



POWER OF ATTORNEY EXTRAORDINARY 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 extraordinary 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 extraordinary general meeting **Free translation**

1. Authorization to buy back shares with a view to covering options issued in the 2015 Share Option Plan

Proposal of resolution:

1.1 The Extraordinary General Meeting of the thirteenth of May twenty hundred and fifteen authorizes the Board of Directors, with a view to covering up to 820 955 new options to be issued under the 2015 Share Option Plan, in accordance with the stipulations of the Companies Code, to acquire up to 820 955 own shares of the Company, by purchase or exchange, on or off the stock exchange, directly or through a direct subsidiary within the meaning of article 627 of the Companies Code or by a person acting in his or her own name but at the expense of the Company or such a direct subsidiary, at a price that must not be lower than the book value per share and not higher than one hundred and fifteen percent (115%) of the closing price at which the shares were listed on Euronext Brussels on the day preceding the day of the purchase or exchange, in such a way that the company as well as direct subsidiaries within the meaning of Article 627 of the Companies Code and persons acting in their own name but at the expense of the Company or such a direct subsidiary shall at no time hold shares with a book value higher than twenty per cent (20%) of the issued capital of the company. This authorization is valid for a term of five years, from the deed of amendment of the articles of association of the thirteenth of May twenty hundred and fifteen. This authorization can be renewed.

The Board of Directors is also authorized to dispose of the shares in question on or off the stock exchange without being bound by the above price and time restrictions.

1.2. Amendment of Transition Provision No. 1 of the Articles of Association by the addition of a new paragraph pursuant to the decision referred to in 1.1.

Vote instruction – Agenda item n°1:

APPROVAL

REJECTION

ABSTENTION

2. Power of Attorney

Proposal of resolution:

The Extraordinary General Meeting resolves to grant power of attorney to 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 Proxy holder may do all declarations and sign all documents and act in name of the Company, and in general, perform all the necessary and expedient actions in this regard.

Vote instruction – Agenda item n°2:

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)