

POWER OF ATTORNEY ORDINARY GENERAL MEETING 10 MAY 2023

This dated and signed power of attorney must be submitted, no later than on **4 May 2023**, to the Company by means of an email to companysecretary@kinopolis.com or by postal mail to Kinopolis Group NV, att. Legal Department, The Office I, Moutstraat 132-146, 9000 Gent (Belgium)

The undersigned

(Physical persons: name, domicile and national registration number)

.....
.....

Or

(Legal entities: corporate name, legal form, corporate registered office and enterprise number)

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.....

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 proxy holder, with the possibility of substitution¹ :

.....
.....

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 **10 May 2023 at 10.00 a.m.**, **at the registered office of Kinopolis Group NV, Eeuwfeestlaan 20, 1020 Brussels**, in order to participate in the deliberations and vote according to the following instructions.

¹ art. 7:143. § 1 of the CCA stipulates that a shareholder of Kinopolis Group NV may appoint only one person as proxy holder for a particular General Meeting. The shareholder is requested to complete and sign a separate proxy form for each proxy holder he/she wishes to appoint.

If the shareholder does not fill in the name of the proxy holder (a blank power of attorney), then the proxy might be taken on by a member of the board of directors or an employee of Kinopolis Group. Since the latter persons have a potential conflict of interest with the shareholder, in the meaning of Art. 7:143. § 1 of the CCA, they will only be authorized to vote on the condition that specific voting instructions have been given on each point of the agenda. More specific information on the potential conflicts of interest between shareholders and proxy holders can be found in the Corporate Governance Charter of Kinopolis Group available on <http://investors.kinopolis.com/>.



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, 2022

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, 2022 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2022

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, 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.

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, 2022

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, 2022.

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 PGMS NV with Mr. Philip Ghekiere as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.5 Discharge SDL Advice BV with Mrs. Sonja Rottiers as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.6 Discharge Mavac BV with Mrs. Marleen Vaesen as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

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

APPROVAL **REJECTION** **ABSTENTION**

5.8 Discharge Marion Debruyne BV with Mrs. Marion Debruyne as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.9 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, 2022.

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 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.

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 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.

Vote instruction – Agenda item n°7.2:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°8:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°9:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°10:

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.....2023

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