

November 20, 2025

Ms. Courtney Hanson
City Clerk
City of Novi
45175 Ten Mile Road
Novi, Michigan 48375

Re: City of Novi Liquor License Application
Applicant: Bloomfield 14, LLC
Current Licensee: CH Novi, LLC d/b/a Emagine Theater
Address: 44425 W. 12 Mile Rd., Novi, Michigan 48377

Dear Clerk Hanson,

This firm represents Bloomfield 14, LLC, which has entered into a purchase agreement to acquire substantially all of CH Novi, LLC's assets, including the Class C liquor license and permits that it holds at 44425 W. 12 Mile Rd., Novi, Michigan 48377. Our client plans to assume operations of the Emagine Theater in early 2026, and has no plans to change the premises or business in any way at this time. Bloomfield 14, LLC is an indirect 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 pending transaction, we have enclosed the City of Novi Liquor License Application, along with the following items for your review:

1. Check in the amount of \$1,000 to cover the application fee;
2. Ownership Chart for Bloomfield 14, LLC;
3. Site Plan for the Emagine Theater (no changes);
4. Concessions Menu (no changes);
5. Articles of Organization for Bloomfield 14, LLC;
6. Operating Agreement for Bloomfield 14, LLC;
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.*); and
9. Belgian Articles of Association for Kinopolis Group, N.V.;

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Please process this application at your convenience, and let us know if a hearing before the City Council is required. We appreciate your assistance with this matter, and will await your response.

Very truly yours,

HONIGMAN LLP

A handwritten signature in black ink, appearing to be 'JP' or 'JPH' with a stylized flourish.

J. Patrick Howe



CITY OF NOVI, MICHIGAN

Liquor License Application

Questionnaires A and B

**Questionnaires A and B are to be
completed and returned to the
Novi City Clerk's Office**

Licensing Policy

This article establishes an application and review process for the issuance of both new licenses and the transfer of existing licenses into the city or between or among applicants. The process is intended to ensure that the individuals and entities seeking licenses from, or charged with operating licensed establishments within, the city meet certain minimum requirements as to criminal history, past conduct, and ongoing business operation standards. It requires city council review of application information in light of certain criteria that is established for purposes of identifying the kinds of facilities that qualify for a license. It reserves to the city any and all discretion afforded it under applicable law relating to the issuance of licenses.

As a general matter of policy, applicants for a license will need to demonstrate an identifiable benefit to the city and its inhabitants resulting from the granting of the license. While all of the criteria set forth in this article are relevant to the decision whether to grant a license, an applicant must demonstrate in particular that the proposed facility:

- (a) Will provide a service, product, or function that is not presently available within the city or that would be unique to the city or to an identifiable area within the city;
- (b) Is of a character that will foster or generate economic development or growth within the city, or an identifiable area of the city, in a manner consistent with the city's policies; or,
- (c) Represents an added financial investment on the part of a long-term business or resident with recognized ties to the city and the local community.

The weight to be given to each item of the criteria identified in this article, and the determination whether a particular applicant meets or satisfies those criteria is intended to be within the sole discretion of the city council.

Requirements and Procedures

1. Complete the Michigan Liquor Control Commission Application. Contact M.L.C.C. in Lansing at 517-322-1400 or toll free 1-866-813-0011.
2. Fully complete the **Novi Liquor License Application Questionnaires A and B** and return them to the City of Novi Clerk's Office within 30 days. Complete **Questionnaire C** and return it to the Novi Police Department within 30 days.
3. Please review and include with the applicant's initial **cover letter**, a response to the Novi Alcoholic Liquor Ordinance, Article II, Section 3.14 (a) *Facilities for which new licenses may be granted*.
4. Attach a non-refundable **application fee** of \$1,000.00, plus \$210.00 for each person with a financial or management interest in the application including, but not limited to, partnership partners, corporate officers and directors. Please make the check payable to the City of Novi.
5. ***Site Plan** (1 copy - signed and sealed by a registered architect/engineer). If the facility is to be located in a proposed building for which site plan approval has not yet been obtained, or in an existing building that is to be remodeled, you must submit a conceptual site plan showing the proposed building and the relationship of the building to the surrounding properties and their uses.
6. ***Building Façade Plan** (1 copy - signed and sealed by a registered architect/engineer) – all sides, including signage. If the proposed building final site plan has been previously approved by the Novi Planning and Community Development Department and there are no changes, then please submit a letter of verification stating there will be no such changes along with this application.
7. ***Interior Plan with seating arrangement** (1 copy - signed and sealed by a registered architect/engineer). If the proposed interior has been previously approved by the City of Novi Building Department and there are no changes, then please submit a letter of verification stating there will be no such changes along with this application.
8. One full copy of the **menu**.
9. **Administrative Special Land Use** (see next page).
10. Provide any other information pertinent to the applicant and operation of the proposed facility that may be required by the Novi Alcoholic Liquor Ordinance, Article II.

*No site plan, building façade plan, interior plan or any part thereof, may be changed by the applicant once they have received approval in conjunction with the liquor licensing process. Applicant must submit separate plans and fees as required by other City of Novi departments and consultants in accordance with standard review procedures, if applicable.

Administrative Special Land Use

In addition to the Liquor License procedures noted above, any new establishment serving alcoholic beverages, and/or any expansion or significant change of site plan for an existing establishment, will need to follow the administrative Special Land Use public hearing process through the Community Development Department. The following must be submitted directly to the Community Development Department when a Liquor License application is submitted.

- **Application for Site Plan and Land Use Approval** form.
- Completed **Service of Alcoholic Beverages Special Land Use Application Checklist**, along with four sets of site plans and narratives as described in the checklist.
- Special Land Use **fees** (and possibly Site Plan review fees) will be assessed to the applicant.

The applicant is asked to contact the Community Development Department Planning Division at (248) 347-0475 to determine exactly what is needed for the Special Land Use application and site plan.

The Special Land Use and public hearing process will be handled by a committee represented by members of the Community Development Department, Public Services, and Assessing Departments for any new liquor license application, or for those applications that request an amendment to a site plan. The results of the special land use consideration and the public hearing process will be forwarded to the City Council for consideration along with the consideration of the Liquor License.

Special Circumstances

Transfers that involve the following circumstances may be placed on a City Council agenda for consideration without payment of a fee and without the necessity of furnishing the information required for new licenses:

- (1) The exchange of the assets of a licensed sole proprietorship, licensed general partnership, or licensed limited partnership for all outstanding shares of stock in a corporation in which the sole proprietor, all members of the general partnership, or all members of the limited partnership are the only stockholders of that corporation.
- (2) The removal of a member of a firm, a stockholder, a member of a general partnership or limited partnership, or association of licensees from a license.
- (3) The occurrence of any of the following events:
 - (a) A corporate stock split of a licensed corporation.
 - (b) The issuance to an existing stockholder of a licensed corporation of previously unissued stock as compensation for services performed.
 - (c) The redemption by a licensed corporation of its own stock.
 - (d) A corporate public offering.

Questionnaire A – Applicant Cover Information and Procedures for Liquor License

The Novi City Council will consider whether an applicant's proposal for a liquor license is reasonable when measured against the information contained within this completed application. Please answer each question thoroughly. All answers should be typed or printed legibly and neatly in black ink. If the space provided is insufficient for a complete answer, use additional sheets of paper, following the same format used in the questionnaire and attach to that part of the application. Failure to provide all required information or attachments could result in delay or denial of liquor license. All liquor license applications are subject to final approval by the Novi City Council. Please refer to Novi Alcoholic Liquor Ordinance, Articles I-II.

1(a). Name, address and phone number of applicant:

Bloomfield 14, LLC

41000 Woodward Ave., Suite 135-East

Bloomfield Hills, MI 48304

(248) 220-3165

1(b). Name, address and phone number of business:

Emagine Novi

44425 W 12 Mile Rd.

Novi, MI 48377

(248) 468-2990

NOTE: If the applicant is a partnership, you must include the name and address of each partner and attach a copy of the partnership agreement. If the applicant is a privately held corporation, you must include the name and address of each corporate officer, member of the board of directors and/or stockholders. Attach a copy of the articles of incorporation.

2. Type of liquor license applying for (circle all those that apply):

☒ Class C ☐ Resort ☐ Tavern ☐ Club ☐ Hotel A B ☐ Quota ☒ Transfer ☐ Microbrewery/Brewpub

Theme of Proposed Business:

Change of ownership of Movie Theater. No changes to business or building.

3. Street address and legal description of the property where liquor license is to be located:

44425 W 12 Mile Rd, Novi, MI 48377

T1N, R8E, SEC 15 PART OF N 1/2 OF SEC BEG AT PT DIST S 88-35-38 W 1690.26 FT & S 01-53-38 E 380 FT FROM NE SEC COR, TH S 01-53-38 E 2162.77 FT, TH N 83-29-50 W 997.39 FT, TH N 81-25-51 W 236.34 FT, TH N 01-52-22 W 2258.06 FT, TH N 42-38-24 E 38.25 FT, TH N 87-32-34 E 202.19 FT, TH N 88-35-38 E 682.10 FT, TH S 01-24-22 E 305 FT, TH N 88-35-38 E 309.80 FT TO BEG 64.46 A 8-5-15 FR -110

Questionnaire B – Administrative Background Information for Liquor License

The Novi City Council will consider whether an applicant's proposal for a liquor license is reasonable when measured against the information contained within this completed application. Please answer each question thoroughly. All answers should be typed or printed legibly and neatly in black ink. If the space provided is insufficient for a complete answer, use additional sheets of paper, following the same format used in the questionnaire and attach to that part of the application. Failure to provide all required information or attachments could result in delay or denial of liquor license. All liquor license applications are subject to final approval by the Novi City Council.

1. What is the applicant's management experience in the alcohol/liquor business?
Bloomfield 14, LLC is an indirect subsidiary of Kinopolis Group N.V., which is a publicly traded company on the Brussels stock exchange.
Kinopolis owns and operates 110 movie theaters across the world, and is under contract to purchase 14 movie theaters from Emagine Entertainment.
2. What is the applicant's general business management experience? Kein
Kinopolis Group N.V. owns and operates 110 movie theaters across the world, and is very experienced in the sale and service of alcoholic beverages.
3. What is the applicant's general business reputation?
Kinopolis Group N.V. has an excellent reputation and operating record.
4. What is the applicant's financial status and ability to build and/or operate the proposed facility on which the proposed liquor license is to be located?
Bloomfield 14, LLC is an indirect subsidiary of Kinopolis Group N.V., which is a publicly traded company on the Brussels stock exchange.
5. What are the applicant's past criminal convictions involving moral turpitude, violence or alcoholic liquors?
N/A - indirect subsidiary of publicly traded corporation.
6. Does the applicant use alcoholic beverages to excess?
N/A - indirect subsidiary of publicly traded corporation.

7. What is the effect that the issuance of a license would have upon the economic development of the surrounding area?

N/A - transfer of ownership of existing liquor license.

8. What effect would the issuance of a license have on the health, welfare and safety of the general public?

N/A - transfer of ownership of existing liquor license.

9. Has the applicant received responses from the Police Department, Building Department and/or Fire Department with regard to the proposed facility?

N/A - transfer of ownership of existing liquor license.

10. What is the public need or convenience for issuance of a liquor license for this facility at the proposed location?

N/A - transfer of ownership of existing liquor license.

11. What is the uniqueness of the proposed facility when contrasted against other existing or proposed facilities and the compatibility of the proposed facility to surrounding architecture and land use?

N/A - transfer of ownership of existing liquor license.

12. Does the facility to which the proposed liquor license is to be issued comply with the applicable building, plumbing, electrical and fire prevention codes and zoning statutes and ordinances applicable to the City of Novi? Has applicant received information from the appropriate departments?

Yes

13. What effect will the facility to which the proposed liquor license is to be issued have upon vehicular and pedestrian traffic in the area?

N/A - transfer of ownership of existing liquor license.

14. What is the proximity of the proposed business facility to other similarly situated licensed liquor facilities?

N/A - transfer of ownership of existing liquor license.

15. What is the proximity of the proposed facility to complimentary uses such as office and commercial development?

N/A - transfer of ownership of existing liquor license.

16. What effect would the proposed facility have upon the surrounding neighborhood and/or business establishments, including impacts upon residential areas, church and school districts?

N/A - transfer of ownership of existing liquor license.

17. What proposed or actual commitments are being made by the applicant to establish permanency in the community?

N/A - transfer of ownership of existing liquor license.

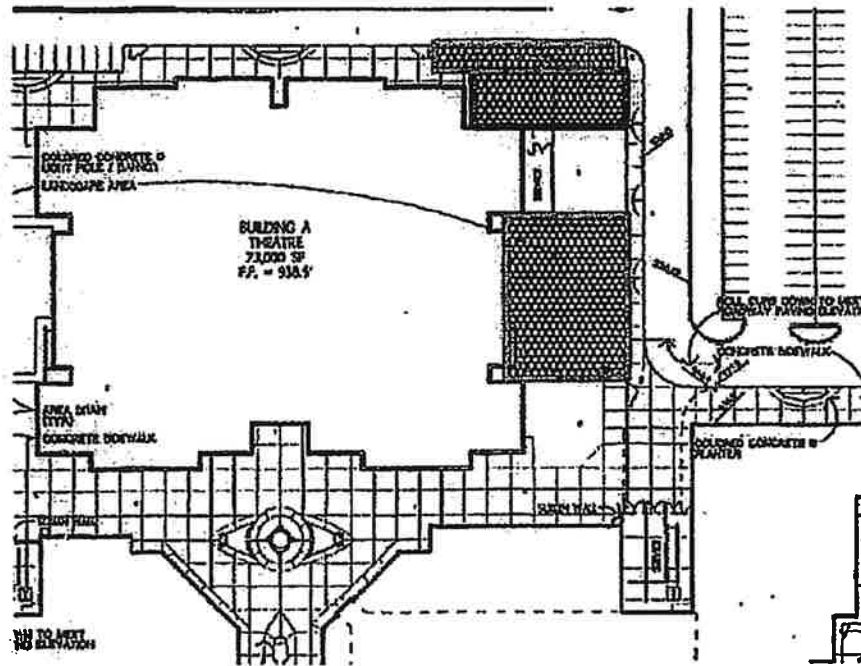
18. What utilities are available to serve the facility?

N/A - transfer of ownership of existing liquor license.

19. What other factors should the Novi City Council consider?

Application for change of ownership only. No changes to existing business or existing building at this time.

EXHIBIT B



Emagine Theater

Concessions Menu



Popcorn

At Emagine, Hollywood's favorite snack is served in a multitude of ways to satisfy every palate. Try our delicious, house-made cheddar corn, caramel corn, OlivEpop or our classic movie-style popcorn.



Enhanced Concessions

When popcorn just isn't enough, our enhanced concession menu features delectable options like pizzas, quesadillas, chicken tenders, pretzel bites, french fries, hot dogs and more!



Candy

For the sweet tooth in all of us, Emagine has a wide array of candy and snacks to choose from like M&M's, Raisinets, Reese's Pieces, Milk Duds, Sour Patch Kids, Cotton Candy and more!



Craft Beers

Stop by our "E-Bars" before you head to your seat and support local breweries with a beer from regional companies like Atwater, Shorts, Bell's, Founders, Griffin Claw, and more. We switch it up with the seasons.



Cocktails & Wine

Order your favorite classic mixed drink, one of our own innovative recipes or give one of our rotating monthly specials a try. We also offer a wide range of red and white wines for even the pickiest of wine connoisseurs.



Beverages

Emagine offers hundreds of unique drink options with Coke Freestyle. Connect to a Freestyle machine using the CCFS app, find machines near you, get special offers at your favorite locations, save your favorite drinks, and more!