

Free translation

KINEPOLIS GROUP NV  
Public limited company  
Eeuwfeestlaan 20  
1020 Brussels  
Enterprise Number VAT BE 0415.928.179  
RLE Brussels  
www.kinepolis.com/corporate  
companysecretary@kinepolis.com

## THE ORDINARY GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING OF MAY 12, 2021

The board of directors invites the shareholders to participate to (i) the ordinary general meeting which will take place at the registered office of Kinopolis Group NV, hereinafter the "Company", Eeuwfeestlaan 20, 1020 Brussels, on May 12, 2021 at 10.00 a.m. (CET), and, immediately after, (ii) the extraordinary general meeting which will take place at the same location in attendance of Tim Carnewal, notary, partner of "Berquin Notarissen", a cooperative limited liability company registered at Lloyd Georgelaan 11, 1000 Brussels and with enterprise number VAT BE 0474.073.840 RLE Brussels.

***Taking into account the current COVID-19 pandemic, and the related security measures imposed by the government, the duration of which cannot be estimated on the date of the convening notice, these meetings will be exclusively held via audio/video conference to which the shareholders -by means of an electronic communication channel- will be able to participate in the discussions, raise questions and can cast their vote in accordance with the modalities as set out in this convening notice. In addition, the shareholders can also exercise their voting rights by means of an (electronic) proxy to be delivered to the Company in accordance with the modalities as set out in this convening notice.***

### I. THE AGENDA OF THE ORDINARY GENERAL MEETING

1. Examination and discussion of the annual reports of the board of directors on the statutory and consolidated financial statements relating to the fiscal year ending December 31, 2020
2. Examination and discussion of the auditor's report on the statutory financial statements relating to the fiscal year ending December 31, 2020 and of the auditor's report on the consolidated financial statements relating to the fiscal year ending December 31, 2020
3. Examination, discussion and approval of the statutory financial statements relating to the fiscal year ending December 31, 2020, including the allocation of the result  
Proposal for resolution:  
Approval of the statutory financial statements for the fiscal year ending December 31, 2020, including the proposed allocation of the loss in the amount of 54.393.634 euro.
4. Examination and discussion of the consolidated financial statements for the fiscal year ending December 31, 2020

## 5. Discharge of the directors

### Proposal for resolution:

Granting discharge, by separate vote, to each of the directors for the exercise of their mandate during the fiscal year ending December 31, 2020.

## 6. Discharge of the auditor

### Proposal for resolution:

Granting discharge to the auditor for the exercise of his mandate during the fiscal year ending December 31, 2020.

## 7. Reappointment of directors

### 7.1. Proposal for resolution:

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of 4F BV, registered at the Register of Legal Entities of Ghent under number VAT BE 0478.145.266, with as permanent representative Mr. Ignace Van Doorselaere, as independent director for a period running until the end of the ordinary annual meeting to be held in 2023.

The abovementioned director as well as the permanent representative meet the criteria of independence included in article 7:87 of the Belgian Companies and Associations Code (hereinafter "CCA") and in article 3.5 of the Corporate Governance Code 2020.

Mr. Ignace Van Doorselaere is also CEO at Neuhaus N.V.

### 7.2. Proposal for resolution:

Reappointment, on proposal of the board of directors assisted for this purpose by the Nomination and Remuneration Committee, of Marion Debruyne BV, registered at the Register of Legal Entities of Ghent - department of Kortrijk under number VAT BE 0808.178.264, with as permanent representative Mrs. Marion Debruyne, as independent director for a period running until the end of the ordinary annual meeting to be held in 2023.

Notwithstanding that abovementioned director will hold the director's mandate for more than 12 years (in the personal capacity of Mrs. Marion Debruyne or in the capacity of Marion Debruyne BV with Mrs. Marion Debruyne as permanent representative), this director, as well as its permanent representative, must be considered continuously as an independent director within the meaning of article 7:87 of the CCA and article 3.5 of the Corporate Governance Code 2020. Abovementioned director meets all other criteria as provided for in the Corporate Governance Code of 2020, has always executed the director's mandate independent from the vision of the Executive Management and the reference shareholders and has used its special and specific knowledge and know how, amongst others resulting from its academic career, exclusively in the interests of the Company and all stakeholders. In addition to being the dean of the Vlerick Business School and director of Guberna, Mrs. Marion Debruyne is also an independent director at Ackermans & van Haaren NV.

## 8. Approval of the Remuneration policy

### Proposal for resolution:

Approval of the Remuneration policy drafted in execution of article 7:89/1 of the CCA.

## 9. Variable remuneration of the Executive Management

### Proposal for resolution:

In accordance with article 7:91 of the CCA, the general meeting grants its explicit approval for the fiscal years 2021 up to and including 2024 to base the full annual variable remuneration for the Executive Management on predetermined performance criteria focused on long-term sustainable growth and value creation that is measured each time over a period of one year and thus waives the requirement that at least one quarter of the variable remuneration must be based on predetermined and objectively measurable performance criteria over a period of at least two years, and that at least another quarter must be based on predetermined and objectively measurable performance criteria over a period of at least three years.

## 10. Determination of the remuneration of the board of directors

### Proposal for resolution:

The remuneration for the board of directors for the fiscal year 2021 is determined in accordance with the methodology as described in the Remuneration policy.

## 11. Examination and approval of the Remuneration report, as included in the reports of the board of directors on the statutory and consolidated financial statements

### Proposal for resolution:

Approval of the Remuneration report as included in the reports of the board of directors on the statutory and consolidated financial statements.

## 12. Granting of rights in accordance with Article 7:151 of the CCA

### Proposal for resolution

The general shareholders' meeting takes note of, approves and ratifies, in accordance with article 7:151 of the CCA, the stipulations of the Credit Agreement initially dated February 15, 2012, as amended and coordinated from time to time and most recently on January 8, 2021, between, on the one hand, the Company and some of its subsidiaries and, on the other hand, BNP Paribas Fortis NV, KBC Bank NV, ING Belgium NV and Belfius Bank NV and the other agreements entered into by the Company in this respect, granting rights to third parties that have a significant influence on the equity of the Company or create a significant debt or liability for it, in case of a change of control exercised over the Company, including, but not limited to, articles 12.1, 27.22 and 28 of the Credit Agreement regarding the possibility for the financial institutions concerned to no longer grant loans under the Credit Agreement and require payment of existing loans if other natural persons or legal entities than Kinohold Bis (or its legal successors) and/or Mr Joost Bert gain control (as defined in the Credit Agreement) over the Company.

## 13. Delegation of powers

### Proposal for resolution:

The meeting grants a proxy to each member of the board of directors, as well as to Mrs. Hilde Herman, electing domicile at the registered office of the Company for these purposes, each acting alone and with power of substitution, to draw up, execute and sign all documents, instruments, operations and formalities, and to give all necessary and expedient instructions, in order to implement the previous resolutions, as well as to perform all formalities relating to the registration/modification of the data in the Crossroads Bank for Enterprises, and, if applicable, the tax authorities.

## II. THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

The extraordinary general meeting can only validly deliberate and decide on amendments in the articles of association if the shareholders present or represented represent at least half of the share capital. If this minimum of half of the share capital is not represented at this extraordinary general meeting, a new extraordinary general meeting with the same agenda is hereby convened at the registered office of the Company at 10.00 a.m. on June 23, 2021, which will be able to adopt resolutions on all agenda items, irrespective of the proportion of the share capital represented at this meeting.

1. Examination and discussion of the special report of the board of directors drawn up in accordance with article 7:199 CCA regarding the authorization of authorized capital

2. Authorization to increase the capital within the framework of the authorized capital  
Proposal for resolution:

2.1 The extraordinary general meeting authorizes the board of directors to increase the capital, in one or several times, with a maximum accumulated amount (exclusive of the issue premium) of:

- 20% of the amount of the capital, being EUR 3.790.457, for the capital increases or the issues of convertible bonds or subscription rights whereby the preferential subscription right of the shareholders is limited or cancelled, whether or not in favor of one or more specific persons, even if they are not employees of the Company or its subsidiaries,
- 50% of the amount of the capital, being EUR 9.476.144, for any other capital increase, or issue of convertible bonds or subscription rights.

and this in accordance with the terms and conditions as set out below.

The board of directors can use this power for a period of five years starting as from the publication in the annexes of the Belgian Official Gazette of this authorization as approved by the extraordinary general meeting.

The capital increases that can be decided under this authorization will be carried out in accordance with the conditions to be determined by the board of directors and can be realized, amongst others (i) by means of a contribution in cash or in kind, or by means of a mixed contribution, (ii) by conversion of reserves, issue premiums or other equity components, (iii) with or without issuing new shares (below, above or at par value of the existing shares of the same class, with or without issue premium) or of other securities, or (iv) by means of issuing convertible bonds, subscription rights (whether or not attached to another security) or other securities.

When using its authorization within the framework of the authorized capital, the board of directors can, within the limits and in accordance with the conditions prescribed in the CCA, limit or cancel the preferential subscription right of the shareholders. This limitation or cancellation can occur in favor of employees (as defined in article 1:27 CCA) of the Company or its subsidiaries or in favor of one or more specific persons, even if they are not employees of the Company or its subsidiaries.

The issue premium, if any, will be recorded on one or more separate equity accounts on the liability side of the balance sheet.

The board of directors is authorized, with the possibility of substitution, to amend the articles of association, after each capital increase established within the limits of the authorized capital, in order to align it with the new situation of the capital and the shares.

2.2 Insertion in the articles of association of transitional provision nr. 2 pursuant to the decision taken in 2.1.

### 3. Amendment of the articles of association.

3.1. Insertion of a new article 34 in the articles of association regarding the remote voting before the general meeting.

Proposal for resolution:

The extraordinary general meeting decides to insert a new article 34 to the articles of association (before the existing article 34 which will be renumbered, as all following articles) in order to allow the shareholders to cast a remote vote before the general meeting in accordance with article 7:146 of the CCA.

3.2. Amendment of the existing article 35 (new article 36) of the articles of association regarding the deliberation method of the general meeting

Proposal for resolution:

The extraordinary general meeting decides to modify the existing article 35 (new article 36) regarding the deliberation of the general meeting, and more in particular to amend the way in which votes can be exercised during or before the general meeting, electronically or otherwise, in accordance with the applicable legal dispositions.

The new proposed text of the articles of association is available on the website of the Company (<https://corporate.kinopolis.com/en/investor-relations/shareholders-meeting>) where the amendments proposed under the articles 2.2. and 3 is clearly shown.

### 4. Power of attorney for the coordination of the articles of association and delegation of authority

Proposal for resolution:

The extraordinary general meeting grants a power of attorney to (1) all employees of the cooperative limited liability company 'Berquin Notarissen', registered at 1000 Brussels, Lloyd Georgelaan 11, in order to draw up, sign and deposit the coordinated text of the articles of association in the applicable database, and (2) all directors of the Company, as well as to Mrs. Hilde Herman, electing domicile at the registered office of the Company for these purposes, each acting alone and with power of substitution, to draw up, execute and sign all documents, instruments, operations and formalities, and to give all necessary and expedient instructions, in order to implement the previous resolutions.

## CONDITIONS OF ADMISSION

Only the persons who are **shareholders** at the Registration Date and who cumulatively satisfy the conditions included under the points A and B will be entitled to attend the aforementioned meetings and to exercise their right to vote, namely:

- A. The **registration** on **April 28, 2021** at 24.00 h ("Registration Date"), of the number of shares in the possession of such shareholder at that moment, and with which he/she wants to participate to the meetings, independent of the number of shares owned by that shareholder at the date of the meeting.

For the nominal shareholders, the registration will result from the inscription of the shares in the shareholders register of the Company on the Registration Date.

For the holders of dematerialized shares, the registration will result from the registration of those shares on the accounts of an authorized account holder or clearing organisation on the Registration Date.

- B. The **notification** by the shareholder of his/her intention to participate in the abovementioned meetings and of the number of shares with which he/she wishes to participate in the votings.

Nominal shareholders must give this notification to the Company no later than on 6 **May 2021** by email to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) by means of the notification form available on the website of the Company: <https://corporate.kinapolis.com/en/investor-relations/shareholders-meeting>.

The shareholders who have validly registered for the meeting hereby grant their consent to receive further communication and any instructions from the Company or from a third party appointed by the Company, being ABN AMRO Bank NV, to the abovementioned email address or any other email address communicated by them.

Holders of dematerialized shares must register on the ABN AMRO Bank NV platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)), no later than on May 6, 2021, in order to express their wish to participate to the electronic meeting.

The recognized account holder or the clearing organisation of the holders of dematerialized shares have to submit to ABN AMRO Bank NV (via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary)), no later than on May 6, 2021, an electronic certificate which includes the number of dematerialized shares that the holder holds and submits for registration on the registration date and for which the shareholder has given instructions to participate to the meeting.

## POWERS OF ATTORNEY

Every shareholder who has met the aforementioned conditions of admission may be represented at the aforementioned meetings by a proxyholder. In view of the exceptional covid-19 pandemic, the shareholders that want to vote by proxy, must submit a power of attorney with voting instructions to the Corporate counsel of the Company or each other person as such designated by the Company.

The electronic power of attorney is available to the shareholders who have registered electronically, by using the platform of ABN AMRO Bank NV ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) on which the shareholder can give a power of attorney with a voting instruction by means of an electronic form. This proxy needs to be received by ABN AMRO Bank NV at the latest by May 6, 2021.

The nominal shareholders must use the form as drafted by the Company and it can be requested by email to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) and is also available on the website of the Company: <https://corporate.kinapolis.com/en/investor-relations/shareholders-meeting>.

The dated and signed power of attorney(s) form must be submitted, no later than on May 6, 2021, to the Company by means of an email to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com).

## DOCUMENTATION

The documents and proposals of resolution relating to the aforementioned meetings may be consulted from this moment on the webpage of the Company: <https://corporate.kinapolis.com/en/investor-relations/shareholders-meeting>.

Printed copies of these documents can be obtained free of charge by email or post upon simple request.

### RIGHT TO ASK QUESTIONS

The shareholders who have lawfully fulfilled the formalities for attendance to the meetings will be entitled to ask, before the meetings, written questions related to the proposed agenda points, insofar they submit these questions to the board of directors by email to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com) no later than on May 6, 2021, or electronically during the meeting, by using the platform of ABN AMRO NV ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)). The questions will be addressed at the meeting in accordance with the applicable law.

### ATTENDANCE AND VOTES

**The shareholders who have met the registration formalities, can electronically participate to the aforementioned meetings and can electronically cast their vote during the meetings. At the latest on May 11, 2021, they will receive via email more information about the audio/video conference they can use to gain remote access to the general meeting on Wednesday May 12, 2021 at 10 a.m (CET).**

Shareholders who are not familiar with an audio/video conference or who have practical questions about the organization of the annual meeting can send an email to [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com) or to [companysecretary@kinapolis.com](mailto:companysecretary@kinapolis.com)

#### Attendance

Attendance to the live webcast is as follows:

- Each shareholder who has notified his/her attendance in accordance with the aforementioned Conditions of admission will receive an email with a link to log in to the Kinapolis online voting platform via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). This email contains further information and instructions on how to participate to the webcast.
- After successful registration and confirmation of the registration via two-factor authentication (by means of an SMS-verification), the shareholder will be automatically registered for the webcast. Once registered, the shareholder receives an invitation and reminder for the webcast. Further instructions can be provided via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).
- You can log in for virtual access to the meetings on May 12, 2021 via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) as from 09.00 a.m. (CET) until the start of the meetings at 10.00 a.m. (CET). You will have to log in and complete the admission procedure for the meeting before 10.00 a.m. (CET). After this time, admission is no longer possible.

Minimum requirements for the devices and systems that can be used for virtual attendance, as well as an overview of Q&A's related to online voting can be found on <https://corporate.kinapolis.com/en/investor-relations/shareholders-meeting>.

Virtual attendance involves potential risks, as described in Kinapolis' Policy concerning the virtual general meeting of shareholders you can consult on <https://corporate.kinapolis.com/en/investor-relations/shareholders-meeting>. If you wish to



avoid such risks, you will have to choose to cast your vote by means of an (electronic) proxy to the Company.

### Voting

The shareholders who have lawfully fulfilled the formalities for attendance to the meetings can cast their vote during the meeting via the ABN AMRO Bank NV platform ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)).

## **ADDITIONAL ITEMS ON THE AGENDA**

One or more shareholders who jointly hold at least 3% of the capital of the Company may add items to the agenda of the aforementioned meetings and/or submit proposals for resolution in respect of the items included in the agenda or to be added to the agenda, by email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com) to the attention of the board of directors, but no later than on **April 20, 2021**. Further information about this right is available in the Corporate Governance Charter of the Company, that is available on the website of the Company: [www.kinopolis.com/corporate](http://www.kinopolis.com/corporate).

This email, accompanied by the proof of the required shareholding, must contain the text of the proposed additional items and/or the proposals for resolution, as well as the email address to which the Company can send the notification of receipt of such communication.

As the case may be, the Company will publish a revised agenda no later than on **April 27, 2021**.

## **PRIVACY**

Kinopolis Group NV is responsible for the processing of personal data received from shareholders and proxyholders in the context of the ordinary and extraordinary general meeting in accordance with applicable data protection law. These data will be used for the analysis and the administration of the attendance and voting procedure related to the meetings as well as the organization of the electronic meetings, and can be transferred to third parties who assist in the administration thereof, such as ABN AMRO Bank NV. ABN AMRO Bank NV will act in that capacity as controller and will process the data in accordance with her privacy policy: <https://www.abnamro.nl/nl/prive/abnamro/privacy/index.html>.

The processing activities of the Company are necessary to comply with a legal obligation. The privacy policy of the Company is available on her website. Shareholders and holders of a power of attorney can address requests for access and rectification of the data provided to the Company by sending an email to [companysecretary@kinopolis.com](mailto:companysecretary@kinopolis.com). You can also always contact the Belgian Data Protection Authority with any questions or complaints.

The board of directors  
**KINEPOLIS GROUP NV**  
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