

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 14, 2025**

The board of directors invites the shareholders to attend the ordinary general meeting which will be held at the registered office of Kinopolis Group NV, hereinafter the "Company", Eeuwfeestlaan 20, 1020 Brussels, on **May 14, 2025 at 10.00 a.m. (CET)**.

### **THE AGENDA OF THE ORDINARY GENERAL MEETING**

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

- 1. Examination and discussion of the annual reports, including sustainability information and reporting, of the board of directors on the statutory and consolidated financial statements relating to the fiscal year ending December 31, 2024**
- 2. Examination and discussion of the auditor's report on the statutory financial statements relating to the fiscal year ending December 31, 2024 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2024**
- 3. Examination, discussion and approval of the statutory financial statements relating to the fiscal year ending December 31, 2024 including the allocation of the result**

#### Proposal for resolution

Approval of the statutory financial statements for the fiscal year ending December 31, 2024, including the allocation of the result including the payment of a gross dividend of 0.55 euros per share.

- 4. Examination and discussion of the consolidated financial statements for the fiscal year ending December 31, 2024**

- 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, 2024.

## 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, 2024.

## 7. Appointment of directors

### 7.1. Proposal for resolution:

On proposal of the board of directors assisted by the nomination and remuneration committee, appointment of MRP Consulting BV, registered at the Register of Legal Entities of Ghent (Dendermonde) under number BE 0644.494.724, with as permanent representative Mr. Mark Pensaert, as independent director until the end of the ordinary general meeting to be held in 2027.

Mr. Pensaert has extensive experience in the investment banking sector, having served as chief executive officer at Leonardo & Co. NV, as chairman of the Investment Banking Division at Alantra Partners SA, and managing director at Lazard BV. Additionally he has held the position of CFO at Interbuild NV, Rombouts NV and the Carestel Group NV. Mr. Pensaert holds a law degree from the University of Ghent and the University of Cambridge (St. Catharine College).

The abovementioned director as well as its 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.

Mr. Pensaert is currently also member of the supervisory board of Rabobank NV, as well as non-executive board member and chair of the audit committee of Agfa Gevaert NV and president of the supervisory board of De Lage Landen International BV.

### 7.2. Proposal for resolution:

On proposal of the board of directors assisted for this purpose by the nomination and remuneration committee, appointment of Alchemy Partners BV registered at the Register of Legal Entities of Brussels under number BE 0843.187.742, with as permanent representative Mrs. Anouk Lagae, as independent director until the end of the ordinary general meeting to be held in 2027. Mrs. Lagae has extensive experience in the sector of consumer goods having assumed various management roles at the Coca Cola Company and having held the position of Chief Marketing Officer and subsequently Business Unit President Europe at the Duvel Moortgat Group. Mrs. Lagae also acquired experience in the HR services sector as Chief Executive Officer at Accent Jobs.

The abovementioned director as well as its 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.

Mrs. Lagae is co-founder of Muchin United, a lifestyle medicine company and currently also acts as independent director and member of the remuneration committee at Deceuninck NV.

7.3 Notice of the demerger of Lupus AM BV, with Mr Jo De Wolf as its permanent representative, independent director, as a result of which, since July 30, 2024, Lupus Asset Management BV, registered in the register of legal entities in Brussels with company number 1.012.049.302 and with Mr Jo De Wolf as its permanent representative, has assumed the independent director mandate.

7.4. Notice of the end of the directors' mandates of Marion Debruyne BV and 4F BV as of May 14, 2025.

## **8. Examination, discussion and approval of the remuneration policy**

### Proposal for resolution

Approval of the remuneration policy in accordance with article 7:89/1, §3 BCAC.

## **9. Remuneration of the board of directors**

### Proposal for resolution

The remuneration of the board of directors for the fiscal year 2025 is determined in accordance with the methodology as described in the remuneration policy.

## **10. Examination, discussion 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.

## **11. 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 30, 2025** 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 **notification** 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 8, 2025** by e-mail to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) or by regular mail to Kinapolis Group NV, Legal Department, Moutstraat 132-146, The Office I, 9000 Ghent.

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](http://www.abnamro.com/evoting)), no later than on **May 8, 2025**, 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](http://www.abnamro.com/intermediary)), no later than on **May 8, 2025**, 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](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 8, 2025**.

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 8, 2025**, 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 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@kinapolis.com](mailto:companysecretary@kinapolis.com) by no later than on **May 8, 2025**. 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 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@kinapolis.com](mailto:companysecretary@kinapolis.com) for the attention of the board of directors, but no later than on **April 22, 2025**. 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 29, 2025**.

## 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**  
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