



POWER OF ATTORNEY ORDINARY GENERAL MEETING 9 MAY 2018

A copy of this authorization(s), duly signed, must have been communicated to the Company no later than on **3 May 2018 by e-mail** to 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 **9 May 2018**.

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 ordinary general meeting of the aforementioned company, to be held at the corporate registered office on **9 May 2018** 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 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 2017.

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 2017 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending 31 December 2017.

This point does not require a voting.

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.

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 2017.

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 2017.

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 Van Zutphen Consulting BV represented by Ms Annelies Van Zutphen

APPROVAL **REJECTION** **ABSTENTION**

5.8 Discharge JoVB bvba represented by Mr. Jo Van Biesbroeck

APPROVAL **REJECTION** **ABSTENTION**

5.9 Discharge Adrienne Axler

APPROVAL **REJECTION** **ABSTENTION**

5.10 Discharge of ebvba 4F represented by Mr. Ignace Van Doorselaere

APPROVAL **REJECTION** **ABSTENTION**



6. Discharge of the external auditor.

Proposal of resolution:

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

Vote instruction – Agenda item n°6:

APPROVAL

REJECTION

ABSTENTION

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.

This point does not require a voting.

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.

Vote instruction – Agenda item n°7.1:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.2:

APPROVAL

REJECTION

ABSTENTION



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.

Vote instruction – Agenda item n°7.3:

APPROVAL

REJECTION

ABSTENTION

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.

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 for 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. 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.

Vote instruction – Agenda item n°10:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°11:

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 **24 April 2018**.

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.....2018

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