

Free translation

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 invites shareholders and bondholders to attend the general meeting to be held at the registered office of Kinopolis Group NV, hereinafter the "Company", at Eeuwfeestlaan 20, 1020 Brussels, at 10 a.m. on 11 May 2016 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 2015.
2. Examination and discussion of the auditor's report on the unconsolidated financial statements relating to the fiscal year ending 31 December 2015 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending 31 December 2015.
3. Examination, discussion and approval of the unconsolidated financial statements for the fiscal year ending 31 December 2015, including the proposed appropriation of the result and the approval of the payment of a gross dividend of € 0.79 per share.

Proposal of resolution:

Approval of the unconsolidated financial statements for the fiscal year ending 31 December 2015, including the proposed appropriation of the result and the approval of the payment of a gross dividend of € 0.79 per share.

4. Examination and discussion of the consolidated financial statements for the fiscal year ending 31 December 2015.

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 2015.

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 2015.

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 Mr Philip Ghekiere as director of the Company for a period of four years, commencing on 11 May 2016 and valid until the end of the ordinary general meeting to be held in 2020.

7.2. Proposal of resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of Mr Joost Bert as director of the Company for a period of four years, commencing on 11 May 2016 and valid until the end of the ordinary general meeting to be held in 2020.

7.3. Proposal of resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of Mr Eddy Duquenne as director of the Company for a period of four years, commencing on 11 May 2016 and valid until the end of the ordinary general meeting to be held in 2020.

7.4. Proposal of resolution:

Appointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of Ms Adrienne Axler as independent director of the Company for a period commencing on 11 May 2016 and valid until the end of the ordinary general meeting to be held in 2018. As well as a member of the management team Europe of Sodexo Group, since 2012 Ms Axler has also been CEO of Sodexo's DACH region (Germany, Austria and Switzerland). In the past, Ms Axler has been General Manager Benefits & Rewards (voucher business) for Western and Southern Europe, and Vice President Marketing Europe for all onsite business of Sodexo. Ms Axler has a degree in Hotel Management and a postgraduate degree in Marketing from ICHEC in Brussels.

This director fulfils the criteria of independence included in Article 526ter of the Companies Code and the Corporate Governance Charter of the Company.

7.5. Proposal of resolution:

The general meeting takes note of the resignation of Ms Annelies Van Zutphen and confirms, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, the co-optation, as decided by the Board of Directors on 23 March 2016 within the meaning of Article 519 of the Companies Code, of Van Zutphen Consulting BV, a company under Dutch law, Chamber of Commerce number 54226783, whose permanent representative is Ms Annelies Van Zutphen, as independent director within the meaning of Article 526ter of the Companies Code. The directorship ends at the end of the ordinary general meeting to be held in 2017.

8. Determination of the remuneration of the board of directors

Proposal of resolution:

In execution to 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 2016 at a total amount of € 389 950, 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 2015. If during the fiscal year 2016 more meetings of the committees take place than the initially minimum number of meetings foreseen in the Corporate Governance Charter foreseen, the aforementioned envelope can be adapted in accordance with the principles set out in the Annual Report for the fiscal year 2015.

9. Variable remuneration of the CEOs

Proposal of resolution:

In accordance with Article 520ter of the Companies Code, for the fiscal years 2017 up to and including 2020 the general meeting approves to base the annual variable remuneration for the chief executive officers on measureable and objective performance criteria that are established in advance and are measured over one-year periods.

10. Examination and approval of the Remuneration report, as included in the reports of the Board of Directors on the unconsolidated and consolidated financial statements.

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.

11. Reappointment of the external auditor

Examination of the proposal of the Audit Committee with regard to the reappointment of the external auditor and decision to reappoint and remunerate the external auditor.

Proposal of resolution:

On the proposal of the Board of Directors, advised by the Audit Committee and after approval by the works council, renewal of the mandate of the external auditor, exercised by CVBA KPMG Bedrijfsrevisoren (IBR no. B00001), established at Bourgetlaan 40, 1130 Brussels, which appoints Mr Serge Cosijns as its representative in accordance with Article 132 of the Companies Code, for a period of three years until the end of the general meeting to be held in 2019. The annual remuneration for auditing the consolidated and unconsolidated financial statements is set at € 150 000, excluding VAT and indexation.

12. Granting of rights in accordance with Article 556 of the Companies Code

12.1 Proposal of resolution

The general shareholders' meeting takes note of, approves and ratifies, in accordance with article 556 of the Companies Code, the stipulations in the Clauses of the New Bonds of the Prospectus dd. 12 May 2015 (making an Unconditional Public Offer to Exchange with regard to the bonds issued by the Company on 6 March 2012) and of the agreements entered into by the Company in relation to this, granting to third parties rights 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 Clause 6 (c) of the Clauses of the New Bonds entitling each bondholder to oblige the Company to reimburse all or some of the bonds under the conditions stated in the Prospectus if other natural persons or legal entities than Kinohold Bis (or its legal successors) and/or Mr Joost Bert acquire control (as defined in the Prospectus) of the Company.

12.2 Proposal of resolution

The general shareholders' meeting takes note of, approves and ratifies, in accordance with article 556 of the Companies Code, the stipulations in the Credit agreement originally dated 15 February 2012 and amended and coordinated on 22 June 2015 and 17 December 2015, between, among other parties, the Company and some of its subsidiaries on the one hand and BNP Paribas Fortis NV, KBC Bank NV and ING Belgium NV on the other hand; and in the agreements entered into by the Company in relation to this, granting to third parties rights 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 Clauses 9, 24 and 25 of the Credit Agreement providing for the possibility for the aforementioned financial institutions to no longer grant new loans and to make existing loans due and payable if other natural persons or legal entities than Kinohold Bis (or its legal successors) and Mr Joost Bert acquire control (as defined in the Credit Agreement) of the Company.

13. Approval of the 2016 Share Option Plan in accordance with Article 554, Paragraph 7 of the Companies Code

Proposal of resolution:

On proposal of the Board of Directors assisted by the Nomination and Remuneration Committee, the general meeting approves the 2016 Share Option Plan of the Company in accordance with Article 554, Paragraph 7 of the Companies Code. Under this plan, the Board of Directors or the Nomination and Remuneration Committee may issue up to 543 304 options on existing shares to the chairman of the Board of Directors, to the Executive Management and eligible management staff of the Company and affiliates. The 2016 Share Option Plan will be administered by the Nomination and Remuneration Committee. The most important characteristics of the share options can be summarized as follows: (i) The share options will be offered to the beneficiaries free of charge; (ii) Each accepted share option will give the holder the right to acquire one existing share of the Company with the same rights (including dividend rights) as the other existing shares of the Company; (iii) The exercise price will be set at the time of the offer and will be equal to (a) the average closing price during the 30 days preceding the date of the offer or (b) the closing price on the day preceding the date of the offer, whichever is lowest; (iv) The term of the share options will be eight years, from the approval by the general meeting of the 2016 Share Option Plan; (v) The share options may not be transferred, except in the event of death; (vi) The share options will be exercisable only after vesting spread over a period to be set by the Nomination and Remuneration Committee when the offer is made to the beneficiaries and in any case no earlier than the fourth year after the granting of the share options to the beneficiaries.

The other important characteristics of the Share Option Plan, are specified in the Information Memorandum that can be read at the Company's website (<http://investors.kinopolis.com>) in the "Information Memorandum - 2016 Share Option Plan" section.

The Share Option Plan complies with the stipulations of the law of 26 March 1999.

14. Approval of a granting of share options to the Chairman of the Board of Directors in accordance with Article 554, Paragraph 7 of the Companies Code.

Proposal of resolution:

In accordance with Article 554, Paragraph 7 of the Companies Code, the general meeting approves the proposal to grant 45 000 share options under the 2016 Share Option Plan to the Chairman of the Board of Directors, who is a non-executive director but, as the representative of the reference shareholder, is closely involved in implementing the Company's long-term value creation strategy.

15. Approval of a change of control clause as included in the 2016 Share Option Plan in accordance with article 556 of the Companies Code.

Proposal of resolution:

The general meeting approves, in accordance with articles 520 ter and 556 of the Companies Code, the stipulation in the 2016 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 the mandate/employment of a beneficiary is ended for other than well-founded reasons within a term of 12 months after a change of control of the Company, being a change by which Kinohold Bis, public limited company under the law of Luxembourg, or its legal successors, is no longer entitled to nominate the majority of the directors of the Company for appointment in accordance with Article 14 of the Company's Articles of Association.

16. 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 resolutions 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 ordinary 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.

The extraordinary general meeting can only validly deliberate and make decisions if the parties present represent at least half of the Companies share capital. 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 15 June 2016, 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. Change in the authorization granted by the extraordinary general meeting of 19 October 2012 as well as in previous authorizations

Proposal of resolution:

The extraordinary general meeting of 11 May 2016 explicitly authorizes the Board of Directors to use 132 346 shares purchased under previous authorizations granted by an extraordinary general meeting of the Company to cover the options issued under the 2016 Share Option Plan.

2. Authorization to buy back shares of the Company with a view to covering share options issued under the 2016 Share Option Plan

Proposal of resolution:

The Extraordinary General Meeting of 11 May 2016 authorizes the Board of Directors, with a view to covering up to 410 958 new options to be issued under the 2016 Share Option Plan, in accordance with the stipulations of the Companies Code, to acquire up to 410 958 shares of the Company, by purchase or exchange, on or outside 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 on behalf of the Company or such a direct subsidiary, at a price that must not be lower than the accounting par 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 on behalf of the Company or such a direct

subsidiary shall at no time hold shares with an accounting par 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 11 May 2016. This authorization can be renewed.

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

3. Revision of the Transitional Provisions to replace the current Transitional Provisions

Proposal of resolution:

The Extraordinary General Meeting decides to revise the current Transitional Provisions in the article of association in order to implement therein points 1. and 2. of this agenda as well as to rearrange the Transitional Provisions to increase the readability, as included here:

- Change of the title Transitional Provision 1 to *“Acquisition and disposal of shares of the Company with a view to their cancellation”*.

- Insertion of the following title after paragraph 2 of Transitional Provision 1 *“2. Acquisition and disposal of shares of the company with a view to the 2007-2016 Share Option Plan”*.

- Insertion at the end of the Transitional Provisions of the following title and paragraphs:
“3. Acquisition and disposal of shares of the company with a view to the 2016 Share Option Plan

The extraordinary general meeting of 11 May 2016 has explicitly authorized the Board of Directors to use the one hundred and thirty-two thousand three hundred and forty-six (132 346) shares, purchased by the Board of Directors under previous authorizations to purchase shares, to cover the options issued under the 2016 Share Option Plan.

The extraordinary general meeting of 11 May 2016 has authorized the Board of Directors to acquire up to 410 958 shares of the company with a view to covering up to 410 958 options issued under the 2016 Share Option Plan in accordance with the Companies Code. The acquisition can be achieved by purchase or exchange, on or outside 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 on behalf of the Company or such a direct subsidiary, at a price that must not be lower than the accounting par 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 on behalf of the Company or such a direct subsidiary shall at no time hold shares with an accounting par 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 11 May 2016 and can be renewed.

4. Powers of Attorney

Proposal of resolution:

The extraordinary general meeting resolves to deliver a power of attorney to (1) the directors of the Company, each acting individually with power of substitution , in order to fulfil the appropriate formalities arising from this meeting, at the Crossroads Bank for Enterprises, the register of legal entities, the enterprise counter and the VAT administration and (2) the notary and/or each of his collaborators in order to draw up and deposit all appropriate documents, including but not limited to the coordinated Articles of Association and the excerpts of this deed, at the registry of the commercial court.

To this end, the holder of the power of attorney may make all declarations and sign all documents and papers in the 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 **27 April 2016** 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 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 authorized account holder or clearing organisation on the Registration Date. Such authorized account holder, clearing organisation 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 **4 May 2016** 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 **4 May 2016**, the certificate mentioned in point A to a branch of one of the financial institutions mentioned below and notify them on 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 **bondholders** will be allowed to attend the aforementioned meetings with an advisory vote, provided they observe the aforementioned conditions of admission for the holders of dematerialized shares.

POWERS OF ATTORNEY

Every shareholder who has satisfied the aforementioned conditions of admission may be represented at the aforementioned meetings by a holder of a power of attorney. 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 **4 May 2016** 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 holder of a power of attorney 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 bondholder at the seat of the Company and 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 authorized account holder or clearing organisation.

RIGHT TO ASK QUESTIONS

The shareholders who have lawfully fulfilled the formalities for participation in the meetings will be entitled to ask written questions before the meeting, insofar they submit these questions to the Board of Directors before the meetings and no later than on **4 May 2016** 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 **19 April 2016**. 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 a revised agenda no later than on **26 April 2016**.

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