

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 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 office of Kinopolis Group NV, hereinafter the "Company", at Eeuwfeestlaan 20, 1020 Brussels, on 16 May 2014 at 10 a.m., in the presence of Notary Carnewal, 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 **16 June 2014** 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 at this new meeting.

Agenda:

1. Amendments to the Articles of Association

Proposal of resolution:

The extraordinary general meeting resolves to amend the first paragraph of Article 27 as follows:

"The annual meeting takes place every second Wednesday of the month of May at 10.00 hours."

2. Split of shares

Proposal of resolution:

The extraordinary general meeting decides to split as from 1 July 2014 each share of the Company in five new shares of the Company, so as from 1 July 2014 the share capital of the Company will be represented by 27.913.270 shares, without nominal value, each

representing 1/27.913.270 of the share capital, and to modify article 5 of the articles of association in accordance with this resolution.

3. Decrease of the amount of the legal reserve to 10% of the share capital

Proposal of resolution:

As the amount booked on the account “legal reserve” exceeds more than one tenth of the actual share capital of the Company, percentage prescribed by Article 616 of the Companies Code, the extraordinary general meeting resolves to proceed to a decrease of the legal reserve with the amount that exceeds one tenth of the actual share capital, more specifically the amount of 3.001.027 EUR, and to book this amount from the account “legal reserve” to the account “available reserves”, bringing the legal reserve to the amount equal to one tenth of the share capital, or more specifically the amount of 1.895.228,84 EUR.

4. Different amendments to the articles of association due to the law of 14 December 2005 regarding abrogation of the bearer shares

Proposal of resolution:

The extraordinary general meeting decides to modify articles 9, 13 and 29 of the articles of association by deleting the references to ‘bearer shares’ or ‘bearer obligations’, as these ceased to exist following their abrogation by the law of 14 December 2005.

5. Deletion of transit decision n°1 of the articles of association

Proposal of resolution:

As the transit decision n°1 is not applicable anymore, the extraordinary general meeting decides to delete it.

6. Power Of Attorney

Proposal of resolution:

The extraordinary general meeting resolves to deliver a power of attorney to:

- Each member of the board of directors, each acting individually with power of subrogation, to execute the above mentioned decisions by performing for the Company all necessary and expedient actions, as well as realize all necessary and expedient formalities, such as towards Euronext Brussels and/or Euroclear Belgium and/or supervision authorities and/or financial institutions and/or liquidation bodies and/or recognized accountholders, including with a view to the registration in the shareholder register of the above mentioned issuing of shares as from 1 July 2014.

- The notary and/or each of his collaborators, each acting individually with power of subrogation, to realize all necessary formalities resulting from this meeting, at the Crossroads Bank for Enterprises, the register of legal entities and the VAT administration, and to establish and to deposit all necessary documents, such as but not limited to, the coordinated articles of association and the excerpts of this deed, at the registry of the commercial court.

In the light thereof, a Proxyholder may do all declarations and sign all documents and acts in name of the Company, and in general, perform all the necessary and expedient actions in this regard.

ORDINARY GENERAL MEETING

The Board of Directors also invites the shareholders and bondholders to attend the ordinary general meeting, to be held immediately after the above mentioned extraordinary general meeting at the same location and with the 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 2013.
2. Examination and discussion of the auditor's report on the unconsolidated annual accounts relating to the fiscal year ending 31 December 2013 and of the auditor's report on the consolidated annual accounts relating to the fiscal year ending 31 December 2013.
3. Examination, discussion and approval of the unconsolidated annual accounts for the fiscal year ending 31 December 2013 and of the proposed appropriation of the result.

Proposal of resolution:

Approval of the unconsolidated annual accounts for the fiscal year ending 31 December 2013, including the appropriation of the result and determination of the gross dividend.

4. Examination and discussion of the consolidated annual accounts for the fiscal year ending 31 December 2013.
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 2013.

6. Discharge of the auditor

Proposal of resolution:

Granting discharge to the auditor for the exercise of his mandate during the fiscal year ending 31 December 2013.

7. Reappointment of a director

Proposal of resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of the BVBA Management Center Molenberg, registered at the RLP of Brussels, with enterprise number 0458492868, with as permanent representative Mr Geert Vanderstappen, as director of the Company for a period running as of 16 May 2014 to the end of the ordinary annual meeting to be held in 2018. The director continues to act as an independent director since he meets the criteria of Article 526ter of the Companies Code and the Corporate Governance Charter of the Company.

8. Determination of the remuneration of the board of directors

Proposal of resolution:

In application of Article 21 of the Articles of Association, the ordinary 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 any remuneration to be received in their capacity of 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 2013. If during the fiscal year 2014 more meetings of the committees take place than the initially in the Corporate Governance Charter foreseen minimum number of meetings, the aforementioned envelope can be adapted in accordance with the principles set out in the Annual Report for the fiscal year 2013.

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. Delegation of powers

Proposal of resolution:

This general meeting grants a proxy to each member of the Board of Directors, as well as to Ms 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, sign and perform all documents, instruments, operations and formalities, and to give all necessary and expedient instructions, in order 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 the 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 below under the points A and B will be entitled to attend the aforementioned meetings and to exercise their right to vote:

- A. The **registration** on **2 May 2014** at 24.00h ("Registration Date"), of the number of shares in the possession of such shareholder at that moment, and with which he/she wants to participate to a general meeting, independent of the number of shares owned by that shareholder at the date of the general meetings.

For the holders of nominal shares, the registration will result from the inscription 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 a recognised account holder or liquidating body on the Registration Date. Such recognised account holder, liquidating body, or financial intermediary will deliver to the shareholder on his/her request a certificate which certifies the number of shares he/she possessed on the Registration Date.

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

Holders of nominal shares must perform such notification to the Company not later than on **10 May 2014** by e-mail to generalmeeting@kinapolis.com or by fax on 0032-9-241-00-83.

Holders of dematerialised shares must submit, no later than on **10 May 2014**, the under point A mentioned certificate to an agency of one of the below mentioned financial institutions, and inform them by the same date about the number of dematerialised shares with which they want to participate to the meetings and voting:

ING België
BNP Paribas Fortis
KBC Bank

The **bond holders** will be allowed to attend the aforementioned meetings with a consulting vote, provided they observe the aforementioned conditions of admission 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 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. These power of attorney forms are also available on the webpage of the Company www.kinopolis.com/corporate.

A copy of such power(s) of attorney must be communicated to the Company no later than on **10 May 2014** by e-mail to 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 and participate to the aforementioned meetings, the original signed copy of the respective power(s) of attorney must be submitted to the Bureau by the proxy holder no later than on the date of such meetings.

DOCUMENTATION

The documents and proposals of resolution relating to the aforementioned meetings may be consulted from this moment on the webpage of the Company 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 more precisely at the following address: Kinopolis Group NV, Moutstraat 132-146, Gebouw Schelde 1, 9000 Gent, on condition of registration of shares in his/her name in the shareholders registry or the submission of his/her certificate of registration in his/her name in 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, insofar they submit these questions to the Board of Directors before the meetings and no later than on **10 May 2014** 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 which can be found on the website of the Company:
www.kinopolis.com/corporate.

ADDITIONAL ITEMS ON THE AGENDA

One or more shareholders who jointly hold at least 3% of the share capital of the Company 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, but no later than on **24 April 2014**. 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.

This e-mail or fax message, which must be accompanied by the proof of the required shareholdership, must contain the text of the proposed additional items and/or the proposals for resolution, as well as the postal address or e-mail address to which the Company can send the notification of receipt of such communication.

As the case may be, the Company will publish an amended agenda no later than on **30 April 2014**.

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