KINEPOLIS GROUP NV

REMUNERATION POLICY

1 SCOPE

In accordance with Article 7:89/1 of the Belgian Companies and Associations Code ("**BCAC**") and the Belgian Corporate Governance Code 2020 (the "**2020 Code"**), the Board of Directors has prepared the Remuneration Policy of Kinepolis Group NV (the "**Company"**). This Policy describes the remuneration principles applicable to the members of the Board of Directors and the Executive Management (currently consisting only of the CEO).

2 PROCEDURE

On 12 May 2021 and 11 May 2022, the Ordinary General Meeting approved the Remuneration Policy put forward by the Board of Directors on 24 March 2021 and 23 March 2022, respectively, following a proposal by the Nomination and Remuneration Committee (the "**Committee**"). Subsequently, on 19 March 2024, the Board, based on the Committee's recommendation, adopted a limited amendment to the Remuneration Policy, effective from 1 January 2024. Furthermore, on 18 March 2025, the Board reviewed in accordance with clause 7.89/1 of the BCAC the Remuneration Policy and concluded that its framework remains robust, representing the most appropriate and effective structure for incentivizing and rewarding performance while ensuring alignment with the Company's long-term goals.

In any event, whenever there is a material change in the Remuneration Policy and at least every four years, the Board of Directors will submit to the General Meeting an (amended) Remuneration Policy, adopted on the proposal of the Committee.

3 PURPOSE

The Remuneration Policy is structured to create sustainable, long-term value for the Company and its stakeholders. It focuses on attracting and retaining Directors and Executive Management members with extensive, complementary, and international expertise. Their skills and experience are vital for implementing the Company's long-term strategy, ensuring it remains resilient, sustainable, and innovative while delivering significant value to all stakeholders.

To achieve this, the Remuneration Policy ensures that the compensation for Directors and Executive Management is reasonable, appropriate, and competitive. This is intended to attract, motivate, and retain individuals who meet the profiles defined by the Board of Directors, in line with the Company's size and market position.

The Board of Directors employs a comprehensive benchmarking tool referred to as the "Reference Framework." This framework comprises a selection of mid-cap listed companies that share similar characteristics with the Company, including the scale of their international operations, turnover, market capitalization, and workforce size. The Reference Framework is subject to regular review and updates to maintain its relevance and ensure that it continues to reflect the Company's position and the competitive landscape accurately.

The policy also emphasizes fairness and appropriateness by aligning compensation with the Executive Management's contributions to implementing the Company's long-term strategy.

This approach ensures that remuneration packages are competitive within the market and consistent with industry practices while supporting the Company's goals of attracting, motivating, and retaining top talent aligned with its strategic vision.

The principles applied in determining the Remuneration Policy are in line with those applied in relation to the remuneration of all staff where, based on benchmark data, salary and employment conditions are set that enable the Company to attract, develop and retain talent so that Kinepolis remains a customer-oriented and value-creating company with an engaged, inclusive, balanced and healthy working environment for all employees.

4 REMUNERATION POLICY FOR BOARD MEMBERS

4.1 DECISION PROCESS

The remuneration for the Board of Directors is approved annually by the General Meeting on the proposal of the Board of Directors herein assisted by the Committee, based on the principles described in clause 3.2. This mechanism ensures that no conflicts of interest can arise.

4.2 THE COMPONENTS OF THE REMUNERATION

The remuneration structure for the members of the Board of Directors includes two key components: **fixed remuneration** and **attendance fees** for participation in committee meetings. This framework was developed through a comprehensive benchmarking process, which involved comparing Kinepolis to similar listed companies within the Reference Framework. The objective was to ensure the remuneration aligns with industry standards and adequately reflects the responsibilities and time commitments of Board members.

The remuneration for the **Chair of the Board** is structured as a fixed annual amount which is designed to cover multiple responsibilities and factors next to his legal tasks, such as:

- **Chairing the Committee:** Compensation for the Chair's role in leading this critical committee is included.
- **Participation as a Non-Executive Director in multiple Group Companies:** The remuneration also accounts for the Chair's involvement on the boards of directors of other companies within the Kinepolis Group.

- **Representation on the International Stage:** The Chair regularly serves as a key representative of the Company in the global cinema sector, fostering relationships and promoting the Company's interests on the international stage.
- **Support to Executive Management:** With his extensive knowledge and experience in the national and international cinema sector, the Chairman provides key support to the Executive Management on a daily basis while ensuring that there is a balance between strategic guidance and operational autonomy. This keeps the Company well positioned to meet challenges, seize opportunities and drive growth in line with its core objectives.
- **Facilitate shareholder engagement**: In addition to his role in supporting Executive Management, the Chairman plays a central role in fostering a constructive and high-quality dialogue between the Board and the Company's shareholders, including the reference shareholders. Through these efforts, he actively contributes to promoting transparency and understanding among stakeholders, thereby enhancing trust and cooperation.

Through these efforts, the Chairman significantly contributes to the overall governance and strategic objectives of the organization.

The Company's overarching business strategy is firmly rooted in the pursuit of long-term growth and the creation of sustainable value for all its stakeholders, including shareholders, employees, customers, and the broader community. This long-term vision is a foundational principle that is consistently reflected in the strategic decisions and operational practices of the Company and is unequivocally supported by all members of the Board of Directors. — is already deeply embedded in the Company's philosophy and strategic framework.

Given this shared commitment to fostering sustainable value creation and the understanding that the primary aim of recommendation 7.6 of the 2020 Belgian Corporate Governance Code is encouraging a focus on long-term value creation, the Company believes that granting shares to Non-Executive Directors as part of their remuneration is unnecessary.
Non-Executive Directors are fully aligned with the Company's strategic objectives and act in the best interests of the organization without requiring additional incentives in the form of share-based remuneration. By maintaining a remuneration structure that excludes the allocation of shares, the Company ensures that Non-Executive Directors remain impartial in their oversight role and fully dedicated to upholding the Company's governance principles and strategic priorities.

4.3 The remuneration amount

Chair of the Board of Directors	€ 570,000
Non-Executive and Executive Directors	€ 37,500 for attending at least 6 board meetings; if less, the fee is reduced proportionally
Committee meeting	€ 3,000 per meeting
Chair of a committee different from the Chair of the Board	€ 12,000
Chair of a committee that is also Chair of the Board	€ 0

The fixed remuneration was determined taking into account that the directors' civil liability is insured through a directors' liability insurance policy, the premiums of which are paid by the Company.

Apart from the right to attend film screenings at Kinepolis cinemas, Non-Executive Directors do not receive any other remuneration, benefits and bonuses, share-based or other gratuities.

4.4 Contractual Arrangements with Directors

The General Meeting appoints directors for a maximum period of four years. The directors are not employees of the Company.

The General Meeting may dismiss a director without notice period or severance pay, without any justification and by a simple majority vote. However, the General Meeting is free to grant a notice period or compensation in the event of dismissal.

5 REMUNERATION POLICY FOR EXECUTIVE MANAGEMENT

5.1 Decision process

The Board of Directors determines the remuneration of Executive Management members on the proposal of the Committee, taking into account experience, level of responsibilities, performance and benchmark results from the Reference Framework.

Annually, the Board of Directors, acting on the recommendations provided by the Committee and in alignment with the established Remuneration Policy, defines the specific financial and non-financial performance criteria that members of the Executive Management are expected to achieve in the forthcoming year while promoting and/or supporting the long-term strategy and key strategic priorities of Kinepolis.
The Board further ensures that these criteria promote sound and effective risk management and discourage risk taking outside the Company's risk tolerance limits.

This process ensures that the performance objectives are strategically aligned with the Company's overarching goals and tailored to promote sustainable growth, operational excellence, and long-term value creation.

After the annual results for the relevant financial year have been determined by the Board of Directors, the Committee will assess the achievement or non-achievement of these performance criteria and, based on this assessment, the Board of Directors will then determine the amount of variable remuneration.

The Executive Management does not participate in discussions and votes within the Board of Directors regarding his remuneration and the setting and evaluation of his objectives.

The aforementioned mechanism ensures that no conflicts of interest can arise.

5.2 REMUNERATION

The remuneration that may be granted to the members of the Executive Management may consist of the following elements:

- Fixed remuneration
- Variable remuneration (short- and long-term incentives)
- Insurance
- Other benefits

5.2.1 Fixed Remuneration

The fixed remuneration, which is annually adjusted in accordance with the Consumer Price Index and disbursed on a monthly basis, undergoes a bi-annual review and determination by the Board of Directors. This process is conducted based on a proposal from the Committee and takes into account the manager's experience, skills, scope of activities, and level of responsibility within the organization.
During the bi-annual review, the fixed remuneration may be adjusted considering various criteria, including:

- Market Benchmarks: Comparative analysis of comparable companies that are part of the Reference Framework
- Organizational Needs: Alignment with evolving (i) organizational priorities such as a relevant change in the size or activities of the Company and (ii) complexity of the manager's role.

This systematic review process underscores the Company's commitment to maintaining a fair, competitive, and performance-driven remuneration structure.

5.2.2 Variable Remuneration

5.2.2.1 Short-term incentive

The variable component of the remuneration consists of a short-term (annual) variable remuneration, which is determined by the Board of Directors using a process similar to that for the fixed component. This variable component is structured as a percentage of the fixed remuneration, with specific performance targets set for the year. In cases where performance significantly exceeds these targets or if exceptional performance is achieved, an exceptional bonus may be awarded. This bonus is granted on the proposal of the Committee.

However, it is important to note that the total variable remuneration, including any exceptional bonuses, cannot exceed the ceiling of 100% of the fixed remuneration. This structure is designed to align incentives with the Company's strategic goals while maintaining clear limits on the overall compensation package.

In determining the balance between the basic and variable components of remuneration, the Board of Directors will ensure that this alignment reflects market practices as observed within the Reference Framework. Additionally, the Board will consider the specific activities, responsibilities, performance, and the overall value created by the Executive Management in the process. This approach ensures that the remuneration structure remains competitive, motivating, and aligned with the Company's strategic objectives, while also acknowledging the contribution and impact of the Executive Management in driving the Company's success.

Performance criteria are defined in such a way that they achieve that:

- the interests of the Executive Management are parallel and aligned with those of the Company and its stakeholders,
- they lead, in line with the business strategy, to long-term sustainable value creation and loyalty,
- the appropriate incentive is provided to promote the medium- and long-term objectives of the Company and its stakeholders and
- the pursuing short-term goals that adversely affect the aforementioned medium- and long-term business objectives is avoided.

As all performance criteria aim to promote long-term and sustainable growth and value creation, the short-term variable remuneration is not specifically linked to performance criteria to be fulfilled over several years. In accordance with Article 7:91 of the BCAC the General Meeting of 12 May 2021 approved this mechanism for a period of four years and which was reapproved by the General Meeting of 8 May 2024 for another 4 years.

As it is the Company's firm opinion that non-financial objectives hold equal importance to financial metrics in providing a comprehensive measure of overall corporate performance, equal weighting is given to financial and non-financial objectives in its performance assessment framework:

- 50% is linked to collective financial performance criteria to be achieved over a period of one year,
- 50% linked to the achievement of non-financial criteria, being a mix of individual qualitative targets and qualitative group targets to be achieved over a one-year period.

Financial performance criteria

To ensure that the variable remuneration is closely tied to the Company's operational performance, 50% of the variable remuneration is based on a collective financial objective, which is established annually and consists of a range of REBITDAL (Recurring Earnings Before Interest, Taxes, Depreciation, Amortization, and Lease) metrics, which is measured against the Company's financial results for the performance year.

If the actual REBITDAL achieved during the performance year falls within the predetermined range, a pro-rata amount of the related part of the variable remuneration, ranging from 0% to 100%, will be granted. This approach ensures that the financial performance of the Company directly influences the variable compensation, aligning the interests of the Executive Management with the overall financial success and sustainability of the Company.

Non-financial performance criteria

These criteria consist of individual qualitative targets as well as qualitative business objectives that support sustainable and long-term value creation and are assessed on an annual basis.

These targets and milestones are set each year by the Board of Directors on the proposal of the Committee and are based on Kinepolis' (a) well-known 3-pillar strategy *(Best Cinema Operator, Best Marketer, Best Property Manager*) , (b) the expansion strategy and (c) the sustainability strategy.

Upon achievement of these criteria, 50% of the variable remuneration is awarded.

5.2.2.2. Long-term incentives - share-based compensation

The Long-Term Incentive (LTI) component consists of stock options, that cannot exceed 5% of the outstanding share capital. These stock options are designed as a strategic tool to foster long-term retention and ensure alignment with the Company's broader goals. They are intended to encourage the Executive Management to focus on the long-term success of Kinepolis, linking their interests with the sustained growth and performance of the Company.

As in Belgium stock options are taxed at the time of grant, the Kinepolis stock option plans are not directly structured around performance-based criteria. Nevertheless, the interests of the Executive Management remain closely aligned with Kinepolis' long-term success. This alignment stems from the fact that the value of the stock options is directly linked to the share price's long-term performance. Retention is further strengthened by a vesting schedule, where options can only be exercised in tranches starting from the fourth calendar year after their grant. Additionally, bad leaver provisions apply, resulting in the forfeiture of all stock options in such cases.

5.2.3 Insurance

Apart from directors' liability insurance, the premiums of which are borne by the Company, there are no other insurance policies in force or paid specifically for the benefit of Executive Management.

5.2.4 Other advantages

In line with market practices, the Board of Directors has the option to include contributions to a pension scheme in the Executive Management's remuneration package.

5.3 SHAREHOLDING REQUIREMENT

Considering that the Executive Management holds not only an important number of stock options but also a substantial number of shares in the Company, currently no minimum threshold of shares to be held by the Executive Management is required.

5.4 CONTRACTUAL ARRANGEMENTS WITH EXECUTIVE MANAGEMENT MEMBERS

The severance payment for a member of the Executive Management in the event of early termination will not exceed the fixed and variable remuneration for a period of 12 months. The variable remuneration cannot be taken into account if the person has not achieved the performance criteria, as described in his/her contract.

The contractual agreements with the CEO, which were entered into prior to the entry into force of the Code 2009 and therefore also prior to the entry into force of the Law of 28 April 2020 on the implementation of the "Shareholders' Rights Directive" II, were entered into for an indefinite term and provide that, in the event of termination of the contract, a severance payment of 12 months' fixed remuneration may be due as well as a proportional part of the variable remuneration of the relevant year and of 24 months, in the event of a termination following a change of control of the Company.

In accordance with provision 7.12. of the Code, a claw back provision was included in the arrangements with Executive Management with effect from 1 January 2022.

This allows the Board to recover all or part of the variable remuneration paid:

(i) if the financial results on which the variable remuneration is calculated contain a significant misstatement resulting in an adjustment to the Company's audited results; or
(ii) in case of fraud or malicious intent by a member of the Executive Management that has a material adverse effect on the financial results of the Company on which the variable remuneration is calculated.

The claw back clause can be applied for a period of 3 years after the variable remuneration is paid.

6 DEVIATIONS FROM THE REMUNERATION POLICY

The Company will pay remuneration to the members of the Board of Directors and Executive Management in accordance with the (approved) Remuneration Policy.

However, in exceptional circumstances and based on a considered proposal by the Committee, the Board of Directors may temporarily deviate from this Remuneration Policy.

These exceptional circumstances may only be invoked if a deviation from the Remuneration Policy is necessary to defend the long-term interests and sustainability of the Company or to ensure the viability of the Company. Dealing with deviations from the Remuneration Policy by the Board of Directors must always take place in accordance with the decision-making procedure described above. The deviation may relate to any provision of the Remuneration Policy to the extent not contrary to the CAC .
Deviations will be explained by the Executive Board in the remuneration report for the relevant financial year.

7 CHANGES TO THE REMUNERATION POLICY

No material changes were made to the remuneration policy as approved by the General Meeting on 11 May 2022.