

Please detach and retain this section

ATTENDANCE CARD CINEWORLD GROUP PLC – GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com.

If not already registered for the Share Portal, you will need your Investor Code below.

The Chairman of Cineworld Group plc (the “Company”) invites you to attend the General Meeting of the Company to be held at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY at 11 a.m. on 29 January 2014

If you plan to attend the General Meeting of Cineworld Group plc, please bring this card with you to the meeting and present it at Shareholder registration/accreditation. Please note that the meeting is due to commence at 11 a.m.

Signature of person attending

Bar Code:

Investor Code:

FORM OF PROXY CINEWORLD GROUP PLC – GENERAL MEETING

Bar Code:

Investor Code:

I/We being a member of the Company hereby appoint the Chairman of the Meeting OR the following person

Name of Proxy

Number of Shares Appointed Over

Event Code: **C611G43152**

As my/our proxy to exercise all or any of my rights to attend, speak and vote in respect of my/our voting entitlement on my/our behalf at the General Meeting of the Company to be held at 11 a.m. on 29 January 2014 at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY and at any adjournment thereof.

Explanatory notes are set out overleaf.

Please indicate by placing an ‘X’ in the box opposite if this proxy appointment is one of multiple appointments being made*

* For the appointment of one or more proxies, please refer to explanatory note 2 (overleaf).



RESOLUTION

Please mark ‘X’ to indicate how you wish to vote (see note 4 overleaf)

For
Against
Vote withheld

1. To approve (a) the Company’s acquisition of Cinema City Holding B.V. pursuant to the conditional share purchase agreement dated 10 January 2014 (the “Combination”) and (b) the allotment of shares in the Company pursuant to the Combination (both as set out in the Notice of General Meeting dated 10 January 2014)



To assist with arrangements, if you intend attending the meeting in person please place an ‘X’ in the box opposite.



Signature

Date

In the case of a corporation, this proxy must be given under its common seal or signed on its behalf by an officer duly authorised, stating their capacity (e.g. director, company secretary).

Explanatory Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see overleaf). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which your proxy is authorised to act. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
 2. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, must not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
 3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("**Nominated Persons**"). Nominated Persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
 4. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution. If you do not indicate on the form how your proxy is to vote or otherwise give your proxy instructions how to vote, he/she can decide whether, and how, to vote.
 5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 11 a.m. on 27 January 2014. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
 6. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
 7. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
 8. The form of proxy must arrive at Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 11 a.m. on 27 January 2014 (or not less than 48 hours before the time of the General Meeting if it is adjourned).
 9. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RLUB-TBUX-EGUC, PXS 1, 34 Beckenham Road, Beckenham, BR3 4ZF. The same deadline as in note 8 above applies.
 10. Shareholders wishing to appoint a proxy online should visit www.capitashareportal.com and follow the instructions. The same deadline as in note 8 above applies.
 11. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual using Capita Asset Services' CREST ID (RA10). Again, the same deadline as in note 8 above applies.
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