

Free translation

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

**THE ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF MAY 13, 2026**

The board of directors invites the shareholders to participate to (i) 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 13, 2026 at 10.00 a.m.** (CET), and, immediately after, (ii) the extraordinary general meeting which will take place at the same location in attendance of Tim Carnewal, notary, partner of "Berquin Notarissen", a private limited company registered at Lloyd Georgelaan 11, 1000 Brussels and with enterprise number VAT BE 0474.073.840 RLE Brussels.

I. 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, 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, 2025**
- 2. Examination and discussion of the auditor's report on the statutory financial statements relating to the fiscal year ending December 31, 2025 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2025**
- 3. Examination, discussion and approval of the statutory financial statements relating to the fiscal year ending December 31, 2025 including the allocation of the result**

Proposal for resolution

Approval of the statutory financial statements for the fiscal year ending December 31, 2025, including the allocation of the result including the payment of a gross dividend of 0.65 euros per share.

- 4. Examination and discussion of the consolidated financial statements for the fiscal year ending December 31, 2025**

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, 2025.

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, 2025.

7. Reappointment of directors

7.1. Proposal for resolution

Reappointment, on proposal of the board of directors, assisted by the nomination and remuneration committee, of Pentascoop NV, registered at the register of legal entities of Ghent (Kortrijk division) under number VAT BE 0405. 117.332, with Mr. Joost Bert as its permanent representative, as director until the annual general meeting to be held in 2028.

7.2. Proposal for resolution

Reappointment, on proposal of the board of directors, assisted by the nomination and remuneration committee, of Mr. Eddy Duquenne, as director until the annual general meeting to be held in 2028.

7.3. Proposal for resolution

Reappointment, on proposal of the board of directors, assisted 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 Geert Vanderstappen as its permanent representative, as director until the annual general meeting to be held in 2028.

7.4. Proposal for resolution

Reappointment, on proposal of the board of directors assisted by the nomination and remuneration committee, of EDK Management BV, registered at the register of legal entities of Ghent (Ghent division) under number VAT BE 0671.702.927, with Mrs. Els De Keukelaere as its permanent representative, as independent director until the annual general meeting to be held in 2028.

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 "CCA") and in article 3.5 of the Corporate Governance Code 2020.

Additionally, the board has found no indication of anything challenging this independence.

7.5. Proposal for resolution

Reappointment, on proposal of the board of directors assisted by the nomination and remuneration committee, of Lupus Asset Management BV, registered at the register of legal entities of Brussels (Dutch) under number VAT BE 1012.049.302 with Mr. Jo De Wolf, as its permanent representative, as independent director until the annual general meeting to be held in 2028.

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 "CCA") and in article 3.5 of the Corporate Governance Code 2020.

Additionally, the board has found no indication of anything challenging this independence.

7.6. Proposal for resolution

Reappointment, on proposal of the board of directors assisted 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 Mrs. Marleen Vaesen, as its permanent representative, as independent director until the annual general meeting to be held in 2027.

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 "CCA") and in article 3.5 of the Corporate Governance Code 2020.

Additionally, the board has found no indication of anything challenging this independence.

8. Review, discussion, and approval of the remuneration policy

The revised remuneration policy includes textual changes and updates to the Executive Management's package such as :

- the adjustment of the performance scale for financial targets from 0-100% to 0-120%
- the introduction of a credit for performance above 120% of the financial targets.

The full text of the updated policy is posted on the Company's website: <https://corporate.kinopolis.com/en/investor-relations/corporate-governance/remuneration-policy>

Proposal for resolution

In accordance with Article 7:89/1, §3 of the CCA, approval of the revised remuneration policy.

9. Determination of the remuneration of the board of directors

Proposal for resolution

The remuneration of the board of directors for the fiscal year 2026 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. Granting of rights in accordance with Article 7:151 of the CCA

11.1. Proposed resolution

The ordinary general shareholders meeting takes note of, approves, and ratifies, in accordance with Article 7:151 of the CCA, the provisions regarding changes of control included in the terms and conditions of the Prospectus of October 18, 2025, for the issue of bonds for a maximum amount of EUR 150,000,000.

The aforementioned provisions stipulate that in the event of a change of control (involving natural persons or legal entities other than Kinohold Bis (or its legal successors) and Mr. Joost Bert), the bondholders have the right to request repayment of all or part of the bonds in accordance with the terms and conditions of the Prospectus.

11.2. Proposed resolution

The ordinary general shareholders meeting takes note of, approves, and ratifies, in accordance with Article 7:151 of the CCA, the provisions regarding changes of control included in the Syndicated Credit Facility of EUR 160,000,000 dated June 10, 2025.

The aforementioned provisions stipulate that in the event of a change of control (involving natural persons or legal entities other than Kinohold Bis (or its legal successors) and Mr. Joost Bert), a participating financial institution may terminate its participation in the aforementioned agreement, in which case the relevant portion of the outstanding credit amount will become immediately due and payable.

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, operations and formalities, and to give all necessary and expedient instructions, in order to implement the previous resolutions.

II. THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting can only validly deliberate and decide on amendments in the articles of association if the shareholders present or represented represent at least half of the share capital. If this minimum of half of the share capital is not represented at this extraordinary general meeting, a new extraordinary general meeting with the same agenda will be convened at the registered office of the Company on June 24, 2026 at 10.00 a.m., which will be able to adopt resolutions on all agenda items, irrespective of the proportion of the share capital represented at this meeting.

The agenda and the proposals for resolution, which, if necessary, can be completed and/or modified are as follows:

- 1. Examination and discussion of the special report of the board of directors drawn up in accordance with article 7:199 CCA regarding the authorization of authorized capital**
- 2. Authorization to increase the capital within the framework of the authorized capital**

Proposal for resolution:

2.1. The extraordinary general meeting authorises the board of directors to increase the share capital, in one or more instalments, or to issue convertible bonds or subscription rights up to a maximum amount (excluding the issue premium) of 50% of the share capital, being EUR 9,476, 144 whereby this authorisation is limited to 10%, being EUR 1,895,228, if the pre-emptive rights of existing shareholders are excluded, whether or not in favour of one or more specific persons, even if they are not employees of the Company or its subsidiaries, and this in accordance with the terms and conditions set out below.

The capital increases that can be decided under this authorization will be carried out in accordance with the conditions to be determined by the board of directors and can be realized, amongst others (i) by means of a contribution in cash or in kind, or by means of a mixed contribution, (ii) by conversion of reserves, issue premiums or other equity components, (iii) with or without issuing new shares (below, above or at par value of the existing shares of the same class, with or without issue premium) or of other securities, or (iv) by means of issuing convertible bonds, subscription rights (whether or not attached to another security) or other securities.

When using its authorization within the framework of the authorized capital, the board of directors can, within the limits and in accordance with the conditions prescribed in the CCA, limit or cancel the preferential subscription right of the shareholders. This limitation or cancellation can occur in favor of employees (as defined in article 1:27 CCA) of the Company or its subsidiaries or in favor of one or more specific persons, even if they are not employees of the Company or its subsidiaries. The issue premium, if any, will be recorded on one or more separate equity accounts on the liabilities side of the balance sheet.

The board of directors is authorized, with the possibility of substitution, to amend the articles of association, after each capital increase established within the limits of the authorized capital, in order to align it with the new situation of the capital and the shares.

The board of directors can use this power for a period of five years starting as from the publication in the annexes of the Belgian Official Gazette of this authorization as approved by the extraordinary general meeting.

2.2 Replacement in the articles of association of Transitional Provision nr. 2 by the decision taken in 2.1.

3. 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 private limited 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.

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 meetings and to exercise their right to vote, namely:

- A. The accounting **registration** on **April 29, 2026** 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 meetings.

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 meetings 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 7, 2026** by e-mail to 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 meetings 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 used e-mail address or any other e-mail address communicated by them.

Holders of dematerialised shares must register on the ABN AMRO Bank NV platform (www.abnamro.com/evoting), no later than on **May 7, 2026**, to express their wish to participate to the meetings. The recognised account holder or the central securities depository of the holders of dematerialised shares has to submit to ABN AMRO Bank NV (via www.abnamro.com/intermediary), no later than on **May 7, 2026**, 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 meetings. 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 meetings by a proxyholder. Therefore, a proxy form drafted by the Company has to be used.

The electronic proxies are 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 7, 2026**.

The nominal shareholders must use the proxy forms as drafted by the Company and which can be requested by email to companysecretary@kinopolis.com and which are also available on the webpage of the Company:

<https://corporate.kinopolis.com/en/investor-relations/shareholders-meeting>.

The dated and signed proxy forms must be submitted, no later than on **May 7, 2026**, 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 meetings 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 meetings 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 7, 2026**. 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 21, 2026**. 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 28, 2026**.

PRIVACY

Kinepolis 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
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