

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately.**

**If you have sold or otherwise transferred all of your shares in Cineworld Group plc, please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was arranged for transmission to the purchaser or transferee.**

# **CINEWORLD GROUP PLC**

## **Notice of Annual General Meeting**

Notice of the Annual General Meeting of Cineworld Group plc to be held on 13 May 2020 commencing at 10.30am at Vantage London, Great West Road, Brentford TW8 9AG is set out in this document.

The Company is closely monitoring developments relating to the current outbreak of COVID-19, including the related public health guidance and legislation issued by the UK Government. At the time of publication of this Notice, the UK Government has prohibited public gatherings of more than two people and non-essential travel, save in certain limited circumstances.

In light of these measures, we hope that shareholders will understand that our AGM this year will be run as a closed meeting and shareholders will not be able to attend in person. The Company will make arrangements such that the legal requirements to hold the meeting can be satisfied through the attendance of a minimum number of shareholders and the format of the meeting will be purely functional – the meeting will comprise only the formal votes without any business update or Q&A.

Shareholders are therefore strongly encouraged to submit a proxy vote in advance of the meeting. A form of proxy for use at this meeting accompanies this document. To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and returned so as to be received by Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 10.30am on 11 May 2020 or not less than 48 hours before the time of the Annual General Meeting if it is adjourned. Alternatively, shareholders may appoint a proxy online at [www.signalshares.com](http://www.signalshares.com) or use the service provided by Euroclear, in both cases by the same deadline as above. Further details are given in the notes to this document.

Given the restrictions on attendance, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend the meeting.

Should you wish to ask the Board any questions prior to the Annual General Meeting, we request that you do so by email to [Investors@Cineworld.co.uk](mailto:Investors@Cineworld.co.uk) and we will endeavour to respond to as many questions as we reasonably can.

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the AGM (including any change to the location of the AGM) will be communicated to shareholders before the meeting through our website ([www.cineworldplc.com](http://www.cineworldplc.com)) and, where appropriate, by RIS announcement.

**Dear Shareholder**

**ANNUAL GENERAL MEETING**

The Annual General Meeting (“AGM”) of Cineworld Group plc (the “Company”) will be held on 13 May 2020 at 10.30am at Vantage London, Great West Road, Brentford TW8 9AG. The notice of meeting is set out on pages 5 to 11 (the “Notice of Meeting”). Details of the items of business to be proposed at the meeting are set out below.

Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and resolutions 16 to 19 (inclusive) will be proposed as special resolutions. Ordinary resolutions require a simple majority of those present (in person or by proxy) at the AGM in order to be validly passed whereas special resolutions require a 75% majority.

**Approval of the Report and Accounts (Resolution 1)**

This resolution deals with the receipt and the adoption of the Report of Directors and the Financial Statements for the year ended 31 December 2019, together with the report of the auditors (the “2019 Annual Report”). Shareholders who are not receiving a printed copy of the 2019 Annual Report can obtain a copy by downloading it from the Company’s website ([www.cineworldplc.com](http://www.cineworldplc.com)) or by writing to the Company Secretary, Cineworld Group plc, 8th Floor, Vantage London, Great West Road, Brentford, TW8 9AG.

**Approval of the Directors’ Remuneration Report (Resolution 2)**

The Directors’ Remuneration Report, which explains how the Company’s Directors’ Remuneration Policy has been implemented over the period, is set out on pages 66 to 79 of the 2019 Annual Report. The Company is required to seek shareholder approval of the Directors’ Remuneration Report each year. Resolution 2 seeks this approval. The vote is advisory and the Directors’ entitlement to remuneration is not conditional upon the resolution being passed.

The Companies Act 2006 requires the Company to seek shareholder approval of the Directors’ Remuneration Policy at least once every three years commencing with the first AGM after 1 October 2013. The policy is binding and, after it takes effect, no remuneration may be paid to Directors or former Directors other than in accordance with it. The current Directors’ Remuneration Policy was approved by shareholders at the Company’s AGM on 16 May 2018 and, therefore, as no changes are being proposed to the Directors’ Remuneration Policy, the Company is not seeking renewal of this approval at the forthcoming AGM. The full Directors’ Remuneration Policy is set out in the Company’s Annual Report for the year ended 31 December 2017, which can be found in the “Investors” section under “Results, Reports and Presentations” on the Company’s website.

**Election and re-election of Directors (Resolutions 3 to 12 (inclusive))**

In accordance with the UK Corporate Governance Code and the Company’s articles of association, all Directors will retire at this year’s AGM and all Directors intending to continue in office will seek election or re-election. Accordingly, Alicja Kornasiewicz, Dean Moore, Scott Rosenblum, Arni Samuelsson, Eric “Rick” Senat and Camela Galano will offer themselves for re-election as Non-Executive Directors; and Nisan Cohen, Israel Greidinger, Moshe “Mooky” Greidinger and Renana Teperberg will each offer themselves for re-election as Executive Directors. Anthony Bloom and Helen Weir will be stepping down from the Board following the AGM and will therefore not be seeking re-election.

Resolutions 3 to 12 (inclusive) deal with the election and re-election of the Directors. Following the annual Board evaluation process, the Board is satisfied that each of the Directors standing for re-election continues to show the necessary commitment and to be an effective member of the Board due to his or her skills, expertise and business acumen. Biographical details of all of the Directors standing for election and re-election can be found on pages 44 to 46 of the 2019 Annual Report and are summarised in Appendix 1 of this Notice. These include details of the skills, competencies and experience of each Director, and demonstrate that each Director’s contribution is, and continues to be, important to the Company’s long-term sustainable success.

**Appointment of Auditors and their Remuneration (Resolutions 13 and 14)**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. Following a competitive tender process, the Board, on the recommendation of the Company’s Audit Committee, proposes that PricewaterhouseCoopers LLP be appointed as auditors to the Company. Further details of the Audit Committee’s role in relation to the tender process can be found on page 63 of the 2019 Annual Report.

Resolution 13 deals with the appointment of PricewaterhouseCoopers LLP as auditors of the Company until the conclusion of the next AGM and resolution 14 authorises the Directors to set their remuneration.

#### **Authority of Directors to allot shares (Resolution 15)**

Shareholders' authority is required before the Directors may allot shares in the Company. Paragraph a.I of resolution 15 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £4,573,167.60. This amount represents approximately one third of the share capital of the Company in issue at 7 April 2020 (being the last practicable date prior to the publication of this notice).

In line with the Share Capital Management Guidelines issued by the Investment Association, paragraph a.II of resolution 15 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company in connection with a rights issue up to an aggregate nominal value of £9,146,335.20 (as reduced by the nominal amount of any shares issued under paragraph a.I of this resolution). This amount (before any reduction) represents approximately two thirds of the share capital of the Company in issue at 7 April 2020 (being the last practicable date prior to the publication of this notice).

Except in relation to the Company's employee share schemes, the Directors have no present intention of using this authority. However, the Directors may consider allotting shares if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives. The Company does not, as at the date of this notice, hold any treasury shares (which are shares held by the Company itself).

This authority will expire at the conclusion of the Company's next AGM or at the close of business on 12 August 2021, whichever is the earlier.

#### **General disapplication of pre-emption rights on share allotment (Resolution 16)**

Under section 561 of the Companies Act 2006, when new shares are allotted or treasury shares are sold for cash, they must first be offered to existing shareholders pro rata to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. This special resolution empowers the Directors to: (a) allot shares in the Company on a non pre-emptive basis to ordinary shareholders in connection with an otherwise pre-emptive allotment, such as a rights issue, scrip dividend or other similar issue, for example where fractional entitlements or legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis; and (b) otherwise allot shares in the Company, or sell treasury shares, for cash, up to an aggregate nominal value of £685,975.10 (representing just less than 5% of the share capital in issue as at 7 April 2020, being the last practicable date prior to the publication of this notice) as if the pre-emption rights of section 561 of the Companies Act 2006 did not apply.

Except in relation to the Company's employee share schemes, the Directors have no immediate plans to make use of these authorities. In line with the Pre-Emption Group's Statement of Principles ("Principles") and with best practice, the Board confirms that it does not intend to issue more than 7.5% of the issued share capital of the Company on a non pre-emptive basis, except in connection with an acquisition or specified capital investment referred to in the Principles, in any rolling three-year period without prior consultation with shareholders.

This authority will expire at the conclusion of the Company's next AGM or at the close of business on 12 August 2021, whichever is the earlier.

#### **Specific disapplication of pre-emption rights in connection with an acquisition or specified capital investment (Resolution 17)**

The Principles state that, in addition to the general authority to allot ordinary shares for cash up to a maximum equal to 5% of total issued share capital, as proposed in resolution 16, the Pre-Emption Group is supportive of extending the general authority for certain purposes. This special resolution empowers the Directors to allot shares in the Company, or sell treasury shares, for cash, up to an additional aggregate nominal value of £685,975.10 (representing just less than 5% of the share capital in issue as at 7 April 2020, being the last practicable date prior to the publication of this notice) as if the pre-emption rights of section 561 of the Companies Act 2006 did not apply. The maximum nominal value of equity securities which could be allotted, if the authorities under both resolutions 16 and 17 were used, would be £1,371,950.20 (representing just less than 10% of the share capital in issue as at 7 April 2020, being the last practicable date prior to the publication of this notice).

In accordance with the Principles, this authority will only be used to fund one or more acquisitions or specified capital investments that are announced contemporaneously with the relevant issue, or that have taken place in the preceding six month period and are disclosed in the announcement of the issue. This authority is designed to benefit the Company and its shareholders generally since there may be occasions in the future when Directors need the flexibility to pursue acquisition or investment opportunities as and when they arise.

This authority will expire at the conclusion of the Company's next AGM or at the close of business on 12 August 2021, whichever is the earlier.

**Authority of the Company to purchase its own shares (Resolution 18)**

Resolution 18 is being proposed to renew the Directors' authority to purchase up to 137,195,020 ordinary shares which, at 7 April 2020 (being the last practicable date prior to the publication of this notice), represented just less than 10% of the Company's issued share capital. This authority will only be exercised if, having taken account of the likely impact on the financial position of the Company, the Directors are satisfied that any such purchase will be in the best long-term interest of shareholders.

This authority will expire at the conclusion of the Company's next AGM or at the close of business on 12 August 2021, whichever is the earlier. The shares repurchased by the Company under the authority would either be cancelled or held as treasury shares. No dividends may be paid on shares which are held as treasury shares and no voting rights are attached to them. Any issue of treasury shares for the purposes of the Company's employee share schemes will be made within the anti-dilution limits set out by the Investment Association.

As at 7 April 2020 (being the last practicable date prior to the publication of this notice) there were options and awards outstanding over approximately 4,324,094 ordinary shares in the capital of the Company, which represented approximately 0.32% of the Company's issued ordinary share capital at that date. If the authority to purchase the Company's ordinary shares were to be exercised in full, these options and awards would represent approximately 0.35% of the Company's issued ordinary share capital.

**Notice of General Meetings (Resolution 19)**

Under the Companies Act 2006, the notice period required for general meetings of the Company (other than an AGM) is 21 clear days, unless shareholders approve a shorter notice period of not less than 14 clear days. The minimum notice period for an AGM remains 21 clear days. In line with the Companies Act 2006, the articles of association of the Company enable the Company to call general meetings (other than AGMs) on 14 clear days' notice with shareholder approval. In order to preserve this ability, resolution 19 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. This authority will only be used in exceptional circumstances where the business of the meeting merits the flexibility, and where it is in the interests of shareholders as a whole.

**Action to be taken**

You will find enclosed a form of proxy. Please complete and return the form of proxy in accordance with the notes printed on the form (or appoint a proxy by another method in accordance with the notes to this document) as soon as possible and, in any event, so that it is received no later than 10.30am on 11 May 2020 or not less than 48 hours before the time of the AGM if it is adjourned.

**Recommendation**

The Board believes that the proposed resolutions to be put to the AGM are in the best interests of shareholders and the Company as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours faithfully,

**Anthony Bloom**  
Chairman  
8 April 2020

### Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the thirteenth Annual General Meeting of Cineworld Group plc ("the Company") will be held at Vantage London, Great West Road, Brentford TW8 9AG on Wednesday 13 May 2020 at 10.30am for the transaction of the following business. Resolutions 1 to 15 (inclusive) will be proposed as ordinary resolutions and resolutions 16 to 19 (inclusive) as special resolutions:

1. To receive and adopt the Report of Directors and the audited accounts of the Company for the year ended 31 December 2019 together with the report of the auditors.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2019.
3. To re-elect Alicja Kornasiewicz as a Director of the Company.
4. To re-elect Nisan Cohen as a Director of the Company.
5. To re-elect Israel Greidinger as a Director of the Company.
6. To re-elect Moshe "Mooky" Greidinger as a Director of the Company.
7. To re-elect Renana Teperberg as a Director of the Company.
8. To re-elect Camela Galano as a Director of the Company.
9. To re-elect Dean Moore as a Director of the Company.
10. To re-elect Scott Rosenblum as a Director of the Company.
11. To re-elect Arni Samuelsson as a Director of the Company.
12. To re-elect Eric "Rick" Senat as a Director of the Company.
13. To appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
14. To authorise the Directors to set the remuneration of the auditors.
15. Ordinary Resolution (Authority of Directors to allot shares)

THAT:

- a. the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights");
  - I. up to an aggregate nominal amount of £4,573,167.60 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph a.II below in excess of such sum); and
  - II. comprising equity securities (as defined in section 560 of the Companies Act 2006), up to a nominal amount of £9,146,335.20 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph a.I above) in connection with an offer by way of a rights issue to:
    - i. ordinary shareholders in proportion as nearly as may be practicable to their existing holdings; and
    - ii. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

b. such authorities are to expire (unless previously revoked by the Company) at the conclusion of the next Annual General Meeting of the Company or at the close of business on 12 August 2021, whichever is the earlier, except that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of such offers or agreements as if the power conferred hereby had not expired; and

c. all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

16. Special Resolution (General disapplication of pre-emption rights on share allotment)

THAT:

a. subject to the passing of resolution 15 above, the Directors be and they are hereby empowered under section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash pursuant to the authority conferred upon them under resolution 15 above, as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

I. the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph a.II of resolution 15, by way of a rights issue only) to:

i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

ii. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and so that the Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

II. in the case of the authority granted under paragraph a.I of resolution 15, to the allotment or sale (otherwise than under paragraph a.I of this resolution 16) of equity securities up to an aggregate nominal amount of £685,975.10;

b. this power shall cease to have effect when the authority given by resolution 15 is revoked or expires, but the Company may before such revocation or expiry make offers or agreements which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding that the authority has expired; and

c. this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "pursuant to the authority conferred upon them under resolution 15 above" were omitted from the introductory wording to this resolution.

17. Special Resolution (Specific disapplication of pre-emption rights in connection with an acquisition or specified capital investment)

THAT:

a. subject to the passing of resolution 15 above, the Directors be and they are hereby empowered under section 570 and section 573 of the Companies Act 2006, in addition to any power granted under resolution 16, to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash pursuant to the authority conferred upon them under paragraph a.I of resolution 15 above, as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be:

I. limited to the allotment of equity securities up to an aggregate nominal amount of £685,975.10; and

II. used only for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within six months of its taking place;

- b. this power shall cease to have effect when the authority given by resolution 15 is revoked or expires, but the Company may before such revocation or expiry make offers or agreements which would or might require equity securities to be allotted after this authority expires and the Directors may allot equity securities in pursuance of such offers or agreements notwithstanding that the authority has expired; and
- c. this power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words “pursuant to the authority conferred upon them under resolution 15 above” were omitted from the introductory wording to this resolution.

18. Special Resolution (Authority of the Company to purchase its own shares)

THAT the Company be, and it is hereby, generally and unconditionally authorised for the purpose of section 693 and section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 1p each in the capital of the Company (“ordinary shares”) upon such terms and in such manner as the Directors of the Company shall determine, provided always that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased shall be 137,195,020;
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 1p per share (exclusive of expenses);
- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be an amount equal to the higher of:
  - i. 105% of the average of the middle market quotations for an ordinary share (calculated by reference to the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
  - ii. the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue where the purchase is carried out; and
- d. unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or at the close of business on 12 August 2021, whichever is the earlier, save that the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of ordinary shares pursuant to any such contract or contracts as if such authority had not expired.

19. Special Resolution (Notice of General Meetings)

THAT a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

**Fiona Smith**  
Company Secretary  
8 April 2020

Registered Office:  
8th Floor  
Vantage London  
Great West Road  
Brentford  
TW8 9AG

## NOTES

### Note 1

As explained on page 1 of this Notice, shareholders are not permitted to attend the Annual General Meeting following the recent public health guidance and legislation issued by the UK Government in response to the current outbreak of COVID-19. Shareholders are entitled and encouraged to appoint a proxy to exercise all or any of their rights to vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. As explained on page 1 of this Notice, shareholders are strongly encouraged to appoint the Chairman of the meeting to be his/her proxy at the meeting, given that no shareholders other than the minimum number of shareholders required to ensure that the meeting is quorate will be permitted to attend the meeting.

A form of proxy is enclosed with this notice. To be valid, the form of proxy, together with the power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority), must be deposited with the Company's Registrars, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 10.30am on 11 May 2020 or not less than 48 hours before the time of the Annual General Meeting if it is adjourned. Alternatively, to appoint a proxy online (which must be done by the same deadline as above), shareholders may go to the following website: [www.signalshares.com](http://www.signalshares.com). You should select 'Register for the Share Portal' and enter "Cineworld Group plc". The Company's name will be presented on the next screen and you should click on this. Once you have clicked, you should follow the prompts on the screen by entering your surname, investor code, postcode, email address and to select a password. Once registered, you will be able to complete your proxy appointment online. In the case of joint holdings, any one holder may sign the form of proxy but the names of all joint holders must be stated. The vote of the senior joint holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder.

### Note 2

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Link (ID RA10) not later than 10.30am on 11 May 2020 or not less than 48 hours before the time of the Annual General Meeting if it is adjourned. For this purpose, the time of receipt will be taken to be the

time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Link is able to retrieve the message by enquiry to CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### Note 3

A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she is nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements of the rights of members in relation to the appointment of proxies in notes 1 and 2 above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered members of the Company.

### Note 4

Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at close of business on 11 May 2020 shall be entitled to vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If the meeting is adjourned for a longer period then, to be so entitled, a member must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

### Note 5

As at 7 April 2020, being the last practicable date prior to the publication of this document, the Company's issued share capital consists of 1,371,950,293 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 7 April 2020 are 1,371,950,293.



**Note 6**

Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

**Note 7**

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

**Note 8**

A copy of this notice, and any other information required by Section 311A of the Companies Act 2006, can be found at [www.cineworldplc.com](http://www.cineworldplc.com).

### Board of Directors – Biographical Details

#### **Alicja Kornasiewicz, Deputy Chair**

Alicja Kornasiewicz joined the Board in May 2015 as an independent Non-Executive Director, is Chair of the Remuneration Committee and a member of the Audit Committee. Alicja was appointed as Deputy Chair in 2019, and is due to become Chair of the Company following the AGM in May 2020, when Anthony Bloom steps down.

Ms Kornasiewicz brings extensive Central and Eastern Europe financial and political experience to the Board. Previously, she was the Chief Executive Officer of Bank Pekao SA, and Head of Investment Banking for Emerging European countries at Unicredit Group. Ms Kornasiewicz served as Secretary of State in the Polish Ministry of Treasury from 1997 to 2000. Over the last 20 years she has held a number of supervisory board positions. Ms Kornasiewicz holds a PhD in economics from Poznan University of Economics and graduated from Harvard Business School.

#### **Moshe (Mooky) Greidinger, Chief Executive Officer**

Moshe Greidinger joined the Board in February 2014 as Chief Executive Officer. Prior to that he was Chief Executive Officer of Cinema City International (“CCI”). He joined Cinema City in 1976. Since 1984, Mr Greidinger has held executive positions with Cinema City, has served as a Director and Deputy Managing Director of Israel Theatres Limited since 1983, and as Co-Chairman of the Cinema Owners Association in Israel since August 1996.

Mr Greidinger achieved the “Exhibitor of the Year Award” at ShoWest in Las Vegas in 2004, “International Exhibitor of the Year Award” at CineEurope, in Amsterdam in 2011, with special recognition for having developed new markets in Central and Eastern Europe, and the “Global Achievement in Exhibition Award” at CinemaCon in Las Vegas in April 2016.

#### **Israel Greidinger, Deputy Chief Executive Officer**

Israel Greidinger joined the Board in February 2014 as Chief Operating Officer. In August 2014, his role changed to Deputy Chief Executive Officer. From 1994 until 2014, he worked for Cinema City International (“CCI”) and was appointed Chief Financial Officer of CCI in 1995. Mr Greidinger has also served as a Director of Israel Theatres Limited since 1994.

From 1985 to 1992, he was Managing Director of C.A.T.S. Limited (Computerised Automatic Ticket Sales), and from 1992 to 1994, he was President and Chief Executive Officer of Pacer C.A.T.S. Inc.

#### **Nisan Cohen, Chief Financial Officer**

Nisan Cohen joined the Board in January 2017 as Chief Financial Officer, and before that had been part of the Cineworld Group for 16 years.

Previously, as Vice President of Finance, he led the integration of the finance teams in the Cineworld Group across nine countries after the Cinema City Combination in 2014. In 2018, Mr Cohen made a major contribution to the successful acquisition of Regal Entertainment Group, including leading the integration of the UK, ROW and US financial teams.

#### **Renana Teperberg, Chief Commercial Officer**

Renana Teperberg was appointed to the Board in July 2018, and has been part of the Cineworld Group for over 20 years. Ms Teperberg first joined Cinema City International as a cashier in 1997, while studying for a BA in psychology at the Hebrew University of Jerusalem.

After progressing to General Manager, she moved to the Cinema City International Head Office where she subsequently became Head of Programming and Marketing.

Following the combination with Cineworld, she became Senior Vice President of Commercial and then Chief Commercial Officer in 2016. In 2018, Renana played a major role in the acquisition of Regal Entertainment Group.

Renana holds an executive MBA in business management from IDC Herzliya.

#### **Eric (Rick) Senat, Non-Executive Director and Senior Independent Director**

Rick Senat joined the Board in July 2010 and is Chair of the Nomination Committee. He is also Senior Independent Director.

Mr Senat has over 40 years’ experience in the film industry, joining Warner Bros in 1976 and becoming its Senior Vice-President for Business Affairs in Europe. He retired from Warner Bros after 25 years’ service.

Mr Senat was also a director of the legendary film company Hammer Film Productions, and has previously served as Vice Chair of the British Film Institute.

Until recently, he was a partner in the Blair Partnership, a Non-Executive Director of Pottermore Limited and Bank Leumi (UK) plc., and Non-Executive Chairman of the London Film Museum. Mr Senat is a graduate of University College London and a solicitor.

Rick Senat has served on the Board for more than nine years. The Board undertook a rigorous review as to whether it considered Rick to remain independent. The discussion focused on the quality, nature and effectiveness of Rick’s contribution to the Board in discussions generally, including in relation to his role as Nomination Committee Chair. The Board was confident that Rick was able to demonstrate independent judgement in Board discussions, to provide effective challenge, and exercise independence of thought. As a result, the Board continues to consider Rick to be independent.

**Scott S. Rosenblum, Non-Executive Director**

Scott S. Rosenblum joined the Board in February 2014 as a non-independent Non-Executive Director.

He is a member of the Nomination Committee.

Prior to his appointment, he was a member of the Supervisory Board of Cinema City International (“CCI”), becoming its Chairman in 2011.

Mr Rosenblum is licensed as a lawyer and is admitted to the New York Bar Association. For nearly 30 years, he has been a partner in the law firm of Kramer Levin Naftalis & Frankel LLP, New York, where he was Managing Partner between 1994 and 2000 and a member of the Executive Committee until 2018. Mr. Rosenblum is also Co-Chairman of the Corporate Department.

Mr Rosenblum is a graduate of Dartmouth College and the University of Pennsylvania Law School. He has extensive experience in areas of general corporate and securities law, corporate finance, corporate governance, mergers and acquisitions and joint ventures.

**Dean Moore, Non-Executive Director**

Dean Moore joined the Board in January 2017 as an independent Non-Executive Director. He is Chair of the Audit Committee, and a member of the Remuneration Committee.

Prior to Cineworld, Mr Moore worked as Chief Financial Officer of N Brown Group plc for 12 years from 2003 to 2015, before which he was Chief Financial Officer of T&S Stores plc until it was acquired by Tesco plc in early 2003.

From 1996 to 1999 he was Chief Financial Officer of Graham Group plc, and he has held a number of other senior finance positions. Mr Moore is a Chartered Accountant (ICAEW) and graduate of University of Aston (Business Management BSc).

The Board is satisfied that Dean Moore meets the requisite criteria to be considered independent, notwithstanding his previous interim employment within the Group, given the nature of the role he performed in the ten month period from March 2016, where his mandate was to focus on the Chief Financial Officer succession planning process.

**Camela Galano, Non-Executive Director**

Camela Galano was appointed to the Board as an independent Non-Executive Director in July 2018. She is a member of the Remuneration Committee.

Camela began her career at New Line Cinema, progressing to the role of President of International Sales, Marketing & Distribution, where she oversaw the international distribution of innumerable titles, including the blockbuster trilogy “The Lord of the Rings”.

Subsequently, Camela became the President of International Film Acquisitions for Warner Bros. Following her time at Warner Bros., she served as President of Relativity International, overseeing global sales, marketing and distribution management of Relativity’s own titles, acquisitions and third-party releases.

Ms Galano is a longtime member of the Academy of Motion Picture Arts and Sciences, and the British Academy of Film and Television Arts.

**Arni Samuelsson, Non-Executive Director**

Arni Samuelsson joined the Board in February 2014 as an independent Non-Executive Director. He is a member of the Nomination Committee.

He has over 40 years of cinema exhibition and film distribution experience, principally through SAMfélagið (Samfilm) – a cinema exhibitor and film distributor in Iceland, of which he has been joint owner and Chief Executive Officer since it was formed in 1975.

Mr Samuelsson has been Chief Executive Officer of Samfilm EHF (SAMfélagið’s distribution arm) since 1975, and Chief Executive Officer of SAMcinema (SAMfélagið’s cinema arm) since the same year. Prior to this, Mr Samuelsson was a Director and owner of Vikurbaer, a supermarket business in Keflavik, from 1972 until its sale in 1982.

