

**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 GENERAL MEETING**

Free translation

**The Board of Directors invites shareholders and bondholders to attend the General Meeting to be held at the registered offices of Kinopolis Group NV, hereinafter the "Company", at Eeuwfeestlaan 20, 1020 Brussels, on 17 May 2013 at 10 a.m., with following agenda:**

1. Examination and discussion of the annual reports of the Board of Directors on the unconsolidated and consolidated annual accounts relating to the fiscal year ending 31 December 2012.
2. Examination and discussion of the auditor's report on the unconsolidated accounts ending 31 December 2012 and the auditor's report on the consolidated annual accounts ending 31 December 2012.
3. Examination, discussion and approval of the unconsolidated annual accounts for the fiscal year ending on 31 December 2012 and of the proposed appropriation of the result.

Proposal of resolution:

Approval of the unconsolidated annual accounts for the fiscal year ended on 31 December 2012, including the appropriation of the result and establishing the gross dividend of 2,36 euro per share(\*).

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

4. Examination and discussion of the consolidated annual accounts for the fiscal year ending 31 December 2012.
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 fiscal year ending 31 December 2012.

## 6. Discharge of auditor

### Proposal of resolution:

Granting discharge to the auditor for the exercise of his mandate during the fiscal year ending 31 December 2012.

## 7. Examination of resignation and appointment of director

### Proposal of resolution:

After examination of the resignation of Mr Marcus Van Heddeghem as Director of the Company as of 17 May 2013, appointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of the BVBA MarcVH-Consult registered at the RLP of Dendermonde, with enterprise number 0500.908.394, with as permanent representative Mr Marcus van Heddeghem, as director of the Company for a period running as of 17 May 2013 to the end of the annual meeting to be held in 2015. He will act as an independent director since he satisfies to the criteria of Article 526ter of the Companies Code and the majority shareholder Kinohold Bis SA did not use his statutory proposal right. His mandate is remunerated.

## 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 2013 at a total amount of € 335.750, included herein are the remunerations to be received 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 fiscal year 2012. If during the fiscal year 2013 more meetings of the committees are organized than the initially foreseen minimum number of meetings in the Corporate Governance Charter, the aforementioned envelope can be adapted in accordance with the principles set out in the Annual report for the fiscal year 2012.

## 9. Variable remuneration of the managing directors

### Proposal of resolution:

In accordance with Article 520ter of the Companies Code the general meeting gives its express approval, for the fiscal years 2014 up to and including 2016, to base the complete annual variable remuneration (including the "outperformance bonus") for the managing directors on predetermined objective and measurable performance criteria, to be measured over a period of one year.

## 10. 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.

11. Examination of the proposal of the Audit Committee regarding the re- appointment of the statutory auditor and approval of the remuneration of the statutory auditor.

Proposal for resolution:

On proposal of the Board of Directors, assisted for this purpose by the Audit Committee, and after approval of the employees council, renewal of the mandate of the statutory auditor exercised by civ. BCV Klynveld Peat Marwick Goerdeler Chartered Accountants (IBR no B001), Prins Boudewijnlaan 24D, 2550 Kontich, for a period of three years, this being up to the general Assembly to be held in 2016.

The yearly fee for the audit of the individual and consolidated financial statements is set at 155.400 euro, exclusive VAT and indexation.

Civ. BCV Klynveld Peat Marwick Goerdeler Bedrijfsrevisoren appointed Ms Sophie Brabants as permanent representative.

12. 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 persons who are **shareholders** at the Registration date and who cumulatively satisfy the conditions included under the points A and B will be entitled to attend the aforementioned meeting and to exercise their right to vote, to know:

- A. The registration on 3 May 2013 at 24.00h ("Registration Date"), of the number of shares on that date in the name of the concerning shareholder and with which he/she wants to participate to the General Meeting, independently of the number of shares owned at the date of the General Meeting.

For the holders of nominal shares the registration will result from the inscription 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 a recognised account holder or liquidating body on the Registration Date.

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

For dematerialised shares and bearer shares a recognised account holder, liquidating body, or financial intermediary will deliver to the shareholder on his request a certificate which certifies the number of shares he/she possessed on the Registration Date.

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

Nominal shareholders must return this notification to the Company not later than on **11 May 2013** by e-mail to [generalmeeting@kinapolis.com](mailto:generalmeeting@kinapolis.com) or by fax on 0032-9-241-00-83.

The holders of dematerialised shares and bearer shares must submit, no later than on **11 May 2013**, the under point A mentioned certificate to an agency of one of the below mentioned financial intermediaries, and inform them about the number of dematerialised shares or bearer shares, respectively registered or submitted on the Registration date, with which they want to participate to the meeting and the votes.

ING België  
BNP Paribas Fortis  
KBC Bank

**Aforementioned Shareholders have to take into account the fact that on 9, 10 and 11 May 2013 banks are closed in Belgium and they are kindly asked to deposit the aforementioned certificate and make the aforementioned notification to the financial intermediaries no later than on 8 May 2013.**

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

### **POWER OF ATTORNEY**

Every shareholder who has satisfied the aforementioned conditions of admission may be represented at the aforementioned meeting by a proxy holder. 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](mailto:generalmeeting@kinopolis.com). These power of attorney forms are also available on the webpage of the Company [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).

A copy of these powers (s) of attorney must have been communicated to the Company no later than on **11 May 2013** by e-mail to [generalmeeting@kinopolis.com](mailto:generalmeeting@kinopolis.com) or by fax on 0032-9-241-00-83 or by regular mail to Kinopolis Group NV, Juridische Dienst, Moutstraat 132-146, Gebouw Schelde 1, 9000 Gent.

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

### **DOCUMENTATION**

The documents and proposals of resolution relating to the aforementioned meeting may be consulted from this moment on the webpage of the Company [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate), 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 meeting will be entitled to ask written questions before the meeting by submitting them to the Board of Directors no later than on **11 May 2013** via fax on 0032-9-241-00-83 or by e-mail to [generalmeeting@kinopolis.com](mailto: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: [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).

## **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 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 [generalmeeting@kinopolis.com](mailto:generalmeeting@kinopolis.com) or by fax on 0032-9-241-00-83 to the attention of the Board of Directors no later than on **25 April 2013**. Further information about this right is available in the Corporate Governance Charter of the Company, that is available on the website of the Company: [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).

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 **2 May 2013**.

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