

RESOLUTION

OF

CINEWORLD GROUP PLC (the "Company")

Passed on 29 January 2014

At a General Meeting of the Company duly convened and held at Slaughter and May, One Bunhill Row, London, EC1Y 8YY on 29 January 2014 at 11.00 a.m., the following resolution was duly passed as an ordinary resolution:

THAT:

- (a) the proposed acquisition of the entire issued share capital of Cinema City Holding B.V. (the "**Combination**") pursuant to the terms and subject to the conditions contained in the conditional share purchase agreement dated 10 January 2014 between Cinema City International N.V. and the Company (the "**Combination Agreement**") and all other agreements and ancillary arrangements contemplated by the Combination Agreement be and are hereby approved and that the directors of the Company (the "**Directors**") (or any duly constituted committee of the Directors) be and are hereby authorised to take all such steps as may be necessary, expedient or desirable in relation thereto and to carry the same into effect with such modifications, variations, revisions or amendments (provided such modifications, variations or amendments are not of a material nature) as they shall deem necessary, expedient or desirable; and
- (b) subject to and conditional upon admission to listing on the premium segment of the Official List by the UK Listing Authority and to trading on London Stock Exchange plc's market for listed securities of the new ordinary shares of one pence each to be issued by the Company in connection with the Combination and, in addition, to the extent unutilised, to the authority conferred on them at the last annual general meeting of the Company on 15 May 2013, the Directors be and they are hereby generally and unconditionally authorised, pursuant to and in accordance with 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, credited as fully paid up, up to an aggregate nominal amount of £657,670 in connection with the Combination, such authority to expire on the date of the Company's annual general meeting in 2014, save that the Company may enter into agreements at any time prior to such expiry in connection with the Combination (whether before or after the passing of this resolution) which would or might require such shares in the Company to be allotted after such expiry and the Directors may allot shares in the Company in pursuance of such agreements as if the power conferred hereby had not expired.


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Director/Company Secretary