

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 8 May 2019 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 2018**
- 2. Examination and discussion of the auditor’s report on the unconsolidated financial statements relating to the fiscal year ending 31 December 2018 and of the auditor’s report on the consolidated financial statements relating to the fiscal year ending 31 December 2018**
- 3. Examination, discussion and approval of the unconsolidated financial statements relating to the fiscal year ending 31 December 2018, including the proposed appropriation of the result and the approval of the payment of a gross amount of 24,723,022.92 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 2018, including the proposed appropriation of the result and the approval of the payment of a gross amount of 24, 723, 022.92 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 2018**

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 2018.

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 2018.

7. Reappointment directors - Expiration mandate

The Board of Directors asks the General meeting to take note of the fact that the mandates of Van Zutphen Consulting BV, with as permanent representative Mrs. Annelies van Zutphen as well as Gobes Comm.V, with as permanent representative Mr. Rafaël Decaluwé will expire at end of this Ordinary General Meeting.

7.1. Proposal for resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of Marion Debruyne bvba , registered at the Register of Legal Entities of Ghent, department Bruges under number VAT BE 0808.178.264 , with as permanent representative Mrs. Marion Debruyne as director of the Company for a period starting on 8 May 2019 and expiring at the end of the ordinary annual meeting to be held in 2021.

7.2 Proposal for resolution:

Reappointment, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, of 4F ebvba , registered at the Register of Legal Entities of Ghent under number VAT BE 0478.145.266, with as permanent representative Mr. Ignace Van Doorselaere as director of the Company for a period starting on 8 May 2019 and expiring at the end of the ordinary annual meeting to be held in 2021 .

The above mentioned director fulfils to the criteria of independence included in the Companies Code and the Corporate Governance Charter of the Company.

7.3 Proposal for resolution:

The General Meeting takes note of the resignation of Mr. Joost Bert and confirms, on proposal of the Board of Directors assisted for this purpose by the Nomination and Remuneration Committee, the co-optation, as decided by the Board of Directors on 20 December 2018, of Pentascoop nv, VAT BE 0405.117.332, whose permanent representative is Mr. Joost Bert, as director for a period till the Ordinary General Meeting to be held in 2020.

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 2019 at a total amount of 854,414 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. Examination of the proposal of the Audit Committee with regard to the reappointment of the external auditor and decision to reappoint and remunerate the external auditor

Proposal of resolution:

On the proposal of the Board of Directors, advised by the Audit Committee and after approval by the works council, renewal of the mandate of the external auditor, exercised by CVBA KPMG Bedrijfsrevisoren (B00001), established at 1930 Zaventem, Brussels Airport 1K, which appoints Mr. Serge Cosijns (IBR no. A1656) as its permanent representative, for a period of three years until the end of the General Meeting to be held in 2022. The annual remuneration for auditing the consolidated and unconsolidated financial statements is set at € 192.000, excluding VAT and adaptation to the health index.

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 **24 April 2019** 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 **2 May 2019** by email to generalmeeting@kinapolis.com or by fax to +32 (0)9 241 00 83.
Holders of dematerialized shares must submit, no later than on **2 May 2019**, 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. 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 **2 May 2019** by email to generalmeeting@kinopolis.com, by fax to +32 (0)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 submit written questions before the meeting, insofar they submit these questions to the Board of Directors before the meeting and no later than on **2 May 2019** via fax on +32 (0)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 +32 (0)9 241 00 83 to the attention of the Board of Directors, but no later than on **16 April 2019**. 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 **23 April 2019**.

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