



POWER OF ATTORNEY ORDINARY GENERAL MEETING 13 MAY 2015

A copy of this authorization(s) duly signed must have been communicated to the Company no later than on **7 May 2015 by e-mail** to generalmeeting@kinepolis.com or **by fax** on 0032-9-241-00-83 or **by regular mail** to Kinepolis 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 **13 May 2015**.

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 ofvoting 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 substitution¹:

.....

(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 ordinary general meeting of the aforementioned company, to be held at the corporate registered office on **13 May 2015** in order to participate in the deliberations and vote according to the following instructions.

¹ 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 general meeting

Free translation

1. Examination and discussion of the annual reports of the Board of Directors on the unconsolidated and consolidated financial statements relating to the fiscal year ending 31 December 2014.

This point does not request a voting.

2. Examination and discussion of the auditor's report on the unconsolidated financial statements relating to the fiscal year ending 31 December 2014 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending 31 December 2014.

This point does not request a voting.

3. Examination, discussion and approval of the unconsolidated financial statements for the fiscal year ending 31 December 2014, including the proposed appropriation of the result and the approval of the payment of a gross amount of € 23 102 236, including an amount of € 5 435 820 as exceptional dividend, to be divided among the shares entitled to dividend.

Proposal of resolution:

Approval of the unconsolidated financial statements for the fiscal year ending 31 December 2014, including the proposed appropriation of the result and the approval of the payment of a gross amount of € 23 102 236, including an amount of € 5 435 820 as exceptional dividend, to be divided among the shares entitled to dividend.

Vote instruction – Agenda item n°3:

APPROVAL

REJECTION

ABSTENTION

4. Examination and discussion of the consolidated financial statements for the fiscal year ending 31 December 2014.

This point does not request a voting.



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 2014.

Vote instruction – Agenda item n°5:

Discharge Mr. Philip Ghekiere

APPROVAL

REJECTION

ABSTENTION

Discharge Mr. Joost Bert

APPROVAL

REJECTION

ABSTENTION

Discharge Mr. Eddy Duquenne

APPROVAL

REJECTION

ABSTENTION

Discharge BVBA Management Center Molenberg represented by Mr. Geert Vanderstappen

APPROVAL

REJECTION

ABSTENTION

Discharge MarcVH Consult BVBA, resented by Mr. Marc Van Heddeghem

APPROVAL

REJECTION

ABSTENTION

Discharge BVBA Marion Debruyne represented by Ms. Marion Debruyne

APPROVAL

REJECTION

ABSTENTION

Discharge Gobes Comm. V. represented by Raf Decaluwé

APPROVAL

REJECTION

ABSTENTION

6. Discharge of the external auditor.

Proposal of resolution:

Granting discharge to the external auditor for the exercise of his mandate during the fiscal year ending 31 December 2014.

Vote instruction – Agenda item n°6:

APPROVAL

REJECTION

ABSTENTION



7. Reappointment and appointment of directors.

7.1. Proposal of resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of the bvba Marion Debruyne, registered at the RLP of Kortrijk under VAT number BE 0808.178.264, with as permanent representative Mrs. Marion Debruyne, as director of the Company for a period starting on 13 May 2015 and valid until the end of the general meeting to be held in 2017. This director continues to act as an independent director, since the criteria of Article 526ter of the Companies Code and the Corporate Governance Charter of the Company are fulfilled.

Vote instruction – Agenda item n°7.1:

APPROVAL

REJECTION

ABSTENTION

7.2. Proposal of resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of the Comm. V. Gobes, registered at the RLP of Kortrijk under VAT number BE 0807.795.412, with as permanent representative Mr. Rafaël Decaluwé, as director of the Company for a period starting 13 May 2015 and valid until the end of the general meeting to be held in 2017. This director continues to act as an independent director, since the criteria of Article 526ter of the Companies Code and the Corporate Governance Charter of the Company are fulfilled.

Vote instruction – Agenda item n°7.2:

APPROVAL

REJECTION

ABSTENTION

7.3. Proposal of resolution:

Appointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of Mrs. Annelies van Zutphen as director of the Company for a period starting 13 May 2015 and valid until the end of the general meeting to be held in 2017. Mrs. van Zutphen is a director and partner at the Amsterdam office of The Boston Consulting Group, where she heads the "Retail Practice". She previously held various senior management positions at Maxeda, a Dutch retail company, and was Associate Principal at McKinsey & Company, where she also focused on the consumer branch. Mrs. van Zutphen has a bachelor's degree in Economic Sciences from VU University Amsterdam and a master's degree in American Studies from the University of Groningen.

Mrs van Zutphen fulfils the criteria of independence included in Article 526ter of the Companies Code and the Corporate Governance Charter of the Company.

On the date of publication of this convocation, this appointment was still dependent on internal approval by the Executive Committee of her current employer.

Vote instruction – Agenda item n°7.3:

APPROVAL

REJECTION

ABSTENTION



7.4. Proposal of resolution:

Appointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of bvba JoVB management cy, company in the process of being formed, with as permanent representative Mr. Jo Van Biesbroeck, as director of the Company for a period commencing 13 May 2015 and valid until the end of the general meeting to be held in 2017. Mr. Van Biesbroeck is Chief Strategy Officer at AB InBev, in which position he is ultimately responsible for the group's strategic thinking, and President Worldwide Export, in which position he has end responsibility for export activities at AB InBev. Throughout his long management career at this company, he has held various senior management positions in Finance, M&A, Business Development, Sales and Operations; as a member of the Acquisitions and Integration team he has been actively involved in various acquisitions. Mr. Van Biesbroeck, who is also an independent director of Inno.Com CVBA, has a master's degree in Economic Sciences from KU Leuven. This aforementioned director fulfils the criteria of independence included in Article 526ter of the Companies Code and the Corporate Governance Charter of the Company.

Vote instruction – Agenda item n°7.4:

APPROVAL

REJECTION

ABSTENTION

8. Determination of the remuneration of the board of directors.

Proposal of resolution:

In execution 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 2015 at a total amount of € 362 900, which includes the remuneration to be received in their capacity as a 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 2014. If during the fiscal year 2015 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 2014.

Vote instruction – Agenda item n°8:

APPROVAL

REJECTION

ABSTENTION

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 financial statements.

Vote instruction – Agenda item n°9:

APPROVAL

REJECTION

ABSTENTION



10. Approval of certain clauses regarding a change of control in accordance with article 556 of the Companies Code concerning bonds.

Proposal of resolution:

The General Shareholders' Meeting takes note of, approves and ratifies, in accordance with article 556 of the Companies Code, the stipulations of the Information Memorandum dated 16 January 2015 with regard to the private placement of bonds with a value of € 96 000 000 and of the related agreements concerning the Company that grant rights to third parties that have an influence on the equity of the Company or create a debt or a liability for it, if the exercise of these rights is dependent on a change of the control exercised over it, including but not limited to, of clause 6 (c) of the Information Memorandum providing for the possibility for the bondholders to be reimbursed all or part of the bonds under the conditions stated in the Information Memorandum.

Vote instruction – Agenda item n°10:

APPROVAL

REJECTION

ABSTENTION

11. Approval of the 2015 Share Option Plan, specifically a clause regarding a change of control in accordance with article 556 of the Companies Code.

Proposal of resolution:

Approval of the 2015 Share Option Plan of the Company, by which the Board of Directors or the Nomination and Remuneration Committee are able to grant share options to certain directors and members of the management of the Company and its subsidiaries with a term of up to ten years from the date on which the plan was approved by the Board of Directors, which gives a right to acquire up to 820 955 shares in the Company in total at an exercise price set, at the discretion of the Nomination and Remuneration Committee, at the average closing price of the share during the thirty days prior to the offer or any other relevant reference period or the final closing price prior to the day of the offer.

Approval, in accordance with article 556 of the Companies Code, of the stipulation in the 2015 Share Option Plan that creates an obligation for the Company that is dependent on a change of control that is exercised over it, particularly the acceleration of the vesting of the share options if there is a change of control of the Company.

Vote instruction – Agenda item n°11:

APPROVAL

REJECTION

ABSTENTION



12. 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.

Vote instruction – Agenda item n°12:

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 28 April 2015.

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 inon.....2015

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