KINEPOLIS GROUP NV

CORPORATE GOVERNANCE CHARTER

The first version of the Charter was issued by the Board of Directors on December, 17th 2009 and last changed on February 23rd 2021

Free translation

Kinepolis Group NV
Eeuwfeestlaan 20
1020 Brussels
VAT BE 415.928.179
RLP Brussels 0415.928.179

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1. STATEMENT REGARDING CORPORATE GOVERNANCE

1.1 Introduction

Kinepolis Group NV is a Public Limited company under Belgian Law with its registered office at Eeuwfeestlaan 20, 1020 Brussel, Belgium, registered with the Crossroads Bank for Enterprises under the number 0415.928.179 (RPR Brussel) (hereafter referred to as the Company or Kinepolis). The company was founded on February, 26th 1976 and is listed on Euronext Brussels.

As a publicly listed company and in accordance with the royal decree of May, 12th 2019 specifying the corporate governance code to be observed by listed companies, Kinepolis is bound to comply with the Belgian Corporate Governance Code 2020 (the Code 2020). In accordance with the Code 2020, Kinepolis adapted per 23 February 2021 its Corporate Governance Charter (the Charter), which was firstly adopted on December 17th 2009 and since then regularly updated to reflect the required and appropriate changes.

The Charter needs to be read in conjunction with the Articles of Association, the applicable Belgian law stipulations (including those of the Belgian Companies and Associations Code (the "BCAC")) and the Code 2020

In case of inconsistencies between the Charter and the Articles of Association, the stipulations according to the latter will prevail.

The Charter is available in Dutch and English on the corporate website of Kinepolis (www.Kinepolis.cim/corporate). In case of inconsistencies between both versions, the Dutch version will prevail.

1.2 Statement on Corporate Governance

In accordance with the "comply or explain" principle, derogations from the Charter and/or the Code 2020 will be explained in the Statement on Corporate Governance, which forms a specific chapter of the annual financial report and in which the application of the company's Corporate Governance policy is described.

In the Statement on Corporate Governance, the Board of Directors will also :

- refer to the fact that it has accepted the Code 2020 as reference and specify the place where this Code 2020 may be consulted;
- describe and publish the major characteristics of the Company's internal control and risk management systems in connection with the financial reporting process;
- include the remuneration report;
- provide information on the major properties of the evaluation process of the Board of Directors, its committees and its individual directors;
- describe the main characteristics of the incentives in the form of shares, share options or any other right to acquire shares approved by or submitted to the General Meeting;
- provide an explanation when applying the policy developed by the Board of Directors on transactions and other contractual ties between the Company, its directors and members of the Executive Management who do not fall under the conflict of interest arrangement;
- describe the composition of the Board of Directors and its committees, which will consist of at least the following:
  - a list of the members of the Board of Directors, stating which directors are independent;
  - information on the directors who no longer satisfy the independence requirements;
  - a report on the work done at the meetings of the Board of Directors and its committees, including the number of meetings of the Board of Directors and its committees and the directors' attendance list;
  - if applicable, the reasons why the previous Managing Director's appointment as the President of the Board of Directors is in the Company's best interests; and
  - a list of Executive Management members;
- describe:
  - the shareholder structure on the balance sheet date, as appears from the notices received;
  - the holders of securities to which special rights of control are attached, and a description of these rights;
  - any legal or statutory restriction on the exercise of voting rights;
  - the rules for appointing and replacing members of the Board of Directors and for amending the Articles of Association; and
  - the authority of the Board of Directors, particularly regarding the possibility of issuing shares or buying own shares.

2. DEFINITIONS

- **"General Meeting":** the general meeting of the Company's shareholders;

- "**Charter**"**:** this Corporate Governance Charter of the Company;

- "**Code**"**:** the Belgian Code on Corporate Governance, adopted as reference code by the Royal Decree of May 12th 2019;

- "**Kinohold bis S.A.**"**:** Kinohold bis S.A., a public limited company under Luxembourg law, with company number B65289, being the reference shareholder of the Company or its possible legal successors;

- "**Kinepolis Group"**: the company and the companies associated with it in the sense of Article 20 of the BCAC;

- **"Company"**: Kinepolis Group NV, which has its registered office in Eeuwfeestlaan 20, 1020 Brussels;

- **"CG Statement"**: the Statement on Corporate Governance, which is a special chapter in the annual financial report.

3. BRIEF INTRODUCTION TO THE COMPANY

The organisational structure of Kinepolis is tailored to the geographical markets in which it is active. The main countries are Belgium, France, The Netherlands, Luxemburg, Spain, USA and Canada. The Kinepolis Group is characterized by its flat structure with short decision-making lines and a clear separation of responsibilities and objectives.

The Kinepolis Group is structured around five operational entities:

Cinema is responsible for running the cinema and related activities, ticket sales, food and beverages, business-to-business events and media and other media-related activities.

Real Estate is responsible for project development, site, building and facility management and leasing and commercial lease space management.

Kinepolis Film Distribution (KFD) acts as an independent film distributor.

Brightfish is an advertising agency that acts for the Belgian cinema sector.

The *Cinema Support Center* (CSC) is responsible for providing the other departments with financial, administrative, IT, HR and legal services and provides technical image and sound support for cinema activities.

4. MANAGEMENT STRUCTURE

4.1 The Board of Directors

Kinepolis opted for a monistic (one-tier) governance structure with a Board of Directors as it is convinced that this is the most appropriate model for the company in view of its size and its current governance and shareholding structures. Furthermore it enables the company to take decisions in a swift and efficient manner.
The Board of Directors is the Company's highest decision-making body and has all the authority that the law has not reserved for the General Meeting. The internal regulations for the Board of Directors are described in Chapter 5.

The Board of Directors has established a Nomination and Remuneration Committee, as well as an Audit Committee, under its auspices to advise and assist it in executing certain responsibilities. The internal regulations of the Nomination and Remuneration Committee and those of the Audit Committee have been included in Chapters 6 and 7.

4.2 Executive Management

The Managing Director is entrusted with the Company's day-to-day management. He therefore bears the executive responsibility for managing the entrepreneurial work.

Where necessary, the Managing Director, together with other executive directors and members of the executive committee, forms the Executive Management.

At present the CEO is the only member of the Executive Management of Kinepolis.

The Executive Management's regulations have been included in Chapter 8.

5. INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS

5.1 Responsibilities

Besides its normal tasks, the Board of Directors takes the necessary decisions regarding the strategies and general policy lines to be followed to secure the Company's long-term success and sustainable value creation, while taking into account the risks that the Board of Directors is prepared to take and based on "the socially justified entrepreneurship", including (gender) diversity and sustainability.

More specifically, the Board of Directors decides on the following at the Executive Management's suggestion:

1. values of the short and long-term strategy, risk profile and main policy lines of the Company and any adjustments these may require;
2. profit and loss plans and plans relating to investments;
3. expansion and takeover projects ; and
4. making available the leadership, human and financial resources needed to achieve the Company's objectives.

The Board of Directors also has the task to ensure that the corporate culture and values contribute to the successful achievement of the strategy and promote responsible and ethical behaviour.

Furthermore the Board supervises the Company by:

1. taking the required measures to guarantee the integrity and timely publication of the annual accounts and other substantive financial and non-financial information of which the shareholders and potential shareholders are informed as well as to ensure that the yearly financial report contains sufficient information regarding matters of public interest and the relevant social and environmental indicators;
2. monitoring the implementation of the approved operational plans and company guidelines;
3. approving a framework of internal control and risk management compiled by Executive Management; the Board will also implement a formal procedure for the monitoring of the compliance with applicable regulations and internal guidelines ;
4. evaluating the implementation of this internal control and risk management framework, while taking the Audit Committee's judgement into account;
5. supervising the external and internal auditors' work, while taking the Audit Committee's evaluation into account;
6. evaluating the Executive Management and the implementation of strategic decisions, business plans and profit plans;
7. monitoring the efficacy of the Audit Committee and the Nomination and Remuneration Committee; and

8. supervising the suitable appropriation of the financial and human resources that have been made available.

Furthermore, the Board of Directors makes the required proposals to the General Meeting on the remuneration policy of Board members and members of the Executive Management, determines the structure and appoints and dismisses the members of the Executive Management, ensures that a succession plan for Executive Management is in place, determines the Executive Management's powers and obligations, determines the remuneration for the members of the Executive Management within the boundaries of the remuneration policy (as approved by the General Meeting) and issues guidelines on wages policy in general.

5.2 Composition and appointment

5.2.1 Composition

In accordance with the Company's Articles of Association, the Board of Directors has at least ten (10) members, who do not need to be shareholders. In proposing the actual number of Board members, the size of the company, the required knowledge and experience in the relevant domains are taken into account as well as the necessity of an efficient decision process.

At least half of the Board of Directors consists of non-executive directors, and the Company strives to have at least three (3) independent directors among them.

5.2.2 Directors' profiles

Competence and diversity

The Board of Directors is responsible for determining the properties and skills which the Company's directors must meet. These can differ, depending on whether they apply to the executive or non-executive directors. In general, skills, knowledge, professional experience in leisure and/or retail sectors, financial and/or real estate sectors, integrity and the possibility of spending time on the director's mandate, play a decisive role.

Before the Board of Directors makes a new appointment to it, it has to make an evaluation of the skills, knowledge and experience already present on the Board and of those required. The profile needed for the new director is developed in the light of such an evaluation. In addition, if an independent director is appointed, he or she will have to meet the criteria as stipulated in this Chapter.

When describing the required profiles, the Board of Directors ensures that its members are sufficiently diverse (including gender diverse) and that they complement one another as regards skills, experience and knowledge whilst ensuring a balance between continuity and rotation.

Non-executive directors

Non-executive directors, being directors who have no executive positions in the Company, may not have more than five (5) director's mandates in listed companies, including the director's mandate with the Company. Together with their candidature, all non-executive directors submit to the President of the Nomination and Remuneration Committee a comprehensive overview of the positions they hold. The President of the Board of Directors has to be notified immediately if this is changed in any way..

Independent directors

The Board of Directors aims to have at least three independent non-executive directors. These independent directors play a crucial role in the objectivity of the Board's decision making.

When assessing the directors' independence, the Board of Directors shall rely on the criteria included in article 7:87 of the BCAC and Article 3:5 of the Code 2020.

When the Board of Directors proposes the candidature of an independent director that does not comply with all these criteria, it will elaborate the reasons why it assumes that the candidate is nevertheless independent in accordance with article 7:87 of the BCAC.

If an independent director no longer meets the aforementioned criteria he or she shall notify the Board of Directors of this without delay. If the number of independent directors were consequently to drop below the minimum number, the Board of Directors shall take the necessary measures to appoint a new independent director as quickly as possible.

5.2.3 Nominating and co-opting new directors

Authority of the Board of Directors

The Board of Directors is responsible for proposing to the General Meeting new candidate directors to be appointed or current directors to be reappointed.

If a director's position becomes vacant, the Board of Directors has the authority to provisionally fill the vacancy. In the case of such a co-optation the General Meeting shall, at the proposal of the Board of Directors, decide on the permanent appointment at its following meeting. The concerned director appointed by co-optation (which is then confirmed by the General Meeting) shall be co-opted for the duration of the term of the director he or she replaces. The period for which the director is appointed by co-optation shall not be taken into account when determining the term for which the director can function as an independent director.

Nomination procedure

When making its proposals or co-opting directors, the Board of Directors relies on the advice of the Nomination and Remuneration Committee which assists the Board in identifying, screening and recommending candidate directors.

Before considering the candidature of the new directors, the President of the Board of Directors ensures that the latter has sufficient information on the candidate, such as curriculum vitae, assessment of the candidate based on the first interview conducted by the Nomination and Remuneration Committee, a list of positions that the candidate holds and perhaps also information required to evaluate the candidate's independence. Where a director's reappointment is concerned, the Board of Directors must have at its disposal the evaluation of the candidate's commitment to and efficacy on the Board. The Nomination and Remuneration Committee is responsible for furnishing the Board of Directors with the abovementioned data.

All proposals to the General Meeting to appoint a director are accompanied by the recommendation by the Board of Directors, based on the Nomination and Remuneration Committee's advice, which shall be attached to the recommendation. The proposal states the term of the proposed mandate, information on the candidate's professional qualifications, a list of the positions that the candidate already holds, and, where necessary, whether he or she meets the independence criteria.

Without prejudice to the legal stipulations, proposals for directors' appointments are announced at least 30 days before the General Meeting, together with the other points on the agenda.

Kinohold bis S.A.'s right of nomination

Article 14 of the Company's Articles of Association stipulates that as long as Kinohold bis S.A. and all entities directly or indirectly controlled by it or by (one of) its legal successors (in the sense of article 1:20 of the BCAC) own(s), alone or jointly, at least 35% of the Company's shares at the point in time when the candidate director is nominated and at the moment that the General Meeting appoints him or her, at least 8 directors shall be appointed by the candidates proposed by Kinohold bis S.A., on the understanding that if their shareholders' percentage were to amount to less than 35%, Kinohold bis S.A. shall only have the right to nominate candidates per bracket of shares representing 5% of the Company's capital.

If Kinohold bis S.A. wishes to invoke its right to nominate directors, which it has in accordance with the Articles of Association, it must submit its appointment proposal(s) to the President of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall provide the Board of Directors with advice on the proposal. The nomination procedure as stipulated in Chapter 5.2.3.shall then be followed.

5.2.4 Mandate term

It is provided in the Articles of Association that directors can be appointed for a maximum term of six (6) years and that they can be reappointed.

The General Meeting can dismiss them at all times.

However, the Company has ensured for some time that directors are not appointed for a term exceeding four (4) years.

The Articles of Association do not stipulate any age limit at which directors can be appointed.

5.2.5 Professional development

The President provides new directors with the information and documentation required to enable them to be well informed and gain insight into the Company's fundamental properties, so that they can take up their mandate as director as quickly and efficiently as possible.

The Nomination and Remuneration Committee shall also develop a programme through which the directors shall be provided with the necessary resources to improve their skills and knowledge of the Company.

5.3 President and Secretary

5.3.1 President

Election of the President

The Board of Directors elects a President from among its directors, who may not be a Managing Director.

He is appointed and elected on the basis of his or her knowledge, professional competence, experience and ability to negotiate.

If the Board of Directors considers appointing the previous Managing Director as President, the advantages and disadvantages of such a decision must be weighed up carefully against one another and the reason why this appointment is in the Company's best interests must be stated in the Statement on Corporate Governance. Should a former Managing Director be appointed as President then the Board of Directors will ensure that the autonomy of the new Managing Director will not be jeopardized.

President's and Vice-President's responsibilities

The President, assisted by the Vice-President, leads the board meetings and ensures its efficiency as well as a clear communication and cooperation with the Managing Director.

More in particularly he :

- supports and advises the Managing Director, with due respect for his executive responsibilities and
- plays an active part in the development of the medium and long term strategy of the Company;

- regularly represents the Company on the international movie theatre business stage;
- in cooperation with the Managing Director, prepares the agenda for the meeting of the Board of Directors, stating for each subject on the agenda whether this is submitted as a source of information, to be discussed, decided upon or approved;
- ensures that accurate, condensed and clear documentation is distributed in good time for and, if necessary, between the meetings, so that the members of the Board of Directors can prepare as well as possible;
- prepares the meetings of the Board of Directors and presides over them, thus ensuring that there is a climate of confidence and contributing to open and constructive deliberation;
- ensures that the new members of the Board of Directors are given the necessary introduction;
- leads, in concert with the Nomination and Remuneration Committee, the evaluations of the members of the Board of Directors;
- ensures an effective communication with the shareholders and ensures that the Board obtains and maintains the necessary insights in the viewpoints of shareholders and other stakeholders and
- presides over the General Meeting and ensures that it is run efficiently;

The Vice-President replaces the President in his absence or in case of conflicts of interest and assumes his tasks and responsibilities.

The Board of Directors may entrust the President and the Vice-President with other specific matters.

5.3.2 Secretary

The Board of Directors has not formally appointed a Secretary, since it is of the opinion that, given the limited size of the company, subsequently listed tasks of the Secretary can be performed by the President assisted by the in-house legal counsel:

- supporting the Board of Directors and its committees on all governance matters.
- preparing of the Charter and the CG Declaration
- reporting to the Board of Directors on the manner in which the procedures, rules and regulations of the Board of Directors are implemented and observed.
- minuting of the essentials of the discussions and decisions taken during Board meetings
- ensuring that there is a good flow of information within the Board of Directors, the Audit Committee and the Nomination and Remuneration Committee, and between non-executive and executive directors.

5.4 Functioning of the Board of Directors

5.4.1 Convocation of the Board of Directors

In accordance with the Company's Articles of Association, the Board of Directors is convened by the President, Vice-President, two directors or a Managing Director as often as the Company's interests so require.

However, in practice, the President, assisted by the Vice-President, is responsible for convening the Board of Directors.

5.4.2 Agenda, notice and frequency of the meetings of the Board of Directors

In general, the Board of Directors is convened whenever the Company's interests require it. In particular, the President must ensure that the Board of Directors meets often enough so that it can fulfil its assignments efficiently.

The President draws up the agenda for the meetings after he or she has consulted the Managing Director. It is specified for every point on the agenda whether it is submitted as a source of information, to be discussed, decided or approved. All directors can make suggestions to the President on the points to be put on the agenda.

The directors are informed of the agenda, time and place of the meeting and of the documents, , letter, e-mail or any other written manner, at least three (3) days before the meeting, except in the event of extreme urgency, which must be justified in the minutes.

Points that are not stated on the agenda can only be validly deliberated if all directors are present at that meeting and if the entire Board of Directors agrees.

In principle, the Board of Directors meets bimonthly and organizes additional meetings when deemed necessary

5.4.3 Preparation and information

The President must ensure that the directors receive prior accurate and clear information within good time of the meetings (e.g. presentations that will be made) and, if necessary, between meetings. All directors must receive the same information.

The directors ensure that they study the information that they have received thoroughly to prepare for the meeting and gain and maintain good insight into the main aspects of the Company's operations.

In any event, the President is responsible for ensuring that, before the meeting, members of the Board of Directors receive up-to-date data on the group's various cinema complexes and companies and, more particularly, on the monthly visitors per cinema complex, as well as financial reporting on the group, including detailed reporting on any significant deviations from the budget. The uniformity of this reporting must make it possible to compare over time.

If they deem it essential to fulfil their tasks as management members and after deliberation with the President, all management members, individually, have the opportunity to obtain external professional advice at the Company's expense.

5.4.4 Meetings of the Board of Directors

Except in the case of justified exceptions, all directors are deemed to be present at all the meetings of the Board of Directors.

Meetings take place under the presidency of the President or, if he or she is unable to attend, of the Vice-President or, if he or she is also unable to attend, of a director appointed as such by his or her colleagues.

Meetings are held at the Company's registered office or at any other place stated in the convocation. Meetings can take place by teleconference, videoconference or any other means which enables interactive deliberation. The meeting is then regarded as having been held at the Company's registered office.

Directors can always participate in the meeting by telephone, videoconference or any other means of telecommunication. They shall be regarded as attending the meeting personally.

5.4.5 Decision-making

The Board of Directors can only deliberate and decide validly if at least half of its members are present or validly represented at the meeting. The Articles of Association stipulate that if there is no quorum, a new Board of Directors can be convened with the same agenda, which shall deliberate and decide validly if at least two directors are present or represented. In practice, however, the aim shall always be to have at least half of the members present or represented.

Any director who cannot attend the meeting of the Board of Directors, can, by letter, or in another written manner, give another director a mandate to represent him or her at the meeting.

The Articles of Association provide that decisions are made by a majority of the votes cast, yet, in practice; the aim is reach a decision by consensus. Blank and invalid votes are not counted as votes cast.

In the event of a conflict of interests, the directors shall observe the applicable legal stipulations. If there is the required quorum at the meeting of the Board of Directors and one or more directors must abstain in accordance with the legal stipulations regarding a conflict of interests, then the decisions are validly taken by the majority of the other directors present or represented.

If all directors have to abstain in accordance with the legal stipulations regarding a conflict of interests, then the Board of Directors must, without delay, convene the General Meeting which will take the relevant decision itself.

Although the Board of Directors strives to take decisions via interactive meetings the decisions can also be taken by unanimous written agreement except for those decisions excluded for by the Articles of Association.

5.4.6 Minutes of the meeting

The President, assisted by the in-house legal counsel, draws up the minutes of the meetings. These are submitted for approval to the members present at the following meeting and are signed once they have been approved.

The minutes of the meeting identify the directors present or represented at the meeting, contain a summary of the discussions, specify the decisions taken and state any reservation of certain directors. Any mandates are attached to the minutes.

5.5 Advising Committees

In accordance with the Code 2020 and, if applicable, the BCAC, the Board of Directors has established two specialized advising committees in its midst, notably an Audit Committee and a Nomination and Remuneration Committee.

The Board of Directors has the authority to establish additional committees to make recommendations regarding particular subjects.

As regards the particular fields in which they make recommendations to the Board of Directors, the Committees have an advisory role towards the Board of Directors, which retains the authority to make decisions.

After every meeting, the committees report to the Board of Directors on their work, conclusions and recommendations. The President of the respective committee sends the report through to the President of the Board of Directors, who in turn makes these available to the other directors at the next Board meeting.

The operations, composition and responsibilities of all the committee are determined by the Board of Directors as based on the Code 2020 and BCAC, if applicable. The internal regulations of the Audit Committee and the Nomination and Remuneration Committee have been included in Chapters 7 and 6, respectively.

The Board of Directors appoints the members and President of every committee on proposal of the Nomination and Remuneration Committee. Every committee consists of at least three members. At least half of the committee members are independent.

The term of the mandate as member of the committee may not exceed the term of membership on the Board of Directors. In appointing the members, the Board of Directors expertise required and the directors' individual preferences into account.

All committees regularly (at least every three (3) years) evaluate their internal regulations and own efficacy and submit proposals regarding the necessary changes to the Board of Directors.

5.6 Evaluation of the Board of Directors, its committees and members

5.6.1 General periodic evaluation

Under the leadership of the President and assisted by the Nomination and Remuneration Committee and perhaps external experts, the Board of Directors regularly (at least every three (3) years) evaluates its size, composition, achievements, those of its committees, the interaction with the Executive Management, and individual directors' contributions.

The advising committees ensure that they have simultaneously made their own evaluation (as stipulated in Chapter 5.5) so that they always make their recommendations on their own operations to the Board of Directors within the scope of the latter's evaluation.

The purpose of this evaluation is to improve the efficacy of the Board of Directors as a whole. Where applicable, this can mean that new members to be appointed must be introduced, that there are proposals not to reappoint current members or that measures that are deemed to facilitate a more efficient operations of the Board of Directors are taken.

5.6.2 Individual evaluation

When the reappointment of a director is considered, as well at the end of each mandate, the Nomination and Remuneration Committee evaluates the directors' achievements, commitment, adaptation to changing circumstances and efficiency. Special attention must be paid to the evaluation of the President of the Board of Directors and the Committee Presidents.

If the Board of Directors were to establish that an individual director no longer meets the established standards of achievement and qualification guidelines or that his or her acts cast a bad light on the Board of Directors and/or the Company, the Board of Directors can apply to the General Meeting for the dismissal of the director whose achievements are not up to standard.

5.6.3 Evaluation of the Executive Management

The non-executive directors evaluate their interaction with the Executive Management at least once (1 time) per year. For this purpose they meet once a year without the presence of the Executive Management.

5.7 Remuneration of the members of the Board of Directors and Executive Management

The remuneration policy for the members of the Board of Directors and Executive Management will, up and until financial year 2020, be described in the Remuneration Report that is prepared by the Nomination and Remuneration Committee and the Board of Directors and will be incorporated in the annual reports as part of the CG Declaration.

As of financial year 2021 the remuneration policy will be submitted beforehand to the General Meeting and, after approval, published on the website of the Company. Subsequently the Board of Directors will, at least every 4 year, evaluate the policy and submit it to the General Meeting as well as in case of important changes as described in the remuneration policy.

6. THE NOMINATION AND REMUNERATION COMMITTEE'S INTERNAL REGULATIONS

6.1 Purpose

The Nomination and Remuneration Committee is a committee established on the Company's Board of Directors to give advice on all the decisions of the Board of Directors regarding the appointment or proposal to appoint directors and members to the Executive Management and the remuneration policy, remuneration of the directors and members of the Executive Management and a payment policy for the Company in general.

The Nomination and Remuneration Committee is established in accordance with the BCAC as well as in accordance with the Code 2020.

6.2 Composition

The Nomination and Remuneration Committee must be composed of non-executive directors. The Nomination and Remuneration Committee consists of at least three members, of whom at least half must be independent.

The Nomination and Remuneration Committee is presided over by the President of the Board of Directors, or if he or she is an executive director, by another non-executive director.

The Nomination and Remuneration Committee must avail itself of the required expertise in the field of remuneration policy.

6.3 Appointment, training and dismissal

The President and members of the Nomination and Remuneration Committee are appointed by the Board of Directors at the Nomination and Remuneration Committee's proposal.

New members receive initial training where they are made conscious of these internal regulations, informed of the particular role and tasks of this committee and of all other information related to the committee's particular role.

The Board of Directors determines the duration of the mandates of the Nomination and Remuneration Committee members. The duration of the mandate of the Nomination and Remuneration Committee members may not exceed the duration of membership of the Board of Directors. The mandate is renewable.

The Board of Directors can discontinue a director's mandate as member of the Nomination and Remuneration Committee at any point in time. When a director's mandate as director of the Company is discontinued, his or her mandate as member of the Nomination and Remuneration Committee is likewise automatically discontinued.

6.4 Functioning

The Nomination and Remuneration Committee itself determines how frequently it holds meetings, which is at least twice (2 times) a year and also whenever it deems this necessary to fulfil its obligations.

The President of the Nomination and Remuneration Committee convenes the committee in writing (by letter, e-mail or any other written means) at least three (3) working days before the meeting.

The President or, if he or she is absent, the most senior member of the committee, presides over the Nomination and Remuneration Committee. The President of the Board of Directors does in any event not preside over the Nomination and Remuneration Committee when the election of his or her successor is discussed.

The committee can invite non-members to attend the meeting if it so wishes.

This committee can only deliberate validly if the majority of its members attend or are represented. Decisions are taken by a majority of votes. In the event of an equality of votes, the President has the casting vote.

Meetings can be held or members can participate in meetings by telephone or video conference or by any other technique allowing members to hear one another and deliberate with one another.

In exceptional cases decisions can also be made by unanimous written vote.

The Nomination and Remuneration Committee can obtain professional external advice at the Company's expense after the President of the Board of Directors has been informed of this.

6.5 Reporting

After each meeting, the President of the Nomination and Remuneration Committee presents a report on its activities, conclusions and recommendations to the President of the Board of Directors. The President of the Board of Directors in his turn makes this available to the other directors at the Board's next meeting. If necessary, the President of the Nomination and Remuneration Committee provides additional explanation of the report at the next meeting of the Board of Directors.

6.6 Evaluation

The Nomination and Remuneration Committee regularly (at least every three (3) years) evaluates its internal regulations and own efficacy and submits proposals regarding any necessary changes to the Board of Directors for its approval. The committee ensures that its evaluation is at least ready at the moment that the Board of Directors evaluates itself in accordance with Chapter 5.6.1.

6.7 Responsibilities

The Nomination and Remuneration Committee shall have the following responsibilities and thereby take into account the provisions of the internal regulations of the Board of Directors:

- to develop and recommend to the Board of Directors appointment procedures and criteria to select new directors and members to the Executive Management, annually review and evaluate those procedures and, where necessary, make recommendations to the Board of Directors as regards changes;
- to identify and screen Executive Management candidate directors and members in accordance with the established election procedure and criteria; for re-election the committee evaluates the individual director or member of the Executive Management in accordance with the stipulations in Chapters 5.6.2 and 8.3;
- to advise the Board of Directors on proposals for candidate directors as submitted by the Executive Management or shareholders;
- when necessary, to propose the candidate directors to be co-opted or appointed by the General Meeting to the Board of Directors (in this regard it duly takes into account the nomination procedure as stipulated in Chapter 5.2.3), to propose candidate members and Presidents for the committees and to propose members for the Executive Management;
- to advise the Board of Directors on the evaluation of its scope and composition and make any recommendations regarding changes to it;
- to advise the Board of Directors on follow-up issues on the Board of Directors and the Executive Management, and to provide solutions for this;

- to provide advice regarding the possible dismissal of directors and members of the Executive Management after an evaluation was performed or due to any other reason;
- to evaluate individual directors and members of the Executive Management in accordance with the stipulations in Chapters 5.6.2 and 8.3 and, if necessary, suitably advise the Board of Directors;
- to provide an introduction programme for new directors and members of the Nomination and Remuneration Committee and to provide a permanent training programme for all directors and members of the Nomination and Remuneration Committee (see Chapter 5.2.5);
- to advise the Board of Directors regarding remuneration policy, remuneration for the directors and formulate relative proposals which the Board of Directors must submit to the General Meeting;
- to advise the Board of Directors on remuneration policy and remuneration for the members of the Executive Management, including variable remuneration (and allied criteria), long-term performance bonuses, whether or not these are linked to shares, (are) in the form of share options or other financial instruments and the major contractual stipulations in labour or management agreements (including regulations regarding premature termination of the contract and severance pay) and formulate proposals in this respect which the Board of Directors must submit to the General Meeting;
- to advise the Board of Directors on an overall remuneration policy, including wage systems which stimulate employees at all levels to perform their tasks with a view to creating maximum value for the Company;
- to advise the Board of Directors on allocating long-term incentives in the form of warrants or other financial instruments to employees of the Company or its subsidiaries;
- to prepare the remuneration policy and report and submit this to the Board of Directors for approval before it is included in the CG Statement that forms part of the annual report; and
- to explain the remuneration report at the Annual General Meeting.

7. THE AUDIT COMMITTEE'S INTERNAL REGULATIONS

7.1 Purpose

The Audit Committee is a committee established within the Company's Board of Directors and assists the Board in fulfilling its responsibilities as regards monitoring the Company with a view to inspecting it in the broadest sense of the word.

The Audit Committee is organized in accordance with the Code 2020 and the BCAC.

The function of the Audit Committee is to act as point of contact between the Board of Directors and the auditor and head of internal auditing. The Auditor and head of internal auditing always have limitless access to the Presidents of the Audit Committee and the Board of Directors.

The Audit Committee must maintain good relations with the Executive Management.

7.2 Composition

The Audit Committee must be composed of at least three non-executive directors, of whom at least half must be independent. At least one member must be experienced in accounting and auditing.

The Audit Committee is presided over by a President who is appointed by the Board of Directors. This President may not be the President of the Board of Directors.

The Audit Committee must have the necessary expertise in the fields of bookkeeping, auditing and financial matters.

7.3 Appointment, training and dismissal

The President and members of the Audit Committee are appointed by the Board of Directors at the Nomination and Remuneration Committee's proposal.

New members receive initial training where they are made conscious of internal regulations, given an overview of the organisation of the internal inspection and systems to manage the Company's risks and informed of the particular role and assignments of this Committee and of all other information connected to the particular role.In particular, they must receive full information on the Company's distinguishing operational, financial, bookkeeping and auditing features. There is also a meeting with the Company's auditor and relevant staff.

The Board of Directors determines the duration of the mandate of the Audit Committee members. The duration of the Audit Committee members' mandates may not exceed the duration of membership of the Board of Directors. The mandate is renewable.

The Board of Directors can discontinue a director's mandate as member of the Audit Committee at any point in time. When a director's mandate as director of the Company is terminated, his or her mandate as Audit Committee member is also automatically terminated.

7.4 Functioning

The Audit Committee itself determines how frequently it holds meetings, which is at least four (4) times a year and whenever it deems this necessary to fulfil its obligations.

The Audit Committee has a meeting with the auditor and internal auditor at least twice a year to deliberate with them on subjects regarding its internal regulations, all matters arising from the auditing process and, in particular, the important weaknesses of internal inspection, if any.

The Audit Committee President convenes the committee in writing (by letter, , e-mail or any other written means) at least three (3) working days before the meeting.

The President or, if he or she is absent, the most senior member of the committee, presides over the Audit Committee.

The Audit Committee decides whether and, if so, when the financial director, Managing Director, internal auditor and auditor will attend its meetings. The representatives of the reference shareholders can also be invited and attend the meeting. Furthermore, the committee can invite non-members to attend the meeting if it so wishes. All of them only have an advisory vote.

The deliberations of this committee are only valid if the majority of its members are present or represented. Decisions are taken by a majority of votes. If there is an equality of votes, the President has the casting vote.

Meetings can be held or members can participate in the meetings by telephone or video conference or by any other technique allowing members to hear one another.

In exceptional cases decisions can also be made by unanimous written vote.

The Audit Committee can obtain professional external advice at the Company's expense after the President of the Board of Directors has been informed of this.

7.5 Reporting

The President of the Committee reports to the President of the Board of Directors after every meeting and, in particular, when the Board of Directors draws up the annual accounts, the consolidated annual accounts and, where applicable, the abridged financial overviews intended for publication. In general, the Audit Committee includes all matters on which it is of the opinion that something must be done or that improvement is necessary. In each case, it makes recommendations on the steps to be taken.

The President of the Board of Directors in turn makes this available to the other directors at the Board's next meeting. If necessary, the President of the Nomination and Remuneration Committee provides additional explanation of the report at the next meeting of the Board of Directors.

7.6 Evaluation

The Audit Committee regularly evaluates (at least every three (3) years) its internal regulations and its own efficacy, and it submits proposals regarding any necessary changes to the Board of Directors for its approval. The committee ensures that its evaluation is ready at least at the moment that the Board of Directors will evaluate itself in accordance with the stipulations in Chapter 5.6.1.

7.7 Responsibilities

7.7.1 Monitoring financial reporting

The Audit Committee, together with the Executive Management and auditor, shall check the drafts of the revised annual financial statements and interim financial statements before the meeting of the Board of Directors, which has to approve the statements.

By monitoring financial reporting, the Audit Committee shall evaluate, in particular, the relevance and coherence of the group of norms that the Company applied to the annual accounts. By doing so the accuracy, comprehensiveness and consistent nature of the financial information are evaluated. This evaluation is performed as based on an audit programme chosen by the Audit Committee.

The Executive Management informs the Audit Committee on the methods used to enter significant and unusual transactions of which the accounting processing can be subject to various approaches. In this respect, particular attention is paid to both the existence of and justification for any activity that the Company develops in offshore centres and/or so-called special-purpose vehicles.

7.7.2 Internal inspection and risk management

The Audit Committee evaluates the efficacy of the Company's internal inspection and risk management system as instituted by the Executive Management at least once (1 time) a year. The aim of this is to ensure that the major risks (including risks regarding fraud and compliance with current legislation and regulations) are efficiently identified, managed and published in accordance with the framework approved by the Board of Directors.

The Audit Committee evaluates the statements regarding internal inspection and risk management that have to be included in the Statement of Corporate Governance.

Yearly the risk-assessment effectuated by the Internal Audit is also analysed.

The Audit Committee also lays down and evaluates specific regulations which the Company staff can use and trust to express their concern in respect of possible irregularities regarding financial reporting or other matters. If it is deemed necessary, an independent inspection and appropriate follow-up of these matters in relation to the alleged severity are arranged. Arrangements are also made according to which staff members can inform the President of the Audit Committee directly.

7.7.3 Internal audit

At the Audit Committee's proposal, the Board of Directors ensures that a position is instituted for an independent internal auditor who has at his or her disposal the resources and know-how that are tailored to the Company's nature, magnitude and complexity. A report is made to the Audit Committee on the work programme and findings.

The Audit Committee evaluates the internal auditor's work programme, taking into consideration the extent to which the internal and external audit positions complement one another. The Audit Committee ensures that the internal auditor receives reports or, in any event, periodic summaries of them.

The Audit Committee makes recommendations to the Board of Directors on selecting, appointing, reappointing and dismissing the head of internal auditing and on the budget allocated to internal auditing.

The Audit Committee also checks on the extent to which the Executive Management compromises its recommendations and findings.

7.7.4 Auditor and the External Auditing Process

The Audit Committee makes recommendations to the Board of Directors on selecting, appointing, reappointing and dismissing the auditor, and on the terms and conditions of his or her appointment. The Board of Directors submits a proposal to the General Meeting for approval. The Proposal of the Audit Committee concerning the (re-)appointment of the auditor is also placed on the agenda of the General Meeting. In accordance with the BCAC, the auditor is appointed for a renewable term of three years. The Audit Committee examines the issues leading to the resignation of the external auditor and makes recommendations regarding all actions required in this respect.

The Audit Committee supervises the auditor. The auditor reports direct to the Audit Committee. Without prejudicing the legal stipulations that lay down that the auditor address warnings or reports to the Company's bodies, the auditor reports to the Audit Committee on important matters which have come to light when he or she performed his or her legal inspection and, more particularly, on grave failures in the internal inspection of financial reporting.

The Audit Committee annually receives a report from the auditor in which all the latter's ties with the Company and its group are described and in which he or she also confirms his or her independence. The auditor also deliberates with the Audit Committee on the threats of his or her independence and the safety measures that have been taken to limit these, as underpinned by them.

The auditor also annually states all additional services performed for the Company. The Audit Committee monitors the nature and extent of those services. The Audit Committee draws up and submits to the Board of Directors an official policy plan which stipulates the additional services that are absolutely excluded, those that are allowed but only after the Audit Committee has evaluated them and those that are allowed without having to refer them to the Audit Committee.

The Audit Committee monitors the efficacy of the external audit process and checks to what extent the Executive Management adopts the recommendations that the auditor makes in his or her management letter.

7.7.5 General

The Board of Directors can allocate further tasks to the Audit Committee regarding the Company's inspection.

The inspection function of the Audit Committee by no means discharges the Board of Directors from the responsibility for the financial management of the Company, nor of the responsibility for the Executive Management, the auditor or independent auditors and internal financial staff in their aim to achieve comprehensive and correct financial reporting.

8. THE EXECUTIVE MANAGEMENT'S INTERNAL REGULATIONS

8.1 Introduction

The Company's daily management, as defined in Article 7:121 of the BCAC, and executive responsibility to manage entrepreneurial operations with due regard to the policy lines laid down by the Board of Directors, the Company's values and established risk policy, is delegated to the Managing Director.

At present the Managing Director forms the Executive Management.

8.2 Appointment

The members of the Executive Management are appointed and dismissed by the Board of Directors at the Nomination and Remuneration Committee's proposal.

If persons other than the Managing Director would be part of the Executive Management, the Managing Director shall advise the Nomination and Remuneration Committee on the candidate members and the required expertise or particular properties.

The Managing Director is a member of the Board of Directors.

8.3 Evaluation

The Nomination and Remuneration Committee, which reports to the Board of Directors, annually evaluates the achievements, commitment and efficacy of the Executive Management members in the light of objectives set for the Company and (members') own objectives.

If the Board of Directors were to establish that a member of the Executive Management no longer meets the established standards of achievement and qualification guidelines or that his or her acts cast a bad light on the Board of Directors and/or the Company, the Board of Directors can decide to dismiss the member of the Executive Management.

If members of the Executive Management, other than the Managing Director, are assessed such assessments are discussed with the Managing Director.

8.4 Remuneration

The remuneration of members of the Executive Management is determined by the Board of Directors at the proposal of the Nomination and Remuneration Committee within the boundaries of the remuneration policy as approved by the General Meeting. No member of the Executive Management is present at the (meeting of the) Nomination and Remuneration Committee or the Board of Directors when his or her remuneration is discussed and decided.

8.5 Authority

The Board of Directors entrusts the Company's daily management, as defined in Article 7:121 of the BCAC, and representation in that respect to the Managing Director acting individually. In addition, the Board of Directors can also allocate certain and exceptional authority to the Managing Director.

The Managing Director is accountable to the Board of Directors for handling matters and performing tasks entrusted to them.

The Managing Director can be assisted by other executive managers, if these are appointed by the Board of Directors. The Managing Director can allocate a part of its authority to (one of) these executive managers to the extent that the latter need this to perform their tasks and responsibilities in exceptional and specific matters.

The Managing Director can also allocate a part of its authority for special and particular matters to other management or senior staff members as far as the latter need this to perform their tasks and responsibilities.

The persons to whom the Managing Director has delegated its authority are responsible to the Managing Director. The Managing Director is accountable to the Board of Directors for this.

8.6 External representation

In all its acts, including de jure representation, the Company is lawfully represented by two jointly acting managers or by one Managing Director acting individually, who, also regarding matters that do not concern the daily management, do (does) not have to submit proof of a prior decision by the Board of Directors.

Two directors can entrust a mandatary with the representation of the Company for special and specific matters (including representation in a court of law).

The Managing Director can entrust a mandatary with the representation of the Company for special and specific matters for the purposes of daily management (including representation in a court of law).

8.7 Responsibilities

8.7.1 Overall

The Executive Management is entrusted with the operational management of the Company and ensures that the operations are aligned with the strategy, mission, values and procedures that were approved by the Board of Directors on proposal by the Executive Management.

8.7.2 Profit plan

Once a year the Executive Management proposes a profit and investment-plan for the following year to the Board of Directors, who can approve, reject or adjust this plan.

The Executive Management is subsequently responsible for executing and implementing the profit plan as approved by the Board of Directors.

If, during the course of the year, it appears that important points of the profit and investment plan approved by the Board of Directors cannot be realized, the Executive Management shall inform the Board of Directors of this and propose the necessary corrective actions.

8.7.3 Strategic plan

The Executive Management ensures that strategic and business plans are proposed to the Board of Directors intended to ensure sustainable value creation for all stakeholders and subsequently ensures that the approved plans are implemented within the competence as entrusted to them by the Board of Directors.

8.7.4 Daily management

The Managing Director assumes the daily management of the Company within the scope of the profit and strategic plans approved by the Board of Directors. They ensure that daily management matters are efficiently managed by establishing the correct organisation to implement the strategy and by ensuring compliance with the applicable laws, rules and policy lines. He bears the responsibility for managing entrepreneurial work, conducting staff policy, having internal and external communication and managing relationships with investors. Finally, the Managing Director will submit for approval to the Board of Directors all transactions that fall outside his/her entrusted competences.

8.7.5 Informing the Board of Directors

The Executive Management must maintain efficient communication with the Board of Directors and its President and provide timely all relevant information to be distributed to the members of the Board of Directors so that they are able to prepare the meeting in an informed manner and to evaluate the performance of the company.

The Executive Management reports to the Board of Directors per business entity and on a consolidated basis for the various departments per individual profit centre, on the following:
- figures achieved;
- comparison with the budgeted figures; and
- forecast for the end of the year.

These figures are discussed in detail at the meeting of the Board of Directors.

The Executive Management also furnishes the Board of Directors with an overview of the major decisions taken by the Executive Management.

8.7.6 Inspection, risk management, reporting and financial information

Executive Management must ensure that the Company's internal inspections and risk management systems are instituted within the context approved by the Board of Directors.

Executive Management must propose to the Board of Directors a comprehensive, timely, reliable and accurate preparation of the Company's annual accounts in accordance with the norms applicable to annual accounts and the Company's relevant policy. Executive Management also prepares the mandatory publication of the annual accounts and other relevant financial and non-financial information.

9. CONFLICT OF INTERESTS

9.1 Conflict of interest of a proprietary nature

The BCAC provides for the procedure to be followed where there are conflicts of interest of a proprietary nature concerning a director when the Board of Directors makes a decision.

The arrangement stipulated in article 7:96 of the BCAC applies to decisions and transactions that fall under the authority of the Board of Directors and of which it is in the interests of the director that:

- they are, in nature, allied to property, because the interest has a direct or indirect financial implication for the director; and
- they conflict with a decision or transactions that belong to the authority of the Board of Directors; in this sense "conflicts" means that the position of the respective director can be different, depending on whether or not the decision is taken or the transaction concluded.

This regulation implies that the respective directors:

- must notify the Board of Directors and the auditor of their conflicting right of property interests before a decision is taken;
- must leave the meetings while this point of the agenda is being discussed; and may not participate in the deliberations and decision-making on the relevant point of the agenda.

Besides the aforementioned procedure , and in accordance with article 7:97 of the BCAC, an internal procedure is being followed regarding decisions or transactions that apply to **connected parties** as defined by IAS24 by which a periodical evaluation is made to verify that the conditions, as included in the aforementioned article, are met.

Aforementioned procedure does not need to be applied for (amongst others):

- customary decisions and transactions by the company or its daughter companies at arm's length conditions;
- decisions and transactions of which the value represents less than 1% of the net assets (on consolidated basis);
- decisions and transactions with regard to the renumeration (as a whole or certain elements of it) of members of the Board of Directors and Executive Management; or
- the acquisition or disposal of company shares, pay-out of interim dividends and the increase of capital in the context of the allowed capital without limitation or waiving the preferential rights of current shareholders.

All decisions or transactions that fall within the scope of article 7:97 of the BCAC need to be evaluated beforehand by a committee of three independent Directors. When deemed required by this committee additional assistance can be called in under the form of independent experts of its choice. The committee will issue to the Board of Directors a written and appropriately motivated advise with regard to the intended decision or transaction. The external auditor will evaluate that there are no material inconsistencies in the financial and accounting information between the information as recorded in the minutes of meeting and as included in the advise of the committee and the information he disposes of in the context of his assignment. The result of the evaluation will be added to minutes of meeting of the Board of Directors.

Aforementioned decisions or transactions shall be publicly announced no later than the moment that the decision is taken or the transaction is concluded.

The annual report will contain an overview of all such announcements made during the financial year.

9.2 Other conflicts of interest

In the light of corporate governance the Board of Directors applies a more comprehensive procedure regarding conflicts of interests that is applicable to members of the Board of Directors, the permanent representatives of these members and for members of the Executive Management.

In application hereof the members of the Board of Directors, the permanent representatives of these members and members of the Executive Management need to avoid any conflicts of interests or apparent conflicts between them, their liaised parties (as defined by IAS24) and their closely related persons and the Company. In case of a potential conflict of interest the concerned member or representative needs to inform the Chairman of the Board of Directors as soon as possible about the matter whether or not in scope of articles 7:96 and 7:97 of the BCAC. Subsequently the Board of Directors will determine the procedure to be applied as to safeguard the interests of the company and its shareholders.

As such the following transactions, even if they are not in scope of articles 7:96 and 7:97 of the BCAC, require prior approval by the Board of Directors:

- transactions which are not standard transactions for the Company;
- transactions exceeding a one-off or annual amount of EUR 50,000; or
- transactions binding the Company for a term longer than one year.

The concerned Director will not participate in the discussion and decision process.

The Board of Directors furthermore decided that members of the Executive Management can take on a maximum of two board member mandates in other organisations provided that the Nomination and Remuneration committee is informed in advance and that the Board of Directors, after being advised by the Committee, is of the opinion that no conflicts of interests exists and that no negative impacts on the functioning as member of the Executive Management would arise.

9.2.3 Gifts and entertainment

The directors and members of the Executive Management are only allowed to accept gifts or benefits in kind from customers or suppliers if acceptance of such gifts or benefits in kind is compatible with normal and accepted trade ethics.

10. REGULATIONS TO AVOID MARKET ABUSE

The detailed dealing code approved by the Board of Directors of the Company, can be found in Annex 1 of the Charter.

11. CODE OF ETHICAL CONDUCT

At the meeting on 14 February 2012, the Board of Directors approved a Code of Ethical Conduct – relating to the values and principles Kinepolis wishes to apply in its business operations. The Code applies to Kinepolis, as well as to all its subsidiaries and employees, at home and abroad.

Kinepolis believes that only corporate responsibility can lead to long-term success. It is therefore making every effort to organise its activities to create a balance between the interests of the society within which Kinepolis operates and its shareholders, employees, customers and relations. As well as the applicable laws and regulations, Kinepolis therefore wishes also to respect current standards and values, and therefore expects its directors and employees to observe this Code of Ethical Conduct as adopted by the Board of Directors. The Code of Ethical Conduct sets out the minimum standards that must be respected, with due regard for local laws and customs. The Board of Directors evaluates, at least annually, compliancy with this Code.

12. SHAREHOLDER STRUCTURE

12.1 Capital and shareholders

12.1.1 Authorized capital

The authorized capital as on the date of this Charter amounts to EUR 18,952,288.41 and is represented by 27,365,197 shares.

12.1.2 Major shareholders

The reference shareholders of the Company are Kinohold bis S.A. and Mr Joost Bert. Kinohold Bis SA is controlled by Kinohold, a Stichting Administratiekantoor (Foundation, Administrative Office) under Dutch law, which, lastly, in its turn is the subject of joint inspection by the following natural persons (in their capacity as directors of the Stichting Administratiekantoor: Joost Bert, Koenraad Bert, Geert Bert and Peter Bert. Kinohold bis S.A. and Mr Joost Bert act in mutual deliberation.

Kinohold bis S.A. has a right to nominate directors as stipulated in Chapter 5.2.3..

The reference shareholders apply their influence to ensure that the strategy of the Company is aimed at creating maximum and sustainable shareholders' value in the long term by, among others, the following:

- ongoing management professionalization;
- applying the principles of corporate governance;
- focusing on the Company's core business; and
- conducting a consistent dividend policy that strives to, annually, pay out a third of the net profit under the condition that these do not violate its credit covenants.

12.1.3 Transparency notification

Shareholders who acquire 3% or more of the Company's shares, must make themselves known in accordance with Article 8 of the Articles of Association and the applicable legislation on transparency statements. They must also do so if they exceed the threshold of 5% and multiples of 5% of the shares.

The notifications received by the Company in this respect can be consulted at www.kinepolis.com under "Investor Relations, Corporate Governance, Transparency Statements".

12.2 General Meeting

12.2.1 Date, invitation and agenda

Date

The Annual General Meeting is held at the Company's registered office (Eeuwfeestlaan 20, 1020 Brussels) at 10 a.m. on the second Wednesday of the month of May unless otherwise stated.

In accordance with Article 7:126 of the BCAC, shareholders who represent more than 10% of the share capital can request that an Extraordinary General Meeting be convened.

Convocation

The invitations to the General Meeting are published in the Belgian Official Gazette and in the Belgian newspapers[1] thirty (30) days before the General Meeting and can also be consulted on the Company's website. The Company shall also issue a press release that is publicly available in the EEA. Registered shareholders, directors and the auditor are invited by ordinary mail to participate in the General Meeting, at the latest, thirty (30) days prior to the meeting (unless they have agreed, individually, expressly and in writing, to receive the invitation by other means of communication).

If a new invitation is required because the first one failed to obtain the required quorum, and provided the date of the second meeting is specified in the first invitation and no new items have been placed on the agenda, the deadline for issuing invitation is reduced to seventeen (17) days before the General Meeting.

The invitations mentions what is prescribed by the applicable statutory provisions (including the place, date and time of the meeting, the agenda and proposed resolutions, the formalities for admission to the meeting, information on the right to submit proposals for resolutions or topics for the agenda, the right to ask questions, the procedure for voting by proxy or by post (if allowed), the place where a free copy of the documents can be obtained, the Company's website, etc.).

All relevant information and documentation associated with the General Meeting as prescribed by the applicable statutory provisions shall be placed on the Company's website at the latest on the day the invitation to the General Meeting is published.

[1] Except in the case of the Ordinary General Meeting, which only addresses the points referred to in Article 7:127 of the Companies Code.

Agenda

One or more shareholders, who together hold at least 3% of the Company's authorized capital may have items for discussion placed on the agenda and submit proposals for resolutions relating to items for discussion placed or to be placed on the agenda. This does not apply for a second invitation of a General Meeting in accordance with Article 7:128 of the BCAC. The procedure for asking questions is subject to the applicable statutory provisions.

To be able to place an item on the agenda and/or submit proposals for resolutions, the shareholders in question must be able to prove that on the date on which they submit a proposal and/or item, they hold the required proportion of 3% of the capital. However, the proposed items and/or proposals for resolutions will only be discussed at the General Meeting in question if, on the registration date, the relevant shareholders still hold 3% of the capital in accordance with Article è:130 of the BCAC. Shareholders who wish to place an item on the agenda and/or submit a proposal for a resolution must send the following documents to the e-mail address or postal address as specified in the invitation:

- the written request to place an item on the agenda and the proposal for a resolution or to place an additional proposal for a resolution on the agenda; and
- the written text of the items to be discussed and the associated resolution proposals and/or the text of the resolution proposals;
- the e-mail or postal address to which the Company must send acknowledgement of receipt within 48 hours of receiving the request; and
- proof that the shareholders concerned hold 3% of the capital on the date of the request by means of: (i) a certificate of registration of the registered shares in question in the Company's register of shareholders, or (ii) a statement from a recognized account holder or clearing institution showing that the relevant number of dematerialized shares are entered in their account in their name.

The Company must receive the above documents no later than on the 22nd day before the date of the General Meeting. The company shall confirm receipt of the request within 48 hours of receipt to the e-mail or postal address indicated in the request.

If the Company has received additional items and/or resolution proposals, it shall publish the new agenda with the resolution proposals in accordance with the statutory provisions, no later than on the 15th day before the date of the planned General Meeting. In that case, a supplemented proxy form shall be made available on the Company's website, together with the supplemented agenda.

12.2.2 Right to ask questions

All shareholders have the right to ask questions, either verbally or in writing, relating to reports of the Board of Directors and the auditor or other items on the agenda of the General Meeting, in accordance with the following procedures.

As soon as the invitation to the General Meeting has been published, shareholders may put their questions in writing by sending these by e-mail to the Company's e-mail address as published in the invitation,. The Company must receive the questions no later than the 6th day before the General Meeting. Questions will only be answered if the shareholder who put them has satisfied the formalities for admission to the General Meeting in question as set out below.

Shareholders who are present at the General Meeting may also put their questions to the Board of Directors and/or the auditor verbally.

12.2.3 Participation

Registration

The right to take part in and exercise voting rights at the General Meeting is only granted on the basis of the registration in the as shareholder at midnight (Belgian time) on the 14th day before the General Meeting in question, being the registration date, either by their registration in the Company's register of shareholders, their registration in the accounts of a recognized account holder or clearing institution regardless of the number of shares held by the shareholder on the day of the General Meeting.

No later than the 6th day before the General Meeting, the shareholder must inform the Company or a person appointed by the Board of Directors of his or her wish to participate in the General Meeting, in accordance with the procedure laid down by the Board of Directors.

Warrant and/or bond holders may attend the General Meeting provided they satisfy the above conditions for admittance as provided for shareholders, which must then be applied mutatis mutandis.

Participation and Voting at distance

The company has incorporated in its Articles of Association the possibility to, in cases where the convocation this explicitly prescribes, allow shareholders to remotely participate in the General Meeting by means of a, by the company, provided electronic communication system as well as to exercise their rights of questioning and voting.

Voting by proxy

Principle

In accordance with Article 30 of the Company's Articles of Association, each shareholder may have him- or herself represented at the General Meeting by a third party, who may or may not be a shareholder, but who holds a special proxy, which may be granted in writing.

Procedure

For each General Meeting, the Company will put a form on its website that can be used to grant proxy and will specify in the invitation the formalities for voting by proxy, namely the time limit within which the right to vote by proxy must be exercised and the conditions under which the Company is prepared to accept electronic notifications of the appointment of the proxy holder.

The shareholder must appoint the proxy holder in writing or via an electronic form, and this must be signed by the shareholder (where applicable by means of an advanced electronic signature within the meaning of Article 4, § 4 of the Law of 9 July 2001 laying down certain rules in connection with the legal framework for electronic signatures and certification services or with an electronic signature that satisfies the conditions of Article 1322 of the Civil Code). The shareholder must send the proxy to the Company by post or by e-mail to the e-mail address indicated in the invitation to the General Meeting, no later than on the 6th day before the General Meeting. If sent by e-mail, this must be electronically signed as specified above.

If the proxy is withdrawn, this must also be indicated and brought to the Company's attention in writing or via an electronic form before the General Meeting in accordance with the above paragraph.

The proxy can only be taken into consideration when calculating the quorum and majority if the shareholder who granted the proxy has satisfied the formalities for admission to the General Meeting.

Duration of proxy

The proxy can be granted for one or more specific meetings or for meetings held over a particular period (except in the case of a public request to grant proxies that can only be made for one General Meeting).

Proxies granted for a specific meeting apply to subsequent meetings convened with the same agenda.

Appointing the proxy holder

A shareholder in the Company may appoint one person as proxy (who may, if necessary, be replaced if the right of subrogation was granted by the shareholder).

By way of derogation, however, the shareholder may appoint a separate proxy for each form of shares held by him or her (e.g. registered or dematerialized, as well as for each of his or her securities accounts if he or she has shares in more than one securities account. Also by way of derogation, a person qualified as a shareholder who acts professionally for the account of other natural or legal persons (i.e. a nominee) can also grant proxy to each of these other natural or legal persons or to a third party appointed by them.

Rights of the proxy holder

A person who acts as proxy holder may hold proxies from various shareholders; if necessary, he or she can vote differently for each shareholder.

The proxy holder enjoys the same rights as the shareholder thus represented, in particular the right to speak, to put questions during the General Meeting and to exercise the right to vote at that meeting.

The proxy must state whether the proxy holder is authorized to vote on any new items for discussion that have been placed on the agenda as a result of the right of shareholders who hold 3% of the capital to introduce new items or whether he or she must abstain.

Duties of the proxy holder

The proxy holder must cast his or her vote in accordance with any instructions from the shareholder who granted him or her the proxy; it is not compulsory to provide voting instructions (except in the case of a request to grant a proxy and a potential conflict of interests - see below). However, the Company advises always providing voting instructions to avoid discussions at a later date.
The proxy holder must keep a record for at least one year of any voting instructions provided by the shareholder and confirm at the latter's request that he or she has followed these voting instructions.

Potential conflict of interests
If a potential conflict of interests arises between the shareholder and the proxy holder, the latter must notify the shareholder of the precise facts that are of importance to assessing whether there is a danger of the proxy holder having any interest other than that of the shareholder, and the proxy holder may only vote on behalf of the shareholder provided he or she has specific voting instructions for each item on the agenda.

If the proxy holder:

(i) is the Company itself (i.e. Kinepolis Group NV) or an entity controlled by it, or a shareholder who controls the Company, or some other entity controlled by such a shareholder;
(ii) is a member of the Board of Directors or of the administrative bodies of the Company, of a shareholder who controls the Company, or of a controlled entity as referred to in (i);
(iii) is an employee or an auditor of the Company, of the shareholder who controls the Company, or of a controlled entity as referred to in (i); or
(iv) has a parental tie with a natural person as referred to in (i) to (iii), or is the spouse or legally cohabiting partner of such a person or of a relative of such a person, then such a potential conflict of interests definitely exists.

Modified agenda

Pursuant to the right of shareholders who hold at least 3% of the Company's capital, it is possible that a modified agenda of the General Meeting will have to be circulated no later than on the 15th day before the General Meeting.

Proxies that are brought to the attention of the Company before the supplemented agenda is made public remain valid for the items for discussion placed on the agenda to which they pertain.

For items for which new *resolution proposals* were submitted, the proxy holder may depart from any instructions provided by the shareholder if carrying out these instructions could harm the shareholder's interests. The proxy holder must inform the shareholder of this.

It is recalled that the proxy must specify whether the proxy holder is authorized to vote on any new *items* for discussion that are placed on the agenda or whether he or she must abstain.

12.2.4 Course of the meeting

The General Meetings are led by the President of the Board of Directors. During the General Meeting the directors and the auditor answer the questions put to them, provided such communication of information or facts is not likely to damage the commercial interests of the Company or the confidentiality that binds the Company, its directors or the auditor.

If different questions address the same item, the directors and the auditor may give a single answer.

Subject to legal or bylaw stipulations to the contrary, decisions are made by ordinary majority of votes cast, regardless of the number of shares represented at the meeting. Blank or invalid votes are not counted with the votes cast.

12.2.5 Minutes

The minutes of the General Meeting indicate the following for each resolution: (i) the number of shares for which valid votes were cast, (ii) the percentage of the Company's authorized capital represented by these shares, (iii) the total number of validly cast votes, and (iv) the number of votes cast for or against each resolution, together with any abstentions.

These minutes are published on the Company website and a press release is also spread within 15 days of the General Meeting in question.

13. SHAREHOLDERS RELATIONSHIP

With regard to the reference shareholders, the Company recognizes their role as a stimulating factor in the further development of the Company to the benefit of all shareholders. As such the Company will maintain a constructive dialogue with the reference shareholders. This Charter and the stipulations of the Code 2020 are also to be complied with by the reference shareholders.

The company will also engage into an effective dialogue with the other shareholders and potential shareholders by means of appropriate investor relations programs as to gain a better insight in their objectives and expectations. The Board of Directors will discuss, at least once per year, the feedback from Executive Management with regard to this dialogue.

The Board of Directors furthermore encourages shareholders to attend the General Meeting and ensures that all shareholders' rights are treated equally.

The Board of Directors evaluated whether the company should conclude a relationship agreement with the reference shareholders. In view of the close relationship and clear agreements between the Company and the reference shareholders this is not deemed required at this moment.

Annex 1

REGULATIONS TO AVOID MARKET ABUSE

DEALING CODE

1. POLICY STATEMENT

The Board of Directors of Kinepolis Group NV/SA (the "**Company**") has adopted this policy on Insider Trading (as defined below) in order to inform the shareholders, directors, executive management, service providers and employees of the Company on the applicable market abuse legislation and regulations and the Company's policy regarding Insider Trading and consequently to prevent Insider Trading or allegations of Insider Trading (hereinafter the "**Protocol**").

The Protocol does not constitute legal advice, should not solely be relied upon as such and does not discharge the Insider (as defined below) from his/her individual responsibility regarding the compliance with the applicable legislation and regulations regarding market abuse (the "**Market Abuse Regulations**"). The Protocol is limited to an overview of some key duties under the Market Abuse Regulations, insofar as they relate to the Company's Securities.

2. DEFINITIONS

2.1 Insider Trading

Insider trading is the trading of a listed company's Securities by persons with access to Inside Information about such company and using such information for such trading ("**Insider Trading**").

The prohibitive clauses described herein do not solely apply to Securities of the Company. They also have a general scope of application. Consequently, it cannot be excluded that information obtained within the Company constitutes Inside Information in respect of Securities of other (Belgian or foreign) listed companies. Insiders must therefore be aware that they could be guilty of insider trading in the context of Securities of other companies by using Inside Information acquired within the Company. For this reasons, it is strongly recommended not to deal in the (related) Securities of direct or indirect listed competitors of the Company.

2.2 Insider

Any person who possesses Inside Information as a result of any of the following, shall be subject to the prohibitions set forth in Section 3 with respect to the Company's Securities (an "**Insider**"):

- being a shareholder of the Company;
- being a member of the Company’s board of directors;
- being a member of the Company's Executive Management (as defined in the Company's Corporate Governance Charter);
- being any employee, service provider or other person who, further to his position, function, duties or employment in or for the Company or a company related to the Company, is having access to Inside Information;

- other circumstances than those mentioned above where that person knows or ought to know that it is Inside Information. It is therefore recommended to also consider persons closely related to the persons described under the aforementioned bullets, such as spouses, children and other family members that form part of the same household, as Insiders.

Where the concerned person is a legal person, the prohibition of Insider Trading shall also apply to the natural persons who participate in the decision to carry out activities for the account of the legal person concerned.

2.3 Securities

Securities are all financial instruments within the meaning of Article 3 of the Regulation N°596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as amended from time to time (the "**MAR**") such as shares, bonds, warrants, share options, etc. or related derivatives ("**Securities**").

2.4 Inside Information

Information must meet the following four (4) cumulative conditions to be regarded as inside information ("**Inside Information**"):

- **The information must be of a precise nature.** The information shall be deemed to be of a precise nature if relates to:

  - an existing situation or

  - a situation of which it may reasonably be expected to come into existence, or

  - an event that has occurred or of which it may reasonably be expected that it will occur.

  In the case of a process that is spread in time, the intermediate steps of this process, may also be deemed to be precise information. Vague and inaccurate rumours may however not be regarded as Inside Information.

- **The information must, directly or indirectly, relate to the Company or the Company's Securities.** This information can concern, e.g. the results of the Company (before they have been made public), an imminent merger or takeover, increases or decreases in dividends, issue of new debt instruments, signing or loss of an important contract, amendments to Executive Management, technological innovation, strategic changes, decisions to buy back own shares, legal disputes with a major impact on the result of the Company etc.

- **The information may not yet have been publicly disclosed.** In other words, it may not be of general knowledge to public investors. Information is only regarded as having lost its privileged character when it is effectively made public.

- If it is disclosed, the information **would be likely to have a substantial influence on the price of the Company's Securities.** Whether the price is also effectively influenced if disclosed later, is not relevant. It is accepted that information is likely to substantially influence the price if an investor who acts reasonably would likely use this information to partially base his or her investment decision thereon.

3. FORBIDDEN ACTIONS

Insiders are prohibited from:

- directly or indirectly acquiring, disposing of or attempting to acquire or dispose of the Company's Securities, whether for its own account or for the account of another person, as well as cancelling or amending an order concerning the Company's Securities where the order was placed before the Insider possessed the Inside Information (together "**Trade**") (**Trade prohibition**);

- disclosing Inside Information to someone else (including for example the Insider's Partner and children), unless this is done within the scope of the normal exercise of his or her job, profession or duty (**Prohibition to communicate**);

- on the grounds of the Inside Information, to recommend or induce someone else to acquire or dispose of the Company's Securities or to cancel or amend a trade order or disclosing any recommendations or inducements onwards where the disclosing person knows or ought to know that it was based on Inside Information (**Prohibition to give tips**).

Insiders who possess Inside Information are presumed to have used this information for the acquisition or disposal of (or attempt thereto) of the Company's Securities. Such presumption is rebuttable.

It is important to note that the abovementioned actions are forbidden, not only in Belgium but also abroad.

4. SANCTIONS

Violations of the prohibitions set out in Section 3 above may lead to both administrative and criminal sanctions.

A breach of such prohibitions constitutes a criminal offence whereby the Insider can be sentenced with imprisonment from three (3) months up to four (4) years and with a fine between EUR 50 and EUR 10,000 (to be multiplied by the statutory multiplication factor of 8). In addition, the offender can be sentenced to payment of a sum that corresponds to a maximum of three times the amount of the financial profits that he or she has gained either directly or indirectly from the infringement. This sum is collected as a fine.

In addition, the Financial Services and Markets Authority (FSMA), as supervisory authority, can impose administrative fines amounting to (i) in respect of a natural person, maximum EUR 5,000,000 and (ii) in respect of a legal entity, maximum EUR 15,000,000 or, if higher, 15% of the total annual turnover of such legal entity. The relevant total annual turnover shall be determined based on the last annual accounts approved by the management body of such legal entity. If the legal entity has no turnover, the relevant total annual turnover shall refer to the corresponding type of income determined either in accordance with the relevant accounting directives, or, if they do not apply to the legal entity, in accordance with the law of the state in which the concerned legal entity has its statutory office. If the legal entity is a parent company or a subsidiary of a parent company who must draw up consolidated accounts, the relevant total annual turnover shall be based on the last consolidated accounts approved by the management body of the ultimate parent company.

If the infringement has resulted in profits or has permitted to avoid losses, the above-mentioned maximum amount of fine may be increased to three times the amount of the profits gained or losses avoided.

5. CLOSED PERIODS

Any person who is

a. a member of the Company's board of directors or the Company's Executive Management (the "**Key Managers**");
b. a Reference Shareholder (as defined in the Company's Corporate Governance Charter); or
c. an employee, service provider or other person, who further to his position, function, duties or employment in or for the Company or a company related to the Company, is having access to Inside Information on a regular basis, and who has been identified as such and included in the Insider List of the Company (the "**Key Employees**"),

(together, the "**Company's Insiders**")

may in any event not Trade the Company's Securities during a "**Closed Period**", being

a. the period as of the 6th business day as of closure of the respective calendar year, semester or quarter and extending through (and including) two (2) business days following the announcement of the respective annual or semestrial results or the quarterly Business Update of the Company; and
b. any other period that can be regarded as sensitive and communicated as such by the Compliance Officer to the relevant Insiders (a "**Prohibited Period**").

The annual Closed Periods shall be communicated by e-mail by the Compliance Officer every year at the end of the current year for the year to come. Any changes thereto (as a result of changes in the financial calendar or otherwise), in the course of the financial year, will be notified at once.

The Compliance Officer shall announce additional closed periods, the so called **Prohibited Periods**, on the basis of a specific case of Inside Information as well as the ending thereof to (i) the Company's Insiders and (ii) to any person who has been put on the Deal Specific section of the Insider List. These persons may also not execute any transactions regarding the Company's Securities during such Prohibited Period (an "**Occasional Insider**").

Persons with management responsibilities should moreover comply with the prohibition set out in Section 7.2, as may be applicable from time to time.

6. INTERNAL REPORTING REGARDING STOCK EXCHANGE TRANSACTIONS

Each of the Company's Insiders who wishes to Trade the Company Securities, must notify the Compliance Officer by e-mail of this at least three (3) stock market days before the transaction. The Compliance Officer may not Trade without having informed, within the same deadline, the Chairman of the Board of Directors.

Persons with management responsibilities should moreover comply with the prohibition and request for clearance set out in Section 7.2, as may be applicable from time to time.

With reference to this notification, the Compliance Officer can formulate a negative recommendation on the planned transaction.

If the Compliance Officer is in any doubt he or she can ask the Company's Senior Legal Counsel or the Chairman of the Board of Directors for advice.

If the transaction materialises, the Insider must notify the Compliance Officer of this, at the latest, on the first business day after the transaction, stating the number of Securities that have been Traded and the price at which they were Traded. In case of Trading by the Compliance Officer, he or she will notify within the same deadline the Chairman of the Board of Directors.

Persons with management responsibilities or closely related persons thereto should moreover comply with the notification obligations set out in Section 7.2.

7. SPECIAL OBLIGATIONS FOR PERSONS HAVING MANAGEMENT RESPONSIBILITIES OR CLOSELY RELATED PERSONS

7.1 Notification obligation

Without prejudice to the notification obligations set out in Section 6, persons who have management responsibilities within the Company and, where applicable, persons who are closely related to them, must notify the FSMA and the Company of Transactions (as defined below) for their own account in shares or debts instruments that were issued by the Company or to derivatives or other financial instruments linked thereto.

A "**person with management responsibilities**" is understood to be a person who:

a. is a member of the Company's Board of Directors; or
b. is a senior staff member who holds a management position but who does not form part of the Board of Directors and who has regular access to Inside Information and relating directly or indirectly to the Company and also has the authority to make management decisions that have consequences for the future developments and business prospects of the Company.

The Company considers that, besides the persons listed under (a) above, only the Executive Management (i.e. the CEO) is to be considered as "person with management responsibilities".

A "**person closely related to a person with management responsibilities**" is understood to include the following persons:

a. the spouse of the person with a management responsibilities, or such person’s life partner who is legally regarded as being equal to a spouse;
b. children who legally fall under the responsibility of the person with management responsibilities;
c. other family members of the person with management responsibilities who, on the date of the Transaction concerned, for at least one year, formed part of the same household as the person concerned; and
d. a legal person, trust or partnership whose management responsibilities are discharged by the person with management responsibilities or one of the abovementioned persons,

and which is directly or indirectly controlled by such person, which is incorporated for the benefit of such person, or of which the economic interests, in essence, are equal to those of such person.

"**Transactions**" for the purpose of this Section 7, means every Transaction conducted on account of the person with management responsibilities or of a person closely related to such a person relating to the Securities of the Company or to derivatives or other financial instruments linked thereto[1], as well as:

a. the pledging or lending of such Securities by or on behalf of a person with management responsibilities or a person closely related to such a person;
b. transactions undertaken by persons professionally arranging or executing transactions or by another person on behalf of a person with management responsibilities or a person closely related to such a person, including where discretion is exercised;
c. transactions made under a life insurance policy, where:
    i. the policyholder is a person with management responsibilities or a person closely related to such a person,
    ii. the investment risk is borne by the policyholder, and
    iii. the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy.

For the purposes of item a), a pledge, or a similar security interest, of such instruments in connection with the depositing of the financial instruments in a custody account does not need to be notified, unless and until such time that such pledge or other security interest is designated to secure a specific credit facility.

For the purposes of item b), Transactions executed in shares or debt instruments of the Company or derivatives or other financial instruments linked thereto by managers of a collective investment undertaking in which the person with management responsibilities or a person closely related to them has invested, do not need to be notified where the manager of the collective investment undertaking operates with full discretion, which excludes the manager receiving any instructions or suggestions on portfolio composition directly or indirectly from investors in that collective investment undertaking.

Such notifications shall be made promptly and no later than three (3) business days after the date of the Transaction.

This obligation applies once the total amount of Transactions executed by the person having management responsibilities or a person closely related to such person has reached the threshold of EUR 5,000 within a calendar year, calculated by adding without netting all Transactions. In such case, any subsequent Transaction will have to be notified in accordance with the abovementioned paragraphs.

The notification to the FSMA and the Company must be done online via an electronic platform (https://portal-fimis.fsma.be/) (a Quick User Guide can be found at: http://www.fsma.be/~/media/Files/fsmafiles/circ/nl/2016/fsma_2016_08_c2.ashx) and must contain the following information:

[1] Such Transactions shall include all transactions listed in Article 10.2 of the Commission Delegated Regulation (EU) 2016/522 of 17 December 2015, see Annex 1.

- name of the person with management responsibilities or, where applicable, name of the person who is closely related to this person;
- reason for the obligation to notify;
- name of the Company;
- description and identifier of the financial instrument (for example, share or warrant);
- nature of the Transaction (for example, acquisition or disposal), indicating whether it is linked to the exercise of share option programmes or to the specific examples as set out in (a) to (c) above under the definition of "Transactions";
- date and place of the Transaction;
- price and volume of the Transaction (in the case of a pledge whose terms provide for its value to change, this should be disclosed together with its value at the date of the pledge).

The FSMA publishes the abovementioned information on its website.

Persons with management responsibilities, as identified by the Company, should notify the persons closely related to them of their obligations under this Section 7 and the related Market Abuse Regulations in writing, and should keep a copy of such notification and provide a copy to the Compliance Officer.

The Company shall draw up a list of all persons with management responsibilities and the persons closely related to them (the latter on the basis of the information provided by the persons with management responsibilities).

7.2 Prohibition to Trade during a specified closed period

Without prejudice to the prohibitions contained in Section 3 and 5, a person with management responsibilities shall not conduct any Transactions on its own account or for the account of a third party, directly or indirectly, relating to the shares or debt instruments of the Company or to derivatives or other financial instruments linked to them during a closed period of 30 calendar days before the announcement of an interim financial report or a year-end report[2] of the Company.

Without prejudice to the prohibitions contained in Section 3 and 5, the Company may allow a person with management responsibilities to Trade on its own account or for the account of a third party during such period of 30 calendar days before the announcement of an interim financial report or a year-end report of the Company either:

a) on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, which require the immediate sale of shares; or
b) due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change.

[2] *Announcement* of a year-end report refers to the public statement whereby the Company announces, in advance to the *publication* of the final year-end report, the preliminary financial results agreed by the Board of Directors which will be included in that report, provided this announcement contains all the key information relating to the financial figures expected to be included in the year-end report.

If the person with management responsibilities wishes to Trade during such a closed period under a) above, he or she should notify the Compliance Officer, prior to any Trading during the closed period, providing a reasoned written request for obtaining the Company's permission to proceed with immediate sale of shares during such a closed period. The Company requires that the written request shall describe the envisaged transaction and provide an explanation of why the sale of shares is the only reasonable alternative to obtain the necessary financing.

If the Compliance Officer is in any doubt on the clearance, he or she can ask the Company's Senior Legal Counsel or the Chairman of the Board of Directors for advice.

The Compliance Officer must inform the Chairman of the Board of Directors if (s)he wishes to Trade during such closed period.

If the Compliance Officer is absent and in case the person who is replacing him/her has not been designated, the person with management responsibilities should inform the Chairman of the Board of Directors in advance for obtaining clearance.

The Compliance Officer resp. Chairman of the Board of Directors shall decide on the clearance in accordance with the applicable rules and regulations (including the Commission Delegated Regulation (EU) 2016/522 of 17 December 2015). Clearance, if any, shall be granted for a limited period of time. All requests for clearance and all grants or refusals of clearance are communicated by e-mail.

The Compliance Officer maintains a written file, consisting of: (i) any request for clearance received; (ii) any clearance given or refused; and (iii) any notification of the Transactions executed pursuant thereto. Written confirmation must be given to the persons with management responsibilities concerned of any request or notification received and of any clearance given or refused.

7.3 Sanctions

Violations of the obligations set out in this Section 7 may lead to administrative sanctions. The FSMA has the power to prosecute the administrative offence, and to that end enjoys wide powers of investigation. It can impose the following maximum administrative pecuniary sanctions: (i) in respect of a natural person, EUR 500,000 and (ii) in respect of a legal person, EUR 1,000,000. If the infringement has resulted in profits or has permitted to avoid losses, this maximum amount may be increased to three times the amount of the profits gained or losses avoided.

8. PREVENTIVE MEASURES

8.1 Restrictions on speculative trade

The Company is of the opinion that speculative trade in its Securities by the Insiders paves the way to unlawful conduct, or at least the appearance of such conduct. That is why it is hereby agreed that the Company's Insiders and Occasional Insiders will undertake none of the following actions regarding the Company’s Securities:

- consecutively acquiring and disposing of the Company's Securities on the stock market in a time span of less than 6 months, with the exception of selling shares that were acquired by exercising warrants or share options; and

- acquiring and disposing of sales and purchase options (“puts” and “calls”).

8.2 Guidelines to maintain the confidential nature of Inside Information

Below are a few guidelines that every of the Company's Insiders and Occasional Insiders must observe with a view to maintaining the confidential nature of Inside Information:

- only discuss Inside Information with other by Executive Management authorized Insiders;
- use code names for sensitive projects;
- use passwords on the computer system to restrict access to the documents in which inside information is to be found;
- restrict access to spaces where Inside Information can be found or where Inside Information can be discussed;
- safely file Inside Information;
- not discuss Inside Information in public places (e.g. lifts, hall and restaurant);
- mark sensitive documents with the word “confidential” and use closed envelopes marked “confidential”;
- limit copying sensitive documents as much as possible;
- never leave Inside Information unattended;
- always point out to employees who get into contact with Inside Information that the information is confidential and that confidentiality must be maintained;
- when faxing Inside Information always check the fax number and verify that someone who has access to this information is there to receive it;
- when sending e-mails, always check that only the right persons are addressed and emphasize the confidential nature; and
- refuse all comments on the Company as regards external research (e.g. by analysts, brokers, the press, etc.) and refer these persons immediately to the Compliance Officer.

The above guidelines are not exhaustive. In concrete circumstances all other appropriate measures must be taken. If there is any doubt, the Insider must contact the Compliance Officer.

9. COMPLIANCE OFFICER

The Board of Directors has appointed the chief financial director as Compliance Officer.

Notwithstanding any other tasks set out in this Protocol, the Compliance Officer shall

- supervise, inter alia, that the Company's Insiders and Occasional Insiders observe the current Protocol, comply with the accompanying legal and regulatory obligations and are informed of the sanctions applicable to the aforementioned prohibitions;
- deal with the requests for clearance to Trade as set out in Section 7;

- inform the Company's Insiders of the Closed Periods and Occasional Insiders as the case may be of the Prohibited Periods;

- keep the Insider List up-to-date (see Section 10); and

- ensure that every new director, manager, service provider and employee of the Company or one of its subsidiaries, who is an Insider (whether as one of the Company's Insiders or an Occasional Insider), subscribes this Protocol via the EQS Insider Management Platform.

10. LIST OF INSIDERS

The Compliance Officer keeps, via the EQS Insider Management Platform and in accordance with the standard model, one list (with different sections per case of Inside Information and a section for the persons having permanent Inside Information) of all persons who have actual access to Inside Information regarding the Company and who work for the Company, through an employment contract or otherwise, or provide services to the Company in the framework of which they have access to Inside Information regarding the Company (e.g. advisors, accountants, rating offices) (the "**Insider List**"). This list shall be updated regularly and, if requested, sent to the FSMA.

The Compliance Officer may also instruct any of the legal entities who provide services to the Company and whose representatives have access to Inside Information, to draw up and update such an insider list of the Insiders within such entity, on behalf of the Company. The Company shall at all times retain a right of access to such insider list.

The lists contains at least the following data:

- identity of all persons who have access to Inside Information, including
    - first name(s);
    - surname(s) and birth surname(s), if different;
    - professional phone numbers (direct and mobile);
    - Company name and address;
    - function;
    - date of birth;
    - national identification number;
    - personal phone numbers (direct and mobile); and
    - personal full home address;

- the reason why these persons are on the list and the date on which they were included in the Inside List;

- the date and time at which that person obtained access and (as the case may be) ceased to have access to the Inside Information; and

- the date on which the list was compiled and updated.

The Insider Lists are immediately updated by the Company:

- whenever there is a change in the reason for a person already on the Insider List;

- whenever a new person has access to Inside Information and therefore needs to be added to the Insider List;
- when a person already on the Insider List no longer has access to Inside Information, and since when that is the case.

The persons appearing on the Insider List shall be informed accordingly and asked to subscribe to the present Protocol (via the EQS Insider Management Platform) pursuant to which they acknowledge being informed of the legal and statutory duties entailed and being aware of the sanctions applicable to Insider Trading and the unlawful disclosure of Inside Information rules.

The persons appearing on the Insider List shall inform the Company (via the EQS Insider Manager Platform) without delay of any development that may require the Company to exclude said person in/from the Insider List or to update the Insider List or said person's identity information in accordance with the above.

The Insider List must be retained for a period of at least five years after it is drawn up or last updated.

11. MONEY RESOURCES MANAGEMENT BY THIRD PARTIES

When one of the Company's Insiders or Occasional Insiders, as the case may be, allows his or her money resources to be managed by a third party, such Insider shall, for transactions with Securities of the Company, impose on that third party the obligation to take into consideration the same restrictions that apply to such Insider in respect of trading Securities of the Company, i.e. respecting the Closed and Prohibited Periods.

There is an exception to this where, on the grounds of a written contract entered into outside of any Closed or Prohibit Period, the third party has discretionary management and the Insider does not exercise any influence on the policy conducted by the third party. Such exception does not apply however to the notification obligation of transactions by persons with management responsibility or persons closely related to such person as set out in Section 7.1 and the prohibition to Trade for the persons with management responsibilities during the specified closed period as set out in Section 7.2.

12. OBLIGATION TO NOTIFY WHERE IMPORTANT PARTICIPATIONS ARE CONCERNED

The Company's Insiders and Occasional Insiders undertake to comply with Article 8 of the Company’s Articles of Association with respect to the obligation to notify the Company if certain participation thresholds (3%, 5% and all multiples of 5%) in the Company are crossed.

13. DURATION

The Company's Insiders and Occasional Insiders are bound by this Protocol up to six (6) months after they have ceased to fulfil their position in the Company or provided services to the Company, except for the obligations set out in Section 7 which shall terminate as soon as such person no longer fulfils the criteria of being a person with management responsibilities or a person closely related thereto.

14. AMENDMENTS

The Board of Directors reserves the right to amend this Protocol. The Company shall inform the relevant Insiders who subscribed the Protocol (via the EQS Insider Manager Platform) of these amendments and make the amended Protocol available via the EQS Insider Manager Platform.

15. PRIVACY

Information furnished by Insiders in accordance with this Protocol shall be processed by the Compliance Officer in accordance with any applicable privacy and data protection laws and regulations (the "**Privacy Law**") with a view to the prevention of abuse of inside information. On the grounds of the Privacy Law, all Insiders have access to their personal data and they have the right to correct any mistakes.

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Annex 1

Transactions that should be notified:

(a) acquisition, disposal, short sale, subscription or exchange;

(b) acceptance or exercise of a stock option, including of a stock option granted to managers or employees as part of their remuneration package, and the disposal of shares stemming from the exercise of a stock option;

(c) entering into or exercise of equity swaps;

(d) transactions in or related to derivatives, including cash-settled transaction;

(e) entering into a contract for difference on a financial instrument of the concerned issuer or on emission allowances or auction products based thereon;

(f) acquisition, disposal or exercise of rights, including put and call options, and warrants;

(g) subscription to a capital increase or debt instrument issuance;

(h) transactions in derivatives and financial instruments linked to a debt instrument of the concerned issuer, including credit default swaps;

(i) conditional transactions upon the occurrence of the conditions and actual execution of the transactions;

(j) automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares;

(k) gifts and donations made or received, and inheritance received;

(l) transactions executed in index-related products, baskets and derivatives, insofar as required by Article 19 of Regulation (EU) No 596/2014;

(m) transactions executed in shares or units of investment funds, including alternative investment funds (AIFs) referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council, insofar as required by Article 19 of Regulation (EU) No 596/2014;

(n) transactions executed by manager of an AIF in which the person discharging managerial responsibilities or a person closely associated with such a person has invested, insofar as required by Article 19 of Regulation (EU) No 596/2014;

(o) transactions executed by a third party under an individual portfolio or asset management mandate on behalf or for the benefit of a person discharging managerial responsibilities or a person closely associated with such a person;

(p) borrowing or lending of shares or debt instruments of the issuer or derivatives or other financial instruments linked thereto.