

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**  
**RLE Brussels**

## **INVITATION TO THE ORDINARY GENERAL MEETING**

**The Board of Directors invites the shareholders and bondholders to attend the Ordinary General Meeting which will take place at the registered office of Kinopolis Group NV, hereinafter the "Company", at Eeuwfeestlaan 20, 1020 Brussels, on 9 May 2018 at 10.00 a.m. 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 2017.**
- 2. Examination and discussion of the auditor's report on the unconsolidated financial statements relating to the fiscal year ending 31 December 2017 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending 31 December 2017.**
- 3. Examination, discussion and approval of the unconsolidated financial statements relating to the fiscal year ending 31 December 2017, including the proposed appropriation of the result and the approval of the payment of a gross amount of 24.533.472,5 euro, to be divided among the shares entitled to dividend.**

Proposal for resolution:

Approval of the unconsolidated financial statements for the fiscal year ending 31 December 2017, including the proposed appropriation of the result and the approval of the payment of a gross amount of 24.533.472,5 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 2017.**

## **5. Discharge of the directors**

### Proposal for resolution:

Granting discharge, by separate vote, to each of the directors for the exercise of their mandate during the fiscal year ending 31 December 2017.

## **6. Discharge of the external auditor**

### Proposal for resolution:

Granting discharge to the statutory auditor for the exercise of his mandate during the fiscal year ending 31 December 2017.

## **7. Reappointment and appointment of directors - Expiration mandate**

The Board of Directors asks the general meeting to take note of the fact that the mandate of Mrs Adrienne Axler will end at the Ordinary General Meeting of 9 May 2018 and of the request of Mrs Axler not to renew her mandate.

### 7.1. Proposal for resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of BVBA Pallanza Invest, registered at the Register of Legal Entities of Brussels under number VAT BE 808 186 578, with as permanent representative Mr. Geert Vanderstappen as director of the Company for a period starting on 9 May 2018 and expiring at the end of the ordinary annual meeting to be held in 2022.

### 7.2 Proposal for resolution:

Appointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of BVBA Mavac, registered at the RLE of Brussels under number VAT BE 0824 965 994, with as permanent representative Mrs. Marleen Vaesen as director of the Company for a period starting on 9 May 2018 and valid until the end of the ordinary annual meeting to be held in 2020.

Marleen Vaesen, who has a Master's degree in Applied Economic Sciences (KU Leuven) and a Master of Business Administration (University of Chicago), was until early this year CEO at Greenyard. She formerly held various international positions with Sara Lee, was General Manager at Douwe Egberts Belgium and held various marketing management positions at Procter & Gamble. Marleen Vaesen is also member of the Board of Directors of Van de Velde.

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.

### 7.3 Proposal for resolution:

Appointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of BVBA SDL Advice, registered at the RLE of Gent (department Brugge) under number VAT BE 0830 460 154, with as permanent representative Ms. Sonja Rottiers as director of the Company for a period starting on 9 May 2018 and valid until the end of the ordinary annual meeting to be held in 2020.

With a Master's degree in Applied Economic Sciences (UAntwerpen), Sonja Rottiers has a long and extensive experience in the financial and insurance sector. She held the position of CFO at Dexia Insurance and Axa Belgium, and of CEO at Dexia Insurances and Nationale Suisse Insurances. Sonja Rottiers is not only member of the Board of Directors and chairperson of the audit committee of Leasinvest, but also member of the Board of Directors, the risk committee, and the audit committee of ING Bank.

The abovementioned 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 for 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 2018 at a total amount of 985.331 euro, which includes the remuneration to be received in their capacity as a member of the committees.

## **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 for resolution:

Approval of the Remuneration report as included in the reports of the Board of Directors on the unconsolidated and consolidated financial statements.

## **10. Granting of rights in accordance with Article 556 of the Companies Code**

### Proposal for resolution

The General shareholders' Meeting takes note of, approves and ratifies, in accordance with article 556 of the Companies Code, the stipulations of the Information Memorandum dd. 5 December 2017, regarding the private placement for 125 000 000 euro of bonds 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 Information Memorandum entitling each bondholder to oblige the Company to reimburse all or some of the bonds under the conditions stated in the Information Memorandum 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 Information Memorandum) of the Company.

## 11. Delegation of powers

### Proposal for resolution:

The 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 accounting **registration** on **25 April 2018** 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 **3 May 2018** by email to [generalmeeting@kinapolis.com](mailto:generalmeeting@kinapolis.com) or by fax to 0032 9 241 00 83.

Holders of dematerialized shares  must submit, no later than on **3 May 2018**, 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, Legal Department, Moutstraat 132-146, 9000 Gent or by email to [generalmeeting@kinopolis.com](mailto:generalmeeting@kinopolis.com). These power of attorney forms are also available on the webpage of the Company [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).

A copy of such power(s) of attorney must be submitted to the Company no later than on **3 May 2018** by email to [generalmeeting@kinopolis.com](mailto: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](http://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 **3 May 2018** via fax on 0032 9 241 00 83 or by email to [generalmeeting@kinopolis.com](mailto: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](http://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](mailto: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 **17 April 2018**. 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](http://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 **24 April 2018**.

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