

Free translation

KINEPOLIS GROUP NV
Public limited company
Eeuwfeestlaan 20
1020 Brussels
Enterprise Number 0415.928.179
RLE Brussels (Dutch)

THE ORDINARY GENERAL MEETING OF MAY 8, 2024

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 8, 2024 at 10.00 a.m. (CET)**.

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, 2023**
- 2. Examination and discussion of the auditor's report on the statutory financial statements relating to the fiscal year ending December 31, 2023 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2023**
- 3. Examination, discussion and approval of the statutory financial statements relating to the fiscal year ending December 31, 2023**

Proposal for resolution

Approval of the statutory financial statements for the fiscal year ending December 31, 2023, including the approval of a gross dividend of 0.55 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 10, 2024 at 23:59 Belgian time (i.e. the stock exchange 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, 2023**

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, 2023.

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, 2023.

7. Appointment/reappointment of directors

The general meeting takes note of the fact that the director mandates of SDL Advice BV and PGMS NV expire as of May 8, 2024 and will not be renewed.

7.1. Proposal for resolution:

Appointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of EDK Management BV, registered at the Register of Legal Entities of Ghent (department of Ghent) under number VAT BE 0671.702.927, with as permanent representative Ms. Els De Keukelaere, as director for a period starting at May 8, 2024 until the end of the ordinary general meeting to be held in 2026. Ms. De Keukelaere, who holds a master's degree in Applied Economics as well as a Master of Financial Management (Vlerick Business School) and has held the title of auditor since 2004, is since 2020 CFO and director at Ekopak NV. Previously she was active for many years as executive director at KPMG Bedrijfsrevisoren, while in that capacity not having been involved in the audit work of the Company or its subsidiaries.

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 "BCAC") and in article 3.5 of the Corporate Governance Code 2020 and moreover, the board has no indication of any element that could question this independence.

7.2. Proposal for resolution:

Appointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of Lupus AM BV, registered at the Register of Legal Entities of Brussels under number VAT BE 0478.720.239 with as permanent representative Mr. Jo De Wolf, as director for a period starting at May 8, 2024 until the end of the ordinary general meeting to be held in 2026. Mr. De Wolf, who holds a master's degree in Applied Economics, is currently CEO of Montea NV, after having worked for many years within various companies of Ackermans & van Haaren where he was responsible, among other things, for the asset management of the REIT Leasinvest Real Estate and for the investment policy of Extensa NV. From 2006 to 2010, he served as Head of the Real Estate Department of The Brussels Airport Company. Lupus AM BV with Mr. De Wolf as its permanent representative, also holds a mandate of non-executive director at Nextensa NV.

The abovementioned director as well as the permanent representative meet the criteria of independence included in article 7:87 of the BCAC and in article 3.5 of the Corporate Governance Code 2020 and moreover, the board has no indication of any element that could question this independence.

7.3. Proposal for resolution

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of Pentascoop NV, VAT BE 0405.117.332, with as permanent representative Mr. Joost Bert, as director for a period running until the end of the ordinary general meeting to be held in 2026.

7.4. Proposal for resolution

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of Mr. Eddy Duquenne, as director for a period running until the end of the ordinary general meeting to be held in 2026.

7.5. 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 Ms. Marleen Vaesen, as director for a period running until the end of the ordinary general meeting to be held in 2026. Ms. Vaesen (Mavac BV) is also an independent non-executive director at Van de Velde NV.

The abovementioned director as well as the permanent representative meet the criteria of independence included in article 7:87 of the BCAC and in article 3.5 of the Corporate Governance Code 2020 and moreover, the board has no indication of any element that could question this independence.

7.6. 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 general meeting to be held in 2026. Mr. Vanderstappen is also managing partner at Pentahold NV and President of the Audit committee at Smartphoto Group NV.

8. Remuneration of the board of directors

Proposal for resolution

The remuneration of the board of directors for the fiscal year 2024 is determined in accordance with the methodology as described in the remuneration policy.

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. Variable remuneration Executive Management

Proposal for resolution:

In accordance with Article 7:91 of the BCAC, the general meeting expressly approves, for the fiscal years 2025 to 2029 included, to determine the entire annual variable remuneration for the Executive Management on predetermined performance criteria aimed at long-term

sustainable growth and value creation measured in each case over a period of one year and thus to waive the requirement that at least one-fourth of the variable remuneration must be based on predetermined and objectively measurable performance criteria over a period of at least two years and that at least another quarter should be based on predetermined and objectively measurable performance criteria over a period of at least three years.

11. Notification of resignation of current auditor and appointment of new auditor

Article 41(1) of EU Regulation No 537/2014 stipulates that as of June 17, 2020 public-interest entities may not issue or renew an audit engagement if this audit engagement has lasted 20 years or more on the date of entry into force of this Regulation. KPMG Bedrijfsrevisoren BV, with registered office at 1830 Zaventem, Brussels National Airport, 1K, represented today by Mr Frederic Poesen, was the auditor of the Company for more than twenty consecutive years and therefore falls within the scope of this article. Therefore, KPMG Bedrijfsrevisoren BV resigns as statutory auditor of the Company as of today.

Proposal for resolution:

The general meeting notes that KPMG Bedrijfsrevisoren BV has resigned as statutory auditor of the Company with effect from today. On the proposal of the board of directors, acting on the recommendation of the audit committee and on the recommendation of the works council, the general meeting appoints EY Bedrijfsrevisoren BV, with registered office at Kouterveldstraat 7b 001, 1831 Diegem, Belgium, represented by Mr Paul Eelen, as statutory auditor for a term of three years, i.e. for the fiscal years ending December 31, 2024, 2025 and 2026. The auditor's mandate will end immediately after the general meeting of shareholders deciding on the annual accounts for the fiscal year ending December 31, 2026.

The statutory auditor's annual indexable fee for auditing the statutory financial statements is set at €266,500 (excluding VAT and expenses) per year.

The statutory auditor will also be charged with the assurance of the sustainability information (CSRD and EU Taxonomy) for a term of three years.

12. 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 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 meeting and to exercise their right to vote, namely:

- A. The accounting **registration** on **April 24, 2024** 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 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 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 meeting 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 2, 2024** by e-mail to 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 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 e-mail address used by them 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), no later than on **May 2, 2024**, to express their wish to participate to the meeting. The recognised account holder or the central securities depository of the holders of dematerialised shares must submit to ABN AMRO Bank NV (via www.abnamro.com/intermediary), no later than on **May 2, 2024**, 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 meeting.

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 conditions of admission may be represented at the aforementioned meeting 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) 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 2, 2024**.

The nominal shareholders must use the proxy form as drafted by the Company and which can be requested by email to 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 2, 2024**, to the Company by means of an e-mail to 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 meeting 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 meeting 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@kinopolis.com by no later than on **May 2, 2024**. 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.kinopolis.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 meeting 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@kinopolis.com for the attention of the board of directors, but no later than on **April 16, 2024**. More information about this right is available in the Corporate Governance Charter of the Company, which is available on its website: www.kinopolis.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 23, 2024**.

PRIVACY

Kinopolis 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://kinopolis.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@kinopolis.com.

The board of directors
KINEPOLIS GROUP NV
Eeuwfeestlaan 20, 1020 Brussels
www.kinopolis.com/corporate
companysecretary@kinopolis.com