

**VIA OVERNIGHT MAIL**

November 5, 2025

**Ms. Sara Weber**  
**Licensing Director**  
**Michigan Liquor Control Commission**  
PO Box 30005  
Lansing, MI 48909

**Re:           Application to Transfer Ownership of Class C Liquor License and  
              Various Permits**  
**Applicant: Bloomfield 14, LLC**  
**Licensee: Northstar Theater Partners, LLC (BID No. 224817)**  
**Address: 200 Barclay Circle, Rochester Hills, Michigan 48307**

Dear Ms. Weber,

This firm represents Bloomfield 14, LLC, which has entered into a purchase agreement to acquire substantially all of Northstar Theater Partners, LLC's assets, including the Class C liquor license and permits that it holds at 200 Barclay Circle, Rochester Hills, Michigan 48307. Our client plans to assume the operation of the movie theater that is currently operated by the licensee, and has no plans to change the licensed premises in any way at this time. Bloomfield 14, LLC is a subsidiary of Kinopolis Group, N.V. which is a publicly traded company on the Brussels Stock Exchange under the ticker symbol KIN. Our client is very experienced in the ownership and operation of movie theaters, and has broad experience responsibly serving alcoholic beverages within its theaters.

In connection with this application, we have enclosed the following documents for your review:

1. Ownership Chart for Bloomfield 14, LLC;
2. LC-100a on behalf of Bloomfield 14, LLC;
3. LC-301 for Bloomfield 14, LLC;
4. Articles of Organization for Bloomfield 14, LLC;
5. Operating Agreement for Bloomfield 14, LLC;
6. LC-301 for the sole member of Bloomfield 14, LLC, Kinopolis US, Inc.;
7. Articles of Incorporation for Kinopolis US, Inc. (*formerly known as MCPS Acquisition Vehicle, Inc.*);
8. Bylaws for Kinopolis US, Inc. (*formerly known as MCPS Acquisition Vehicle, Inc.*);
9. LC-301 for the sole shareholder of Kinopolis US, Inc., Kinopolis Group, N.V.;
10. Belgian Register of Actions for Kinopolis Group, N.V.;

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11. Belgian Articles of Association for Kinopolis Group, N.V.;
12. Lease Agreement for the licensed premises  
*(will be subsequently filed via email with Unit 1);*
13. Liquor License Assignment Agreement  
*(will be subsequently filed via email with Unit 1);*
14. Check payable to the State of Michigan to cover the required inspection, license and permit fees.

We trust that the enclosed documents will allow you to authorize this application for investigation. Should you have any questions or concerns regarding this application, please do not hesitate to contact me.

Very truly yours,

HONIGMAN LLP



J. Patrick Howe



## On-Premises Retailer License & Permit Application (LCC-100a)

### Part 1 - Applicant Information

Individuals, please state your legal name. Corporations or Limited Liability Companies, please state your name as it is filed with the State of Michigan Corporation Division.

|   |                 |
|---|-----------------|
| Applicant name(s): Bloomfield 14, LLC                               |                 |
| Address to be licensed: 200 Barclay Circle                          |                 |
| City: Rochester Hills   | Zip Code: 48307 |
| City/township/village where license will be issued: Rochester Hills | County: Oakland |
| Federal Employer Identification Number (FEIN):                      |                 |

- |  |   |
|--|---|
| 1. Are you requesting a new license?   | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| 2. Are you applying ONLY for a new permit or permission?   | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| 3. Are you buying an existing license?   | <input checked="" type="radio"/> Yes <input type="radio"/> No |
| 4. Are you transferring the classification of an existing on premises license?   | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| 5. Are you modifying the size of the licensed premises?  | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| If Yes, specify: <input type="checkbox"/> Adding Space <input type="checkbox"/> Dropping Space <input type="checkbox"/> Redefining Licensed Premises |   |
| 6. Are you transferring the location of an existing license?   | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| 7. Is this license being transferred as the result of a default or court action?   | <input type="radio"/> Yes <input checked="" type="radio"/> No |
| 8. Do you intend to use this license actively?   | <input checked="" type="radio"/> Yes <input type="radio"/> No |

Leave Blank - MLCC Use Only

### Part 2 - License Transfer Information (If Applicable)

If transferring ownership of a license ONLY and not transferring the location of a license, fill out only the name of the current licensee(s)

|  |                 |
|--|-----------------|
| Current licensee(s): Northstar Theater Partners, LLC           |                 |
| Current licensed address: 200 Barclay Circle                   |                 |
| City: Rochester Hills  | Zip Code: 48307 |
| City/township/village where license is issued: Rochester Hills | County: Oakland |

### Part 3 - Licenses, Permits, and Permissions

Applicants for on premises licenses, permits, and permissions (e.g. restaurants, hotels, bars, etc.) must complete the attached Schedule A and return it with this application. Transfer the fee calculations from the Schedule A to Part 4 below.

### Part 4 - Inspection, License, and Permit Fees - Make checks payable to State of Michigan

**Inspection Fees** - Pursuant to MCL 436.1529(4) a nonrefundable inspection fee of \$70.00 shall be paid to the Commission by an applicant or licensee at the time of filing of a request for a new license or permit, a request to transfer ownership or location of a license, a request to increase or decrease the size of the licensed premises, or a request to add a bar. Requests for a new permit in conjunction with a request for a new license or transfer of an existing license do not require an additional inspection fee.

**License and Permit Fees** - Pursuant to MCL 436.1525(1), license and permit fees shall be paid to the Commission for a request for a new license or permit or to transfer ownership or location of an existing license.

|                  |         |                        |          |                    |          |
|------------------|---------|------------------------|----------|--------------------|----------|
| Inspection Fees: | \$70.00 | License & Permit Fees: | \$850.00 | <b>TOTAL FEES:</b> | \$920.00 |
|------------------|---------|------------------------|----------|--------------------|----------|

## Schedule A - Licenses, Permits, & Permissions

Applicant name: Bloomfield 14, LLC

### On-Premises License Type:

New Transfer

Base Fee:

Fee Code  
MLCC Use  
Only

- ☐ ☐ B-Hotel License \$600.00
- Number of guest rooms: \_\_\_\_\_
- ☐ ☐ A-Hotel License \$250.00
- Number of guest rooms: \_\_\_\_\_
- ☐ ☒ Class C License \$600.00 4034
- ☐ ☐ Tavern License \$250.00
- ☐ ☐ Resort License Upon Licensure
- ☐ ☐ DDA/Redevelopment License Upon Licensure
- ☐ ☐ Brewpub License \$100.00
- ☐ ☐ G-1 License \$1,000.00
- ☐ ☐ G-2 License \$500.00
- ☐ ☐ Aircraft License \$600.00
- ☐ ☐ Watercraft License \$100.00
- ☐ ☐ Train License \$100.00
- ☐ ☐ Continuing Care Retirement Center License \$600.00
- ☐ MCL 436.1545(1)(b)(i) ☐ MCL 436.1545(1)(b)(ii)

*B-Hotel or Class C Licenses Only:*

- ☐ ☐ Additional Bar(s)

Number of Additional Bars: \_\_\_\_\_

B-Hotel or Class C licenses allow licensees to have one (1) bar within the licensed premises. A \$350.00 licensing fee is required for each additional bar over the one (1) bar initially issued with the license.

Licenses, permits, and permissions selected on this form will be investigated as part of your request. Please verify your information prior to submitting your application, as some licenses, permits, or permissions cannot be added to your request once the application has been sent out for investigation by the Enforcement Division.

### Inspection, License, Permit, & Permission Fee Calculation

Number of Licenses: 1 x \$70.00 Inspection Fee

Total Inspection Fee(s): Fee Code: 4036 \$70.00

Total License Fee(s): \$600.00

Total Permit Fee(s): \$250.00

**TOTAL FEES DUE:** \$920.00

Please note that requests to transfer SDD licenses will require the payment of additional fees based on the seller's previous calendar year's sales. These fees will be determined prior to issuance of the license to the applicant.

Make checks payable to **State of Michigan**

### On-Premises Permits:

Base Fee:

Fee Code  
MLCC Use  
Only

- ☒ Sunday Sales Permit (AM)\* \$160.00 4033
- ☒ Sunday Sales Permit (PM)\*\* \$90.00 4032
- ☐ Catering Permit \$100.00
- ☐ Social District Permit \$250.00
- ☐ Banquet Facility Permit - Complete Form LCC-200

*A Banquet Facility Permit is an extension of the license at a different location. It may have its own permits and permissions.*

- ☐ Outdoor Service No charge
- ☐ Dance Permit No charge
- ☒ Entertainment Permit No charge
- ☒ Extended Hours Permit: No charge
- ☐ Dance ☒ Entertainment Days/Hours: 2AM - 7AM
- ☒ Specific Purpose Permit: No charge

Activity requested: Movie Theater

Days/Hours requested: 2AM - 7AM

- ☐ Living Quarters Permit No charge
- ☐ Topless Activity Permit No charge
- ☐ Off-Premises Storage No charge
- ☐ Direct Connection(s) No charge
- ☐ On-Premises Public Swimming Pool Permit - Complete Form LCC-209

*Pursuant to MCL 436.1533, on-premises retailers may be issued a Specially Designated Merchant (SDM) license or a Specially Designated Distributor (SDD) license at the same location in conjunction with the on-premises license under certain circumstances.*

### Off-Premises License Type:

Base Fee:

Fee Code  
MLCC Use  
Only

New Transfer

- ☐ ☐ SDM License \$100.00
- ☐ ☐ SDD License \$150.00

### Off Premises Permits:

Base Fee:

- ☐ SDD Sunday Sales Permit (PM)\*\* \$22.50  
*For Spirit Products*
- ☐ SDM Sunday Sales Permit (PM)\*\* \$15.00  
*For Mixed Spirit Drink Products*
- ☐ Motor Vehicle Fuel Pumps No charge

\*Sunday Sales Permit (AM) allows the sale of spirits, mixed spirit drink, beer, and wine on Sunday mornings between 7:00am and 12:00 noon, if allowed by the local unit of government.

\*\*Sunday Sales Permit (PM) allows the sale of spirits and mixed spirit drink on Sunday afternoons and evenings between 12:00 noon and 2:00am (Monday morning), if allowed by the local unit of government. No Sunday Sales Permit (PM) is required for the sale of beer and wine on Sunday after 12:00 noon. The Sunday Sales Permit (PM) fee is 15% of the fee for the license that allows the sale of spirits or mixed spirit drink. Additional bar fees and hotel room fees are also calculated as part of the permit fee. A separate Sunday Sales Permit (PM) is required for each license that will sell spirits or mixed spirit drink on Sunday after 12:00 noon.

**Part 5a - Information on Individual Applicant, Stockholder, Member, or Limited Partner**

Each individual, stockholder, member, or partner must complete Part 5a, 5b, and 5c. If a stockholder or member of an applicant company is a corporation or limited liability company, complete Part 5a and 5c and submit a completed Form LCC-301. For applications with multiple individuals, stockholders, members, or partners - each person or entity must complete a separate copy of this page.

|  |                 |                           |                 |
|--|-----------------|---------------------------|-----------------|
| Name: Kinopolis US, Inc. (sole member of Bloomfield 14, LLC)   |                 |                           |                 |
| Home address: 41000 Woodward Ave., Suite 135 East  |                 |                           |                 |
| City: Bloomfield Hills   |                 | State: MI                 | Zip Code: 48304 |
| Business Phone: 248-566-8456   | Cell Phone: N/A | Email: phowe@honigman.com |                 |
| Have you ever been licensed by the Michigan Liquor Control Commission (MLCC) or do you currently hold an interest in any other licenses issued by the MLCC? If <b>Yes</b> , please list business ID numbers below. If you hold interest in 2 or more locations under the same name, please also write "chain" below. <i>Pursuant to MCL 436.1603, a retailer licensee <u>may not</u> hold interest in a manufacturer or wholesaler licensee.</i> <input type="radio"/> Yes <input checked="" type="radio"/> No |                 |                           |                 |
| NOTE: Kinopolis US, Inc. holds upper tier interest in MJR Sterling Heights License LLC   |                 |                           |                 |
| Do you hold 10% or more interest in the applicant entity? <input checked="" type="radio"/> Yes <input type="radio"/> No  |                 |                           |                 |
| Based on the answers provided above, you may be required to be fingerprinted and undergo an investigation by the MLCC. After reviewing your application, the MLCC will provide you with a copy of the Livescan Fingerprint Background Request (LCC-105) form that you will need when you are fingerprinted by a Livescan Agency.   |                 |                           |                 |

**Part 5b - Personal Information (Individuals) - Must be at least 21 years of age, pursuant to administrative rule R 436.1105(1)(a).**

|  |   |  |             |
|--|---|--|-------------|
| Date of Birth:   | Social Security Number:                                   | Driver's License Number:                           |             |
| Are you a citizen of the United States of America? <input type="radio"/> Yes <input type="radio"/> No  |   |  |             |
| Have you ever legally changed your name? <input type="radio"/> Yes <input type="radio"/> No  |   |  |             |
| If you answered "yes", please list your prior name(s) (including maiden):  |   |  |             |
| Spouse's full name (if currently married):   |   |  |             |
| Spouse's date of birth:  | Is your spouse a citizen of the United States of America? | <input type="radio"/> Yes <input type="radio"/> No |             |
| Do you or your spouse hold any position, either by appointment or election, which involves the duty to enforce any penal law of the United States of America, or the penal laws of the State of Michigan, or any penal ordinance or resolution of any municipal subdivisions of the State of Michigan? <input type="radio"/> Yes <input type="radio"/> No  |   |  |             |
| Does your spouse hold a retailer, manufacturer, or wholesaler license issued by the MLCC? <input type="radio"/> Yes <input type="radio"/> No   |   |  |             |
| <b>Full disclosure of criminal history must be reported, regardless of how long ago the crime occurred. State of Michigan and federal criminal background records will be checked to verify criminal history. Failure to report criminal history charges and/or local ordinance violations may result in the denial of the application. Criminal history includes felonies, misdemeanors, and local ordinance violations in Michigan or any other state for which the applicant or applicant's spouse was found guilty, pled guilty, or pled no contest.</b> |   |  |             |
| Have you ever been found guilty, pled guilty, or pled no contest to a criminal charge or any local ordinance violations? If <b>Yes</b> , list below (attach additional pages if necessary): <input type="radio"/> Yes <input type="radio"/> No   |   |  |             |
| Date   | City/State  | Charge   | Disposition |
| Has your spouse ever been found guilty, pled guilty, or pled no contest to a criminal charge or any local ordinance violations? If <b>Yes</b> , list below (attach additional pages if necessary): <input type="radio"/> Yes <input type="radio"/> No  |   |  |             |
| Date   | City/State  | Charge   | Disposition |

**Part 5c - Signature**

I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. I also understand that providing **false** or **fraudulent** information is a violation of the Liquor Control Code pursuant to MCL 436.2003. (This form must be signed by the person whose information it contains).

J. Patrick Howe, Authorized Agent

Print Name

Signature

Date

**Part 5a - Information on Individual Applicant, Stockholder, Member, or Limited Partner**

Each individual, stockholder, member, or partner must complete Part 5a, 5b, and 5c. If a stockholder or member of an applicant company is a corporation or limited liability company, complete Part 5a and 5c and submit a completed Form LCC-301. For applications with multiple individuals, stockholders, members, or partners - each person or entity must complete a separate copy of this page.

|   |                 |                           |
|---|-----------------|---------------------------|
| Name: Kinopolis Group, N.V., a publicly traded company on Brussels stock exchange (KIN) (sole shareholder of Kinopolis US, Inc.)  |                 |                           |
| Home address: 41000 Woodward Ave., Suite 135 East   |                 |                           |
| City: Bloomfield Hills  | State: MI       | Zip Code: 48304           |
| Business Phone: 248-566-8456  | Cell Phone: N/A | Email: phowe@honigman.com |
| Have you ever been licensed by the Michigan Liquor Control Commission (MLCC) or do you currently hold an interest in any other licenses issued by the MLCC? If <b>Yes</b> , please list business ID numbers below. If you hold interest in 2 or more locations under the same name, please also write "chain" below. <i>Pursuant to MCL 436.1603, a retailer licensee may not hold interest in a manufacturer or wholesaler licensee.</i> <input type="radio"/> Yes <input checked="" type="radio"/> No |                 |                           |
| NOTE: Kinopolis Group, N.V. holds upper tier interest in MJR Sterling Heights License LLC   |                 |                           |
| Do you hold 10% or more interest in the applicant entity? <input checked="" type="radio"/> Yes <input type="radio"/> No   |                 |                           |
| Based on the answers provided above, you may be required to be fingerprinted and undergo an investigation by the MLCC. After reviewing your application, the MLCC will provide you with a copy of the Livescan Fingerprint Background Request (LCC-105) form that you will need when you are fingerprinted by a Livescan Agency.  |                 |                           |

**Part 5b - Personal Information (Individuals) - Must be at least 21 years of age, pursuant to administrative rule R 436.1105(1)(a).**

|  |  |                          |             |
|--|--|--------------------------|-------------|
| Date of Birth:   | Social Security Number:  | Driver's License Number: |             |
| Are you a citizen of the United States of America? <input type="radio"/> Yes <input type="radio"/> No  |  |                          |             |
| Have you ever legally changed your name? <input type="radio"/> Yes <input type="radio"/> No  |  |                          |             |
| If you answered "yes", please list your prior name(s) (including maiden):  |  |                          |             |
| Spouse's full name (if currently married):   |  |                          |             |
| Spouse's date of birth:  | Is your spouse a citizen of the United States of America? <input type="radio"/> Yes <input type="radio"/> No |                          |             |
| Do you or your spouse hold any position, either by appointment or election, which involves the duty to enforce any penal law of the United States of America, or the penal laws of the State of Michigan, or any penal ordinance or resolution of any municipal subdivisions of the State of Michigan? <input type="radio"/> Yes <input type="radio"/> No  |  |                          |             |
| Does your spouse hold a retailer, manufacturer, or wholesaler license issued by the MLCC? <input type="radio"/> Yes <input type="radio"/> No   |  |                          |             |
| <b>Full disclosure of criminal history must be reported, regardless of how long ago the crime occurred. State of Michigan and federal criminal background records will be checked to verify criminal history. Failure to report criminal history charges and/or local ordinance violations may result in the denial of the application. Criminal history includes felonies, misdemeanors, and local ordinance violations in Michigan or any other state for which the applicant or applicant's spouse was found guilty, pled guilty, or pled no contest.</b> |  |                          |             |
| Have you ever been found guilty, pled guilty, or pled no contest to a criminal charge or any local ordinance violations? If <b>Yes</b> , list below (attach additional pages if necessary): <input type="radio"/> Yes <input type="radio"/> No   |  |                          |             |
| Date   | City/State   | Charge                   | Disposition |
| Has your spouse ever been found guilty, pled guilty, or pled no contest to a criminal charge or any local ordinance violations? If <b>Yes</b> , list below (attach additional pages if necessary): <input type="radio"/> Yes <input type="radio"/> No  |  |                          |             |
| Date   | City/State   | Charge                   | Disposition |

**Part 5c - Signature**

I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. I also understand that providing **false** or **fraudulent** information is a violation of the Liquor Control Code pursuant to MCL 436.2003. (This form must be signed by the person whose information it contains).

J. Patrick Howe, Authorized Agent

Print Name

Signature

Date

**Part 6 - Contact Information For This Application**

|   |                          |                             |  |  |                           |
|---|--------------------------|-----------------------------|--|--|---------------------------|
| What is your preferred method of contact?                       |                          | <input type="radio"/> Phone | <input type="radio"/> Mail             | <input checked="" type="radio"/> Email | <input type="radio"/> Fax |
| What is your preferred method for receiving a Commission Order? |                          | <input type="radio"/> Mail  | <input checked="" type="radio"/> Email | <input type="radio"/> Fax              |                           |
| Contact name: J. Patrick Howe                                   |                          | Relationship: Attorney      |  |  |                           |
| Mailing address: 39400 Woodward Ave., Suite 101                 |                          |                             |  |  |                           |
| City: Bloomfield Hills  |                          | State: MI                   |  | Zip Code: 48304                        |                           |
| Phone: 248-835-2068   | Fax number: 248-835-2068 |                             | Email: phowe@honigman.com              |  |                           |

**Part 7 - Attorney Information (If You Have An Attorney Representing You For This Application)**

|   |                          |   |
|---|--------------------------|---|
| Attorney name: J. Patrick Howe  |                          | Member Number: P- 68634                                       |
| Attorney address: 39400 Woodward Ave., Suite 101, Bloomfield Hills, MI 48304                          |                          |   |
| Phone: 248-835-2068   | Fax number: 248-835-2068 | Email: phowe@honigman.com                                     |
| Would you prefer that we contact your attorney for all licensing matters related to this application? |                          | <input checked="" type="radio"/> Yes <input type="radio"/> No |
| Would you prefer any notices or closing packages be sent directly to your attorney?                   |                          | <input checked="" type="radio"/> Yes <input type="radio"/> No |

**Part 8 - Signature of Applicant**

**Be advised that the information contained in this application will only be used for this request. This section will need to be completed for each subsequent request you make with this office.**

**Notice:** When purchasing a license, a buyer can be held liable for tax debts incurred by the previous owner. Prior to committing to the purchase of any license or establishment, the buyer should request a tax clearance certificate from the seller that indicates that all taxes have been paid up to the date of issuance. Obtaining sound professional assistance from an attorney or accountant can be helpful to identify and avoid any pitfalls and hidden liabilities when buying even a portion of a business. Sellers can make a request for the tax clearance certificate through the Michigan Department of Treasury.

Under administrative rule R 436.1003, the licensee shall comply with all state and local building, plumbing, zoning, sanitation, and health laws, rules, and ordinances as determined by the state and local law enforcements officials who have jurisdiction over the licensee. Approval of this application by the Michigan Liquor Control Commission does not waive any of these requirements. The licensee must obtain all other required state and local licenses, permits, and approvals for this business before using this license for the sale of alcoholic liquor on the licensed premises.

I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. By signing this application, I am freely and voluntarily consenting and submitting to inspections of the licensed premises in accordance with MCL 436.1217(2)-(3) and R 436.1011(4). I also understand that providing **false** or **fraudulent** information is a violation of the Liquor Control Code pursuant to MCL 436.2003.

The person signing this form has demonstrated that they have authorization to do so and have attached appropriate documentation as proof.

J. Patrick Howe, Authorized Agent

Print Name of Applicant & Title

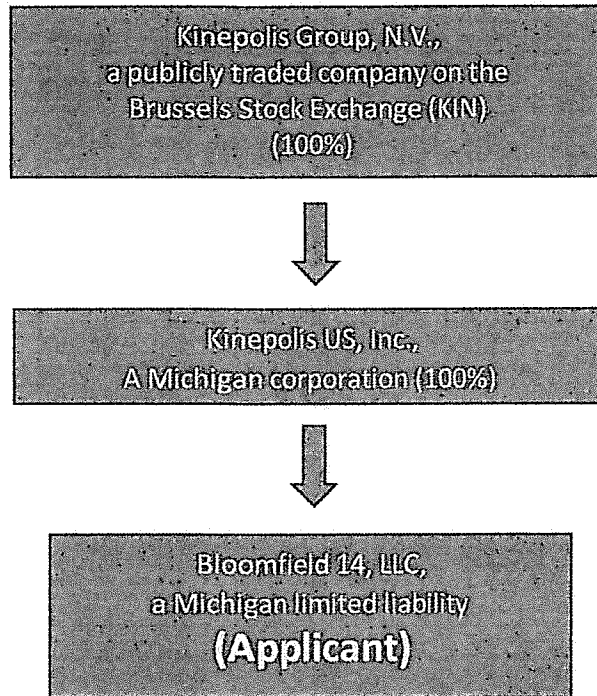
Signature of Applicant

Date

Please return this completed form along with corresponding documents and fees to:  
Michigan Liquor Control Commission  
Mailing address: P.O. Box 30005, Lansing, MI 48909  
Overnight deliveries: 2407 N. Grand River Avenue, Lansing, MI 48906  
Fax to: 517-284-8557

**BLOOMFIELD 14, LLC**

**OWNERSHIP CHART**





## Report of Stockholders, Members, or Partners (LCC-301)

### Part 1 - Licensee Information

Please state your name as it is filed with the State of Michigan Corporation Division.

Licensee name(s): Bloomfield 14, LLC

Address: 41000 Woodawrd Ave., Suite 135 East

City: Bloomfield Hills

State: MI

Zip Code: 48304

### Part 2a - Corporations - Please complete this section and attach more copies of this page if more room is needed.

Print name and address of all stockholders:

No. of Shares Issued: \_\_\_\_\_ Date Issued/Acquired: \_\_\_\_\_

Print name and address of Corporate Officers and Directors, pursuant to administrative rule R 436.1109:

### Part 2b - Limited Liability Companies - Please complete this section and attach more copies of this page if more room is needed.

Print name and address of all members:

Percent % Issued: \_\_\_\_\_ Date Issued/Acquired: \_\_\_\_\_

Kinopolis US, Inc.

100%

9/10/25

41000 Woodawrd Ave., Suite 135 East, Bloomfield Hills, MI 48304

Print name and address of Managers and Assignees, pursuant to administrative rule R 436.1110:

The Company is managed by its Member



**Report of Stockholders, Members, or Partners (LCC-301) - Continued**

**Part 2c - Limited Partnerships - Please complete this section and attach more copies of this page if more room is needed.**

Print name and address of all partners:

Percent % Issued: Date Issued/Acquired:

Print name and address of Managers, pursuant to administrative rule R 436.1111:

**Part 3 - Authorized Signers (Authorized in compliance with R 436.1109(1)(c) for a corporation or R 436.1110(1)(g) for a limited liability company)**

Print Name & Title: Joel Kincaid, Authorized Agent

Print Name & Title: Eddy Duquenne, President

Print Name & Title: Pieter-Jan Sonck, Treasurer & Secretary

Print Name & Title: J. Patrick Howe, Authorized Agent

Print Name & Title:

I certify that the authorized signers under Part 3 of this form have been authorized in compliance with R 436.1109(1)(c) for a corporation or R 436.1110(1)(g) for a limited liability company.

I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. I also understand that providing false or fraudulent information is a violation of the Liquor Control Code pursuant to MCL 436.2003.

The person signing this form has demonstrated that they have authorization to do so and have attached appropriate documentation as proof.

J. Patrick Howe, Authorized Agent

Print Name of Applicant or Licensee & Title

Signature of Applicant or Licensee

11/4/25  
Date

Please return this completed form to:  
Michigan Liquor Control Commission  
Mailing address: P.O. Box 30005, Lansing, MI 48909  
Overnight packages: 2407 N. Grand River, Lansing, MI 48906  
Fax to: 517-763-0059



27444781



STATE OF MICHIGAN  
CSCL/CD- 700 - ARTICLES OF ORGANIZATION -  
DOMESTIC LLC

Corporations Division Administrator

**FILED**

Entity #: 900091504

Filed Date: 9/10/2025

C0544-9647 09/10/2025 Received by Michigan Corporations Division

## Articles of Organization

*Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:*

## Article I - Michigan Limited Liability Company Name

Michigan Limited Liability Company Name

BLOOMFIELD 14, LLC

## Article II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

## Article III

Duration of the Company

Perpetual / Ongoing

## Article IV

**The name of the resident agent at the registered office is:**

Agent Name

JOEL KINCAID

**The street address of the location of the registered office is:**

Street Address

41000 WOODWARD AVENUE  
135 EAST  
BLOOMFIELD HILLS, MI 48304-5130

☒ I certify the above individual/company has agreed to serve as the Resident Agent for service of process for this entity.

## Article V

The Limited Liability Company will be managed by or under the authority of: Manager(s)

## Article VI - (Optional, leave unchecked if not applicable)

☒ Unless otherwise provided by law or in an operating agreement, a person who is a member or manager, or both, of a limited liability company is not liable for the acts, debts, or obligations of the limited liability company.

☐ No member of a member-managed limited liability company and no manager of a manager-managed limited liability company shall have monetary liability to the limited liability company or its members for breach of any duty established in Section 404, except that this provision does not eliminate or limit the liability of a member or manager for any of the following: (a) the receipt of a financial benefit to which the member or manager is not entitled; (b) liability under Section 308; (c) a knowing violation of law; or, (d) an act or omission occurring before the date when this provision becomes effective.

## Optional Article(s)

This space is intentionally left blank.

## Filing Effective Date

The filing will be effective:

when filed by the Corporations Division Administrator.

## Organizer(s)

| Name of individual or organization | Party Title |
|------------------------------------|-------------|
| CARLOS E MORALES                   | Organizer   |

Authorized Agent

Carlos E. Morales

09/10/2025

Signer's Capacity

On behalf of CARLOS E MORALES

Date

**OPERATING AGREEMENT  
OF  
BLOOMFIELD 14, LLC**

THIS OPERATING AGREEMENT ("Agreement") is made and entered into effective as of the 10<sup>th</sup> day of September 2025, by KINEPOLIS US, INC., a Michigan corporation (the "Sole Member"), the sole member of BLOOMFIELD 14, LLC, a Michigan limited liability company (the "Company").

**RECITALS**

A. The Sole Member desires to set forth certain matters with respect to the Company in this Agreement which will constitute the "Operating Agreement" of the Company within the meaning of the Act (as hereinafter defined).

B. This Agreement may be relied upon by any party seeking to do business with the Company with respect to the matters set forth herein.

THEREFORE, the Sole Member and the Company hereby agree, and state as follows:

**ARTICLE 1. ORGANIZATION**

1.1. Formation.

The Company was organized as a Michigan limited liability company pursuant to the Michigan Limited Liability Company Act (the "Act") by the filing of Articles of Organization (the "Articles") with the Administrator (as hereinafter defined) on September 10, 2025.

1.2. Name.

The name of the Company is Bloomfield 14, LLC. The Company may also conduct its business under one or more assumed names.

1.3. Purposes.

The purpose or purposes for which the Company was formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Act.

1.4. Duration.

The Company shall continue in existence perpetually or the Company is dissolved and its affairs wound up in accordance with the Act or this Agreement.

1.5. Offices and Resident Agent.

The principal office of the Company shall be at such office within or without the State of Michigan as the Manager may from time to time determine. The Resident Agent and Registered Office of the Company shall be as designated in the Articles or any amendment thereof.

1.6. Definitions.

The terms set forth below shall have the following meanings when used in this Agreement:

- (a) “Act” has the meaning set forth in Section 1.1 above.
- (b) “Administrator” means the Director of the Department of Licensing and Regulatory Affairs, Bureau of Commercial Services of the State of Michigan or his or her designated representative.
- (c) “Agreement” has the meaning set forth in the introductory paragraph of this Agreement.
- (d) “Articles” has the meaning set forth in Section 1.1 above.
- (e) “Company” has the meaning set forth in the introductory paragraph of this Agreement.
- (f) “Indemnified Person” has the meaning set forth in Section 5.1(a).
- (g) “Manager” has the meaning set forth in Section 4.1(a).
- (h) “Membership Interest” means, with respect to each member, (i) such member’s entire interest in the Company, and the property, assets, business and capital thereof, and (ii) the share of the profits, losses, items of income, gain, expense or loss and distributions of the Company allocable to such Member under the provisions of this Agreement.
- (i) “Person” means an individual, sole proprietorship, partnership, joint venture, trust, unincorporated association, corporation, limited liability company or other entity or organization (including any governmental entity).
- (j) “Sole Member” has the meaning set forth in the introductory paragraph of this Agreement.
- (k) “Tax Matters Partner” has the meaning set forth in Section 4.3.

**ARTICLE 2. BOOKS, RECORDS AND ACCOUNTING**

2.1. Books and Records.

The Company shall maintain complete and accurate books and records of its business and affairs as required by the Act and such books and records shall be kept at the Company’s principal office.

2.2. Fiscal Year; Accounting.

The Company’s fiscal year shall end on December 31<sup>st</sup>. The particular accounting methods and principles to be followed by the Company shall be chosen by the Manager.

### ARTICLE 3. CAPITAL CONTRIBUTIONS

#### 3.1. Capital Contributions.

The Sole Member may contribute to the capital of the Company such amounts as the Sole Member may determine to be necessary or appropriate to conduct the business or carry out the purposes of the Company.

#### 3.2. Certificates.

Membership Interests issued hereunder may be certificated. If the Sole Member determines that Membership Interests hereunder will be certificated, the Sole Member shall approve a specimen form of certificate.

#### 3.3. Loans.

In the event that the Company requires additional funds to meet its obligations the Company may borrow such funds from any party.

#### 3.4. Distributions.

Distributions of cash or other assets of the Company shall be made at such times and in such amounts as the Sole Member may determine in its sole discretion.

### ARTICLE 4. MANAGEMENT

#### 4.1. Management of Company.

(a) The business and affairs of the Company will be managed, to the fullest extent allowed by law, by one or more Managers (individually, "Manager" and collectively, "Managers"). The Manager shall be elected by the Sole Member and shall continue in such capacity until designated otherwise by a resolution adopted by the Sole Member. The Manager shall serve at the will and pleasure of the Sole Member. The initial Manager shall be the Sole Member.

(b) The Manager may appoint such officers, who may but need not be members, to such terms and to perform such functions as the Manager shall determine in their sole discretion. The Manager may appoint, employ or otherwise contract with such other persons or entities for the transaction of the business of the Company or the performance of services for or on behalf of the Company as the Manager shall determine in their sole discretion. The Manager may delegate to any such officer, person or entity such authority to act on behalf of the Company as the Manager may from time to time deem appropriate in their sole discretion.

#### 4.2. Liability.

Any Manager or officer shall not be liable to the Company or to any other person (and such person's interest in the Company, and in the property and assets of the Company, shall be free of any claims by the Company and the Sole Member) by reason of any act performed for or

on behalf of the Company or in furtherance of the Company's business, except that this provision does not eliminate or limit the liability of any Manager or officer to the extent such elimination or limitation is not permitted by the Act.

4.3. Tax Matters Partner.

The Sole Member is hereby designated as the "Tax Matters Partner" for the Company. The Tax Matters Partner shall have full power and authority to act as such for the Company and the Sole Member, with all rights and responsibilities of that position described in Section 6222 through 6231 of the Internal Revenue Code of 1986, as amended.

## ARTICLE 5. INDEMNIFICATION

5.1. Indemnification of Managers, Members, Officers, and Others.

(a) The Company hereby agrees to indemnify and hold harmless any Person (each, an "Indemnified Person") to the fullest extent permitted under the Act, as the same now exists or may hereafter be amended, substituted or replaced (but, in the case of any such amendment, substitution or replacement only to the extent that such amendment, substitution or replacement permits the Company to provide broader indemnification rights than the Company is providing immediately prior to such amendment), against all expenses, liabilities and losses (including attorney fees, judgments, fines, excise taxes or penalties) incurred or suffered by such Person (or one or more of such Person's affiliates) by reason of the fact that such Person is or was a member or an officer of the Company (and, in the sole discretion of the Manager, any Person that is or was serving as an employee or agent of the Company or is or was serving at the request of the Company as an officer, manager, director, principal, member, employee or agent of another partnership, corporation, joint venture, limited liability company, trust or other enterprise) or is the general partner of any subsidiary of the Company (including any representative, officer, director, manager, owner, principal, employee or agent of any such general partner); provided that (unless the Manager otherwise consent) no Indemnified Person shall be indemnified for any expenses, liabilities and losses suffered that are attributable to such Indemnified Person's or its affiliates' willful misconduct or knowing violation of law, or for any breaches of any representations, warranties or covenants by such Indemnified Person or its affiliates contained herein or in any other agreement with the Company. Expenses, including attorneys' fees, incurred by any such Indemnified Person in defending a proceeding shall to the extent of available funds be paid by the Company in advance of the final disposition of such proceeding, including any appeal therefrom, upon receipt of an undertaking satisfactory to the Manager by or on behalf of such Indemnified Person to repay such amount if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified by the Company.

(b) The right to indemnification and the advancement of expenses conferred in this Section 5.1 shall not be exclusive of any other right which any Person may have or hereafter acquire under any statute, agreement, by-law, vote of the Manager or otherwise.

(c) The Company may maintain insurance, at its expense, to protect any Indemnified Person against any expense, liability or loss described in Section 5.1(a) above

whether or not the Company would have the power to indemnify such Indemnified Person against such expense, liability or loss under the provisions of this Section 5.1.

(d) Notwithstanding anything contained herein to the contrary (including in this Section 5.1), any indemnity by the Company relating to the matters covered in this Section 5.1 shall be provided out of and to the extent of Company assets only and no member (unless such member otherwise agrees in writing or is found in a final decision by a court of competent jurisdiction to have personal liability on account thereof) shall have personal liability on account thereof or shall be required to make additional capital contributions to help satisfy such indemnity of the Company.

(e) If this Section 5.1 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Company shall nevertheless indemnify and hold harmless each Indemnified Person pursuant to this Section 5.1 to the fullest extent permitted by any applicable portion of this Section 5.1 that shall not have been invalidated and to the fullest extent permitted by applicable law.

## **ARTICLE 6. DISSOLUTION AND WINDING UP**

### **6.1. Dissolution.**

The Company shall dissolve, and its affairs shall be wound up upon the decision of the Sole Member to dissolve the Company, or any other event that, under the Act, requires the dissolution of the Company.

### **6.2. Winding Up.**

Upon dissolution, the Company shall cease carrying on its business and affairs and shall commence the winding up of the Company's business and affairs and the liquidation of its assets. Upon the winding up of the Company, the assets of the Company shall be distributed first to creditors to the extent permitted by law, in satisfaction of the Company's debts, liabilities and obligations, and then to the Sole Member. Such proceeds shall be paid to such member within ninety (90) days after the date of winding up.

## **ARTICLE 7. MISCELLANEOUS PROVISIONS**

### **7.1. Article and Section Headings.**

The Article and Section headings contained in this Agreement have been inserted only as a matter of convenience and for reference, and in no way shall be construed to define, limit or describe the scope or intent of any provision of this Agreement.

### **7.2. Entire Agreement.**

This Agreement constitutes the entire operating agreement of the Company.

7.3. Governing Law.

This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of Michigan, without regard to application of conflict of laws principles.

7.4. Amendment.

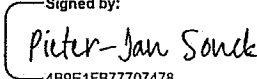
This Agreement may be amended at any time and by any means by the Sole Member.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned makes and executes this Operating Agreement as of the date first above written.

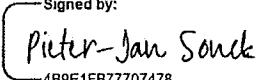
**THE COMPANY:**

BLOOMFIELD 14, LLC

Signed by:  
  
By: 4B9E1FB77707478...  
Name: Pieter-Jan Sonck  
Its: Treasurer

**SOLE MEMBER:**

KINEPOLIS US, INC.

Signed by:  
  
By: 4B9E1FB77707478...  
Name: Pieter-Jan Sonck  
Its: Chief Financial Officer



## Report of Stockholders, Members, or Partners (LCC-301)

### Part 1 - Licensee Information

Please state your name as it is filed with the State of Michigan Corporation Division.

Licensee name(s): Kinopolis US, Inc.

Address: 41000 Woodawrd Ave., Suite 135 East

City: Bloomfield Hills

State: MI

Zip Code: 48304

### Part 2a - Corporations - Please complete this section and attach more copies of this page if more room is needed.

Print name and address of all stockholders:

No. of Shares Issued: Date Issued/Acquired:

Kinopolis Group, N.V.

100

7/11/19

41000 Woodawrd Ave., Suite 135 East, Bloomfield Hills, MI 48304

Print name and address of Corporate Officers and Directors, pursuant to administrative rule R 436.1109:

Eddy Duquenne, President

David Cohen, Vice President, Treasurer, Secretary

Directors: Eddy Duquenne, Joost Bert, David Cohen

41000 Woodawrd Ave., Suite 135 East, Bloomfield Hills, MI 48304

### Part 2b - Limited Liability Companies - Please complete this section and attach more copies of this page if more room is needed.

Print name and address of all members:

Percent % Issued: Date Issued/Acquired:

Print name and address of Managers and Assignees, pursuant to administrative rule R 436.1110:



**Report of Stockholders, Members, or Partners (LCC-301) - Continued**

**Part 2c - Limited Partnerships** - Please complete this section and attach more copies of this page if more room is needed.

Print name and address of all partners:

Percent % Issued: Date Issued/Acquired:

Print name and address of Managers, pursuant to administrative rule R 436.1111:

**Part 3 - Authorized Signers** (Authorized in compliance with R 436.1109(1)(c) for a corporation or R 436.1110(1)(g) for a limited liability company)

Print Name & Title: Eddy Duquenne, President

Print Name & Title: David Cohen, Vice President

Print Name & Title: J. Patrick Howe, Authorized Agent

Print Name & Title:

Print Name & Title:

I certify that the authorized signers under Part 3 of this form have been authorized in compliance with R 436.1109(1)(c) for a corporation or R 436.1110(1)(g) for a limited liability company.

I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. I also understand that providing **false** or **fraudulent** information is a violation of the Liquor Control Code pursuant to MCL 436.2003.

The person signing this form has demonstrated that they have authorization to do so and have attached appropriate documentation as proof.

J. Patrick Howe, Authorized Agent

Print Name of Applicant or Licensee & Title

Signature of Applicant or Licensee

Date

1/4/25

Please return this completed form to:  
Michigan Liquor Control Commission  
Mailing address: P.O. Box 30005, Lansing, MI 48909  
Overnight packages: 2407 N. Grand River, Lansing, MI 48906  
Fax to: 517-763-0059

| MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS<br>CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU  |   |
|--|---|
| Date Received<br><b>OCT 15 2019</b>  | <div style="border: 1px solid black; padding: 2px;">AC1</div> <div style="text-align: right;">(FOR BUREAU USE ONLY)</div> |
| This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.   |   |
| <div style="text-align: right; font-size: 1.5em; font-weight: bold;">FILED</div> <div style="text-align: right; font-size: 1.2em; font-weight: bold;">OCT 15 2019</div> <div style="text-align: right; font-weight: bold;">ADMINISTRATOR<br/>CORPORATIONS DIVISION</div> |   |
| Name<br>Brad B. Arbuckle, Esq.,  |   |
| Address<br>840 West Long Lake Road, Suite 150  |   |
| City<br>Troy, Michigan 48098   | State<br>ZIP Code   |
| EFFECTIVE DATE:  |   |

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

### CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read Information and Instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:*

1. The present name of the corporation is:

MCPS Acquisition Vehicle, Inc.

2. The identification number assigned by the Bureau is:

802341498

3. Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is Kinopolis US, Inc.

- Article V of the Articles of Incorporation is hereby amended to read as follows:

The street address and mailing address of the registered office is:

41000 Woodward Avenue, Suite 135E  
Bloomfield Hills, Michigan 48304

The name of the resident agent at the registered office is Brad B. Arbuckle

\$ 210.00 w/ R.P. 1922454



COMPLETE ONLY ONE OF THE FOLLOWING:

4. Profit or Nonprofit Corporations: For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.

The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

5. Profit Corporation Only: Shareholder or Board Approval

The foregoing amendment to the Articles of Incorporation proposed by the board was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by the: (check one of the following)

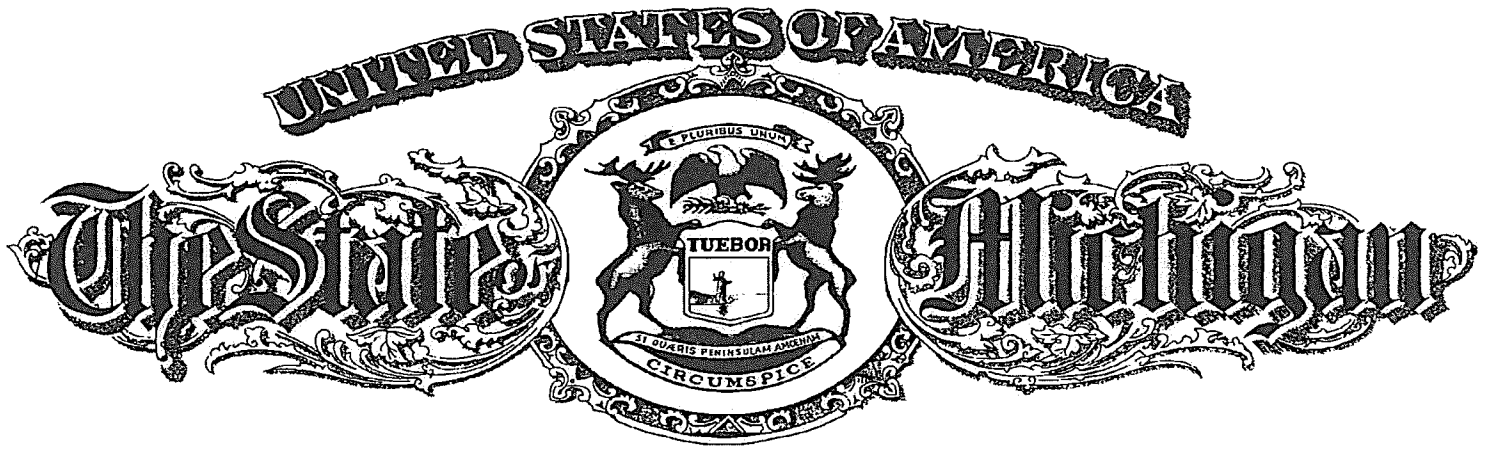
- ☐ shareholders at a meeting in accordance with Section 611(3) of the Act.
- ☐ written consent of the shareholders that have at least the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders that they are not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- ☒ written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.
- ☐ board of a profit corporation pursuant to Section 611(2) of the Act.

Profit Corporations and Professional Service Corporations

Signed this 11 day of OCTOBER, 2019

By \_\_\_\_\_  
(Signature of an authorized officer or agent)

Eddy Duquenne, President  
(Type or Print Name)



Department of Licensing and Regulatory Affairs

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



Sent by electronic transmission

Certificate Number: 19074090020

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 9th day of July , 2019.*

A handwritten signature in cursive script, reading "Julia Dale".

Julia Dale, Director

Corporations, Securities & Commercial Licensing Bureau

JUL 09 2019

500

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11:42

ARTICLES OF INCORPORATION  
OF  
MCPS ACQUISITION VEHICLE, INC.

FILED

JUL 09 2019

ADMINISTRATOR  
CORPORATIONS DIVISION

These Articles of Incorporation are signed by the incorporator for the purpose of forming a profit corporation pursuant to the provisions of Act 284, Public Acts of 1972, as amended, as follows:

ARTICLE I

The name of the corporation is MCPS Acquisition Vehicle, Inc.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan (the "Act").

ARTICLE III

The total authorized shares is 60,000 shares of Common Stock, \$0.01 par value per share.

ARTICLE IV

The corporation has only one class of stock.

ARTICLE V

The street address and mailing address of the registered office is:

840 West Long Lake Road, Suite 150  
Troy, Michigan 48098

The name of the resident agent at the registered office is Brad B. Arbuckle.

ARTICLE VI

The name and address of the incorporator are as follows:

Name

Business Address

Brad B. Arbuckle

840 West Long Lake Road, Suite 150  
Troy, Michigan 48098

an  
160  
cc:BJK  
190585D

## ARTICLE VII

The duration of the corporation is perpetual.

## ARTICLE VIII

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken or any failure to take action as a director, except liability for any of the following:

- (a) the amount of a financial benefit received by a director to which he or she is not entitled;
- (b) an intentional infliction of harm on the Corporation or its shareholders;
- (c) a violation of Section 551 of the Act; or
- (d) an intentional criminal act.

Any repeal, amendment or other modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal, amendment or other modification. If the Act is amended after this Article becomes effective, to authorize corporate action further eliminating or limiting personal liability of directors, then the liability of directors shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

## ARTICLE IX

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares that have at least the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder that signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation that has custody of the minutes of the proceedings of its shareholders. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing. An electronic transmission consenting to an action must comply with Section 407(3) of the Act.

I, the sole incorporator, sign my name this 9<sup>TH</sup> day of July, 2019.

  
\_\_\_\_\_  
Brad B. Arbuckle

# **DOCUMENT NO. 98**

Certificate of Amendment—Buyer Name Change

BYLAWS  
OF  
MCPS ACQUISITION VEHICLE, INC.

ARTICLE I.

OFFICES

SECTION 1. REGISTERED OFFICE. The initial registered office shall be in the City of Troy, County of Oakland, State of Michigan until changed in accordance with the provisions of the Michigan Business Corporation Act, as amended (herein called the "Act").

SECTION 2. OTHER OFFICES. The corporation may also have offices at such other places both in and outside the State of Michigan as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II.  
SHAREHOLDERS

SECTION 1. PLACE OF MEETING. All meetings of the shareholders of the corporation shall be held at the registered office or such other place, either within or without the State of Michigan, as may be determined from time to time by the board of directors.

SECTION 2. ANNUAL MEETING OF SHAREHOLDERS. The annual meeting of shareholders for election of directors and for such other business as may properly come before the meeting, commencing with the year 2020, shall be held on the first Thursday in June, if not a legal holiday, and if a legal holiday, then on the next business day following, at 11:00 a.m., local time, or at such other date and time as shall be determined from time to time by the board of directors, unless such action is taken by written consent as provided in Section 12 of this Article. If the annual meeting is not held on the date designated therefor, the board shall cause the meeting to be held as soon thereafter as convenient. Failure to hold the annual meeting at the designated time, or to elect a sufficient number of directors at the meeting or any adjournment thereof, does not affect otherwise valid corporate acts or work a forfeiture or give cause for dissolution of the corporation, except as provided in the Act.

SECTION 3. ORDER OF BUSINESS AT ANNUAL MEETING. The order of business at the annual meeting of the shareholders shall be as follows:

- (a) Reading of notice and proof of mailing,
- (b) Reports of Officers,
- (c) Election of Directors,
- (d) Transaction of other business mentioned in the notice,
- (e) Adjournment,

provided that the presiding officer may vary the order of business at his or her discretion.

SECTION 4. NOTICE OF MEETING OF SHAREHOLDERS. Except as otherwise provided in the Act, written notice of the time, place and purposes of a meeting of shareholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, personally, by mail or by electronic transmission to each shareholder of record entitled to vote at the meeting. If a shareholder or

proxy holder may be present and vote at the meeting by remote communication, the means of remote communication allowed shall be included in the notice. If a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only business is transacted as might have been transacted at the original meeting. A shareholder or proxy holder may be present and vote at the adjourned meeting by a means of remote communication if he or she was permitted to be present and vote by that means of remote communication in the original meeting notice. At the adjourned meeting, only business that might have been transacted at the original meeting may be transacted if a notice of the adjourned meeting is not given. If after the adjournment the board of directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record on the new record date entitled to vote at the meeting.

SECTION 5. LIST OF SHAREHOLDERS ENTITLED TO VOTE. The officer or agent having charge of the stock transfer books for shares of the corporation shall make and certify a complete list of the shareholders entitled to vote at a shareholders' meeting or any adjournment thereof. The list shall:

- (a) Be arranged alphabetically within each class and series, with the address of, and the number of shares held by, each shareholder.
- (b) Be produced at the time and place of the meeting.
- (c) Be subject to inspection by any shareholder during the whole time of the meeting. If the meeting is held solely by means of remote communication, then the list shall be open to the examination of any shareholder during the entire meeting by posting the list on a reasonably accessible electronic network and the information required to access the list shall be provided with the notice of the meeting.
- (d) Be prima facie evidence as to who are the shareholders entitled to examine the list or to vote at the meeting.

If the requirements of this Section have not been complied with, and a shareholder present in person or by proxy in good faith challenges the existence of sufficient votes to carry any action at the meeting, the meeting shall be adjourned until the requirements are complied with. Failure to comply with the requirements of this Section does not affect the validity of an action taken at the meeting before a challenge described in this Section.

SECTION 6. SPECIAL MEETING OF SHAREHOLDERS. A special meeting of shareholders may be called at any time by the chief executive officer of the corporation (see Article V, Section 4) or by a majority of the members of the board of directors then in office, or by shareholders owning, in the aggregate, not less than ten percent (10%) of all the shares entitled to vote at such special meeting. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the chief executive officer, or by a majority of the members of the board of directors then in office, or by shareholders as above provided, the secretary of the corporation shall prepare, sign and mail the notices requisite to such meeting.

SECTION 7. QUORUM OF SHAREHOLDERS. Unless a greater or lesser quorum is provided in the articles of incorporation, in a bylaw adopted by the shareholders or incorporators, or in the Act, shares entitled to cast a majority of the votes at a meeting constitute a quorum at the meeting. The shareholders present in person or by proxy at the meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the shares present. When the holders of a

class or series of shares are entitled to vote separately on an item of business, this Section applies in determining the presence of a quorum of the class or series for transaction of the item of business.

SECTION 8. VOTE OF SHAREHOLDERS. Each outstanding share is entitled to one (1) vote on each matter submitted to a vote, unless otherwise provided in the articles of incorporation. A vote may be cast either orally or in writing. If an action, other than the election of directors, is to be taken by vote of the shareholders, it shall be authorized by a majority of the votes cast by the holders of shares entitled to vote on the action, unless a greater vote is required by the articles of incorporation or the Act. Unless otherwise provided in the articles of incorporation, abstaining from a vote or submitting a ballot marked "abstain" with respect to an action is not a vote cast on that act. Except as otherwise provided in the articles of incorporation, directors shall be elected by a plurality of the votes cast at an election.

SECTION 9. RECORD DATE FOR DETERMINATION OF SHAREHOLDERS. For the purpose of determining shareholders entitled to notice of and to vote at a meeting of shareholders or an adjournment of a meeting, the board of directors may fix a record date, which shall not precede the date on which the resolution fixing the record date is adopted by the board. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting. If a record date is not fixed, the record date for determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held. When a determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the board of directors fixes a new record date under this Section for the adjourned meeting. For the purpose of determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, the board of directors may fix a record date, which shall not precede the date on which the resolution fixing the record date is adopted by the board and shall not be more than ten (10) days after the board resolution. If a record date is not fixed and prior action by the board of directors is required with respect to the corporate action to be taken without a meeting, the record date shall be the close of business on the day on which the resolution of the board is adopted. If a record date is not fixed and prior action by the board of directors is not required, the record date shall be the first date on which a signed written consent is delivered to the corporation as provided in Section 12 of this Article. For the purpose of determining shareholders entitled to receive payment of a share dividend or distribution, or allotment of a right, or for the purpose of any other action, the board of directors may fix a record date, which shall not precede the date on which the resolution fixing the record date is adopted by the board. The date shall not be more than sixty (60) days before the payment of the share dividend or distribution or allotment of a right or other action. If a record date is not fixed, the record date shall be the close of business on the day on which the resolution of the board of directors relating to the corporate action is adopted.

SECTION 10. PROXIES. A shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize one or more other persons to act for him or her by proxy. A proxy shall be in writing and signed by the shareholder or his or her authorized agent or representative. A proxy may also be transmitted electronically to the person who will hold the proxy or to an agent fully authorized by the person who will hold the proxy to receive that transmission and include or accompanied by information from which it can be determined that the electronic transmission was authorized by the shareholder. A proxy is not valid after the expiration of three (3) years from its date unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the shareholder executing it, except as otherwise provided in the Act. The authority of the holder of a proxy to act is not revoked by the incompetence or death of the shareholder who executed the proxy unless, before the authority is exercised, written notice of an adjudication of the incompetence or death is received by the corporate officer responsible for maintaining the list of shareholders.

SECTION 11. INSPECTORS OF ELECTION. The board of directors, in advance of a shareholders' meeting, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and on request of a shareholder entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the board of directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all shareholders. On request of the person presiding at the meeting or a shareholder entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting of any of the facts found by them and matters determined by them. The report is prima facie evidence of the facts stated and of the vote as certified by the inspectors.

SECTION 12. ACTION BY WRITTEN CONSENT. The articles of incorporation may provide that any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within sixty (60) days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than ten (10) days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand, by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing. Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote if, before or after the action, all the shareholders entitled to vote consent in writing.

An electronic transmission consenting to an action transmitted by a shareholder or proxy holder, or by a person authorized to act for the shareholder or proxy holder, is written, signed, and dated for the purposes of this Section if the electronic transmission is delivered with information from which the corporation can determine that the electronic transmission was transmitted by the shareholder or proxy holder, or by the person authorized to act for the shareholder or proxy holder, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this Section. A consent given by electronic transmission is not delivered until reproduced in paper form and the paper form delivered to the corporation by delivery to its registered office in this state, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. Delivery to a corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested. Delivery to a corporation's principal place of business or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded shall be made by hand, by certified or registered mail, return receipt requested, or in any other

manner provided in the articles of incorporation or bylaws or by resolution of the board of directors of the corporation.

SECTION 13. PARTICIPATION IN MEETING BY TELEPHONE. Unless otherwise restricted by the articles of incorporation, by oral or written permission of a majority of the shareholders, a shareholder may participate in a meeting of shareholders by a conference telephone or by other means of remote communication through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Unless otherwise restricted by the articles of incorporation or these bylaws, the board of directors may hold a meeting of shareholders conducted solely by means of remote communication. Subject to any guidelines and procedures adopted by the board of directors, shareholders and proxy holders not physically present at a meeting of shareholders may participate in the meeting by means of remote communication and are considered present in person and may vote at the meeting if all of the following are met:

- (a) The corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a shareholder or proxy holder.
- (b) The corporation implements reasonable measures to provide each shareholder and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.
- (c) If any shareholder or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the corporation.

### ARTICLE III. DIRECTORS

SECTION 1. NUMBER AND TERM OF DIRECTORS. The number of directors which shall constitute the whole board shall be not less than one (1) nor more than five (5). The first board shall consist of three (3) directors. Thereafter, the number of directors which shall constitute the board of directors for each ensuing year shall be determined at the annual meeting by vote of the shareholders prior to such election; provided, however, that if a motion is not made and carried to increase or decrease the number of directors, the board shall consist of the same number of directors as were elected for the preceding year. The shareholders may also increase or decrease the number of directors at any meeting of the shareholders or by a written consent in lieu thereof. Either the shareholders or the board of directors may fill the vacancy caused by an increase in the number of directors. The first board of directors shall hold office until the first annual meeting of shareholders. At the first annual meeting of shareholders and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the succeeding annual meeting, except in the case of classification of directors as permitted by the Act. A director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal. Directors need not be shareholders and may serve continuous terms.

SECTION 2. VACANCIES. Unless otherwise limited by the articles of incorporation, if a vacancy, including a vacancy resulting from an increase in the number of directors, occurs in the board of directors, the vacancy may be filled as follows:

- (a) The shareholders may fill the vacancy.
- (b) The board may fill the vacancy.
- (c) If the directors remaining in office constitute fewer than a quorum of the board of directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

Unless otherwise provided in the articles of incorporation, if the holders of any class or classes of stock or series are entitled to elect one (1) or more directors to the exclusion of other shareholders, vacancies of that class or classes or series may be filled only by one (1) of the following:

- (a) By a majority of the directors elected by the holders of that class or classes or series then in office, whether or not those directors constitute a quorum of the board of directors.
- (b) By the holders of shares of that class or classes of shares, or series.

Unless otherwise limited by the articles of incorporation or these bylaws, in the case of a corporation the board of directors of which are divided into classes, any director chosen to fill a vacancy shall hold office until the next election of the class for which the director shall have been chosen, and until his or her successor is elected and qualified. If because of death, resignation, or other cause, a corporation has no directors in office, an officer, a shareholder, a personal representative, administrator, trustee, or guardian of a shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a shareholder, may call a special meeting of shareholders in accordance with the articles of incorporation or these bylaws. A vacancy that will occur at a specific date, by reason of a resignation effective at a later date under Section 4 of this Article or otherwise, may be filled before the vacancy occurs but the newly elected or appointed director may not take office until the vacancy occurs.

SECTION 3. REMOVAL. The shareholders may remove one (1) or more directors with or without cause unless the articles of incorporation provide that directors may be removed only for cause. The vote for removal shall be by a majority of shares entitled to vote at an election of directors, unless the articles of incorporation require a higher vote for removal without cause.

SECTION 4. RESIGNATION. A director may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or a later time as set forth in the notice of resignation.

SECTION 5. POWERS. The business and affairs of the corporation shall be managed by its board of directors except as otherwise provided in the Act or in the articles of incorporation.

SECTION 6. LOCATION OF MEETINGS. Regular or special meetings of the board of directors may be held either in or outside the State of Michigan.

SECTION 7. ORGANIZATION MEETING OF BOARD. The first meeting of each newly elected board of directors shall be held at the place of holding the annual meeting of shareholders, and immediately following the same, for the purpose of electing officers and transacting any other business properly brought before it, provided that the organization meeting in any year may be held at a different time and place than that herein provided by a consent of a majority of the directors of such new board. No notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present, unless said meeting is not held at the place of holding and immediately following the annual meeting of shareholders.

SECTION 8. REGULAR MEETING OF BOARD. Any regular meeting of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

SECTION 9. SPECIAL MEETING OF BOARD. Any special meeting of the board of directors may be called by the chief executive officer, or by a majority of the persons then comprising the board of directors, at any time by means of notice of the time and place thereof to each director, given not less than twenty-four (24) hours before the time such special meeting is to be held.

SECTION 10. COMMITTEES OF DIRECTORS. The board of directors may designate one (1) or more committees, each committee to consist of one (1) or more of the directors of the corporation. The board may designate one (1) or more directors as alternate members of any committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors creating such committee, may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation. A committee does not have the power or authority to amend the articles of incorporation, adopt an agreement of merger or share exchange, recommend to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommend to the shareholders a dissolution of the corporation or a revocation of a dissolution, amend the bylaws of the corporation or fill vacancies in the board of directors; and, unless the resolution of the board of directors creating such committee, the articles of incorporation or bylaws expressly so provide, a committee does not have the power or authority to declare a distribution, dividend or to authorize the issuance of stock. Any such committee, and each member thereof, shall serve at the pleasure of the board of directors.

SECTION 11. QUORUM AND REQUIRED VOTE OF BOARD AND COMMITTEES. At all meetings of the board of directors, or of a committee thereof, a majority of the members of the board then in office, or of the members of a committee of the board of directors, constitutes a quorum for transaction of business, unless the articles of incorporation, these bylaws, or in the case of a committee, the board resolution establishing the committee, provide for a larger or smaller number. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the board of directors or of the committee unless the vote of a larger number is required by the Act, the articles of incorporation, or these bylaws, or in the case of a committee, the board resolution establishing the committee. Amendment of these bylaws by the board of directors requires the vote of not less than a majority of the members of the board then in office. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 12. ACTION BY WRITTEN CONSENT. Action required or permitted to be taken under authorization voted at a meeting of the board of directors or a committee of the board of directors, may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the board of directors or committee. The consent has the same effect as a vote of the board of directors or committee for all purposes.

SECTION 13. COMPENSATION OF DIRECTORS. The board of directors, by affirmative vote of a majority of directors in office and irrespective of any personal interest of any of them, may establish reasonable compensation of directors for services to the corporation as directors or officers, but approval of the shareholders is required if the articles of incorporation, these bylaws or any provisions of the Act so provide. Transactions pertaining to the compensation of directors for services to the corporation as directors shall not be enjoined, set aside, or give rise to an award of damages or other

sanctions in a proceeding by a shareholder or by or in the right of the corporation unless it is shown that the compensation was unreasonable at the time established.

SECTION 14. PARTICIPATION IN MEETING BY TELEPHONE. By oral or written permission of a majority of the board of directors, a member of the board of directors or of a committee designated by the board may participate in a meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

#### ARTICLE IV. NOTICES

SECTION 1. NOTICE. Whenever any notice or communication is required to be given by mail to any director or shareholder under any provision of the Act, or of the articles of incorporation or of these bylaws, it shall be mailed, except as otherwise provided in the Act, to such director or shareholder at the address designated by him or her for that purpose or, if none is designated, at his or her last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be registered, certified or other first class mail except where otherwise provided in the Act. If the corporation is required or permitted by the articles of incorporation or the Act to provide its shareholders with a written notice or other written report, statement, or communication, the corporation may provide that notice, report, statement or communication to all shareholders that share a common address by delivering one (1) copy of it to the common address if all of the following are met:

(a) The corporation addresses the notice, report, statement or communication to the shareholders who share the common address as a group, individually, or in any other form to which any of those shareholders have not objected.

(b) At least sixty (60) days before the first delivery of any delivery to a common address under this subsection, the corporation gives notice to the shareholders who share that common address that it intends to provide only one (1) copy of the notices, reports, statements or communications to shareholders that share that common address.

(c) The corporation has not received a written objection from any shareholder that shares a common address to deliveries under this subsection to that shareholder. If it receives a written objection under this subdivision, the corporation within 30 days shall begin providing the objecting shareholder with separate copies of any notices, reports, statements, or communications to the shareholders, but the corporation may deliver one (1) copy of the notices, reports, statements, or communications to all of the shareholders at that common address that have not objected.

When a notice is required or permitted by the Act to be given in writing, electronic transmission is written notice. When a notice or communication is permitted by the Act to be transmitted electronically, the notice or communication is given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the board of directors need be specified in the notice of the meeting. In addition to any other form of notice to a shareholder permitted by the articles of incorporation, the bylaws, or the Act, any notice given to a shareholder by a form of electronic transmission to which the shareholder has consented is effective.

SECTION 2. WAIVER OF NOTICE. When, under the Act or the articles of incorporation or these bylaws, or by the terms of an agreement or instrument, a corporation or the board of directors or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken or, in case of a shareholder, by his or her attorney-in-fact, submits a signed waiver or a waiver by electronic transmission of such requirements. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the board of directors need be specified in the waiver of notice of the meeting. Attendance of a person at a meeting of shareholders constitutes a waiver of objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and a waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

## ARTICLE V. OFFICERS

SECTION 1. SELECTION. The board of directors, at its first meeting and at its organization meeting following the annual meeting of shareholders, shall elect or appoint a president, a secretary and a treasurer. The board of directors may also elect or appoint a chairman of the board, one (1) or more vice presidents and such other officers, employees and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board. Two (2) or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the articles or bylaws to be executed, acknowledged or verified by two (2) or more officers.

SECTION 2. COMPENSATION. The salaries of all officers, employees and agents of the corporation shall be fixed by the board of directors; provided, however, that the board may delegate to the officers the fixing of compensation of assistant officers, employees and agents.

SECTION 3. TERM, REMOVAL AND VACANCIES. Each officer of the corporation shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. An officer elected or appointed by the board of directors may be removed by the board with or without cause at any time. The removal of an officer shall be without prejudice to his contract rights, if any. The election or appointment of an officer does it of itself create contract rights. An officer may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

SECTION 4. CHIEF EXECUTIVE OFFICER. If the board of directors desires to elect or appoint a chief executive officer, the board shall designate the chairman of the board or president as such officer at the first meeting of each newly elected board of directors; provided, however, that if a motion is not made and carried to change the designation, the designation shall be the same as the designation for the preceding year; provided, further, that the designation of the chief executive officer may be changed at any special meeting of the board of directors. The president shall be the chief executive officer whenever the office of chairman of the board is vacant. The chief executive officer shall be responsible to the board

of directors for the general supervision and management of the business and affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect. The chairman of the board or president who is not the chief executive officer shall be subject to the authority of the chief executive officer, but shall exercise all of the powers and discharge all of the duties of the chief executive officer during the absence or disability of the chief executive officer.

SECTION 5. CHAIRMAN OF THE BOARD OF DIRECTORS. If the board of directors elects or appoints a chairman of the board, he or she shall be elected or appointed by, and from among the membership of, the board of directors. He or she shall preside at all meetings of the shareholders, of the board of directors and of any executive committee. He or she shall perform such other duties and functions as shall be assigned to him or her from time to time by the board of directors. He or she shall be, ex officio, a member of all standing committees. Except where by law the signature of the president of the corporation is required, the chairman of the board of directors shall possess the same power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the corporation which may be authorized by the board of directors. During the absence or disability of the president, or while that office is vacant, the chairman of the board of directors shall exercise all of the powers and discharge all of the duties of the president.

SECTION 6. PRESIDENT. During the absence or disability of the chairman of the board, or while that office is vacant, the president shall preside over all meetings of the board of directors, of the shareholders and of any executive committee, and shall perform all of the duties and functions, and when so acting shall have all powers and authority, of the chairman of the board. He or she shall be, ex officio, a member of all standing committees. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

SECTION 7. VICE PRESIDENTS. The board of directors may elect or appoint one or more vice presidents. The board of directors may designate one or more vice presidents as executive or senior vice presidents. Unless the board of directors shall otherwise provide by resolution duly adopted by it, such of the vice presidents as shall have been designated executive or senior vice presidents and are members of the board of directors in the order specified by the board of directors (or if no vice president who is a member of the board of directors shall have been designated as executive or senior vice president, then such vice presidents as are members of the board of directors in the order specified by the board of directors) shall perform the duties and exercise the powers of the president during the absence or disability of the president if the office of the chairman of the board is vacant. The vice presidents shall perform such other duties as may be delegated to them by the board of directors, any executive committee, the chairman of the board or the president.

SECTION 8. SECRETARY. The secretary shall attend all meetings of the shareholders, and of the board of directors and of any executive committee, and shall preserve in the books of the corporation true minutes of the proceedings of all such meetings. He or she shall safely keep in his or her custody the seal of the corporation, if any, and shall have authority to affix the same to all instruments where its use is required or permitted. He or she shall give all notice required by the Act, these bylaws or resolution. He or she shall perform such other duties as may be delegated to him or her by the board of directors, any executive committee, the chairman of the board or the president.

SECTION 9. TREASURER. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. He or she shall disburse the funds of the corporation as may be ordered by the board of directors, taking

proper vouchers for such disbursements, and shall render to the president and the board of directors whenever requested an account of all his or her transactions as treasurer and of the financial condition of the corporation. If required by the board of directors, he or she shall keep in force a bond in form, amount and with a surety or sureties satisfactory to the board of directors, conditioned for faithful performance of the duties of his or her office, and for restoration to the corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the corporation. He or she shall perform such other duties as may be delegated to him or her by the board of directors, any executive committee, the chairman of the board or the president.

SECTION 10. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The assistant secretary or assistant secretaries, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the secretary. The assistant treasurer or assistant treasurers, in the absence or disability of the treasurer, shall perform the duties and exercise the powers of the treasurer. Any assistant treasurer, if required by the board of directors, shall keep in force a bond as provided in Section 9 of this Article. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or by the treasurer, respectively, or by the board of directors, any executive committee, the chairman of the board or the president.

SECTION 11. DELEGATION OF AUTHORITY AND DUTIES BY BOARD OF DIRECTORS. All officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these bylaws, have such authority and perform such duties in the management of the corporation as may be determined by resolution of the board of directors not inconsistent with these bylaws.

## ARTICLE VI. INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BY THIRD PARTIES. The corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exist or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights than before such amendment, indemnify a director or officer (an "Indemnitee") who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if the Indemnitee acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and with respect to a criminal action or proceeding, if the Indemnitee had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the Indemnitee did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION OF DIRECTORS AND OFFICERS: CLAIMS BROUGHT BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall, to the fullest extent authorized or permitted by the Act or other applicable law, as the same presently exist or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights than before such amendment, indemnify an Indemnitee who was or is a party or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with the action or suit, if the Indemnitee acted in good faith and in a manner the Indemnitee reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders. Indemnification shall not be made under this Section for a claim, issue, or matter in which the Indemnitee has been found liable to the corporation except to the extent authorized in Section 6 of this Article.

SECTION 3. ACTIONS BROUGHT BY THE INDEMNITEE. Notwithstanding the provisions of Sections 1 and 2 of this Article, the corporation shall not be required to indemnify an Indemnitee in connection with an action, suit, proceeding or claim (or part thereof) brought or made by such Indemnitee except as otherwise provided herein with respect to the enforcement of this Article, unless such action, suit, proceeding or claim (or part thereof) was authorized by the board of directors of the corporation.

SECTION 4. APPROVAL OF INDEMNIFICATION. Except as otherwise provided in Section 8 of this Article, indemnification under Sections 1 and 2 of this Article, unless ordered by the court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Indemnitee is proper in the circumstances because such Indemnitee has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article, as the case may be, and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination and evaluation shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the board of directors consisting of directors who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (b) If a quorum cannot be obtained in subsection (a), by majority vote of a committee duly designated by the board of directors and consisting solely of two (2) or more directors not at the time parties or threatened to be made parties to the action, suit or proceeding.
- (c) By independent legal counsel in a written opinion, which counsel shall be selected in one (1) of the following ways:
  - (i) By the board of directors or its committee in the manner prescribed in subsection (a) or (b)
  - (ii) If a quorum of the board of directors cannot be obtained under subsection (a) and a committee cannot be designated under subsection (b), by the board of directors.
- (d) By all independent directors (if any directors have been designated as such by the board of directors or shareholders of the corporation) who are not parties or threatened to be made parties to the action, suit, or proceeding.
- (e) By the shareholders, but shares held by directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceeding may not be voted.

In the designation of a committee under subsection (b) or in the selection of independent legal counsel under subsection (c)(ii), all directors may participate.

If a person is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

**SECTION 5.      ADVANCEMENT OF EXPENSES.** The corporation shall pay or reimburse the reasonable expenses incurred by an Indemnitee who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if all of the following apply:

- (a)      The Indemnitee furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct, if any, required by the Act for the indemnification of a person under the circumstances.
- (b)      The Indemnitee furnishes the corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the applicable standard of conduct, if any, required by the Act for the indemnification of a person under the circumstances.
- (c)      A determination is made that the facts then known to those making the determination would not preclude indemnification, if any, required by the Act for the indemnification of a person under the circumstances.

The undertaking required by subsection (b) must be an unlimited general obligation of the Indemnitee but need not be secured and may be accepted without reference to the financial ability of the person to make repayment. Determinations and evaluations of reasonableness of payments under this Section shall be made in the manner specified in Section 4 of this Article.

The corporation shall make an evaluation of reasonableness under this Section in the manner specified in Section 4 for an evaluation of reasonableness of expenses, and shall make an authorization in the manner specified in Section 4 unless an advance is mandatory. The corporation may make an authorization of advances with respect to a proceeding and a determination of reasonableness of advances or selection of a method for determining reasonableness in a single action or resolution covering an entire proceeding. However, unless the action or resolution provides otherwise, the authorizing or determining authority may subsequently terminate or amend the authorization or determination with respect to advances not yet made.

A provision in the articles of incorporation, a resolution of the board or shareholders, or an agreement making indemnification mandatory shall also make the advancement of expenses mandatory unless the provision, resolution, or agreement specifically provides otherwise.

**SECTION 6.      COURT APPROVAL.** An Indemnitee who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice it considers necessary may order indemnification if it determines that the Indemnitee is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she met the applicable standard of conduct set forth in Sections 1 and 2 of this Article or was adjudged liable as described in Section 2 of this Article, but if he or she was adjudged liable, his or her indemnification is limited to reasonable expenses incurred.

SECTION 7. PARTIAL INDEMNIFICATION. If an Indemnitee is entitled to indemnification under Sections 1 or 2 of this Article for a portion of expenses, including reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the Indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Indemnitee is entitled to be indemnified.

SECTION 8. ARTICLE PROVISION ELIMINATING OR LIMITING DIRECTOR LIABILITY. To the extent that the articles of incorporation of the corporation include a provision eliminating or limiting the liability of a director pursuant to Section 209(1)(c) of the Act, the corporation shall indemnify a director for the expenses and liabilities described in this Article without a determination that the director has met the standard of conduct set forth in Sections 1 and 2 of this Article, but no indemnification may be made except to the extent authorized in Section 564c of the Act if the director received a financial benefit to which he or she was not entitled, intentionally inflicted harm on the corporation or its shareholders, violated Section 551 of the Act, or intentionally committed a criminal act. In connection with an action or suit by or in the right of the corporation as described in Section 2 of this Article, indemnification under this Section shall be for expenses, including attorneys' fees, actually and reasonably incurred. In connection with an action, suit, or proceeding other than an action, suit, or proceeding by or in the right of the corporation, as described in Section 1 of this Article, indemnification under this Article shall be for expenses, including attorneys' fees, actually and reasonably incurred, and for judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred.

SECTION 9. INDEMNIFICATION OF EMPLOYEES AND AGENTS. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, may be indemnified to the fullest extent authorized or permitted by the Act or other applicable law, as the same exists or may hereafter be amended, but, in the case of any such amendment, only to the extent such amendment permits the corporation to provide broader indemnification rights than before such amendment, but in any event only to the extent authorized at any time or from time to time by the board of directors.

SECTION 10. OTHER RIGHTS OF INDEMNIFICATION. The indemnification or advancement of expenses provided under Sections 1 through 9 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation, bylaws, or a contractual agreement. The total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 through 9 of this Article continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, personal representatives, and administrators of the person. The corporation shall not eliminate or impair a right to indemnification or to advancement of expenses established in a provision of the articles of incorporation or the bylaws by amending that provision after the occurrence of the act or omission that is the subject of the formal or informal civil, criminal, administrative, or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of that act or omission explicitly authorizes that elimination or impairment after that act or omission occurs.

SECTION 11. DEFINITIONS. "Other enterprises" shall include employee benefit plans; "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of the corporation" shall include any service as a director, officer, employee, or agent of the corporation which imposes duties on, or involves services by, the director, officer, employee or agent with respect to an employee benefit plan, its participants or its beneficiaries; and a person who

acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the corporation or its shareholders” as referred to in Sections 1 and 2 of this Article.

**SECTION 12. LIABILITY INSURANCE.** The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against liability under the pertinent provisions of the Act.

**SECTION 13. ENFORCEMENT.** If a claim under this Article is not paid in full by the corporation within thirty (30) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, a committee thereof, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such claimant has met the applicable standard of conduct set forth in the Act nor an actual determination by the corporation (including its board of directors, a committee thereof, independent legal counsel or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

**SECTION 14. CONTRACT WITH THE CORPORATION.** The right to indemnification conferred in this Article shall be deemed to be a contract right between the corporation and each director or officer who serves in any such capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

**SECTION 15. APPLICATION TO A RESULTING OR SURVIVING CORPORATION OR CONSTITUENT CORPORATION.** The definition for “corporation” found in Section 569 of the Act, as the same exists or may hereafter be amended is, and shall be, specifically excluded from application to this Article. The indemnification and other obligations set forth in this Article of the corporation shall be binding upon any resulting or surviving corporation after any merger or consolidation with the corporation. Notwithstanding anything to the contrary contained herein or in Section 569 of the Act, no person shall be entitled to the indemnification and other rights set forth in this Article for acting as a director or officer of another corporation prior to such other corporation entering into a merger or consolidation with the corporation.

**SECTION 16. SEVERABILITY.** Each and every paragraph, sentence, term and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the

remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

## ARTICLE VII. STOCK AND TRANSFERS

SECTION 1. SHARE CERTIFICATES: REQUIRED SIGNATURES. The shares of the corporation shall be represented by certificates which shall be signed by the chairman of the board of directors, vice chairman of the board of directors, president or a vice president and which also may be signed by another officer of the corporation. The certificate may be sealed with the seal of the corporation or a facsimile of the seal. The signatures of the officers may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or its employee. If an officer who has signed or whose facsimile signature has been placed upon a certificate ceases to be an officer before the certificate is issued, it may be issued by the corporation with the same effect as if he or she were the officer at the date of issue.

SECTION 2. SHARE CERTIFICATES: REQUIRED PROVISIONS. A certificate representing shares of the corporation shall state upon its face all of the following:

- (a) That the corporation is formed under the laws of this state.
- (b) The name of the person to whom issued.
- (c) The number and class of shares, and the designation of the series, if any, which the certificate represents.

A certificate representing shares issued by a corporation which is authorized to issue shares of more than one (1) class shall set forth on its face or back or state on its face or back that the corporation will furnish to a shareholder upon request and without charge a full statement of the designation, relative rights, preferences and limitations of the shares of each class authorized to be issued, and if the corporation is authorized to issue any class of shares in series, the designation, relative rights, preferences and limitations of each series so far as the same have been prescribed and the authority of the board to designate and prescribe the relative rights, preferences and limitations of other series.

SECTION 3. REPLACEMENT OF LOST OR DESTROYED SHARE CERTIFICATES. The corporation may issue a new certificate for shares or fractional shares in place of a certificate theretofore issued by it, alleged to have been lost or destroyed, and the board of directors may require the owner of the lost or destroyed certificate, or his or her legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged lost or destroyed certificate or the issuance of such new certificate.

SECTION 4. REGISTERED SHAREHOLDERS. The corporation shall have the right to treat the registered holder of any share as the absolute owner thereof, and shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not the corporation shall have express or other notice thereof, save as may be otherwise provided by the statutes of Michigan.

SECTION 5. TRANSFER AGENT AND REGISTRAR. The board of directors may appoint a transfer agent and a registrar in the registration of transfers of its securities.

SECTION 6. REGULATIONS. The board of directors shall have power and authority to make all such rules and regulations as the board shall deem expedient regulating the issue, transfer and registration of certificates for shares in this corporation.

ARTICLE VIII.  
GENERAL PROVISIONS

SECTION 1. DISTRIBUTIONS IN CASH OR PROPERTY. The board of directors may authorize and the corporation may make distributions to its shareholders subject to restriction by the articles of incorporation and/or unless otherwise limited by the articles of incorporation, these bylaws or the Act.

SECTION 2. RESERVES. The board of directors shall have power and authority to set apart such reserve or reserves, for any proper purpose, as the board in its discretion shall approve, and the board shall have the power and authority to abolish any reserve created by the board.

SECTION 3. VOTING SECURITIES. Unless otherwise directed by the board of directors, the chairman of the board or president, or in the case of their absence or inability to act, the vice presidents, in order of their seniority, shall have full power and authority on behalf of the corporation to attend and to act and to vote, or to execute in the name or on behalf of the corporation a consent in writing in lieu of a meeting of shareholders or a proxy authorizing an agent or attorney-in-fact for the corporation to attend and vote at any meetings of security holders of corporations in which the corporation may hold securities, and at such meetings he or she or his or her duly authorized agent or attorney-in-fact shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the corporation might have possessed and exercised if present. The board of directors by resolution from time to time may confer like power upon any other person or persons.

SECTION 4. CHECKS. All checks, drafts and orders for the payment of money shall be signed in the name of the corporation in such manner and by such officer or officers or such other person or persons as the board of directors shall from time to time designate for that purpose.

SECTION 5. CONTRACTS, CONVEYANCES, ETC. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the chairman of the board, president or any vice president, and the secretary or assistant secretary, may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

SECTION 6. CORPORATE BOOKS AND RECORDS. The corporation shall keep books and records of account and minutes of the proceedings of its shareholders, board of directors and executive committees, if any. The books, records and minutes may be kept outside this state. The corporation shall keep at its registered office, or at the office of its transfer agent in or outside the State of Michigan, records containing the names and addresses of all shareholders, the number, class and series of shares held by each and the dates when they respectively became holders of record. Any of the books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The corporation shall convert into written form without charge any record not in written form, unless otherwise requested by a person entitled to inspect the records.

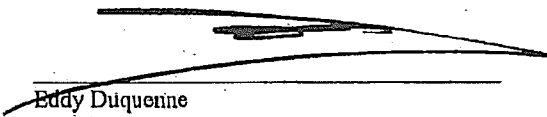
SECTION 7. FISCAL YEAR. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

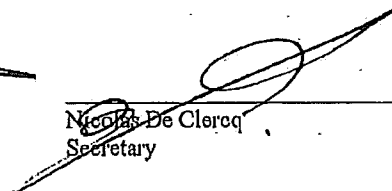
SECTION 8. SEAL. If the corporation has a corporate seal, it shall have inscribed thereon the name of the corporation and the words "Corporate Seal" and "Michigan." The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

ARTICLE IX.  
AMENDMENTS

SECTION 1. The shareholders or the board of directors may amend or repeal the bylaws or adopt new bylaws unless the articles of incorporation provide that the power to adopt new bylaws is reserved exclusively to the shareholders or that these bylaws or any particular bylaw shall not be altered or repealed by the board of directors. Such action may be taken by written consent or at any meeting of shareholders or the board of directors; provided that if notice of any such meeting is required by these bylaws, it shall contain notice of the proposed amendment, repeal or new bylaws. Amendment of these bylaws by the board of directors requires the vote of not less than a majority of the members of the board then in office.

// The undersigned certify that the foregoing Bylaws were adopted by the corporation, effective July  
\_\_, 2019.

  
Eddy Duquenne  
President

  
Nicolas De Clercq  
Secretary



## Report of Stockholders, Members, or Partners (LCC-301)

### Part 1 - Licensee Information

Please state your name as it is filed with the State of Michigan Corporation Division.

|  |           |                 |
|--|-----------|-----------------|
| Licensee name(s): Kinopolis Group, N.V.      |           |                 |
| Address: 41000 Woodawrd Ave., Suite 135 East |           |                 |
| City: Bloomfield Hills                       | State: MI | Zip Code: 48304 |

### Part 2a - Corporations - Please complete this section and attach more copies of this page if more room is needed.

| Print name and address of all stockholders:   | No. of Shares Issued: | Date Issued/Acquired: |
|---|-----------------------|-----------------------|
| Publicly traded company on the Brussels Stock Exchange under the ticker symbol KIN                      |                       |                       |
| 41000 Woodawrd Ave., Suite 135 East, Bloomfield Hills, MI 48304   |                       |                       |
|   |                       |                       |
|   |                       |                       |
|   |                       |                       |
|   |                       |                       |
| Print name and address of Corporate Officers and Directors, pursuant to administrative rule R 436.1109: |                       |                       |
| Eddy Duquenne, CEO  |                       |                       |
| Directors: Eddy Duquenne, Joost Bert, Gert Vanderstappen  |                       |                       |
| 41000 Woodawrd Ave., Suite 135 East, Bloomfield Hills, MI 48304   |                       |                       |
|   |                       |                       |
|   |                       |                       |

### Part 2b - Limited Liability Companies - Please complete this section and attach more copies of this page if more room is needed.

| Print name and address of all members:  | Percent % Issued: | Date Issued/Acquired: |
|---|-------------------|-----------------------|
|   |                   |                       |
|   |                   |                       |
|   |                   |                       |
|   |                   |                       |
|   |                   |                       |
|   |                   |                       |
| Print name and address of Managers and Assignees, pursuant to administrative rule R 436.1110: |                   |                       |
|   |                   |                       |
|   |                   |                       |
|   |                   |                       |
|   |                   |                       |



## Report of Stockholders, Members, or Partners (LCC-301) - Continued

**Part 2c - Limited Partnerships** - Please complete this section and attach more copies of this page if more room is needed.

Print name and address of all partners: Percent % Issued: Date Issued/Acquired:

|  |  |  |
|--|--|--|
|  |  |  |
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Print name and address of Managers, pursuant to administrative rule R 436.1111:

|  |
|--|
|  |
|  |
|  |
|  |
|  |
|  |

**Part 3 - Authorized Signers** (Authorized in compliance with R 436.1109(1)(c) for a corporation or R 436.1110(1)(g) for a limited liability company)

Print Name & Title: Eddy Duquenne, CEO

Print Name & Title: J. Patrick Howe, Authorized Agent

Print Name & Title:

Print Name & Title:

Print Name & Title:

I certify that the authorized signers under Part 3 of this form have been authorized in compliance with R 436.1109(1)(c) for a corporation or R 436.1110(1)(g) for a limited liability company.

I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. I also understand that providing **false** or **fraudulent** information is a violation of the Liquor Control Code pursuant to MCL 436.2003.

The person signing this form has demonstrated that they have authorization to do so and have attached appropriate documentation as proof.

J. Patrick Howe, Authorized Agent

Print Name of Applicant or Licensee & Title

Signature of Applicant or Licensee

Date

11/4/25

Please return this completed form to:  
Michigan Liquor Control Commission  
Mailing address: P.O. Box 30005, Lansing, MI 48909  
Overnight packages: 2407 N. Grand River, Lansing, MI 48906  
Fax to: 517-763-0059



FPS Economy, S.M.E.s, Self-employed and Energy

Crossroads Bank of Enterprises: 0314.595.348

**FULL EXTRACT OF THE DETAILS OF A REGISTERED ENTITY (LEGAL PERSON)**

Company Number 0415.928.179  
 Company Name KINEPOLIS GROUP  
 Situation on 24/10/2025

**Name**

| Type | Language | Name            | Start Date | End Date |
|------|----------|-----------------|------------|----------|
| Name | Dutch    | KINEPOLIS GROUP | 16/01/1998 |          |

**Registered seat**

| Address  | Start Date | End Date |
|--|------------|----------|
| Boulevard du Centenaire 20<br>1020 Bruxelles<br>Belgium<br>Additional address info | 16/01/1998 |          |

**General Information**

Start date entity 26/02/1976  
 End date entity  
 Legal Situation Status Start Date End Date  
 Normal situation Active 26/02/1976

| Legal form             | Start Date | End Date |
|------------------------|------------|----------|
| Public limited company | 26/02/1976 |          |

| Activities   | NACEBEL | Version | Type          | Start Date | End Date   |
|--|---------|---------|---------------|------------|------------|
| <b>VAT activities</b>                              |         |         |               |            |            |
| Motion picture projection activities(*)            | 59140   | 2025    | Main activity | 01/01/2025 |            |
| Motion picture projection activities(*)            | 59140   | 2008    | Main activity | 01/01/2008 | 31/12/2024 |
| Motion picture projection activities               | 92130   | 2003    | Main activity | 01/05/1976 | 31/12/2007 |
| <b>Activities NSSO</b>                             |         |         |               |            |            |
| Activities of head offices(*)                      | 70100   | 2025    | Main activity | 01/01/2025 |            |
| Activities of head offices(*)                      | 70100   | 2008    | Main activity | 01/01/2008 | 31/12/2024 |
| Management and administration of holding companies | 74151   | 2003    | Main activity | 01/01/1989 | 31/12/2007 |

(\*) This is not a new activity, but a pre-existing activity modified following a new classification of activity codes (NACEBEL).

| Functions                            | Last Name, first Name | Registered entity      | Reason for termination | Start Date | End Date |
|--------------------------------------|-----------------------|------------------------|------------------------|------------|----------|
| Director                             | Duquenne Eddy         |                        |                        | 18/12/2007 |          |
| Director                             |                       | PENTASCOOP             |                        | 20/12/2018 |          |
| Director                             |                       | MRP Consulting         |                        | 14/05/2025 |          |
| Director                             |                       | EDK Management         |                        | 08/05/2024 |          |
| Director                             |                       | Pallanza Invest        |                        | 19/07/2016 |          |
| Director                             |                       | MAVAC                  |                        | 09/05/2018 |          |
| Director                             |                       | ALCHEMY PARTNERS       |                        | 14/05/2025 |          |
| Director                             |                       | Lupus Asset Management |                        | 30/07/2024 |          |
| Permanent representative             | Bert Joost            | PENTASCOOP             |                        | 20/12/2018 |          |
| Permanent representative             | De Keukelaere Els     | EDK Management         |                        | 08/05/2024 |          |
| Permanent representative             | De Wolf Jo            | Lupus Asset Management |                        | 30/07/2024 |          |
| Permanent representative             | Lagae Anouk           | ALCHEMY PARTNERS       |                        | 14/05/2025 |          |
| Permanent representative             | Pensaert Mark         | MRP Consulting         |                        | 14/05/2025 |          |
| Permanent representative             | Vaesen Marleen        | MAVAC                  |                        | 09/05/2018 |          |
| Permanent representative             | Vanderstappen Geert   | Pallanza Invest        |                        | 19/07/2016 |          |
| Person in charge of daily management | Duquenne Eddy         |                        |                        | 01/01/2008 |          |

| Entrepreneurial skills -<br>Ambulant commerce -<br>Fairground operator<br>Non SME dispensation (Exemption) | Last Name, first Name | Registered entity | Reason for termination | Start Date | End Date |
|--|-----------------------|-------------------|------------------------|------------|----------|
|  |                       |                   |                        | 10/06/2013 |          |

| Characteristic                           | Phase                                 | Duration     | Reason for termination | Start Date | End Date |
|--|---------------------------------------|--------------|------------------------|------------|----------|
| Employer National Social Security Office | Characteristic/authorisation acquired | undetermined |                        | 01/01/1989 |          |
| Subject to VAT                           | Characteristic/authorisation acquired | undetermined |                        | 01/05/1976 |          |
| Enterprise subject to registration       | Characteristic/authorisation acquired | undetermined |                        | 01/11/2018 |          |

#### Financial Details

Share capital (Capital Stock) 18,952,288.41

Currency EUR

Duration of the entity

| General assembly | End Date Financial Year | Start Date Exceptional Year | End Date Exceptional Year | Start Date | End Date |
|------------------|-------------------------|-----------------------------|---------------------------|------------|----------|
| May              | 31/12                   |                             |                           | 16/05/2014 |          |

#### Bank Accounts

| Use              | BIC      | Bank account number | Bank account number | Start Date | End Date |
|------------------|----------|---------------------|---------------------|------------|----------|
| For all purposes | GEBABEBB | 285 0541974 64      | BE29285054197464    | 26/02/1976 |          |

**External Identifiers**

|                       |            |
|-----------------------|------------|
| NSSO number           | 155983080  |
| Trade register number | 01 622.315 |
| Trade register number | 13 0093016 |

**Links between registered entities**

| Linked entity           | Type of link         | Linked entity                  | Start Date |
|-------------------------|----------------------|--------------------------------|------------|
| 0424.519.114 - DECATRON | 003 - Is absorbed by | 0415.928.179 - KINEPOLIS GROUP | 07/05/2013 |

There is no data available for the following sections: Authorisations, Ex-officio striking off

**List of establishment units**

| Name            | Establishment unit number | Current address                              | Start Date | End Date | Start date link between entities | End date link between entities |
|-----------------|---------------------------|--|------------|----------|----------------------------------|--------------------------------|
| KINEPOLIS GROUP | 2.108.158.507             | Boulevard du Centenaire 20<br>1020 Bruxelles | 12/03/1998 |          | 12/03/1998                       |                                |
| KINEPOLIS GROUP | 2.220.519.050             | Moutstraat 132-146<br>9000 Gent              | 01/01/2013 |          | 01/01/2013                       |                                |
| KINEPOLIS GROUP | 2.220.519.644             | Ter Platen 12<br>9000 Gent                   | 01/01/2013 |          | 01/01/2013                       |                                |
| KINEPOLIS GROUP | 2.236.227.310             | Via Media 1<br>3500 Hasselt                  | 01/01/2013 |          | 01/01/2013                       |                                |

Document issued in accordance with Article III.34, §1 of the Code of Economic Law

The legal terms were translated literally. These terms refer to concepts specific to Belgian law. It is therefore necessary to refer to the Belgian legislation in force in order to determine their scope.



Civil CVBA Berquin Notaries - Lloyd Georgelaan, 11 - 1000 Brussels VAT BE  
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Coordinated text of the articles of  
association of the public limited  
company in its capacity as a listed  
company  
**"KINEPOLIS GROUP"**

with registered office at 1020 Brussels,  
Eeuwfeestlaan 20, company number  
0415.928.179 - RPR Brussels  
[@kinopolis.com](http://www.kinepolis.com/corporatecompanysecretary)

following the amendment to the  
articles of association  
dated 10 May 2023

**HISTORY****(In accordance with Article 2:8, §1 of the Companies and Associations Code)****DEED OF INCORPORATION:**

The company was established under the name "MAJESTIEK" by deed executed before Notary Eric Malfait in Harelbeke on the twenty-sixth of February nineteen hundred and seventy-six, published in the annexes to the Belgian Official Gazette of the twenty-fifth of March, under number 830-3.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION:**

The articles of association were subsequently amended by:

- deed executed before notary Xaviers Peers in Harelbeke on the third of April nineteen hundred and eighty-seven, published in the annexes to the Belgian Official Gazette of the twenty-ninth of April thereafter, under number 870429-272.
- deed executed before notary Peter Berben in Neerpelt on the twenty-first of December nineteen hundred and eighty-nine, published in the annexes to the Belgian Official Gazette of the sixteenth of March nineteen hundred and ninety, under number 900316-123.
- Deed executed before Notary Eric Spruyt, in Brussels, on the nineteenth of December nineteen hundred and ninety-seven, published in the annexes to the Belgian Official Gazette of the sixteenth of January nineteen hundred and ninety-eight, under number 980116-53.
- Deed executed before Notary Eric Spruyt in Brussels on 18 March 1990, published in the annexes to the Belgian Official Gazette on 16 April thereafter, under number 980416-413.
- Deed executed before Notary Eric Spruyt in Brussels on the twenty-fourth of March nineteen hundred and ninety-eight, published in the annexes to the Belgian Official Gazette on the seventh of May thereafter, under number 980507-426.
- Deed executed before Notary Eric Spruyt in Brussels on the tenth of April nineteen hundred and ninety-eight, published in the annexes to the Belgian Official Gazette on the thirtieth of May thereafter, under number 980530-190.
- Deed executed before Notary Eric Spruyt in Brussels on 16 June 1989, published in the annex to the Belgian Official Gazette on 24 July thereafter, under number 980724-498.
- Deed executed before Notary Eric Spruyt in Brussels on the fourth of May nineteen hundred and ninety-nine, filed for publication in the annex to the Belgian Official Gazette.
- Deed executed before Notary Eric Spruyt in Brussels on the seventh of May nineteen hundred and ninety-nine, filed for publication in the appendix to the Belgian Official Gazette.
- Deed executed before Notary Eric Spruyt in Brussels on the twenty-sixth of May nineteen hundred and ninety-nine, published in the appendix to the Belgian Official Gazette of the seventh of July thereafter, under number 990707-193.

The articles of association were amended by deed executed before Notary Eric Spruyt in Brussels on the first of July nineteen hundred and ninety-nine, published in the appendix to the Belgian Official Gazette of the third of August thereafter, under number 990803-545.

The articles of association were amended by deed executed before Notary Eric Spruyt in Brussels on the eighteenth of May two thousand and one, published in the annexes to the Belgian Official Gazette of the fourth of July thereafter, under number 20010407-143.

- Minutes drawn up by Maître Eric Spruyt, notary in Brussels, on 17 May 2002, published in the Annex to the Belgian Official Gazette of 17 July thereafter, under number 200207-650.
- Official report drawn up by Maître Eric Spruyt, notary in Brussels, on 16 May 2003, published in the Annex to the Belgian Official Gazette of 11 June thereafter, under number 0064206.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on the twenty-first of May two thousand and four, published in the Annex to the Belgian Official Gazette of the twelfth of July thereafter, under number 102999.

- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on the twentieth of May two thousand and five, published in the Appendix to the Belgian Official Gazette of the fifteenth of June thereafter, under number 83740.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on 19 May 2006, published in the Annex to the Belgian Official Gazette of 16 June thereafter, under number 97669.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on the twentieth of April two thousand and seven, filed for publication in the Annex to the Belgian Official Gazette.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on the eighteenth of May two thousand and seven, filed for publication in the Annex to the Belgian Official Gazette.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on the fifth of June two thousand and seven, published in the Annexes to the Belgian Official Gazette of the twenty-seventh of June thereafter, under number 91131.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on 12 February 2008, published in the annexes to the Belgian Official Gazette of 6 March thereafter, under number 36225.
- report drawn up by Maître Eric Spruyt, associate notary in Brussels, on the twenty-fifth of June two thousand and ten, published in the annexes to the Belgian Official Gazette of the sixteenth of July thereafter, under number 10607.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on the twentieth of May two thousand and eleven, published in the annexes to the Belgian Official Gazette of the fifteenth of June thereafter, under number 88592.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on the twentieth of May two thousand and eleven (effective from 1 January 2012), filed for publication in the annex to the Belgian Official Gazette.
- Official report drawn up by Mr Pol Vanden Broecke, associate notary in Evergem (Ertvelde), replacing his colleague Maître Eric Spruyt, associate notary in Brussels, on 14 December 2011, published in the annexes to the Belgian Official Gazette of 30 January 2012, under number 20120130-26151.
- official report drawn up by Mr Pol Vanden Broecke, associate notary in Evergem (Ertvelde), replacing his colleague Mr Eric Spruyt, associate notary in Brussels, on the seventh of September two thousand and twelve, published in the annex to the Belgian Official Gazette of the eleventh of October thereafter, under number 167814.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on 19 October 2012, published in the annexes to the Belgian Official Gazette of 7 November thereafter, under number 181202.
- official report drawn up by Maître Eric Spruyt, associate notary in Brussels, on 7 May 2013, published in the annexes to the Belgian Official Gazette of 23 May thereafter, under number 77443.
- Deed executed before Mr. Stijn Raes, associate notary in Ghent, replacing his colleague Mr. Eric Spruyt, associate notary in Brussels, on the eighteenth of December two thousand and thirteen, published in the annexes to the Belgian Official Gazette of the ninth of January two thousand and fourteen, under number 9688.
- Official report drawn up by Mr Tim Carnewal, notary in Brussels, on 16 May 2014, published in the annexes to the Belgian Official Gazette of 4 June 2014, under number 0111161.
- official report of the board of directors drawn up by Mr Stijn Raes, notary in Ghent, replacing his colleague Mr Eric Spruyt, notary in Brussels, who was legally prevented from doing so, on 18 December 2014, published in the Annexes to the Belgian Official Gazette of 7 January 2015, under number 15002755.
- Minutes drawn up by notary Tim Carnewal, in Brussels, on 11 May 2016, published in the Annexes to the Belgian Official Gazette of 3 June thereafter, under number 16076317.
- Minutes drawn up before notary Tim Carnewal, in Brussels, on 13 May 2020 (including the adoption of a new text of the articles of association), published in the Annexes to the Belgian Official Gazette of 4 June thereafter, under number 20062679.
- Minutes drawn up before notary Tim Carnewal, in Brussels, on 12 May 2021, published in the Annexes to the Belgian Official Gazette of 2 June 2023.

- and amended for the last time by minutes drawn up before notary Tim Carnewal, in Brussels, on 10 May 2023, filed for publication in the Annexes to the Belgian Official Gazette.

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**COORDINATED  
STATUTES ON 10 May 2023**

**ARTICLE 1 - FORM AND NAME**

The company is a public limited company, bears the name "KINEPOLIS GROUP" and has the status of a listed company, as defined by the Companies and Associations Code.

**ARTICLE 2 – REGISTERED OFFICE, WEBSITE AND E-MAIL ADDRESS**

The company's registered office is located in the Brussels Region.

The board of directors may relocate it to any other place in Belgium, provided that the relevant language legislation is complied with, without this requiring an amendment to the articles of association. It shall ensure that any change in the company's registered office is published in the Annexes to the Belgian Official Gazette.

The board of directors is also authorised to establish offices, registered offices, branches and subsidiaries in Belgium and abroad.

The company's website is [www.kinepolis.com/corporate](http://www.kinepolis.com/corporate)

The company's email address is [companysecretary@kinepolis.com](mailto:companysecretary@kinepolis.com)

Any communication via this address by shareholders, holders of securities issued by the company and holders of certificates issued with the cooperation of the company shall be deemed to have been validly made.

**ARTICLE 3 - PURPOSE**

The company's purpose is:

- the operation and furnishing of rooms for film projection and conferences, restaurants and drinking establishments, the operation and furnishing of premises for cultural events;
- the rental and leasing of projection equipment, filming equipment and supplies related to the subject matter;
- the purchase and sale of equipment for premises related to the object and projection equipment;
- the distribution and production of films, video cassettes and all related activities and everything directly or indirectly related thereto;
- organising special screenings and shows;
- renting and leasing movable property;
- maintenance of all the above-mentioned goods;
- project development;
- the development of computer software;
- purchasing and selling software packages;
- purchase and sale of computer installations, including networks;
- import and export of software;
- import and export of computers and peripheral equipment.
- electronic commerce, IT sales and consulting, internet services and consulting, general business consulting and consulting in financial, commercial, tax, technical, movable and immovable matters; leasing and brokerage;
- participation in any form whatsoever in all companies, Belgian or foreign, commercial or financial, industrial or other, the acquisition of any securities or rights by means of participation, contribution, subscription, purchase on fixed loan or purchase option, trading, or in any other way, and
- providing companies with all forms of assistance, whether financial, including guarantees or sureties, or technical, industrial, commercial or administrative.

The company may carry out all operations of an industrial, commercial, financial, movable and immovable nature that may contribute to the achievement of its object.

The company may participate in the capital and/or management or supervision of other companies, both Belgian and foreign.

**ARTICLE 4 - DURATION**

The company is established for an indefinite duration.

## **TITLE II – CAPITAL ARTICLE**

### **5 – ISSUED CAPITAL**

The subscribed capital amounts to eighteen million nine hundred and fifty-two thousand two hundred and eighty-eight euros and forty-one euro cents (€18,952,288.41), represented by twenty-seven million three hundred and sixty-five thousand one hundred and ninety-seven (27,365,197) shares, without nominal value, each representing an equal share of the capital.

### **ARTICLE 6 - CHANGES TO THE ISSUED CAPITAL**

The general meeting, deliberating in accordance with the rules applicable to amendments to the articles of association, may increase or reduce the issued capital.

Shares subscribed for in cash must first be offered to the shareholders, in proportion to the share of the capital represented by their shares, for a period of at least fifteen days from the date of opening of the subscription. The general meeting shall determine the subscription price at which, and the period during which, the preferential right may be exercised. If the ownership rights to shares are divided into usufruct and bare ownership, the preferential right shall accrue to the bare owner of the shares.

If the general meeting decides to request an issue premium, this must be paid in full upon subscription and credited to a reserve account that can only be reduced or written off by a resolution of the general meeting taken in the manner required for the amendment of the articles of association. The issue premium shall constitute a guarantee for third parties to the same extent as the capital.

In the event of a reduction in the subscribed capital, shareholders in similar circumstances must be treated equally, and the other rules contained in Articles 7:208, 7:209 and 7:210 of the Companies and Associations Code must be complied with.

### **ARTICLE 7 - CALL FOR PAYMENT**

The board of directors has sole authority to decide on the payment of share premiums.

It informs the shareholders of a decision to call for payment in accordance with the provisions of the Companies and Associations Code relating to the convening of a general meeting. The minimum period for payments shall not be less than thirty days, calculated from the date of the second publication of the request in the newspapers or from the date of the registered letter to the shareholders, whichever is later.

If a shareholder has not paid the requested deposit on his shares within the period determined by the board of directors, the exercise of the voting rights attached to the shares in question shall be suspended by operation of law until such deposit has been paid. In addition, the shareholder shall be liable to the company by operation of law for default interest equal to the statutory interest rate plus two per cent.

If the shareholder fails to comply with the notice of default sent by the board of directors by registered letter after the expiry of the period determined by the board of directors, the latter may have the shares in question sold in the most appropriate manner, without prejudice to the company's right to claim the unpaid payment and any compensation from the shareholder.

### **ARTICLE 8 - NOTIFICATION OF SIGNIFICANT PARTICIPATIONS**

In accordance with Article 6 in conjunction with Article 18§1 of the Law of 02/05/07 on the disclosure of significant shareholdings, the statutory notification thresholds are set at three per cent, five per cent and multiples of five per cent.

### **ARTICLE 9 - NATURE OF THE SECURITIES**

The securities are registered or dematerialised. The non-fully paid-up shares and other securities of the company are registered or dematerialised, within the limits provided for by law.

The dematerialised effect is represented by an entry in an account, in the name of the owner or holder, with a recognised account holder or clearing institution. The number of dematerialised shares in circulation at any given time is entered, by type of share, in the register of registered shares in the name of the clearing institution.

A register is kept at the company's registered office for each type of registered securities. Each holder of securities may inspect the register relating to his securities.

**ARTICLE 10 - EXERCISE OF RIGHTS ATTACHED TO SHARES**

With regard to the company, the shares are indivisible. If a share belongs to several persons or if the rights attached to a share are divided among several persons, the board of directors may suspend the exercise of the rights attached to it until a single person is designated as the shareholder vis-à-vis the company. If the ownership rights to shares are divided into usufruct and bare ownership, the usufructuary shall be regarded as the shareholder vis-à-vis the company.

**ARTICLE 11 - RIGHTFUL CLAIMANTS**

The rights and obligations remain attached to the share, regardless of who it passes to.

**ARTICLE 12 - ACQUISITION BY THE COMPANY OF AND DISPOSAL OF OWN SHARES**

The general meeting may decide to acquire or dispose of its own shares in accordance with the provisions of the Companies and Associations Code.

The board of directors may dispose of shares of the company that are listed on the first market of a stock exchange or on the official listing of a stock exchange located in a Member State of the European Union without the prior consent of the general meeting.

**ARTICLE 13 - (CONVERTIBLE) BONDS AND SUBSCRIPTION RIGHTS**

The board of directors is authorised to issue registered or dematerialised bonds, regardless of whether those bonds are secured by a mortgage or otherwise.

The general meeting may decide to issue convertible bonds or subscription rights in registered or dematerialised form, in accordance with the Companies and Associations Code.

Within the limits of the authorised capital, the board of directors is authorised to issue subscription rights or a bond loan convertible into shares.

**TITLE III - MANAGEMENT AND**

**CONTROL ARTICLE 14 - COMPOSITION OF THE BOARD OF DIRECTORS**

The company is managed by a collegial management body called the board of directors. The board of directors has a maximum of ten (10) members, who do not need to be shareholders. In accordance with Article 7:86 of the Companies and Associations Code, at least one third of the members of the board of directors must be of a different gender than the other members, with the minimum number required being rounded up to the nearest whole number. If the director is a legal entity, its gender is determined by that of its permanent representative. At least three (3) members of the board of directors must be independent. An independent director is defined as a person who at least meets the criteria set out in Article 7:87 of the Companies and Associations Code.

The term of their appointment may not exceed six years. However, as long as the general meeting does not fill the vacancy for any reason, the directors whose term of office has expired shall remain in office.

Retiring directors are eligible for reappointment.

The general meeting may dismiss a director at any time.

Eight directors shall be appointed from among the candidates nominated for this purpose by "KINOHOLD BIS", a public limited company under Luxembourg law, with company number B65289, insofar as they, or their legal successors, as well as all entities directly or indirectly controlled by (one of) them or (one of) their respective legal successors (within the meaning of Article 1:20 of the Companies and Associations Code) alone or jointly, at the time of both the nomination of the candidate director and the appointment by the general meeting, hold at least thirty-five per cent (35%) of the shares of the company, on the understanding that if the shares held by Kinohold Bis S.A. or its respective legal successors, as well as all entities directly or indirectly controlled by (one of) them or (one of) their legal successors (within the meaning of Article 1:20 of the Companies and Associations Code) represent less than thirty-five per cent (35%) of the company's capital, Kinohold Bis S.A. or its respective legal successors shall only have the right to nominate candidates for the board of directors per tranche of shares representing five per cent (5%) of the company's capital.

As long as the above condition regarding shareholding is met, the general meeting shall be held to appoint candidates for the relevant number of board mandates from the list of candidates nominated by KINOHOLD BIS S.A., in accordance with the provisions of the previous paragraph.

#### **ARTICLE 15 - PREMATURE VACANCY**

In the event of a premature vacancy on the board of directors, the remaining directors shall have the right to fill the vacancy on a temporary basis until the general meeting appoints a new director. The appointment shall be placed on the agenda of the next general meeting.

Any director appointed in this manner by the general meeting shall terminate the term of office of the director he replaces.

#### **ARTICLE 16 - CHAIRMANSHIP**

The board of directors shall elect one chairperson and one vice-chairperson from among its members. If no chairperson has been appointed, this function shall be performed by the oldest director.

#### **ARTICLE 17 - MEETINGS OF THE BOARD OF DIRECTORS**

The board of directors is convened by the chairperson, the vice-chairperson or by two directors or by a managing director whenever the interests of the company so require. The notices of meeting state the place, date, time and agenda of the meeting and are sent by letter, e-mail or other written means at least two working days before the meeting

If the chairpersons are unable to attend, the board of directors is chaired by a director appointed by his or her colleagues for that purpose. The regularity of the convocation cannot be contested if all directors are present or regularly represented.

#### **ARTICLE 18 - DELIBERATIONS**

The board of directors may only validly deliberate if at least half of its members are present or represented. If this quorum is not reached, a new meeting may be convened with the same agenda, which will validly deliberate and decide if at least two directors are present or represented.

It may only validly deliberate on items not included in the agenda with the consent of the entire board of directors and insofar as all directors are personally present.

Each director may, by letter, e-mail or other written means, give proxy to another director to represent him at a meeting of the board of directors.

Some or all of the directors may participate in the board meeting by telephone, video conference or any similar means of telecommunication that allows all persons participating in the meeting to hear each other. Persons participating in a meeting by such technical means shall be deemed to be present in person at that meeting.

The decisions of the board of directors shall be taken by a majority of the votes cast. Blank and invalid votes shall not be counted among the votes cast.

The decisions of the board of directors may be taken in writing, with the exception of decisions for which the articles of association exclude this possibility, provided that the decision is taken unanimously and that all directors have approved the decision. The directors must comply with the provisions and formalities laid down in Articles 7:96 and 7:97 of the Companies and Associations Code.

If, at a meeting of the board of directors, the quorum required for valid deliberation is present and one or more directors abstain in accordance with Articles 7:96 and 7:97 of the Companies and Associations Code, the resolutions shall be validly adopted by a majority of the other directors present or represented.

If all directors are required to abstain pursuant to Articles 7:96 and 7:97 of the Companies and Associations Code, the board of directors must immediately convene a general meeting, which will take the relevant decision(s) itself.

#### **ARTICLE 19 - MINUTES**

The deliberations of the board of directors shall be recorded in minutes signed by the members present. The powers of attorney shall be attached to the minutes.

Copies or extracts, to be submitted in court or otherwise, shall be signed by two directors or by a person responsible for day-to-day management. This power may be delegated to an agent.

#### **ARTICLE 20 - POWERS OF THE BOARD OF DIRECTORS**

The board of directors has the most extensive powers to perform all acts necessary or useful for the realisation of the company's object.

It is authorised to perform all acts that are not expressly reserved by law or by the articles of association to the general meeting.

The board of directors shall establish an audit and remuneration committee from among its members and under its responsibility in accordance with Articles 7:99 and 7:100 of the Companies and Associations Code and may establish one or more advisory committees from among its members and under its responsibility. It shall determine their composition and tasks.

The board of directors may delegate its powers for specific and particular matters to an agent, even if that agent is not a shareholder or director.

#### **ARTICLE 21 - REMUNERATION**

The general meeting determines the remuneration that the members of the board of directors receive in respect of their directorship, in accordance with the applicable legal provisions in this regard.

#### **ARTICLE 22 - REPRESENTATION**

The company is legally represented in all its actions, including representation in court, by two directors acting jointly or by the managing director acting alone, who is not required to provide proof of a prior decision by the board of directors, even in matters that do not fall within the scope of day-to-day management. Two directors may entrust the representation of the company for specific and particular matters (including representation in court) to an agent, even if the latter is not a shareholder or director.

#### **ARTICLE 23 - DAY-TO-DAY MANAGEMENT**

The board of directors may entrust the day-to-day management of the company to one or more directors who will hold the title of managing director, and/or to one or more directors who do not have to be shareholders.

In the event of delegation of day-to-day management, the board of directors shall determine the remuneration associated with this assignment. Only the board of directors is authorised to revoke this delegation and to determine the conditions under which the delegation may be terminated. Where several persons are charged with day-to-day management, the company shall be legally represented in all its acts of day-to-day management, including representation in court, by a person charged with day-to-day management, who shall not be required to provide proof of a prior decision between them. Any person responsible for day-to-day management may delegate his powers for specific and particular matters to an agent, even if the latter is not a shareholder or director.

transfer.

#### **ARTICLE 24 - AUDIT**

The audit of the financial situation, the annual accounts and the regularity of the transactions reflected in the annual accounts from the point of view of the Companies and Associations Code and the articles of association shall be entrusted to one or more auditors appointed by the general meeting from among the company auditors registered in the public register of company auditors or from among the registered audit firms. The general meeting shall determine the number of auditors and set their remuneration.

The auditors shall be appointed for a renewable term of three years. Under penalty of damages, they may only be dismissed by the general meeting during their term of office for lawful reasons, subject to compliance with the procedure described in Articles 3:66 and 3:67 of the Companies and Associations Code.

In the absence of auditors or if all auditors are unable to perform their duties, the board of directors shall immediately convene the general meeting to appoint or replace them.

#### **ARTICLE 25 - DUTIES OF THE SUPERVISORY DIRECTORS**

The commissioners have, jointly or separately, an unlimited right to inspect all transactions of the company. They may inspect the books, correspondence, minutes and, in general, all documents of the company on site.

Each semester, the board of directors shall provide them with a statement summarising the company's assets and liabilities.

In the performance of their duties, the auditors may, at their own expense, be assisted by appointees or other persons for whom they are responsible.

#### **TITLE IV - GENERAL MEETING ARTICLE 26 -**

##### **COMPOSITION AND POWERS**

The regularly convened general meeting represents the general body of shareholders. The decisions of the general meeting are binding on all shareholders, even those who are absent or who voted against them.

##### **ARTICLE 27 - MEETINGS**

The annual meeting is held on the second Wednesday of May at 10 a.m.

If this day is a public holiday, the meeting shall be held on the following working day.

A general meeting may be convened whenever the interests of the company so require and must be convened when requested by shareholders representing one tenth of the capital. At least the items on the agenda proposed by the shareholders concerned must be dealt with at this meeting.

Unless otherwise stated in the notice of meeting, general meetings shall be held at the company's registered office.

##### **ARTICLE 28 – CONVENING AND AGENDA**

The board of directors or the auditors shall convene the general meeting.

These notices shall contain at least the information specified in the Companies and Associations Code and shall be issued in the form and within the time limit required by the Companies and Associations Code.

As long as the company's shares are traded on a regulated market as referred to in Article 3, 7°, of the Act of 21 November 2017 on the infrastructures for the markets for financial instruments and implementing Directive 2014/65/EU, one or more shareholders who together hold at least 3% of the capital shall have the right to submit proposals on agenda items or proposals for resolutions in accordance with the applicable provisions of the Companies and Associations Code. The conditions to be met and the procedure to be followed are laid down in the Companies and Associations Code.

Once the notice has been published, shareholders who have fulfilled the formalities set out in Article 29 may submit written questions concerning the items on the agenda and the reports of the board of directors and the auditor, which will be discussed at the general meeting. Questions may be sent by email to the company's email address or the email address provided in the notice of meeting and must reach the company no later than the sixth day before the general meeting.

An annual general meeting shall be held, the agenda of which shall include at least the following items: discussion of the annual report and, where applicable, the report of the statutory auditors, the approval of the remuneration report, the discussion and approval of the annual accounts and the allocation of the net profit, the discharge of the directors and, where applicable, the statutory auditors, and, where applicable, the appointment of director(s) and statutory auditor(s). In the latter case, the audit committee's proposal on the appointment of the statutory auditor(s) shall also be included on the agenda.

The regularity of the convocation cannot be contested if all shareholders are present or duly represented.

##### **ARTICLE 29 - ADMISSION**

The right to participate in the general meeting and to exercise voting rights therein shall only be granted on the basis of the accounting registration of the shares in the name of the shareholder on the fourteenth day prior to the general meeting in question, at midnight, being the registration date, either by their registration in the company's register of shareholders, or by their registration in the accounts of a recognised account holder or clearing institution, regardless of the number of shares held by the shareholder on the day of the general meeting. The shareholder must notify the company, or a person appointed by the board of directors, of their wish to participate in the general meeting no later than the sixth day before the general meeting, in accordance with the procedure established by the board of directors. If the shareholder holds dematerialised shares, he shall provide the company or a person appointed by the board of directors with the information required by the board of directors.

procedure established by the board of directors, a certificate from the recognised account holder or clearing institution, stating the number of dematerialised shares registered in the shareholder's name in his accounts on the registration date, with which the shareholder has indicated he wishes to participate in the general meeting.

Holders of subscription rights and/or convertible registered bonds and/or holders of registered certificates issued with the cooperation of the company may attend the general meeting, provided that they comply with the aforementioned admission conditions laid down for shareholders, which shall then apply *mutatis mutandis*, but only in an advisory capacity.

#### **ARTICLE 30 - REPRESENTATION**

Each shareholder may be represented at the general meeting by a third party, whether or not a shareholder, holding a special proxy in accordance with the applicable provisions of the Companies and Associations Code. The shareholder may only appoint one person as proxy for a given general meeting. The board of directors shall lay down the procedure for voting by proxy in the notice of meeting, within the limits set by the Companies and Associations Code, and shall determine a form that may be used for granting the proxy. The company must receive the proxy no later than the sixth day before the date of the general meeting via the company's email address or via the specific email address stated in the notice convening the general meeting, or, where applicable, by means of the proxy referred to in Article 7:143 of the Companies and Associations Code. Only proxies from shareholders who have complied with the admission formalities set out in Article 29 of these Articles of Association will be taken into account.

#### **ARTICLE 31 - BUREAU**

Each general meeting shall be chaired by the chairperson of the board of directors or, in his absence, by the vice-chairperson or by a managing director or, in his absence, by the most senior director.

The chairperson shall appoint the secretary, who need not necessarily be a shareholder or director

If the number of shareholders permits, the meeting shall elect two tellers. The directors present shall complete the bureau.

#### **ARTICLE 32 - ADJOURNMENT**

In accordance with Article 7:150 of the Companies and Associations Code, the administrative body has the right, during the meeting, to postpone the decision regarding the approval of the annual accounts for five weeks. This postponement does not affect the other decisions taken, unless the general meeting decides otherwise. The next meeting has the right to definitively adopt the annual accounts.

#### **ARTICLE 33 - NUMBER OF VOTES**

Each share entitles the holder to one vote.

#### **ARTICLE 34 - REMOTE VOTING BEFORE THE GENERAL MEETING**

The notice of meeting may allow shareholders to vote remotely before the general meeting:

(i) by sending a paper form (postal vote); (ii) by sending a form electronically (in which case the form must be signed with an electronic signature in accordance with applicable Belgian law); or (iii) by remote voting before the meeting via the company website. The model form will be made available to shareholders by the company and determined in accordance with the relevant legal provisions. The signed paper form (voting by post) must be received by the company no later than the sixth day before the meeting. The electronic transmission of a form, as well as remote voting prior to the meeting via the company website, may take place up to and including the day before the general meeting. The company shall ensure, when preparing for remote electronic voting prior to the general meeting by means of either the electronic transmission of a form, or by means of voting via the company website, that it can verify the identity and capacity as a shareholder of each person voting electronically, using the means of communication employed, by means of verification of the electronic signature or verification software built into the system that allows voting on the company website. Shareholders voting remotely must comply with the conditions set out in Article 29 of the Articles of Association in order for their vote to be taken into account for the calculation of the quorum and majority.

**ARTICLE 35 – REMOTE PARTICIPATION**

In cases where the notice convening the general meeting expressly so provides, shareholders shall have the right to participate in the general meeting remotely by means of an electronic communication tool made available by the company. This electronic means of communication must enable the shareholder to follow the discussions directly, simultaneously and without interruption, to exercise their voting rights on all items on which the meeting is to decide, to participate in the deliberations and to exercise their right to ask questions.

The notice of meeting, either a document available for consultation by shareholders on the company's website to which the notice refers, provides a description of the means used by the company to identify shareholders participating in the meeting by means of electronic communication, as well as the manner in which it is determined that a shareholder is participating in the general meeting via electronic communication and can therefore be considered present.

Shareholders who wish to participate in the general meeting remotely must complete the formalities provided for in the notice of meeting in order to be admitted to the general meeting.

**ARTICLE 36 – DELIBERATION**

An attendance list stating the names of the shareholders and the number of shares with which they are participating in the meeting shall be signed by each of them or by their proxy before the meeting is opened. The general meeting may not deliberate on items that are not included in the agenda, unless all shareholders are present or represented at the meeting and they unanimously decide to extend the agenda. The directors shall answer questions put to them by the shareholders during the meeting or in writing beforehand concerning their report or the items on the agenda, insofar as the disclosure of the information or facts is not such as to be detrimental to the business interests of the company or to the confidentiality to which the company or its directors are bound. The auditor shall answer questions asked by shareholders during the meeting or in writing beforehand concerning their report, insofar as the disclosure of the information or facts is not such as to be detrimental to the business interests of the company or to the confidentiality to which the company, its directors or the auditor have committed themselves. Where several questions relate to the same subject, the directors and the auditor may give a single answer. Resolutions at the general meeting shall be passed in accordance with the provisions of the law or the articles of association. Blank and invalid votes shall not be counted among the votes cast. Voting shall take place i) during the general meeting either by means of electronic counting equipment or by any other means decided by the bureau of the general meeting, or remotely during the meeting by means of an electronic communication device provided by the company, (ii) as well as by remote voting before the general meeting in accordance with Article 34 of the articles of association, in accordance with the relevant legal provisions. The shareholders may unanimously and in writing take all decisions that fall within the competence of the general meeting, with the exception of those that must be drawn up by authentic deed.

**ARTICLE 37 - MINUTES**

The minutes of the general meeting shall be signed by the members of the bureau and the shareholders who request them and shall contain the information and be made public in accordance with the applicable provisions of the Companies and Associations Code.

Unless otherwise provided by law, copies to be submitted in court or otherwise shall be signed by the chairman of the board of directors or by two directors.

**TITLE V - ANNUAL ACCOUNTS - DISTRIBUTION OF****PROFITS ARTICLE 38 - ANNUAL ACCOUNTS**

The financial year shall commence on 1 January and end on 31 December of each year.

At the end of each financial year, the board of directors draws up an inventory and the annual accounts. To the extent required by law, the directors shall also draw up a report in which they give an account of their policy. This report shall contain a commentary on the annual accounts, giving a true and fair view of the company's affairs and position, as well as the information prescribed by the Companies and Associations Code.

**ARTICLE 39 - APPROVAL OF THE ANNUAL ACCOUNTS**

The annual meeting hears the annual report and, where applicable, the report of the auditors, and decides on the approval of the annual accounts.

After approving the annual accounts, the general meeting shall vote separately on the discharge of the directors and, where applicable, the auditors. This discharge shall only be valid if the balance sheet contains no omissions or false statements that conceal the true financial position of the company and, with regard to acts contrary to the articles of association, only if these were specifically mentioned in the notice of meeting.

The board of directors shall ensure that the annual accounts, the annual report and the other documents required by the Companies and Associations Code are filed with the National Bank of Belgium within thirty days of the approval of the annual accounts.

#### **ARTICLE 40 - DISTRIBUTION**

Each year, an amount of five per cent of the net profit stated in the annual accounts shall be set aside in advance to form a statutory reserve; this advance payment shall no longer be mandatory when the reserve fund reaches one tenth of the issued capital.

On the proposal of the board of directors, the general meeting shall decide by a simple majority of votes cast on the allocation of the balance of the net profit, subject to compliance with Articles 7:212 and 7:214 of the Companies and Associations Code.

#### **ARTICLE 41 - INTERIM DIVIDENDS**

The board of directors may pay interim dividends, provided that the applicable provisions of the Companies and Associations Code are complied with.

#### **ARTICLE 42 - PAYMENT OF DIVIDENDS**

Dividends shall be paid at the time and place determined by the Board of Directors.

Unclaimed dividends paid on registered shares shall lapse in favour of the company after five years from the date of payment.

### **TITLE VI - DISSOLUTION - LIQUIDATION**

#### **ARTICLE 43 - EARLY DISSOLUTION**

If, as a result of losses incurred, the net assets have fallen to less than half of the subscribed capital, the directors must submit the question of the dissolution of the company and any other measures to the general meeting, which shall deliberate in accordance with Article 7:228 of the Companies and Associations Code.

If, as a result of the loss incurred, the net assets have fallen to less than one quarter of the issued capital, a decision to dissolve the company may be taken by a quarter of the votes cast at the meeting.

If the net assets have fallen below the statutory minimum amount, any interested party may seek the dissolution of the company in court. In such cases, the court may grant the company a period of time to regularise its situation.

#### **ARTICLE 44 - LIQUIDATION**

In the event of dissolution with liquidation of the company, for whatever reason or at whatever time, the liquidation shall be carried out by liquidators appointed by the general meeting. The liquidators shall only take office after confirmation of their appointment by the competent court, in accordance with the Companies and Associations Code.

Unless otherwise decided, the liquidators shall act jointly. To this end, the liquidators shall have the most extensive powers in accordance with Articles 2:87 et seq. of the Companies and Associations Code, subject to any restrictions imposed by the general meeting.

The general meeting shall determine the remuneration of the liquidators.

#### **ARTICLE 45 - DISTRIBUTION**

After settlement of all debts, charges and costs of the liquidation, the net assets shall first be used to repay, in cash or in kind, the fully paid-up and not yet repaid amount of the shares.

Any surplus shall be distributed in equal parts among all the shares. Profit certificates do not entitle the holder to a share in the liquidation balance.

If the net proceeds are insufficient to repay all shares, the liquidators shall give priority to repaying those shares that have been paid up to a greater extent until they are on an equal footing with the shares that have been paid up to a lesser extent, or they shall make an additional call for capital at the expense of the latter.

## **TITLE VII - GENERAL PROVISIONS**

### **ARTICLE 46 - CHOICE OF RESIDENCE**

Every director, manager and liquidator domiciled abroad shall, for the duration of his assignment, elect domicile at the registered office of the company, where summonses and notifications concerning the company's affairs and his management responsibilities may be validly served on him, with the exception of notices of meetings, which shall be served in accordance with these Articles of Association.

Holders of registered shares are obliged to notify the company of any change of residence. In the absence of such notification, they shall be deemed to have chosen their place of residence. at their former place of residence.

### **ARTICLE 47 - INDEMNIFICATION**

To the extent permitted by law, the company shall be entitled to indemnify its directors, appointees and representatives for any damages they may owe to third parties as a result of breaches of their obligations towards the company, management errors and violations of the Companies and Associations Code and the current articles of association.

## **TRANSITIONAL PROVISIONS**

### **Authorisation to use own shares for the purpose of hedging the 2016 Share Option Plan and other share option plans**

The extraordinary general meeting of 10 May 2023 expressly authorised the board of directors, if it deems it appropriate, a maximum of 397,396 shares, which were repurchased under authorisations granted by the extraordinary general meeting of 11 May 2016 and earlier authorisations with a view to covering the 2016 Share Option Plan, also be used to cover share options to be issued under new share option plans.

### **Number 2 - Authorised capital**

The extraordinary general meeting of 12 May 2021 authorised the board of directors to increase the capital, in one or more instalments, by a maximum cumulative amount (excluding issue premium) of:

- 20% of the amount of capital, being EUR 3,790,457, for capital increases or the issue of convertible bonds or subscription rights whereby the preferential rights of shareholders are limited or excluded, whether or not in favour 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, in accordance with the terms and conditions set out below. The board of directors may exercise this power for a period of five years from the date of publication in the annexes to the Belgian Official Gazette of this authorisation approved by the extraordinary general meeting. The capital increases that may be decided upon pursuant to this authorisation shall be carried out in accordance with the terms and conditions to be determined by the board of directors and may be realised, inter alia, (i) by way of a cash contribution, a contribution in kind or a mixed contribution, (ii) by conversion of reserves, issue premiums or other equity components, (iii) with or without the issue of new shares (below, above or at par value of the existing shares of the same class, with or without issue premium) or other securities, or (iv) by the issue of convertible bonds, subscription rights (whether or not attached to another security) or other securities. When exercising its authorisation within the framework of the authorised capital, the board of directors may, within the limits and in accordance with the conditions prescribed by the CCA, restrict or cancel the preferential rights of shareholders. This restriction or suspension may also be in favour of employees (as defined in Article 1:27 of the CCA) of the Company or its subsidiaries or in favour of one or more specific persons, even if they are not employees of the Company or its subsidiaries. Any issue premium shall be recorded in one or more separate accounts under equity on the liabilities side of the balance sheet. The board of directors is authorised, with the possibility of substitution, to amend the articles of association after each capital increase, which has been effected within the limits of the authorised capital, in order to bring them into line with the new situation of the capital and the shares.

**Authorisation to acquire own shares for the purpose of hedging  
new share options**

The extraordinary general meeting of 10 May 2023 expressly authorised the board of directors to acquire a maximum of 550,000 treasury shares for the purpose of covering 550,000 share options to be issued under new share option plans, in accordance with the provisions of the Companies and Associations Code. This acquisition may be effected by purchase or exchange, on or off the stock exchange, directly or through a direct subsidiary within the meaning of Article 7:221 of the Companies and Associations Code, or through a person acting in his own name but on behalf of the Company or such direct subsidiary, at a price that may not be lower than the fractional value per share and not higher than one hundred and fifteen per cent (115%) of the closing price at which the shares are listed on Euronext Brussels on the day preceding that of the purchase or exchange. This authorisation is valid for a period of five years from the publication in the Annexes to the Belgian Official Gazette of the deed of amendment to the articles of association dated 10 May 2023 and may be renewed.

**Authorisation to dispose of own shares**

In implementation of, and subject to compliance with, Article 7:218 of the Companies and Associations Code, the extraordinary general meeting of 10 May 2023 authorises the board of directors to dispose of acquired own shares, on or off the stock exchange, to one or more specific persons, whether or not they are employees. This authorisation is for an indefinite period.

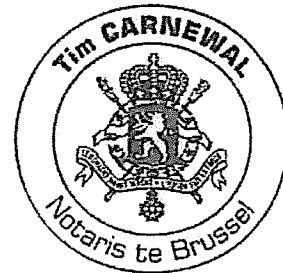
The authorisation under paragraph 1 of this article does not affect the possibilities, in accordance with the applicable legal provisions, for the board of directors to dispose of own shares if no authorisation under the articles of association or authorisation from the general meeting is required for this purpose.

**FOR UNIFORM COORDINATION**

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Tim CARNEWAL  
Notary

*D. 223-0936 / R. 2023/120804 / TC – 10.05.2023 / SN / IV*



**VIA OVERNIGHT MAIL**

November 5, 2025

**Ms. Sara Weber**  
**Licensing Director**  
**Michigan Liquor Control Commission**  
PO Box 30005  
Lansing, MI 48909

**Re:           Application for Conditional Class C Liquor License**  
**Applicant: Bloomfield 14, LLC**  
**Licensee: Northstar Theater Partners, LLC (BID No. 224817)**  
**Address: 200 Barclay Circle, Rochester Hills, Michigan 48307**

Dear Ms. Weber,

Your records will reflect that we recently filed an application on behalf of Bloomfield 14, LLC to transfer ownership of the Class C liquor license and permits held by the above captioned licensee. We now request a Conditional Class C Liquor License with permits under MCL 436.1525 to be utilized at the above captioned premises while the transfer application is pending. In connection with this application, we hereby enclose the following documents for your review:

1. Conditional License Application (Transfer of Ownership);
2. Check payable to the State of Michigan to cover the \$300 license fee;
3. Lease Agreement (see license transfer application);
4. LC-95 Proof of Financial Responsibility Form; and
5. Diagram of the currently licensed premises.

Should you have any questions or concerns regarding this application, please do not hesitate to contact me.

Very truly yours,

HONIGMAN LLP



J. Patrick Howe



Michigan Department of Energy, Labor & Economic Growth  
**MICHIGAN LIQUOR CONTROL COMMISSION (MLCC)**  
7150 Harris Drive, P.O. Box 30005 - Lansing, Michigan 48909-7505

## Proof of Financial Responsibility

(Authorized by MCL 436.1803)

An applicant for retail license or a retail licensee renewing a license, shall file with the Commission and maintain Proof of Financial Responsibility under MCL 436.1803(1) of at least \$50,000. The Proof of Financial Responsibility may be in the form of cash, unencumbered securities, a policy or policies of liquor liability insurance, a constant value bond executed by a surety company authorized to do business in this state, or membership in a group self-insurance pool authorized by law that provides security for liquor liability. Failure to provide and maintain Proof of Financial Responsibility may result in revocation, suspension or non-issuance of a retail license.

**1. LICENSEE MAILING ADDRESS**

**2. LICENSE NUMBER(S), LICENSEE NAME AND BUSINESS ADDRESS**

**BUSINESS ID:** Bloomfield 14, LLC  
200 Barclay Circle  
Rochester Hills, Michigan 48307

3. ☒ **LIQUOR LIABILITY INSURANCE.** The undersigned agent certifies that Liquor Liability Insurance is issued in the amount of at least \$50,000.

|  |                            |
|--|----------------------------|
| Insurance Policy Number: CPO6365626  | Effective Date: 10/24/2025 |
| Insurance Company Name and Address: American Zurich Insurance Company 1299 Zurich Way, Schaumburg IL 60196 |                            |

4. ☐ **CONSTANT VALUE BOND\*** The undersigned certifies that a Constant Value Bond is issued in the amount of at least \$50,000.  
\*Required Attachments: (1) CONSTANT VALUE BOND document w/original signatures, and (2) POWER OF ATTORNEY.

|                                   |                 |
|-----------------------------------|-----------------|
| Bond Number:                      | Effective Date: |
| Bonding Company Name and Address: |                 |

5. ☐ **CERTIFICATE OF DEPOSIT\*** in the amount of at least \$50,000 pledged to the State of Michigan as first claimant.  
\*Required Attachments: (1) PLEDGE AGREEMENT with original signatures, (2) a copy of the CERTIFICATE OF DEPOSIT, and (3) the SAFEKEEPING RECEIPT with original signatures.

|   |                 |
|---|-----------------|
| Certificate of Deposit Number:          | Effective Date: |
| Financial Institution Name and Address: |                 |

6. ☐ **\$50,000 CASH** for deposit with the State of Michigan.

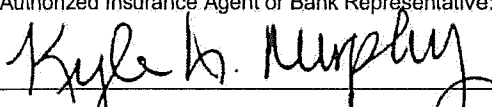
7. ☐ **\$50,000 OF STOCKS OR BONDS\*** on deposit with the State of Michigan  
\* Required Attachments: (1) LISTING of the STOCKS AND BONDS showing the CURRENT VALUE, and  
(2) PLEDGE AGREEMENT with original signatures.

8. ☐ **COMBINATION OF CASH, STOCKS or BONDS\*** worth \$50,000 or more on deposit with the State of Michigan.  
\* Required Attachments: (1) LISTING of the STOCKS AND/OR BONDS showing the CURRENT VALUE and AMOUNT OF CASH, and (2) the PLEDGE AGREEMENT with original signatures.

9. ☐ **IRREVOCABLE TRUST\*** in the amount of at least \$50,000 listing the State of Michigan as first beneficiary and claimant.  
\* Required Attachment: (1) a copy of the TRUST.

10. ☐ **IRREVOCABLE LETTER OF CREDIT\*** in the amount of \$50,000 pledged to the State of Michigan as first claimant  
\* Required Attachment: (1) an original LETTER OF CREDIT.

The undersigned certifies this Proof of Financial Responsibility complies with the provisions of Section 436.1801 through 1815.

|   |  |                                   |
|---|--|-----------------------------------|
| 13. Authorized Insurance Agent or Bank Representative: (signature)<br> | 11. Date: 10/24/2025   | 12. Telephone No.<br>248.206.1366 |
|   | 14. Type or Print Name and Title of Authorized Insurance Agent or Bank Representative:<br>Kyle A. Murphy, Vice President |                                   |



## Conditional License Application (Ownership Transfer)

### Part 1 - Applicant Information

Individuals, please state your legal name. Corporations or Limited Liability Companies, please state your name as it is filed with the State of Michigan Corporation Division.

|  |                 |                 |
|--|-----------------|-----------------|
| Applicant name(s): Bloomfield 14, LLC  |                 |                 |
| Address to be licensed: 200 Barclay Circle   |                 |                 |
| City: Rochester Hills  | Zip Code: 48307 |                 |
| City/township/village where license will be issued: Rochester Hills  |                 | County: Oakland |
| Email address (REQUIRED): jkincaid@mjrtheatres.com<br><b>An email address is required for us to send you a password setup email for the Online Ordering (OLO) system for ordering spirits online.</b><br><b>The email generated for an online ordering password will contain an unique link that cannot be used by anyone other than the recipient of the email that will be sent to the email address you enter above. Please make sure that the email address you enter above is for someone that will be setting up and maintaining your online ordering account.</b> |                 |                 |
| 1. Does the property owner for the address above have any interest in a manufacturer or wholesaler license? <input type="radio"/> Yes <input checked="" type="radio"/> No  |                 |                 |
| 2. Will the applicant have any agreement with a third party not named on the license in which the third party will receive a percentage of the gross sales or net profits? <i>If Yes, submit a copy of the agreement with this application.</i> <input type="radio"/> Yes <input checked="" type="radio"/> No  |                 |                 |
| 3. Describe the type of business and business activities proposed for this location: <span style="float: right;">Movie Theater with sale of food and beverages</span>  |                 |                 |
| Current licensee/seller name: Northstar Theater Partners, LLC  |                 |                 |

### Part 2 - Fee & Required Documents

Leave Blank - MLCC Use Only  
Fee Code 4012

- ☒ \$300.00 Conditional License Fee - Make Check Payable to **State of Michigan**
- ☒ Completed application for the transfer of a license:
  - LCC-100a - On-Premises Retailer Licenses
  - LCC-100b - Off-Premises Retailer Licenses
- ☒ Conditional License Arrest and Conviction Addendum - See page 3
- ☒ Valid Proof of Financial Responsibility (Liquor Liability Insurance) - See Form LC-95
- ☒ An acceptable, executed property document, such as a lease, land contract, or deed.
- ☐ For the transfer of only a Specially Designated Merchant license, a copy of the Retail Food Establishment license or Extended Retail Food Establishment license issued under the Food Law of 2000 in the name of the applicant, pursuant to MCL 436.1533(1).
- ☐ If the current licensee has a Catering Permit, the applicant for a conditional license must submit a copy of its Food Service Establishment License or Retail Food Establishment License issued under the Food Law of 2000 to qualify for a conditional Catering Permit.
- ☐ If the current licensee has a Living Quarters Permit, the applicant for a conditional license must complete the Living Quarters Permit Application (LCC-203).
- ☒ A diagram of the proposed licensed premises. The diagram must indicate where the sale, service, and consumption of alcoholic liquor will occur within the proposed licensed premises, as applicable to the type of license being transferred.

### Part 3 - Signature of Applicant

I certify that:

- I certify that all information contained in my application for conditional and permanent license is true and accurate
- I understand that a conditional license issued to me by the Commission is nontransferable and nonrenewable,
- I understand that it is my responsibility to maintain acceptable proof of financial responsibility for my conditional license
- I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules
- I understand that issuance of a conditional license does not guarantee approval of a permanent license.
- I understand my conditional license will be issued only after receipt of the current license for escrow
- I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. By signing this application, I am freely and voluntarily consenting and submitting to inspections of the licensed premises in accordance with MCL 436 1217(2)-(3) and R 436 1011(4). I also understand that providing false or fraudulent information is a violation of the Liquor Control Code pursuant to MCL 436 2003

- ☒ I certify that I understand that a conditional license approved by the Commission will not be issued unless the current licensee/seller's license is placed into escrow under one of the options selected by the current licensee/seller in Part 4 on Page 2 of this application

For Bloomfield LLC  
Mr. Peter - You and Board  
Member

Print Name of Applicant & Title

Signature of Applicant

Date

### Part 4 - Current Licensee/Seller's Acknowledgement of Conditional License Request

Please select one of the following options regarding the escrow status of your (the seller's) license, initial next to your selection, and sign below

|   |                                       |
|---|---------------------------------------|
| <input type="checkbox"/> My license has been placed into escrow. I understand and acknowledge that a conditional license will be issued to the applicant listed on this application upon approval of the Commission without further notification to me prior to issuance of the conditional license.  | Current Licensee/Seller's<br>Initials |
| <input type="checkbox"/> My license is not in escrow. I consent to the Commission placing my license into escrow administratively pursuant to MCL 436.1525(11) at the time that a conditional license will be issued to the applicant listed on this application upon approval of the Commission. I understand and acknowledge that a conditional license will be issued to the applicant listed on this application upon approval of the Commission without further notification to me prior to issuance of the conditional license. | Current Licensee/Seller's<br>Initials |
| <input checked="" type="checkbox"/> My license is not in escrow. I shall submit my license and permit documents to be placed into escrow upon approval of a conditional license for the applicant listed on this application. I understand and acknowledge that a conditional license will not be issued to the applicant listed on this application upon approval of the Commission unless my license has been placed into escrow.   | Current Licensee/Seller's<br>Initials |

Print Name of Current Licensee/Seller & Title

Signature of Current Licensee/Seller

Date

Please return this completed form along with corresponding documents and fees to:

**Michigan Liquor Control Commission**

Mailing address: P.O. Box 30005, Lansing, MI 48909

Overnight packages: 2407 N. Grand River Ave, Lansing, MI 48906

Fax to: 517-284-8557

### Part 3 - Signature of Applicant

I certify that:

- I certify that all information contained in my application for conditional and permanent license is true and accurate.
- I understand that a conditional license issued to me by the Commission is nontransferable and nonrenewable.
- I understand that it is my responsibility to maintain acceptable proof of financial responsibility for my conditional license.
- I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules.
- I understand that issuance of a conditional license does not guarantee approval of a permanent license.
- I understand my conditional license will be issued only after receipt of the current license for escrow.
- I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. By signing this application, I am freely and voluntarily consenting and submitting to inspections of the licensed premises in accordance with MCL 436.1217(2)-(3) and R 436.1011(4). I also understand that providing **false** or **fraudulent** information is a violation of the Liquor Control Code pursuant to MCL 436.2003.

- ☒ I certify that I understand that a conditional license approved by the Commission will not be issued unless the current licensee/seller's license is placed into escrow under one of the options selected by the current licensee/seller in Part 4 on Page 2 of this application.

Print Name of Applicant & Title

Signature of Applicant

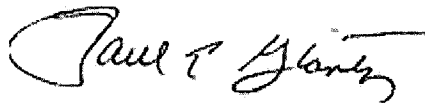
Date

### Part 4 - Current Licensee/Seller's Acknowledgement of Conditional License Request

Please select one of the following options regarding the escrow status of your (the seller's) license, initial next to your selection, and sign below:

|  |   |
|--|---|
| <input type="checkbox"/> <b>My license has been placed into escrow.</b> I understand and acknowledge that a conditional license will be issued to the applicant listed on this application upon approval of the Commission without further notification to me prior to issuance of the conditional license.  | Current Licensee/Seller's<br>Initials               |
| <input type="checkbox"/> <b>My license is not in escrow. I consent to the Commission placing my license into escrow administratively pursuant to MCL 436.1525(11) at the time that a conditional license will be issued to the applicant listed on this application upon approval of the Commission.</b> I understand and acknowledge that a conditional license will be issued to the applicant listed on this application upon approval of the Commission without further notification to me prior to issuance of the conditional license. | Current Licensee/Seller's<br>Initials               |
| <input checked="" type="checkbox"/> <b>My license is not in escrow. I shall submit my license and permit documents to be placed into escrow upon approval of a conditional license for the applicant listed on this application.</b> I understand and acknowledge that a conditional license will not be issued to the applicant listed on this application upon approval of the Commission unless my license has been placed into escrow.   | <i>PAG</i><br>Current Licensee/Seller's<br>Initials |

Northstar Theater Partners LLC, Manager



11/4/25

Print Name of Current Licensee/Seller & Title

Signature of Current Licensee/Seller

Date

Please return this completed form along with corresponding documents and fees to:

**Michigan Liquor Control Commission**

Mailing address: P.O. Box 30005, Lansing, MI 48909

Overnight packages: 2407 N. Grand River Ave, Lansing, MI 48906

Fax to: 517-284-8557

### Conditional License Arrest and Conviction Addendum

In addition to conviction history, the Commission is required by law to consider the arrest history of an applicant for a conditional license, pursuant to MCL 436.1525(6). This addendum describing any arrest or conviction is required to be completed for each individual applying for a conditional license or as a stockholder, member, or partner of an applicant company. This is required in addition to the reporting of conviction history in Part 5b of the LCC-100a or LCC-100b application form.

The following information must be completed for each individual, stockholder, member, or partner applying for a conditional license. For applications with multiple individuals, stockholders, members, or partners, each person must complete a separate copy of this page.

|   |                                       |        |             |
|---|---------------------------------------|--------|-------------|
| Name: ***N/A - No Individual Members of Bloomfield 14, LLC***   |                                       |        |             |
| Date of Birth:  | Any prior name(s) (including maiden): |        |             |
| <b>Full disclosure of criminal history, including arrests, must be reported, regardless of how long ago the crime occurred. State of Michigan and federal criminal background records will be checked to verify criminal history. <u>Failure to report criminal history charges and/or local ordinance violations may result in the denial of the application.</u> Criminal history includes felonies, misdemeanors, and local ordinance violations in Michigan or any other state for which the applicant was found guilty, pled guilty, or pled no contest. Arrest history should include any arrests for felonies, misdemeanors, or local ordinance violations even if the arrest has not been fully adjudicated at the time of the application.</b> |                                       |        |             |
| Have you ever been arrested, found guilty, pled guilty, or pled no contest to a criminal charge or any local ordinance violations? If Yes, list below (attach additional pages if necessary): <span style="float: right;"><input type="radio"/> Yes <input type="radio"/> No</span>   |                                       |        |             |
| Date  | City/State                            | Charge | Disposition |
| Date  | City/State                            | Charge | Disposition |
| Date  | City/State                            | Charge | Disposition |

I certify that the information contained in this form is true and accurate to the best of my knowledge and belief. I agree to comply with all requirements of the Michigan Liquor Control Code and Administrative Rules. I also understand that providing **false or fraudulent** information is a violation of the Liquor Control Code pursuant to MCL 436.2003. (This form must be signed by the person whose information it contains).

|                     |                    |               |
|---------------------|--------------------|---------------|
| _____<br>Print Name | _____<br>Signature | _____<br>Date |
|---------------------|--------------------|---------------|