

KINEPOLIS GROUP NV
Public limited company making or having made a public appeal to savings
Eeuwfeestlaan 20
1020 Brussels
Enterprise Number VAT BE 0415.928.179
RLP Brussels

**INVITATION TO THE EXTRAORDINARY
GENERAL MEETING**

Free translation

EXTRAORDINARY GENERAL MEETING

The Board of Directors invites shareholders to attend the Extraordinary General Meeting to be held at the registered offices of Kinopolis Group NV, (hereinafter the Company), at Eeuwfeestlaan 20, 1020 Brussels on 19 October 2012 at 11 a.m., in the presence of Eric Spruyt, Associate Notary, partner in "Berquin Notarissen", a civil partnership set up as a cooperative company with limited liability, with registered offices at Lloyd Georgelaan 11, 1000 Brussels and enterprise number 0474.073.840 (RLP Brussels).

If a minimum of half of the share capital fails to be 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 on 16 November 2012 at 10 a.m., which will be able to adopt resolutions on all agenda items irrespective of the proportion of the share capital that is represented.

Agenda:

1. Authority to buy back own shares in view of their cancellation

Proposal of resolution:

1.1. The extraordinary general meeting of 19 October 2012 has expressly authorised the Board of Directors, in view of their cancellation (which does not, however, need to take place immediately, but can take place at a time deemed suitable by the Board of Directors), to acquire, in accordance with the provisions of the Companies Code, a maximum of one million one hundred seventy one thousand three hundred one (1.171.301) own shares or profit-sharing certificates or certificates pertaining thereto, through purchase or exchange, directly or through a direct subsidiary within the meaning of Article 627 of the Companies Code or through a person acting in his own name but for the account of the company or such direct subsidiary, at a price that may be no less than the book value per share and no more than one hundred fifteen per cent (115%) of the closing price at which the shares are quoted on Euronext Brussels on the day preceding the purchase or exchange, in such a way that the company as well as

direct subsidiaries within the meaning of Article 627 of the Companies Code and persons acting in their own name but for the account of the company or such direct subsidiaries shall at no time hold own shares with a book value more than twenty per cent (20%) of the share capital of the company. This authorisation is granted for a period of five years from the deed amending the Articles of Association dated 19 October 2012. This authorisation may be renewed.

The Board of Directors is also expressly authorised by the extraordinary general meeting of 19 October 2012 to proceed with the cancellation of the own shares at the times deemed suitable by it, when it considers this opportune. The extraordinary general meeting decides that the Board of Directors may use this authority at any time, if necessary repeatedly. The extraordinary general meeting hereby also authorises the Board of Directors (either by one or two directors appointed by this organ) to amend the number of shares indicated in the Articles of Association as a result of this cancellation and to have the necessary amendment to the Articles of Association recorded by a notary for the account of the company.

1.2. Amendment of Transitional Provision No. 2, first and second paragraph as a result of the decision taken under 1.1.

2. Delegation of powers

Proposal of resolution:

The Meeting grants to each member of the Board of Directors, as well as to Eric Spruyt, Associate Notary, or any other partner or employee of “Berquin Notarissen”, a civil partnership set up as a cooperative company with limited liability, with registered offices at Lloyd Georgelaan 11, 1000 Brussels, and enterprise number 0474.073.840 (RLP Brussels), each acting alone and with the right of substitution, all powers to establish the text of the coordinated Articles of Association, to be signed and lodged with the clerk’s office of the competent commercial court, in accordance with the relevant statutory provisions.

CONDITIONS OF ADMISSION

Only the **shareholders** who cumulatively satisfy the conditions included under the points A and B will be entitled to attend the aforementioned meeting and to exercise their right to vote, to know.:

- A. The **registration** of their shares, on their names, on **5 October 2012** at 24.00h (“Registration Date”), irrespective of the number of shares that the shareholder holds on the day of the general meeting.

For the holders of *nominal shares* the registration will result from the entry in the shareholders register of the Company on the Registration Date, whereas the shareholders concerned need not take any further steps in this matter.

For the holders of *dematerialised shares* the registration will result from registration of those shares on the accounts of a recognised account holder or liquidating body on the Registration Date, whereas the shareholders concerned need not take any further steps in this matter.

For the holders of *bearer shares* the registration will result from the submission, on the Registration Date at the latest, by the shareholder of his bearer shares to a financial institution of his choice.

- B. The **notification** by the shareholder of his intention to participate in the aforementioned meeting and of the number of shares with which he wishes to participate in the voting.

This notification must have been communicated to the Company by the shareholder not later than on **13 October 2012** by e-mail to generalmeeting@kinopolis.com or by fax on 0032-9-241-00-83.

The holders of dematerialised shares and bearer shares must communicate to the Company, no later than on 13 October 2012 and via the higher mentioned procedure, the certificate, mentioned under A, of a recognised account holder or settlement body or financial institution showing with how many dematerialised shares or bearer shares, registered or submitted on the Registration Date, they wish to participate in the meeting and voting.

As the case may be, the holders of bearer shares or dematerialised shares may request one of the following financial institutions to confirm their participation to the meeting together with the confirmation of their shareholdership on the registration date to the Company in accordance with the aforementioned procedure:

ING Belgium
BNP Paribas Fortis
KBC Bank

The **bond holders** will be allowed to attend the aforementioned meeting with a consulting vote provided the aforementioned conditions of admission that are foreseen for the holders of dematerialised shares are observed.

POWER OF ATTORNEY

Every shareholder who has satisfied the aforementioned conditions of admission may be represented at the aforementioned meeting by proxyholder. To this end, the power of attorney form drawn up by the Company must be used. Blank power of attorney forms may be requested in writing from Kinopolis Group NV, Juridische Dienst, Moutstraat 132-146, 9000 Gent or by e-mail to generalmeeting@kinopolis.com. These power of attorney forms are also available on the webpage of the Company www.kinopolis.com/corporate.

A copy of these powers of attorney must have been communicated to the Company no later than on **13 October 2012** by e-mail to generalmeeting@kinopolis.com or by fax on 0032-9-241-00-83 or by mail to Kinopolis Group NV, Juridische Dienst, Moutstraat 132-146, 9000 Gent.

To gain access to the aforementioned meeting, the original signed copy of the respective power of attorney must be submitted to the Bureau by the agent no later than on the date of the aforementioned meeting.

DOCUMENTATION

The documents and proposals of resolution relating to the aforementioned meeting may be consulted on the webpage of the www.kinopolis.com/corporate, as well as be obtained at no charge by each shareholder or bond holder at the seat of the Company and at the following address: Kinopolis Group NV, Moutstraat 132-146, Gebouw Schelde 1, 9000 Gent, on condition of registration on his name in the shareholders registry or submission of his security or submission of his certificate of registration on his name on the accounts of a recognised account holder or settlement body.

RIGHT TO ASK QUESTIONS

The shareholders who have lawfully fulfilled the formalities for participation in the meeting will be entitled to ask written questions before the meeting by submitting them to the Board of Directors no later than on **13 October 2012** via fax on 0032-9-241-00-83 or by e-mail to generalmeeting@kinapolis.com. Further information about the right to ask questions is available in the Corporate Governance Charter of the Company that is available on the website of the Company: www.kinapolis.com/corporate.

ADDITIONAL ITEMS ON THE AGENDA

One or more shareholders who jointly hold at least 3% of the authorised capital of Kinapolis Group NV may add items to the agenda of the aforementioned meeting and/or submit proposals for resolution in respect of the items included in the agenda or to be added to the agenda, by e-mail to generalmeeting@kinapolis.com or by fax on 0032-9-241-00-83 to the attention of the Board of Directors no later than on **27 September 2012**. 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.kinapolis.com/corporate.

This communication accompanied by the proof of the required shareholdership, must contain the text of the additional items to be discussed and/or the corresponding proposals for resolutions as well as the postal or e-mail address to which the Company must send the notification of receipt of the communication.

As the case may be, the Company will publish an amended agenda no later than on **4 October 2012**.

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