



POWER OF ATTORNEY ORDINARY GENERAL MEETING 11 MAY 2016

A copy of this authorization(s), duly signed, must have been communicated to the Company no later than on **4 May 2016 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 **11 May 2016**.

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 **11 May 2016** 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 2015.

This point does not require a voting.

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.

This point does not require a voting.

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.

Vote instruction – Agenda item n°3:

APPROVAL

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

This point does not require 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 2015.

Vote instruction – Agenda item n°5:

5.1 Discharge Mr. Philip Ghekiere

APPROVAL

REJECTION

ABSTENTION

5.2 Discharge Mr. Joost Bert

APPROVAL

REJECTION

ABSTENTION

5.3 Discharge Mr. Eddy Duquenne

APPROVAL

REJECTION

ABSTENTION



5.4 Discharge BVBA Management Center Molenberg represented by Mr. Geert Vanderstappen

APPROVAL **REJECTION** **ABSTENTION**

5.5 Discharge MarcVH Consult BVBA, represented by Mr. Marc Van Heddeghem

APPROVAL **REJECTION** **ABSTENTION**

5.6 Discharge BVBA Marion Debruyne represented by Ms. Marion Debruyne

APPROVAL **REJECTION** **ABSTENTION**

5.7 Discharge Gobes Comm. V. represented by Raf Decaluwé

APPROVAL **REJECTION** **ABSTENTION**

5.8 Discharge Ms Annelies Van Zutphen

APPROVAL **REJECTION** **ABSTENTION**

5.9 Discharge JoVB bvba represented by Mr. Jo Van Biesbroeck

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 2015.

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 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.

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 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.

Vote instruction – Agenda item n°7.2:

APPROVAL

REJECTION

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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.

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 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.

Vote instruction – Agenda item n°7.4:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.5:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°8:

APPROVAL

REJECTION

ABSTENTION

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 measurable and objective performance criteria that are established in advance and are measured over one-year periods.

Vote instruction – Agenda item n°9:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°10:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°11:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°12.1:

APPROVAL

REJECTION

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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.

Vote instruction – Agenda item n°12.2:

APPROVAL

REJECTION

ABSTENTION

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.kinepolis.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.

Vote instruction – Agenda item n°13:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°14:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°15:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°16:

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 26 April 2016

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.....2016

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