



POWER OF ATTORNEY ORDINARY GENERAL MEETING 11 MAY 2022

This dated and signed written power of attorney **with voting instructions** must be submitted, no later than on 5 May 2022, to the Company by means of an email to companysecretary@kinepolis.com or by postal mail to Kinepolis Group NV, att. Legal Department, The Office I, Moutstraat 132-146, 9000 Gent (Belgium)

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 will 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 on **11 May 2022 at 10.00 a.m., at the registered office of Kinepolis Group NV, Eeuwfeestlaan 20, 1020 Brussels**, 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, 2021

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, 2021 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2021

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, 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.

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, 2021

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, 2021.

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 Mrs. Sonja Rottiers as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.5 Discharge Mavac BV with Mrs. 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 Mrs. 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, 2021.

Vote instruction – Agenda item n°6:

APPROVAL **REJECTION** **ABSTENTION**



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.

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 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 Vandevelde 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.

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 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.

Vote instruction – Agenda item n°7.3

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°7.4

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°8:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°9:

APPROVAL

REJECTION

ABSTENTION



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.kinepolis.com/en/investor-relations/shareholders-meeting>).

Vote instruction – Agenda item n°10:

APPROVAL

REJECTION

ABSTENTION

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.

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 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.

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.....2022

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