



POWER OF ATTORNEY ORDINARY GENERAL MEETING 8 MAY 2019

A copy of this authorization(s), duly signed, must have been communicated to the Company no later than on **2 May 2019 by e-mail** to generalmeeting@kinepolis.com or **by fax** on +32 (0)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 **8 May 2019**.

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 **8 May 2019** 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 Ordinary 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 2018

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 2018 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending 31 December 2018

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 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.

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 2018

This point does not require a voting.



5. Discharge of the 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 2018.

Vote instruction – Agenda item n°5:

5.1 Discharge Pentascoop nv with Mr. Joost Bert as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.2 Discharge Mr. Joost Bert

APPROVAL **REJECTION** **ABSTENTION**

5.3 Discharge Mr. Eddy Duquenne

APPROVAL **REJECTION** **ABSTENTION**

5.4 Discharge Mr. Philip Ghekiere

APPROVAL **REJECTION** **ABSTENTION**

5.5 Discharge Van Zutphen Consulting bv with Ms. Annelies van Zutphen as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.6 Discharge SDL Advice bvba with Ms. Sonja Rottiers as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.7 Discharge Mavac bvba with Ms. Marleen Vaesen as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.8 Discharge ebvba 4F with Mr. Ignace Van Doorselaere as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.9 Discharge Marion Debruyne bvba with Ms. Marion Debruyne as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.10 Discharge Pallanza Invest bvba with Mr. Geert Vanderstappen as permanent representative

APPROVAL **REJECTION** **ABSTENTION**

5.11 Discharge Gobes Comm. V. with Mr. Rafaël Decaluwé as permanent representative

APPROVAL **REJECTION** **ABSTENTION**



5.12 Discharge Mevr. Adrienne Axler

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 2018.

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 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.

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 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.

Vote instruction – Agenda item n°7.1:

APPROVAL

REJECTION

ABSTENTION

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.

Vote instruction – Agenda item n°7.2:

APPROVAL

REJECTION

ABSTENTION



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.

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 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.

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. 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.

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 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 **23 April 2019**.

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.....2019

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