



**POWER OF ATTORNEY ORDINARY GENERAL MEETING 10 MAY 2017**

A copy of this authorization(s), duly signed, must have been communicated to the Company no later than on **4 May 2017 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 **10 May 2017**.

**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 ordinary general meeting of the aforementioned company, to be held at the corporate registered office on **10 May 2017** 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 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 2016.

**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 2016 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending 31 December 2016.

**This point does not require a voting.**

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.

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

**APPROVAL**

**REJECTION**

**ABSTENTION**

4. Examination and discussion of the consolidated financial statements for the fiscal year ending 31 December 2016.

**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 2016.

### **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 Pallanza Invest BVBA (before BVBA Management Center Molenberg) represented by Mr. Geert Vanderstappen

**APPROVAL**                       **REJECTION**                       **ABSTENTION**

5.5 Discharge BVBA Marion Debruyne represented by Ms. Marion Debruyne

**APPROVAL**                       **REJECTION**                       **ABSTENTION**

5.6 Discharge Gobes Comm. V. represented by Raf Decaluwé

**APPROVAL**                       **REJECTION**                       **ABSTENTION**

5.7 Discharge Ms Annelies Van Zutphen

**APPROVAL**                       **REJECTION**                       **ABSTENTION**

5.8 Discharge Van Zutphen Consulting BV represented by Ms Annelies Van Zutphen

**APPROVAL**                       **REJECTION**                       **ABSTENTION**

5.9 Discharge JoVB bvba represented by Mr. Jo Van Biesbroeck

**APPROVAL**                       **REJECTION**                       **ABSTENTION**

5.10 Discharge Adrienne Axler

**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 2016.

**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 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.

**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 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.

**Vote instruction – Agenda item n°7.2:**

**APPROVAL**

**REJECTION**

**ABSTENTION**



### 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.

#### **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 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.

#### **Vote instruction – Agenda item n°7.4:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

## **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.

#### **Vote instruction – Agenda item n°8:**

**APPROVAL**

**REJECTION**

**ABSTENTION**



**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.

**Vote instruction – Agenda item n°9:**

**APPROVAL**

**REJECTION**

**ABSTENTION**

**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.

**Vote instruction – Agenda item n°10:**

**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 25 April 2017.

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.....2017

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