



POWER OF ATTORNEY ORDINARY GENERAL MEETING 8 MAY 2024

This dated and signed power of attorney must be submitted, no later than on **2 May 2024**, 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)

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 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 **8 May 2024 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.

¹ art. 7:143, § 1 of the CCA stipulates that a shareholder of Kinepolis 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 Kinepolis 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 Kinepolis Group available on <http://investors.kinepolis.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, 2023

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, 2023 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2023

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, 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.

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, 2023

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, 2023.

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 PGMS NV with Mr. Philip Ghekiere as permanent representative

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, 2023.

Vote instruction – Agenda item n°6:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.1:

APPROVAL

REJECTION

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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.

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 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.

Vote instruction – Agenda item n°7.3:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.4:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.5:

APPROVAL

REJECTION

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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.

Vote instruction – Agenda item n°7.6:

APPROVAL

REJECTION

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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.

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. 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.

Vote instruction – Agenda item n°10:

APPROVAL

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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.

Vote instruction – Agenda item n°11:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°12:

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.....2024

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