



**POWER OF ATTORNEY EXTRAORDINARY 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](mailto: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 of .....voting 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 substitution<sup>1</sup>:**

.....

(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 **11 May 2016** in order to participate in the deliberations and vote according to the following instructions.

<sup>1</sup> 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. 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.

**Vote instruction – Agenda item n°1:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

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.

**Vote instruction – Agenda item n°2:**

**APPROVAL**

**REJECTION**

**ABSTENTION**



### 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.*

#### **Vote instruction – Agenda item n°3:**

**APPROVAL**

**REJECTION**

**ABSTENTION**



#### 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.

**Vote instruction – Agenda item n°4:**

**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 in .....on.....2016

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