



**POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING 16 MAY 2014**

A copy of this authorization(s) duly signed must have been 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 to the aforementioned meeting, the **original** signed copy of the respective authorization must be submitted to the Bureau on **16 May 2014**.

**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

**16 May 2014** 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 Kinopolis 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 Kinopolis 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 Kinopolis 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 Kinopolis Group available on <http://investors.kinopolis.com/>.



## **Agenda and proposal of resolutions for the extraordinary general meeting** **Free translation**

### **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."

#### **Vote instruction – Agenda item n°1:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

### **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.

#### **Vote instruction – Agenda item n°2:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

### **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.

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

**APPROVAL**

**REJECTION**

**ABSTENTION**



#### **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.

**Vote instruction – Agenda item n°4:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

#### **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.

**Vote instruction – Agenda item n°5:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

#### **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.

**Vote instruction – Agenda item n°6:**

**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 30 April 2014.

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.....2014

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