



POWER OF ATTORNEY EXTRAORDINARY GENERAL MEETING 19 OCTOBER 2012

A copy of this authorization duly signed must have been communicated to the Company no later than on 13 October 2012 by e-mail to generalmeeting@kinepolis.com, by fax on 0032-9-241-00-83 or by mail to Kinepolis Group NV, Juridische Dienst, Moutstraat 132-146, 9000 Gent.
To gain access to the aforementioned meeting, the original signed copy of the respective authorization must be submitted to the Bureau no later than 19 October 2012

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 **19 Octobre 2012** 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. Authority to buy back own shares in view of their cancellation

Proposal of resolution:

1.1. The extraordinary general meeting of 19 October 2012 has expressly authorised the Board of Directors, in view of their cancellation (which does not, however, need to take place immediately, but can take place at a time deemed suitable by the Board of Directors), to acquire, in accordance with the provisions of the Companies Code, a maximum of one million one hundred seventy one thousand three hundred one (1.171.301) own shares or profit-sharing certificates or certificates pertaining thereto, through purchase or exchange, directly or through a direct subsidiary within the meaning of Article 627 of the Companies Code or through a person acting in his own name but for the account of the company or such direct subsidiary, at a price that may be no less than the book value per share and no more than one hundred fifteen per cent (115%) of the closing price at which the shares are quoted on Euronext Brussels on the day preceding 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 for the account of the company or such direct subsidiaries shall at no time hold own shares with a book value more than twenty per cent (20%) of the share capital of the company. This authorisation is granted for a period of five years from the deed amending the Articles of Association dated 19 October 2012. This authorisation may be renewed.

The Board of Directors is also expressly authorised by the extraordinary general meeting of 19 October 2012 to proceed with the cancellation of the own shares at the times deemed suitable by it, when it considers this opportune. The extraordinary general meeting decides that the Board of Directors may use this authority at any time, if necessary repeatedly. The extraordinary general meeting hereby also authorises the Board of Directors(either by one or two directors appointed by this organ) to amend the number of shares indicated in the Articles of Association as a result of this cancellation and to have the necessary amendment to the Articles of Association recorded by a notary for the account of the company.



1.2. Amendment of Transitional Provision No. 2, first and second paragraph as a result of the decision taken under 1.1.

Vote instruction – Agenda item n°1:

APPROVAL

REJECTION

ABSTENTION

2. Delegation of powers

Proposal of resolution:

The Meeting grants to each member of the Board of Directors, as well as to Eric Spruyt, Associate Notary, or any other partner or employee of “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 0474.073.840 (RLP Brussels), each acting alone and with the right of substitution, all powers to establish the text of the coordinated Articles of Association, to be signed and lodged with the clerk’s office of the competent commercial court, in accordance with the relevant statutory provisions.

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 4 October 2012.

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.....2012

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