

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

The Board of Directors invites shareholders and bondholders to attend the Ordinary 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 10 May 2017 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 2016.**
- 2. Examination and discussion of the auditor’s report on the unconsolidated financial statements relating to the fiscal year ending 31 December 2016 and of the auditor’s report on the consolidated financial statements relating to the fiscal year ending 31 December 2016.**
- 3. Examination, discussion and approval of the unconsolidated annual accounts for the fiscal year ending 31 December 2016, including the proposed appropriation of the result and the approval of the payment of a gross amount of 23 692 580 euro, to be divided among the shares entitled to dividend.**

Proposal of resolution:

Approval of the unconsolidated annual accounts for the fiscal year ending 31 December 2016, including the proposed appropriation of the result and the approval of the payment of a gross amount of 23 692 580 euro, 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 2016.**

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 2016.

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 2016.

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 10 May 2017 and valid until the end of the ordinary annual meeting to be held in 2019. Due to the exercise of three successive mandates as independent director, this new mandate will no longer be executed as independent director.

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 on 10 May 2017 and valid until the end of the ordinary annual meeting to be held in 2019. Due to the exercise of three successive mandates as independent director, this new mandate will no longer be executed as independent director.

7.3. Proposal of resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of Van Zutphen Consulting BV, registered at the commercial register of Amsterdam under number 54226783, with as permanent representative Mrs. Annelies van Zutphen as director of the Company for a period starting on 10 May 2017 and valid until the end of the ordinary annual meeting to be held in 2019. The above mentioned director remains an independent director, since she still fulfils the criteria of independence included in Article 526ter of the Companies Code and the Corporate Governance Charter of the Company.

7.4. Proposal of resolution:

Appointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of eBVBA 4F, registered at the RLP of Gent under VAT number BE 0478.145.266, with as permanent representative Ignace Van Doorselaere as director of the Company for a period starting on 10 May 2017 and valid

until the end of the ordinary annual meeting to be held in 2019. After occupied successively the functions of Head M&A and Corporate Strategy, Head Inbev Netherlands and VP West-Europe at Inbev, Mr. Van Doorselaere was head of the listed company Van de Velde NV. Today he is CEO at Neuhaus NV.

The above mentioned director fulfils to 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 accordance with 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 2017 at a total amount of 434 417 euro, 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 2016. If during the fiscal year 2017 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 2016.

9. 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.

10. 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.

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 meeting and to exercise their right to vote:

- A. The **registration** on **26 April 2017** 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 an 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 meeting 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 2017** 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 2017**, 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 meeting and voting:

ING Belgium
BNP Paribas Fortis
KBC Bank

The **bondholders** will be allowed to attend the aforementioned meeting 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 meeting 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 2017** 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 meeting, 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 the meeting.

DOCUMENTATION

The documents and proposals of resolution relating to the aforementioned meeting 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 an authorized account holder or clearing organisation.

RIGHT TO ASK QUESTIONS

The shareholders who have lawfully fulfilled the formalities for participation in the meeting will be entitled to ask written questions before the meeting, insofar they submit these questions to the Board of Directors before the meeting and no later than on **4 May 2017** 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 meeting 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 **18 April 2017**. 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 **25 April 2017**.

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