE ORDINARY GENERAL MEETING**

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, 2021
2. Examination and discussion of the auditor’s report on the statutory financial statements relating to the fiscal year ending December 31, 2021 and of the auditor’s report on the consolidated financial statements relating to the fiscal year ending December 31, 2021
3. Examination, discussion and approval of the statutory financial statements relating to the fiscal year ending December 31, 2021, including the allocation of the result

**Proposal for resolution**

Approval of the statutory financial statements for the fiscal year ending December 31, 2021, including the proposed allocation of the loss in the amount of € 2 541 508.72 euro.

4. Examination and discussion of the consolidated financial statements for the fiscal year ending December 31, 2021
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, 2021.

## 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, 2021.

## 7. Communication of the resignation of a director and (re)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 SDL Advice BV, registered at the Register of Legal Entities of Ghent (department 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 2024. Mrs. Rottiers (SDL Advice BV) is also an independent non-executive director at bPost.

The abovementioned director as well as its 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.

### 7.2. 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 (Dutch) 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 2024. As of May 1, 2022, Mrs. Vaesen (Mavac BV) will also be a non-executive director of Vandeveld NV, after having fulfilled the role of CEO .

The abovementioned director as well as its 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.

### 7.3. Proposal for resolution

Reappointment, on proposal of the board of directors assisted for this purpose by the nomination and remuneration committee, of Pallanza Invest BV, registered at the Register of Legal Entities of Brussels (Dutch) under number VAT BE 0808.186.578, with as permanent representative Mr. Geert Vanderstappen, as director for a period running until the end of the ordinary annual meeting to be held in 2024. Mr. Vanderstappen is also managing partner at Pentahold NV.

### 7.4. Proposal for resolution

The general meeting takes note of the resignation of Mr. Philip Ghekiere as director and appoints, on proposal of the board of directors assisted for this purpose by the nomination and remuneration committee, PGMS NV, registered at the Register of Legal Entities of Ghent (Department Ghent) under number VAT BE 0439.491.756, with as permanent representative Mr. Philip Ghekiere, as director for a period running until the end of the ordinary annual meeting to be held in 2024. Mr. Ghekiere is also Chair of the advisory board at Dovesco NV.

## 8. Reappointment and remuneration of the external auditor

### Proposal of resolution

On proposal of the board of directors, advised by the audit committee and after approval of the works council, the annual meeting renews the mandate of the external auditor, exercised by KPMG Bedrijfsrevisoren (B00001) BV/SRL, established at 1930 Zaventem, Brussels Airport 1K, which appoints Mr. Frederic Poesen (IBR no. A02331) as its permanent representative, for a period of three years running until the end of the ordinary annual meeting to be held in 2025. The annual remuneration for auditing the statutory and consolidated financial statements is set at € 264 731, excluding VAT and amounts due by KPMG Bedrijfsrevisoren BV/SRL to the Institute of Auditors and excluding the adaptation to the health index. This remuneration includes the remuneration for the external auditor for the review of the accounts of the Dutch subsidiaries performed in the context of the audit of the consolidated financial statements.

## 9. 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.

## 10. Modification of the remuneration policy

### Proposal for resolution:

The general shareholders' meeting approves the modifications to the remuneration policy regarding (a) the remuneration of the directors as defined in clause 3.2. of the modified remuneration policy, and (b) the introduction of a claw back clause in clause 4.3. of the modified remuneration policy.

The new proposed text of the remuneration policy, including the aforementioned modifications and some other non-material changes, is published on the webpage of the company (<https://corporate.kinopolis.com/en/investor-relations/shareholders-meeting>).

## 11. Determination of the remuneration of the board of directors

### Proposal for resolution

The remuneration for the board of directors for the fiscal year 2022 is determined in accordance with the methodology as described in the (new) remuneration policy.

## 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 that are included in the conditions of the Commercial Paper/Midterm Notes Program of February 16, 2022, that provides the possible issue of treasury certificates for qualified investors up to a maximum of € 150 million. The aforementioned stipulations provide that in the event of a change of control (involving natural or legal persons other than Kinohold Bis (or its legal successors) and/or Mr Joost Bert), the investors that subscribed to treasury certificates with a term of more than one year are entitled to request a refund of all or part of the treasury certificates.

### 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.

#### CONDITIONS OF ADMISSION

Only the persons who are **shareholders** at the registration date and who cumulatively meet the conditions included under the points A and B will be entitled to attend the aforementioned meeting and to exercise their right to vote, namely:

- A. The accounting **registration** on **April 27, 2022** 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 participate to the meeting, regardless 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 registration of the shares in the shareholders register of the company on the Registration Date.

For the holders of dematerialised 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.

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

Nominal shareholders must give this notification to the company no later than on **May 5, 2022** by email to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) by means of the notification form available on the webpage of the company: <https://corporate.kinapolis.com/en/investor-relations/shareholders-meeting>.

The shareholders who have validly registered for the meeting hereby grant their consent to receive further communication and any instructions from the company or from a third party appointed by the company, being ABN AMRO Bank NV, to the abovementioned email address or any other email address communicated by them.

Holders of dematerialised shares  must register on the ABN AMRO Bank NV platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)), no later than on **May 5, 2022**, in order to express their wish to participate to the meeting.

The recognised account holder or the clearing organisation of the holders of dematerialized shares have to submit to ABN AMRO Bank NV (via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary)), no later than on **May 6, 2022**, an electronic certificate which includes the number of dematerialized shares that the holder holds and submits for registration on the registration date and for which the shareholder has given instructions to participate to the meeting.

## POWERS OF ATTORNEY

Every shareholder who has met the aforementioned conditions of admission may be represented at the aforementioned meeting by a proxyholder. Therefore a power of attorney form drafted by the company has to be used.

The electronic power of attorney is available to the shareholders who have registered electronically, by using the platform of ABN AMRO Bank NV ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) where the shareholder can give a power of attorney with a voting instruction by means of an electronic form. This proxy needs to be received by ABN AMRO Bank NV at the latest by **May 5, 2022**.

The nominal shareholders must use the power of attorney form as drafted by the company and that can be requested by email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com) and is also available on the webpage of the company: <https://corporate.kinopolis.com/en/investor-relations/shareholders-meeting>.

The dated and signed power of attorney form must be submitted, no later than on **May 5, 2022**, to the company by means of an email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com) or by postal mail for the attention of Kinopolis Group NV, Legal Department, Moutstraat 132-146, The Office I, 9000 Ghent.

## DOCUMENTATION

The documents and proposals of resolution relating to the aforementioned meeting may be consulted from this moment on the webpage of the company: <https://corporate.kinopolis.com/en/investor-relations/shareholders-meeting>.

Printed copies of these documents can be obtained free of charge by email or post upon simple request.

## RIGHT TO ASK QUESTIONS

The shareholders who have lawfully fulfilled the formalities for attendance to the meeting will be entitled to ask, before the meeting, written questions, insofar they submit these questions to the board of directors by email to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) no later than on **May 5, 2022**. More information regarding the right to ask questions is available in the Corporate Governance Charter of the company that is available on the website of the company: [www.kinapolis.com/corporate](http://www.kinapolis.com/corporate).

The questions will be addressed at the meeting in accordance with the applicable law.

## ADDITIONAL ITEMS ON THE AGENDA

One or more shareholders who jointly hold at least 3% of the capital of the company may add items to the agenda of the aforementioned meeting 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@kinapolis.com](mailto:companysecretary@kinapolis.com) to the attention of the board of directors, but no later than on **April 19, 2022**. More information about this right is available in the Corporate Governance Charter of the company, that is available on the website of the company: [www.kinapolis.com/corporate](http://www.kinapolis.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 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 26, 2022**.

## PRIVACY

Kinapolis Group NV is responsible for the processing of personal data received from shareholders and proxyholders in the context of the ordinary 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 meeting and can be transferred to third parties who assist in the administration thereof, such as ABN AMRO Bank NV. ABN AMRO Bank NV will act in that capacity as controller and will process the data in accordance with its privacy policy: <https://www.abnamro.nl/nl/prive/abnamro/privacy/index.html>.

These processing activities of the company are necessary to comply with a legal obligation. The privacy policy of the company is available on its corporate website. Shareholders and proxyholders can address requests for access and rectification of the data provided to the company by sending an email to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com).

The board of directors  
**KINEPOLIS GROUP NV**  
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