

KINEPOLIS GROUP NV
Public limited company making or having made a public appeal to savings
Eeuwfeestlaan 20
1020 Brussels
Enterprise Number VAT BE 0415.928.179
RLP Brussels

**INVITATION TO THE ORDINARY AND EXTRAORDINARY
GENERAL MEETING**

Free translation

EXTRAORDINARY GENERAL MEETING

The Board of Directors invites shareholders and bondholders to attend the Extraordinary General Meeting to be held at the registered offices of Kinopolis Group NV, hereinafter the "Company", at Eeuwfeestlaan 20, 1020 Brussels, on 18 May 2012 at 10 a.m., in the presence of Notary Denis Deckers, Associate Notary, partner in "Berquin Notarissen", a civil partnership set up as a cooperative company with limited liability, with registered offices at Lloyd Georgelaan 11, 1000 Brussels and enterprise number VAT BE 0474.073.840, RLP Brussels.

If a minimum of half of the share capital fails to be represented at this Extraordinary General Meeting, a new Extraordinary General Meeting with the same agenda is hereby convened at the registered office of the Company on **15 June 2012** at 10 a.m., which will be able to adopt resolutions on all agenda items irrespective of the proportion of the share capital that is represented.

Agenda:

1. Examination and discussion of the special report of the Board of Directors in execution of article 604 of the Companies Code.
2. Renewal of the authorization "Authorized Capital" and amendment to the Transitional Provision n°1 of the Articles of Association.

Proposal of resolution:

2.1. The Board of Directors is authorized for a period of five years following publication in the Belgian Official Gazette of the deed of amendment to the Articles of Association of eighteen May two thousand twelve to increase the company capital at one or more occasions with the maximum amount of eighteen million nine hundred fifty-two thousand two hundred eighty-eight euros forty-one cents (18.952.288,41 €).

This authorization is granted for increase of the company capital by means of subscription in cash and for increase of company capital by means of subscription in kind. This authorization is also granted for increase of company capital by incorporation of reserves or share premiums. The authorization granted to the Board of Directors can be renewed.

Within the framework of its powers regarding authorized capital and taking into consideration the interests of the Company and in respect of the rules set out in the Companies Code, the Board of Directors is authorized to limit or cancel the pre-emptive subscription rights granted by law to the shareholders. The Board of Directors is competent to limit or cancel the pre-emptive subscription rights in favour of one or more specific persons, even if the latter are not employees of the Company or its subsidiaries. Besides issuing shares, convertible bonds and warrants, the increase of company capital can occur by issuing shares without voting rights and shares with a preferential right to dividends.

On the occurrence of the increase of the company capital, realised within the boundaries of the authorized capital, the Board of Directors is authorized to request a share premium. If the Board of Directors would decide to do so, the premium requested shall be registered on the account for non-distributable reserves. Suchlike premium can only be decreased or written off by decision of the General Meeting, which shall deliberate and decide as in the event of modifications to the Articles of Association.

Finally, the Board of Directors has the authority to modify the Articles of Association in order to bring these into agreement with the increase of company capital to which it decided within the boundaries of its authorization.

2.2. Amendment of Transitional Provision N° 1 of the Articles of Association as a result of the decision taken under 2.1.

3. Delegation of powers

Proposal of resolution:

The Meeting grants to each member of the Board of Directors, as well as to Notary Denis Deckers, Associate Notary, or any other partner or employee of "Berquin Notarissen", a civil partnership set up as a cooperative company with limited liability, with registered offices at Lloyd Georgelaan 11, 1000 Brussels, and enterprise number VAT BE 0474.073.840 (RLP Brussels), each acting alone and with the right of substitution, all powers to establish the coordinated text of the Articles of Association, to be signed and lodged with the clerk's office of the competent commercial court, in accordance with the relevant statutory provisions.

ANNUAL MEETING

The Board of Directors also invites the shareholders and bondholders to attend the annual meeting to be held immediately after the extraordinary general meeting in the same place and with the following agenda:

1. Examination and discussion of the reports of the Board of Directors on the unconsolidated and consolidated annual accounts relating to the financial year ending 31 December 2011.
2. Examination and discussion of the auditor's report on the unconsolidated accounts to 31 December 2011 and the auditor's report on the consolidated annual accounts to 31 December 2011.
3. Examination, discussion and approval of the unconsolidated annual accounts for the financial year ending on 31 December 2011 and of the proposed appropriation of the result.

Proposal of resolution:

Approval of the unconsolidated annual accounts for the financial year ended on 31 December 2011, including the appropriation of the result and establishing the dividend(*).

(*) the gross amount per share shall be calculated on the basis of the number of shares that are eligible for dividends on the date of the General Meeting, taking into consideration the fact that own shares held by Kinopolis Group NV are not eligible for dividends.

4. Examination and discussion of the consolidated annual accounts for the financial year ended on 31 December 2011.
5. Discharge of directors

Proposal of resolution:

Granting discharge, by separate vote, to each of the directors for the exercise of their mandate during the financial year ending 31 December 2011.

6. Discharge of auditor

Proposal of resolution:

Granting discharge to the auditor for the exercise of his mandate during the financial year ending 31 December 2011.

7. Re-appointment of directors

Proposal of resolution:

On a proposal of the Board of Directors, assisted for this purpose by the Nomination and Remuneration Committee, re-appointment of BVBA Marion Debruyne, with enterprise number VAT BE 0808.178.264, RLP Kortrijk, with as permanent representative Ms

Marion Debruyne, as director of the Company for a period running from 18 May 2012 to the end of the annual meeting to be held in 2015. She retains the capacity of independent director since she satisfies the criteria of Article 526ter of the Companies Code and the Corporate Governance Charter.

Proposal of resolution:

On the proposal of the Board of Directors, assisted for this purpose by the Nomination and Remuneration Committee, re-appointment of Comm V Gobes with enterprise number VAT BE 0807.795.412, RLP Kortrijk, with as permanent representative Mr Rafaël Decaluwé, as director of the Company for a period running from 18 May 2012 to the end of the annual meeting to be held in 2015. He retains the capacity of independent director since he satisfies the criteria of Article 526ter of the Companies Code and the Corporate Governance Charter.

Proposal of resolution:

On the proposal of the Board of Directors, assisted for this purpose by the Nomination and Remuneration Committee, re-appointment of Mr Philip Ghekierre as director of the Company, for a period running from 18 May 2012 to the end of the annual meeting to be held in 2016.

Proposal of resolution:

On the proposal of the Board of Directors, assisted for this purpose by the Nomination and Remuneration Committee, re-appointment of Mr Eddy Duquenne as director of the Company, for a period running from 18 May 2012 to the end of the annual meeting to be held in 2016.

Proposal of resolution:

On the proposal of the Board of Directors, assisted for this purpose by the Nomination and Remuneration Committee, re-appointment of Mr Joost Bert as director of the Company, for a period running from 18 May 2012 to the end of the annual meeting to be held in 2016.

8. Determination of the remuneration of the board of directors

Proposal of resolution:

In application of Article 21 of the Articles of Association, the General Meeting determines the envelope for the global remuneration of the entire Board of Directors for the year 2012 at a total amount of € 320,750, included herein are the remunerations received in their function as member of the committees. This envelope will be distributed among the various directors in accordance with the procedure, rules and principles set out in the Annual Report for the financial year 2011 and the Corporate Governance Charter. If during the financial year 2012 either less or more meetings are organized than initially foreseen, the aforementioned envelope can be adapted in accordance with the principles set out in the Annual report for the financial year 2011.

9. Examination and approval of the Remuneration report, as included in the reports of the Board of Directors on the unconsolidated and consolidated annual accounts.

Proposal of resolution:

Approval of the Remuneration report as included in the reports of the Board of Directors on the unconsolidated and consolidated annual accounts.

10. Attribution of rights in accordance with Article 556 of the Companies Code.

Proposal of resolution:

Examination and approval in accordance with Article 556 of the Companies Code of:

- the clause relating to change of control, included in Article 8 of the Facility Agreement, concluded on 15 February 2012 between on the one hand, Kinopolis Group NV and some of her subsidiaries and, on the other hand, Fortis Bank NV, KBC Bank NV and ING Belgium NV, as well as any other clause of this Facility Agreement that enters in the scope of Article 556 of the Companies Code, allowing a participating financial institution to no longer grant new loans and to make immediately due and payable existing loans at the event of a change of control over Kinopolis Group NV, as defined in the aforementioned Facility Agreement;
- the clause relating to change of control, included in the Prospectus dated 17 February 2012 with regard to a bond issue in Belgium which has as maturity date 6 March 2019, including the right for any bond holder to oblige Kinopolis Group NV to repay the amount of the bond in whole or in part, under the conditions set forth in the Prospectus and in the event of a change of control over the Company as defined in the Prospectus.

11. Delegation of powers

Proposal of resolution:

The Meeting grants proxy to each member of the Board of Directors, as well as to Ms Hilde Herman, electing domicile at the registered offices of the Company for these purposes, each acting alone and with power of substitution, to draw up, execute, sign and perform all documents, instruments, operations and formalities, and to give all necessary and expedient instructions to implement the previous resolutions, as well as to perform all necessary or expedient formalities relating to the above decisions of the Company, including signing and lodging the application to amend the registration of the Company with the services of the Crossroads Bank for Enterprises, the publication of decisions of the Company in the Annexes to the Belgian Official Gazette and the lodging of an extract from these minutes with the clerk's office of the competent commercial court.

CONDITIONS OF ADMISSION

Only the **shareholders** who cumulatively satisfy the conditions included under the points A and B will be entitled to attend the aforementioned meetings and to exercise their right to vote, to know.:

- A. The **registration** of their shares, on their names, on **4 May 2012** at 24.00h (“Registration Date”), irrespective of the number of shares that the shareholder holds on the day of the general meeting.

For the holders of *nominal shares* registration will result from registration in the shareholders register of the Company on the Registration Date, whereas the shareholders concerned need not take any further steps in this matter.

For the holders of *dematerialised shares* registration will result from registration of those shares on the accounts of a recognised account holder or liquidating body on the Registration Date, whereas the shareholders concerned need not take any further steps in this matter.

For the holders of *bearer shares* registration will result from the submission, on the Registration Date at the latest, by the shareholder of his bearer shares to a financial institution of his choice.

- B. The **notification** by the shareholder of his intention to participate in the aforementioned meetings and of the number of shares with which he wishes to participate in the voting.

This notification must have been communicated to the Company by the shareholder not later than on **12 May 2012** by e-mail to generalmeeting@kinopolis.com or by fax on 0032-9-241-00-83.

The holders of dematerialised shares and bearer shares must inform the Company, no later than on 12 May 2012 and via the higher mentioned procedure, of the certificate, mentioned under A, of a recognised account holder or settlement body or financial institution showing with how many dematerialised shares or bearer shares, registered or submitted on the Registration Date, they wish to participate in the meetings and voting.

As the case may be, the holders of bearer shares or dematerialised shares may request one of the following financial institutions to confirm their participation together with the confirmation of their registration to the Company in accordance with the aforementioned procedure:

ING Belgium
BNP Paribas Fortis
KBC Bank

The **bond holders** will be allowed to attend the aforementioned meetings with a consulting vote provided the aforementioned conditions of admission are observed that are foreseen for the holders of dematerialised shares.

POWER OF ATTORNEY

Every shareholder who has satisfied the aforementioned conditions of admission may be represented at the aforementioned meetings by an agent. To this end, the power of attorney forms drawn up by the Company must be used. Blank power of attorney forms may be requested in writing from Kinopolis Group NV, Juridische Dienst, Moutstraat 132-146, 9000 Gent or by e-mail to generalmeeting@kinopolis.com. These power of attorney forms are also available on the webpage of the Company <http://investors.kinopolis.com/>.

A copy of these powers (s) of attorney must have been communicated to the Company no later than on **12 May 2012** by e-mail to generalmeeting@kinopolis.com or by fax on 0032-9-241-00-83.

To gain access to the aforementioned meetings, the original signed copy of the respective power of attorney must be submitted to the Bureau by the agent no later than on the date of the aforementioned meetings.

DOCUMENTATION

The documents and proposals of resolution relating to the aforementioned meetings may be consulted on the webpage of the Company <http://investors.kinopolis.com/>, as well as be obtained at no charge by each shareholder or bond holder at the seat of the Company and at the following address: Kinopolis Group NV, Moutstraat 132-146, Gebouw Schelde 1, 9000 Gent, on condition of registration on his name in the shareholders registry or submission of his security or submission of his certificate of registration on his name on the accounts of a recognised account holder or settlement body.

RIGHT TO ASK QUESTIONS

The shareholders who have lawfully fulfilled the formalities for participation in the meetings will be entitled to ask written questions before the meetings by submitting them to the Board of Directors no later than on **12 May 2012** via fax on 0032-9-241-00-83 or by e-mail to generalmeeting@kinopolis.com. Further information about the right to ask questions is available in the Corporate Governance Charter of the Company that is available on the website of the Company: <http://investors.kinopolis.com/>.

ADDITIONAL ITEMS ON THE AGENDA

One or more shareholders who jointly hold at least 3% of the authorised capital of Kinopolis Group NV may add items to the agenda of the aforementioned meetings 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 generalmeeting@kinopolis.com or by fax on 0032-9-241-00-83 to the attention of the Board of Directors no later than on **26 April 2012**. Further information about this right is available in the Corporate Governance Charter of the Company, that is available on the website of the Company: <http://investors.kinopolis.com/>.

This communication accompanied by the proof of the required shareholdership, must contain the text of the additional items to be discussed and/or the corresponding proposals for resolutions as well as the postal or e-mail address to which the Company must send the notification of receipt of the communication.

As the case may be, the Company will publish an amended agenda no later than on **3 May 2012**.

The Board of Directors
KINEPOLIS GROUP NV
Eeuwfeestlaan 20, 1020 Brussels