

POWER OF ATTORNEY EXTRAORDINARY 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)

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.....

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 :

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.....

to whom he/she confers all powers to represent him/her at the extraordinary general meeting of the aforementioned company, that will be held on **10 May 2023**., **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 extraordinary general meeting

Free translation

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.kinepolis.com/corporate).

Vote instruction – Agenda item n°1:

APPROVAL

REJECTION

ABSTENTION

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.kinepolis.com/corporate).

Vote instruction – Agenda item n°2:

APPROVAL

REJECTION

ABSTENTION



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.kinepolis.com/corporate).

Vote instruction – Agenda item n°3:

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 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.

Vote instruction – Agenda item n°4:

APPROVAL

REJECTION

ABSTENTION



The proxyholder may, among other things:

- attend any other extraordinary 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)