

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**

ORDINARY GENERAL MEETING

The Board of Directors of Kinopolis Group has the honour to invite 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, at 10 a.m. on 13 May 2015 with the following agenda:

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.
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.
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.

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

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

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.

EXTRAORDINARY GENERAL MEETING

The Board of Directors also invites shareholders and bondholders to attend the extraordinary general meeting to be held immediately after the aforementioned general meeting at the same place in the presence of Tim Carnewal, Associate Notary, partner at "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 at 10 a.m. on 19 June 2015, 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. 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.

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.

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 **29 April 2015** at 24.00 h (“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 the meetings, 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 dematerialized shares, the registration will result from the registration of those shares on the accounts of a recognized account holder or liquidating body on the Registration Date. Such recognized 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 give this notification to the Company no later than on **7 May 2015** by email to generalmeeting@kinapolis.com or by fax to 0032 9 241 00 83.
Holders of dematerialized shares must submit, no later than on **7 May 2015**, the certificate mentioned in point A to a branch of one of the financial institutions mentioned below and notify them by the same date of the number of dematerialized shares with which they want to participate to the meetings and voting:

ING Belgium
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 dematerialized 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 email 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 submitted to the Company no later than on **7 May 2015** by email to generalmeeting@kinopolis.com, by fax to 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 recognized 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 **7 May 2015** via fax on 0032 9 241 00 83 or by email 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 email 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 **21 April 2015**. 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 email or fax message, which must be accompanied by the proof of the required shareholding, must contain the text of the proposed additional items and/or the proposals for resolution, as well as the postal address or email 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 **28 April 2015**.

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