

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 8 May 2014 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 and signed in accordance with the instructions printed thereon and returned so as to be received by The Company's Registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 2.00pm on 6 May 2014 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](http://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.

Dear Shareholder

**ANNUAL GENERAL MEETING**

The Annual General Meeting ("AGM") of Cineworld Group plc (the "Company") will be held on 8 May 2014 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 and 4. 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 26 December 2013. Shareholders who are not receiving a printed copy of the 2013 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, Power Road Studios, 114 Power Road, Chiswick, London W4 5PY.

**Approval of the Directors' Remuneration Report and Directors' Remuneration Policy (Resolutions 2 and 3)**

In accordance with the Companies Act 2006 (as amended), the Directors' Remuneration report is now divided into two parts; the first part is a Directors' Remuneration Policy which describes the Remuneration Committee's approach to the remuneration of Directors and is set out on pages 48 to 54 of the 2013 Annual Report and the second part which is the Annual Remuneration Report which is set out on pages 47 and 55 to 62 of the 2013 Annual Report.

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 other than in accordance with it. Approval of the policy is sought in Resolution 2. If approved, the policy will take effect from the end of the AGM.

The Company is also required to seek shareholder approval of the Annual Remuneration Report each year. Resolution 3 is seeking this approval.

**Declaration of a Final Dividend (Resolution 4)**

Subject to the declaration of the dividend at the meeting, a final dividend of 6.4p (net) per share will be paid on 3 July 2014 to shareholders on the register at the close of business on 6 June 2014.

**Election and re-election of Directors (Resolutions 5 to 14)**

On 10 January 2014, the Company announced the proposed combination with the cinema business of Cinema City International N.V. (the "Transaction"). On completion of the Transaction on 27 February 2014, four additional Directors were appointed to the Board. The Company's Articles of Association (the "Articles") require any Directors appointed during the year to retire at the next AGM and offer themselves for election. Accordingly, these Directors will retire and stand for election at the AGM and Resolutions 5 to 8 deal with the election of these Directors. Biographical details of the Directors concerned are set in Appendix 1 on page 6 of this document.

Further, although the Company's Articles only requires one third of the Board of Directors to retire by rotation and offer themselves for re-election each year, so as to accord with best practice all other Directors as at 6 March 2014 are retiring and offering themselves for re-election. Resolutions 9 to 14 deal with the re-election of these Directors. Biographical details of these Directors can be found on pages 32 and 33 of the Annual Report. Stephen Wiener resigned as CEO and a Director of the Company on 27 February 2014 on completion of the Transaction so he was not a Director on 6 March 2014. 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.

**Appointment of Auditors and their Remuneration (Resolutions 15 and 16)**

The Company is required to appoint auditors at each AGM, to hold office until the end of the next such meeting.

The Company's current auditor, KPMG Audit Plc, has informed us that for administrative reasons and to instigate the orderly wind down of the business, they wish to change formally the entity which conducts the Company's audit from KPMG Audit Plc to KPMG LLP. KPMG Audit Plc are therefore not seeking re-appointment. A copy of KPMG Audit Plc's statement under section 519 of the Companies Act 2006 advising the Company of the circumstances connected with them ceasing to hold office and which the Company must circulate to shareholders is set out in Appendix 2.

On the advice of the Company's Audit Committee, the Board proposes that KPMG LLP be appointed as auditor in place of KPMG Audit Plc. Resolutions 15 and 16 deal with the appointment of KPMG LLP as auditors of the Company until the conclusion of the next AGM and authorises the Directors to set their remuneration.

**Authority of Directors to allot shares (Resolution 17)**

Paragraph a.I of resolution 17 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 £878,200. This represents just less than one third of the share capital of the Company in issue at 26 March 2014 (being the last practicable date prior to the publication of this notice).

In line with guidance issued by the Association of British Insurers ("ABI"), paragraph a.II of resolution 17 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 £1,756,400 (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 26 March 2014 (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 AGM 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 26 March 2014 (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 AGM.

#### **Disapplication of pre-emption rights on share allotment (Resolution 18)**

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 £131,730 (representing in accordance with institutional investor guidelines, approximately 5% of the share capital in issue as at 26 March 2014, 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 at the conclusion of the next AGM, whichever is the earlier.

#### **Authority of the Company to purchase its own shares (Resolution 19)**

Resolution 19 is being proposed to renew the Directors' authority to purchase up to 39,492,000 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 AGM. 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 26 March 2014 (being the last practicable date prior to the publication of this notice) there were options and awards outstanding over approximately 2,684,000 ordinary shares in the capital of the Company, which represent approximately 1.02% 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 1.20% of the Company's issued ordinary share capital (excluding treasury shares).

#### **Notice of General Meetings (Resolution 20)**

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 14 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.

Resolutions 1 to 17 (inclusive) will be proposed as ordinary resolutions and resolutions 18 to 20 (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.

#### **Action to be taken**

You will find enclosed a form of proxy. If you are unable to attend the AGM, 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 6 May 2014 or not less than 48 hours before the time of the AGM 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 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  
31 March 2014

# Cineworld Group plc

(Registered in England with number 5212407)

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the seventh 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 Thursday, 8 May 2014 at 2.00pm for the transaction of the following business. Resolutions 1 to 17 (inclusive) will be proposed as ordinary resolutions and resolutions 18 to 20 (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 26 December 2013.
2. To receive and approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the 52 week period ended 26 December 2013.
3. To receive and approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the 52 week period ended 26 December 2013.
4. To declare a final dividend of 6.4p per ordinary 1p share in respect of the 52 week period ended 26 December 2013.
5. To elect Moshe Greidinger as a Director of the Company.
6. To elect Israel Greidinger as a Director of the Company.
7. To elect Arni Samuelsson as a Director of the Company.
8. To elect Scott Rosenblum as a Director of the Company.
9. To re-elect Anthony Bloom as a Director of the Company.
10. To re-elect Philip Bowcock as a Director of the Company.
11. To re-elect Martina King as a Director of the Company.
12. To re-elect David Maloney as a Director of the Company.
13. To re-elect Rick Senat as a Director of the Company.
14. To re-elect Peter Williams as a Director of the Company.
15. To appoint KPMG 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.
16. To authorise the Directors to set the remuneration of the auditors.
17. 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 £878,200; and
    - II. comprising equity securities (as defined in section 560 of the Companies Act 2006), up to a nominal amount of a further £878,200 (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 7 August 2015, 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.

18. THAT:

- a. subject to the passing of resolution 17 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 17 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 17, 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 17, to the allotment or sale (otherwise than under paragraph a.I of this resolution 18) of equity securities up to an aggregate nominal amount of £131,730;
- b. this power shall cease to have effect when the authority given by resolution 17 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 17 above" were omitted from the introductory wording to this resolution.

19. 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 39,492,000 (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 7 August 2015, 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.

20. 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  
31 March 2014

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 ticked 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 Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 2.00pm on 6 May 2014 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](http://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, email 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 6 May 2014 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 6.00 pm on 6 May 2014 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 26 March 2014, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 263, 460, 811 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 26 March 2014 are 263, 460, 811.

## 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](http://www.cineworldplc.com).

## **Appendix 1**

### **Biographies of Directors Appointed Since 26 December 2013**

#### **Moshe (Mooky) Greidinger – Age 61**

Moshe Greidinger was appointed Chief Executive Officer of Cineworld Group plc on 27 February 2014. Prior to that he was Chief Executive Officer of Cinema City International N.V. (“CCI”). He joined the Cinema City Group in 1976. Since 1984, he has held executive positions with the Cinema City Group with substantially the same responsibilities as he held immediately prior to joining Cineworld. Moshe Greidinger also served as a Director and Deputy Managing Director of Israel Theatres Limited since 1983 and Co-Chairman of the Cinema Owners Association in Israel since August 1996. He is the brother of Israel Greidinger and the son of the late Coleman Greidinger. Moshe achieved the “Exhibitor of the Year Award” at ShoWest in Las Vegas in 2004 and “International Exhibitor of the Year Award” at CineEurope, in Amsterdam in 2011, with special recognition for having developed new markets in Central Eastern Europe. Moshe has also served for the last 12 years as head of the board of trustees of the Hebrew Reali School of Haifa.

#### **Israel Greidinger – Age 52**

Israel Greidinger was appointed Chief Operating Officer of Cineworld Group plc on 27 February 2014. Prior to that he had worked for CCI since 1994 and was appointed as Chief Financial Officer of CCI in 1995. Since 1994, he has held executive positions with the Cinema City Group with substantially the same responsibilities as he held immediately prior to joining Cineworld. Israel Greidinger has also served as a Director of Israel Theatres Limited since 1994. From 1985 to 1992, Israel Greidinger served as 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. He is the brother of Moshe Greidinger and the son of the late Coleman Greidinger.

#### **Scott Rosenblum – Age 64**

Scott Rosenblum was appointed as a Non-Executive Director of Cineworld Group plc on 27 February 2014 and is a member of the Nomination Committee. Prior to that he was a member of the Supervisory Board of CCI since 2004. He became Chairman of the Supervisory Board of CCI on 14 November 2011. He was also Chairman of the Remuneration Committee and the Appointment Committee of CCI from November 2006 and was a member of the Audit Committee. He is licensed as a lawyer and is admitted to the New York Bar Association. For the past 20 years, he has been a partner in the law firm of Kramer Levin Naftalis & Frankel LLP, New York, and was Managing Partner between 1994 and 2000. He is on the Executive Committee of Kramer Levin Naftalis & Frankel LLP and is Co Chairman of its Corporate Department. He is currently a Director of Temco Service Industries, Inc., Investec USA Holdings Corp and Investec Securities (US) LLC. He is also a legal adviser to Israel Theatres Ltd., the indirect majority shareholder of CCI.

#### **Arni Samuelsson – Age 71**

Arni Samuelsson was appointed as a Non-Executive Director of Cineworld Group Plc on 27 February 2014 and 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. He has been chief executive officer of Samfilm EHF (SAMfélagið’s distribution arm) since 1975, and chief executive officer at SAMcinema (SAMfélagið’s cinema arm) since the same year. Prior to this, Arni Samuelsson was a director and owner of Víkurbaer, a supermarket business in Keflavík, from 1972 until its sale in 1982.

## Appendix 2

### Private & Confidential

Cineworld Group plc  
Power Road Studios  
114 Power Road  
Chiswick  
London W4 5PY

### KPMG Audit Plc Audit

15 Canada Square  
Canary Wharf  
London E14 5GL  
United Kingdom

Tel +44 (0) 207 311 1000  
Fax +44 (0) 207 311 3311

31 March 2014

Dear Sirs

### **Statement to Cineworld Group plc (no. 5212407) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006**

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be seeking appointment as statutory auditor at the forthcoming AGM.

We request that any correspondence in relation to this statement be sent to our registered office, 15 Canada Square, London, E14 5GL, marked for the attention of the Audit Regulation Department.

Yours faithfully,

KPMG Audit Plc

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