

Free translation

**KINEPOLIS GROUP NV**  
**Public limited company**  
**Eeuwfeestlaan 20**  
**1020 Brussels**  
**Enterprise Number 0415.928.179**  
**RLE Brussels**

**THE ORDINARY AND EXTRAORDINARY GENERAL MEETING  
OF MAY 10, 2023**

The board of directors invites the shareholders to participate to (i) 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 10, 2023 at 10.00 a.m.** (CET), and, immediately after, (ii) the extraordinary general meeting which will take place at the same location in attendance of Tim Carnewal, notary, partner of "Berquin Notarissen", a cooperative limited liability company registered at Lloyd Georgelaan 11, 1000 Brussels and with enterprise number 0474.073.840 RLE Brussels.

**THE AGENDA OF THE ORDINARY GENERAL MEETING**

The agenda and proposals for resolution, which, if necessary, can be modified during the meeting by the board of directors, are as follows:

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, 2022
2. Examination and discussion of the auditor's report on the statutory financial statements relating to the fiscal year ending December 31, 2022 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2022
3. Examination, discussion and approval of the statutory financial statements relating to the fiscal year ending December 31, 2022

**Proposal for resolution**

Approval of the statutory financial statements for the fiscal year ending December 31, 2022, including the approval of a gross dividend of 0.26 euros per share.

As treasury shares are not entitled to a dividend, the total amount of the dividend payment will depend on the number of treasury shares held by the Company. May 11, 2023 at 23:59 Belgian time (i.e. the business day before the ex-date) is determined as relevant time for determining the dividend entitlement and thus the cancellation of dividend rights attached to the treasury shares. The board of directors will be authorised to include the final amount of the total dividend payment (and other resulting changes in the profit allocation) in the statutory annual accounts.

4. Examination and discussion of the consolidated financial statements for the fiscal year ending December 31, 2022

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, 2022.

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, 2022.

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 0478.145.266, with as permanent representative Mr. Ignace Van Doorselaere, as independent director for a period running until the end of the ordinary general meeting to be held in 2025.

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.

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 0808.178.264, with as permanent representative Mrs. Marion Debruyne, as independent director for a period running until the end of the ordinary general meeting to be held in 2025.

The aforementioned director and her permanent representative have always demonstrated a completely independent position with regard to the Company and the reference shareholder, whereby this position was in no way influenced by the duration of the mandate. The board of directors is therefore fully convinced that the aforementioned director and her permanent representative, who is also Dean of Vlerick Business School, will continue to fulfill this role during the renewed mandate in the same way as the aforementioned director and her permanent representative have also confirmed. They therefore meet the general independence criterion of article 7:87, §1, first paragraph of the CAC as well as the other special independence criteria of article 3.5 of the Belgian Corporate Governance Code 2020. In light of their special experience, reputation and background, the board of directors therefore considers it in the interest of the Company to renew the mandate as independent director.

8. 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.

9. Determination of the remuneration of the board of directors

Proposal for resolution

The remuneration of the board of directors for the fiscal year 2023 is determined in accordance with the methodology as described in the remuneration policy.

10. 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.

## THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting can only validly deliberate and decide on amendments in the articles of association if the shareholders present or represented represent at least half of the share capital. If this minimum of half of the share capital is not represented at this extraordinary general meeting, a new extraordinary general meeting with the same agenda will be convened at the registered office of the Company on June 23, 2023 at 10.00 a.m., which will be able to adopt resolutions on all agenda items, irrespective of the proportion of the share capital represented at this meeting.

The agenda and the proposals for resolution, which, if necessary, can be completed and/or modified are as follows:

1. Authorisation to a share buy-back in view of hedging new stock options and insertion of an additional article in the Transitional provisions

### Proposal for resolution:

The extraordinary general meeting of May 10, 2023, explicitly authorised the board of directors, in accordance with the provisions of the CCA, to purchase a maximum of 550,000 own shares to hedge 550,000 to be issued stock options under new stock option plans.

Said acquisition may be made by purchase or by swap, on or outside of the stock exchange, directly or by a direct subsidiary within the meaning of Article 7:215 of the CCA, by a person acting in his own name but for the company's account, or such a direct subsidiary, at a price which may not be less than the accounting par value per share and not higher than one hundred and fifteen percent (115%) of the closing price at which the shares are listed on Euronext Brussels on the day prior to the day of the purchase or the swap. The said authorisation applies for a five-year period from the publication in the Appendices of the Belgian Official Gazette of the deed of May 10, 2023 establishing the amendment to the articles of association. This authorisation may be renewed.

Therefore, the extraordinary general meeting decides to add an additional article under the title Transitional provisions. The newly proposed text of that article, can be consulted on the website of the Company ([www.kinopolis.com/corporate](http://www.kinopolis.com/corporate)).

2. Authorisation to the board of directors to also use 397,396 shares, which were bought back under the authorisation of the extraordinary general meeting of May 11, 2016 (in view of the hedging of the 2016 Share Option Plan) and under other previous authorisations, to hedge stock options under new stock option plans and corresponding adjustment of the relevant article in the Transitional provisions.

### Proposal for resolution:

The extraordinary general meeting of May 10, 2023 explicitly authorises the board of directors to also use, if they consider it advisable, a maximum of 397,396 shares which were bought back under previous authorisations for the hedging of the 2016 Stock Option Plan, for the hedging of stock options under new stock option plans.

Therefore, the extraordinary general meeting decides to modify the article "Acquisition and disposal of own shares in relation to the 2016 Stock Option Plan" under the title Transitional provisions of the bylaws. The newly proposed text of that article, in which the proposed modifications are indicated, can be consulted on the website of the Company ([www.kinopolis.com/corporate](http://www.kinopolis.com/corporate)).

3. Authorisation to dispose own shares and insertion of an additional article in the Transitional provisions.

Proposal for resolution:

In execution and respect of article 7:218 of the CCA, the extraordinary general meeting of May 10, 2023 authorises the board of directors to dispose the own shares, on or outside of the stock exchange, to one or more defined persons, whether or not being part of the staff. This authorisation is for an undefined period.

The authorisation under part 1 does not affect the possibilities, in accordance with applicable legal provisions, for the board of directors to dispose its own shares if no statutory authorisation or authorisation from the general meeting is required for this purpose.

Therefore, the meeting decides to add an additional article under the title Transitional provisions. The newly proposed text of that article can be consulted on the website of the Company ([www.kinapolis.com/corporate](http://www.kinapolis.com/corporate)).

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 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 to 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.

## CONDITIONS OF ADMISSION

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

- A. The accounting **registration** on **April 26, 2023** at 24.00 h (“registration date”), of the number of shares held by 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 meetings.

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 authorised account holder or clearing organisation on the registration date.

- B. The **notifications** by the shareholder of his/her intention to participate to the above mentioned meetings and of the number of shares with which he/she wishes to participate to the voting.

Nominal shareholders must notify the Company no later than on **May 4, 2023** by e-mail to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com) or by regular mail by means of the notification form available on the following webpage :

<https://corporate.kinopolis.com/en/investor-relations/shareholders-meeting> or by means of a proxy.

The shareholders who have validly registered for the meetings 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 used e-mail address or any other e-mail address communicated by them.

Holders of dematerialised shares (whether or not via a financial intermediary) must register on the ABN AMRO Bank NV platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)), no later than on **May 4, 2023**, to express their wish to participate to the meetings. The recognised account holder or the central securities depository of the holders of dematerialised shares has to submit to ABN AMRO Bank NV (via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary)), no later than on **May 4, 2023**, an electronic certificate which includes the number of dematerialised 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 meetings.

ABN AMRO will send an admission ticket to shareholders who have registered electronically, either directly or through the relevant financial intermediary.

## POWERS OF ATTORNEY

Every shareholder who has met the aforementioned conditions of admission may be represented at the aforementioned meetings by a proxyholder. Therefore, a proxy form drafted by the Company has to be used.

The electronic proxy 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 4, 2023**.

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

The dated and signed proxy form must be submitted, no later than on **May 4, 2023**, to the company by means of an e-mail to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com) or by regular mail to Kinopolis Group NV, Legal Department, Moutstraat 132-146, The Office I, 9000 Ghent.

## DOCUMENTATION

The documents and proposals of resolution relating to the aforementioned meetings may be consulted as of today 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 e-mail or regular mail upon simple request.

## RIGHT TO ASK QUESTIONS

The shareholders who have lawfully fulfilled the formalities for attendance to the meetings will be entitled to ask questions by writing, before the meeting, insofar they submit these questions to the board of directors by e-mail to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) by no later than on **May 4, 2023**. More information regarding the right to ask questions is available in the Corporate Governance Charter of the Company which is available on its website: [www.kinapolis.com/corporate](http://www.kinapolis.com/corporate).

The questions will be addressed during 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 meetings and/or submit proposals for resolution in respect of the items included in the agenda or to be added to the agenda, by e-mail to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) for the attention of the board of directors, but no later than on **April 18, 2023**. More information about this right is available in the Corporate Governance Charter of the Company, which is available on its website: [www.kinapolis.com/corporate](http://www.kinapolis.com/corporate).

This e-mail, 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 e-mail address to which the Company can send the notification of receipt of such communication.

In this case, the Company will publish a revised agenda no later than on **April 25, 2023**.

## 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 [https://kinapolis.com/sites/default/files/pdf-attachments/corporate\\_privacy\\_policy\\_eng.pdf](https://kinapolis.com/sites/default/files/pdf-attachments/corporate_privacy_policy_eng.pdf). Shareholders and proxyholders can address requests for access and rectification of the data provided to the Company by sending an e-mail to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com).

The board of directors  
**KINEPOLIS GROUP NV**  
Eeuwfeestlaan 20, 1020 Brussels  
[www.kinapolis.com/corporate](http://www.kinapolis.com/corporate)  
[companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com)