



**POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING 18 MAY 2012**

A copy of this authorization(s) duly signed must have been communicated to the Company no later than on 12 May 2012 by e-mail to [generalmeeting@kinepolis.com](mailto:generalmeeting@kinepolis.com) or by fax on 0032-9-241-00-83. To gain access to the aforementioned meetings, the original signed copy of the respective authorization must be submitted to the Bureau no later than on the date of the aforementioned meetings.

**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>:**

.....

(Surname, name and national registration number)

(Legal entities: corporate name, legal form, corporate registered office, enterprise number and name of the physical person that will act as proxy holder)

to whom he/she confers all powers to represent him/her at the extraordinary general meeting of the aforementioned company, to be held at the corporate registered office on **18 May 2012** in order to participate in the deliberations and vote according to the following instructions.

<sup>1</sup> Article 547bis § 1 of the Companies Code stipulates that a shareholder of Kinepolis Group NV may appoint only one person as proxy holder for a particular General Meeting, except in the following cases:

- A shareholder can appoint a separate proxy holder for each form of shares (i.e. registered, book-entry or bearer) he/she possesses, and for each securities account if he/she has Kinepolis Group NV shares on more than one securities account.
- A person who is qualified as shareholder but who acts professionally for the account of other natural persons or legal entities can appoint as proxy holder each of these natural persons or legal entities or a third party designated by them.

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 Article 547bis § 4 of the Companies Code, 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 extraordinary general meeting

*Free translation*

1. Examination and discussion of the special report of the Board of Directors in execution of article 604 of the Companies Code.

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

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.

### **Vote instruction – Agenda item n°2.1.:**

APPROVAL

REJECTION

ABSTENTION



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

**Vote instruction – Agenda item n°2.2.:**

APPROVAL

REJECTION

ABSTENTION

### 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.

**Vote instruction – Agenda item n°3.:**

APPROVAL

REJECTION

ABSTENTION

**The bearer of this power of attorney 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 proxy holder will vote on behalf of the Undersigned in accordance with the voting instructions given above. In case of absence of voting instructions to the proxy holder with regard to agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions given, the proxy holder will always vote in favor of the proposed resolution, possibly as amended at the meeting.

In case of amendments to the agenda and for proposals of additional resolutions as mentioned in article 533ter of the Companies Code, the company will publish an amended agenda and power of attorney form with, as the case may be, additional agenda items and additional draft resolutions no later than on or before 3 May 2012.

Powers of attorney that reach the company prior to the publication of an amended agenda remain valid for the agenda items to which the proxies apply.

For agenda points for which **new proposals for resolution** have been served, the proxy holder can deviate from the instructions given by the shareholder if the execution of the voting instructions could harm the shareholder that gave the proxy.

Regarding **new agenda points**, the proxy holder will abstain to vote on those new points and the related propositions of resolutions, unless the Undersigned hereby expressly request the proxy holder to vote about those points.

[ ] proxy to vote about new points and propositions for resolutions



Done in .....on.....2012

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