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 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 15 May 2013 commencing at 2.00pm at The Cineworld Cinema, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF is set out in this document.

A form of proxy for use at this meeting accompanies this document. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and returned so as to be received by Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 2.00pm on 13 May 2013 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.capitashareportal.com or use the service provided by Euroclear, in both cases by the same deadline as above. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting should they choose to do so. Further details are given in the notes to this document.

Cineworld

Cineworld Group plc

(Registered in England under number 5212407)

Registered Office:
Power Road Studios
114 Power Road
Chiswick
London
W4 5PY

Dear Shareholder

ANNUAL GENERAL MEETING

The Annual General Meeting of Cineworld Group plc (the "Company") will be held on 15 May 2013 at 2.00pm at The Cineworld Cinema, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF. I do hope that you will be able to attend. If you are unable to attend, I would encourage you to exercise your right to vote by completing and returning the enclosed form of proxy. The Notice of Meeting is set out on pages 3 to 6. Details of the items of business to be proposed at the meeting are set out below.

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 period ended 27 December 2012. Shareholders who are not receiving a printed copy of the 2012 Annual Report can obtain a copy by downloading it from the Company's website (www.cineworldplc.com) or by writing to the Company Secretary, Cineworld Group plc, Power Road Studios, 114 Power Road, Chiswick, London W4 5PY.

Approval of the Directors' Remuneration Report (Resolution 2)
In accordance with the Companies Act 2006, shareholders are being invited to approve the Directors' Remuneration Report for the financial period ended 27 December 2012. The report is set out on pages 44 to 50 of the 2012 Annual Report.

Declaration of a Final Dividend (Resolution 3)
Subject to the declaration of the dividend at the meeting, a final dividend of 8.0p (net) per share will be paid on 4 July 2013 to shareholders on the register at the close of business on 7 June 2013.

Re-election of Directors (Resolutions 4 to 10)
Although under the Company's Articles of Association (the "Articles") only one third of the Board of Directors together with any Directors appointed during the year are required to retire by rotation and offer themselves for re-election each year, in accordance with best practice all the Directors are retiring and offering themselves for re-election with the exception of Thomas McGrath who is retiring but not offering himself for re-election. Biographical details of the Directors can be found on pages 32 to 33 of the Annual Report. The Board is satisfied that each Director 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.

Re-appointment of the Auditors and their Remuneration (Resolutions 11 and 12)
These resolutions deal with the re-appointment of KPMG Audit plc as auditors until the conclusion of the next Annual General Meeting and authorises the Directors to set their remuneration.

Authority of Directors to allot shares (Resolution 13)
Paragraph a.I of resolution 13 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 £498,850. This represents just less than one third of the share capital of the Company in issue at 5 April 2013 (being the last practicable date prior to the publication of this notice).

In line with guidance issue by the Association of British Insurers ("ABI"), paragraph a.II of resolution 13 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 £997,700 (as reduced by the nominal amount of any shares issued under paragraph a.I of this resolution). This amount (before any reduction) represents just less than two thirds of the share capital of the Company in issue at 5 April 2013 (being the last practicable date prior to the publication of this notice).

In accordance with the ABI guidance, in the event that the general and additional authorities were used and:

a) the number of ordinary shares in issue is thereby increased, in aggregate, by more than one third; and
b) in the case of any issue being in whole or part by way of a fully pre-emptive rights issue, where the monetary proceeds exceed one third (or such lesser relevant proportion) of the pre-issue market capitalisation of the Company,

all members of the Board who wish to remain in office will stand for re-election at the Company's next Annual General Meeting following the decision to make the issue in question.

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 issuing unissued 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, at 5 April 2013 (being the last practicable date prior to the publication of this notice), hold any treasury shares (which are shares held by the Company itself).

This authority will expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting.

Disapplication of pre-emption rights on share allotment (Resolution 14)
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 of the Company in connection with a rights issue, scrip dividend or other similar issue; and (b) otherwise allot shares of the Company, or sell treasury shares for cash, up to an aggregate nominal value of £74,800 (representing in accordance with institutional investor guidelines, just less than 5% of the share capital in issue as at 5 April 2013, 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 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 in any rolling three-year period.

This authority will expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting.

Authority of the Company to purchase its own shares (Resolution 15)
Resolution 15 is being proposed to renew the Directors' authority to purchase up to 22,434,000 ordinary shares or, if less, 14.99% of the Company's issued share capital in the market immediately following the passing of the resolution. 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 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting. 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 ABI.

As at 5 April 2013 (being the last practicable date prior to the publication of this notice) there were options and awards outstanding over approximately 2,790,000 ordinary shares in the capital of the Company, which represent approximately 1.86% 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 2.19% of the Company's issued ordinary share capital (excluding treasury shares).

Notice of General Meetings (Resolution 16)
One of the requirements of the Shareholder Rights Directive is that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. The articles of association of the Company enable the Company to call general meetings (other than annual general meetings) on 14 clear days' notice with shareholder approval. In order to preserve this ability, resolution 16 seeks such approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions and resolutions 14 to 16 (inclusive) will be proposed as special resolutions. Ordinary resolutions require a simple majority of those present (in person or by proxy) at the Annual General Meeting in order to be validly passed whereas special resolutions require a 75% majority.

Action to be taken
You will find enclosed a form of proxy. If you are unable to attend the Annual General Meeting, 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 2.00pm on 13 May 2013 or not less than 48 hours before the time of the Annual General Meeting if it is adjourned. Completion and return of the form of proxy will not prevent you from attending the meeting and voting in person should you wish.

Recommendation
The Board believes that the proposed resolutions to be put to the Annual General Meeting 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
11 April 2013

Cineworld Group plc
(Registered in England with number 5212407)

Notice of Annual General Meeting
NOTICE IS HEREBY GIVEN that the sixth Annual General Meeting of Cineworld Group plc (the "Company") will be held at The Cineworld Cinema, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF on Wednesday, 15 May 2013 at 2.00pm for the transaction of the following business. Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions and resolutions 14 to 16 (inclusive) as special resolutions:

1. To receive and adopt the Report of Directors and the audited accounts of the Company for the 52 week period ended 27 December 2012.

2. To receive and approve the Directors' Remuneration Report for the 52 week period ended 27 December 2012.

3. To declare a final dividend of 8.0p per ordinary 1p share in respect of the 52 week period ended 27 December 2012.

4. To re-elect Anthony Bloom as a Director of the Company.

5. To re-elect Philip Bowcock as a Director of the Company.

6. To re-elect Martina King as a Director of the Company.

7. To re-elect David Maloney as a Director of the Company.

8. To re-elect Rick Senat as a Director of the Company.

9. To re-elect Stephen Wiener as a Director of the Company.

10. To re-elect Peter Williams as a Director of the Company.

11. To re-appoint KPMG Audit plc as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.

12. To authorise the Directors to set the remuneration of the auditors.

13. 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 £498,850; and

        II. comprising equity securities (as defined in section 560 of the Companies Act 2006), up to a nominal amount of a further £498,850 (in addition to any shares issued under 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 on 14 August 2014, whichever is the earlier, except that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities 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.

14. THAT:

    a. subject to the passing of resolution 13 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 13 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 equity securities (but in the case of the authority granted under paragraph a.II of resolution 13, 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 13, to the allotment or sale (otherwise than under paragraph a.I of this resolution 14) of equity securities up to an aggregate nominal amount of £74,800;

b. this power shall cease to have effect when the authority given by resolution 13 is revoked or expires, but the Company may 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 13 above" were omitted from the introductory wording to this resolution.

15. 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 22,434,000 (or, if less, 14.99% of the ordinary shares in issue immediately following the passing of this resolution);

b. the minimum price 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 purchased; and

II. the price stipulated by Article 5(1) of Commission Regulation (EC) No 2273/2003 (the Buy-back and Stabilisation Regulation); 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 on 14 August 2014, 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.

16. 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

Richard Ray
Company Secretary
11 April 2013

Registered Office:
Power Road Studios,
114 Power Road,
Chiswick,
London
W4 5PY

Notes

Note 1
Holders of ordinary shares, or their duly appointed representatives, are entitled to attend and vote at the Annual General Meeting. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and 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. To appoint more than one proxy, the proxy form should be photocopied and completed for each proxy holder. The proxy holder's name should be written on the proxy form together with the number of shares in relation to which the proxy is authorised to act. A failure to specify the number of shares each proxy appointment relates to or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. The box on the proxy form must also be marked with a cross to indicate that the proxy instruction is one of multiple instructions being given. All proxy forms must be signed.

The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 2) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

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, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 2.00pm on 13 May 2013 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.capitashareportal.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, e-mail address and to select a password. Once registered, you will be able to complete your proxy appointment online.

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 Capita (ID RA10) not later than 2.00pm on 13 May 2013 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 Capita 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 6.00pm on 13 May 2013 shall be entitled to attend and 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 attend or 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 attend and 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 5 April 2013, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 149,661,824 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 5 April 2013 are 149,661,824.

Note 6
All shareholders and their proxies attending have the right to ask questions at the meeting. The Company will answer any such questions relating to the business of the meeting, but it may not answer if (a) if it would involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is not desirable in the interests of the Company or the good order of the meeting that the question be answered.

Note 7
Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Note 8
The letters of appointment of the Non-Executive Directors and the service agreements for the Executive Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (except Saturdays, Sundays and public holidays) until the date of the meeting and at the place of the meeting for a period of 15 minutes prior to and during the meeting.

Note 9
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 10
You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (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 11
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.