



**POWER OF ATTORNEY ORDINARY GENERAL MEETING MAY 14, 2025**

This dated and signed power of attorney must be submitted, no later than on **May 8, 2025**, 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 of .....voting 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 substitution<sup>1</sup> :**

.....  
.....

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 **May 14, 2025 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.

<sup>1</sup> 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, 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**

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, 2024 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2024**

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, 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.

**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, 2024**

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, 2024.

### **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 Marion Debruyne BV with Mrs. Marion Debruyne as permanent representative

**APPROVAL**                                       **REJECTION**                                       **ABSTENTION**

5.4 Discharge Pallanza Invest BV with Mr. Geert Vanderstappen as permanent representative

**APPROVAL**                                       **REJECTION**                                       **ABSTENTION**

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

**APPROVAL**                                       **REJECTION**                                       **ABSTENTION**

5.6 Discharge EDK Management BV with Mrs. Els De Keukelaere 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 Lupus Asset Management BV with Mr. Jo De Wolf as permanent representative

**APPROVAL**                                       **REJECTION**                                       **ABSTENTION**

5.9 Discharge PGMS NV with Mr. Philip Ghekiere as permanent representative

**APPROVAL**                                       **REJECTION**                                       **ABSTENTION**

5.10 Discharge SDL Advice BV with Mrs. Sonja Rottiers 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, 2024.

### **Vote instruction – Agenda item n°6:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

## 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.

### **Vote instruction – Agenda item n°7.1:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

### 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.

**Vote instruction – Agenda item n°7.2:**

APPROVAL

REJECTION

ABSTENTION

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.

**This point does not require a voting.**

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

**This point does not require a voting.**

**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.

**Vote instruction – Agenda item n°8:**

APPROVAL

REJECTION

ABSTENTION

**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.

**Vote instruction – Agenda item n°9:**

APPROVAL

REJECTION

ABSTENTION

**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.

**Vote instruction – Agenda item n°10:**

APPROVAL

REJECTION

ABSTENTION



## 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.

### **Vote instruction – Agenda item n°11:**

**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 in .....on.....2025

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