



IMPORTANT – THIS DOCUMENT IS OF VALUE, IS NEGOTIABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. The offer contained in the combined prospectus and class 1 circular relating to Cineworld Group plc (the “Company”) dated 10 January 2014 (the “Prospectus”) and referred to herein expires at 11:00 a.m. (London Time) on 13 February 2014. This entire document must be presented when payment is made. Holders of ordinary shares (“Ordinary Shares”) in the Company should read this Provisional Allotment Letter (“PAL”) in conjunction with the Prospectus, which has been prepared under the Prospectus Rules and the Listing Rules made under section 73A of the Financial Services and Markets Act 2000 (“FSMA”). Shareholders should read the Prospectus carefully before deciding whether to take up their Nil Paid Rights or to take any other action relating to the Rights Issue. Save where the context requires otherwise, words and expressions defined in the Prospectus shall have the same meaning in this PAL. Copies of the Prospectus can be obtained from Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU and the Registered Office of the Company at Power Road Studios, 114 Power Road, Chiswick, London, W4 5PY, in each case during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) up to and including the date of Admission of the Consideration Shares.

Holder Reference (IVC)

Allotment No.

Received the amount payable
on acceptance

For Capita Asset Services

Daytime telephone number for use in the event of a query (please include dialling code)

Box 1	Box 2	Box 3
Registered holding of Existing Ordinary Shares of one pence each in the capital of the Company in certificated form at close of business on 27 January 2014	Number of Rights Issue Shares provisionally allotted to you pursuant to the Rights Issue	Amount payable on acceptance of all the Rights Issue Shares provisionally allotted to you at 230 pence per Rights Issue Share on or before 11.00 a.m. (London time) on 13 February 2014

CINEWORLD GROUP PLC

(incorporated and registered in England and Wales with Registered No. 05212407)

8 for 25 Rights Issue of up to 47,965,465 New Ordinary Shares
at 230 pence per New Ordinary Share to raise approximately £110.3 million payable in full on acceptance
no later than 11:00 a.m. (London time) on 13 February 2014

Provisional Allotment Letter

Delivery/enquiry address	Schedule of key dates and times
<i>Deliver by post or by hand (during normal business hours only) to:</i> Capita Asset Services Corporate Actions The Registry 34 Beckenham Road Beckenham Kent BR3 4TU	<i>Latest time and date for:</i> Depositing Nil Paid or Fully Paid Rights into CREST (recommended) 3:00 p.m. on 10 February 2014 Splitting Provisional Allotment Letters 3:00 p.m. on 11 February 2014 Acceptance and payment in full and registration of renunciation 11:00 a.m. on 13 February 2014 CREST stock accounts credited for New Ordinary Shares in uncertificated form on 14 February 2014 Share certificates for New Ordinary Shares in certificated form expected to be despatched by week commencing 24 February 2014

IMPORTANT:

SUBJECT TO CERTAIN EXCEPTIONS, THIS PAL IS NOT FOR DISTRIBUTION IN OR INTO AUSTRALIA, CANADA, NEW ZEALAND, THE UNITED STATES, OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BREACH ANY APPLICABLE LAW OR REGULATION (THE “**EXCLUDED TERRITORIES**”). THIS PAL, THE NIL PAID RIGHTS, THE FULLY PAID RIGHTS AND THE RIGHTS ISSUE SHARES OF THE COMPANY TO WHICH IT RELATES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933 (AS AMENDED) (THE “**SECURITIES ACT**”) OR UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES OR ANY OF THE OTHER EXCLUDED TERRITORIES. SUBJECT TO CERTAIN EXCEPTIONS, NEITHER THE NIL PAID RIGHTS, THE FULLY PAID RIGHTS, THE RIGHTS ISSUE SHARES NOR THIS PAL MAY BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR ANY OF THE OTHER EXCLUDED TERRITORIES. PERSONS INTO WHOSE POSSESSION THIS PAL AND/OR ANY ACCOMPANYING DOCUMENTS COMES SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTIONS. THE ATTENTION OF EXCLUDED SHAREHOLDERS AND ANY PERSON (INCLUDING, WITHOUT LIMITATION, A NOMINEE OR TRUSTEE) WHO HAS A CONTRACTUAL OR LEGAL OBLIGATION TO FORWARD THIS PAL OR ANY ACCOMPANYING DOCUMENTS TO ANY JURISDICTION OUTSIDE THE UNITED KINGDOM IS DRAWN TO SECTION 9 OF PART II (*DETAILS OF THE RIGHTS ISSUE*) OF THE PROSPECTUS.

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under FSMA if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser. If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares (other than ex-rights) held in certificated form before 8.00 a.m. on 30 January 2014 (the “**Ex-Rights Date**”) please send this document (duly renounced) as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward delivery to the purchaser or transferee. This document should not, however, be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including but not limited to (subject to certain exceptions) the United States and any of the other Excluded Territories. If you sell or have sold or otherwise transferred only part of your holding of Existing Ordinary Shares (other than ex-rights) held in certificated form before the Ex-Rights Date, please contact the bank, stockbroker or other agent through whom the sale or transfer was effected immediately. You should also refer to the instructions regarding split applications in Part II (*Details of the Rights Issue*) of the Prospectus and in note 2 on page 3 of this PAL.

Applications have been made for the Rights Issue Shares (nil and fully paid) to be admitted to the premium segment of the Official List of the UKLA and to be admitted to trading on the London Stock Exchange’s main market for listed securities. It is expected that Admission of the Rights Issue Shares (nil paid) will become effective, and that dealings in the Rights Issue Shares (nil paid) on the London Stock Exchange will commence at 8.00 a.m. on 30 January 2014. If Admission of the Rights Issue Shares has not become effective by 8.00 a.m. on such date (or such later time and/or date as the Company and the Banks may agree in advance in writing, being not later than 13 February 2014) this PAL shall cease to be of value and thereafter shall be of no effect, the provisional entitlement to Rights Issue Shares will lapse and any payments received will be returned without interest.

To accept this provisional allotment in full, please return the whole of this PAL with a cheque or banker’s draft, duly endorsed, for the full amount payable to “**Capita Registrars Limited – re Cineworld Group plc – Rights Issue**” and crossed “A/C Payee Only” in the reply-paid envelope to arrive not later than 11.00 a.m. on 13 February 2014. Such payments will be held by Capita Asset Services in accordance with the terms of Capita Asset Services’ engagement as Receiving Agent. If you wish to have the Rights Issue Shares registered in your name you do not have to complete any of the details in the rest of this PAL. The fully paid PAL will be returned to you only if you want to deal in your Fully Paid Rights. If you elect to hold your Rights Issue Shares in certificated form, the next document you will receive with regard to the Rights Issue Shares will be a share certificate for your Rights Issue Shares.



Dear Shareholder,

1. PROVISIONAL ALLOTMENT

Subject to and in accordance with the terms and conditions of this PAL and the Prospectus and subject to the Articles of the Company, you have been provisionally allotted, but conditional upon (amongst other things) Admission of the Rights Issue Shares occurring by no later than 8.00 a.m. on 30 January 2014 (or such later date as the Company and Barclays Bank plc, J.P. Morgan Securities plc and Investec Bank plc (together the "Joint Bookrunners" and the "Underwriters") may agree in advance in writing, being not later than 13 February 2014), the number of Rights Issue Shares set out in Box 2 on page 1 of this document. New Ordinary Shares have been provisionally allotted to Qualifying Shareholders on the basis of 8 Rights Issue Shares for every 25 Existing Ordinary Shares held and registered in the name of the Qualifying Shareholder at close of business on 27 January 2014. Fractions of Rights Issue Shares have not been allotted and fractional entitlements have been rounded down to the nearest whole number of Rights Issue Shares. You have the right to acquire the Rights Issue Shares provisionally allotted to you at a price of 230 pence per Rights Issue Share, payable in full on acceptance, in the manner set out in note 3 below by no later than 11.00 a.m. on 13 February 2014.

2. DIVIDEND RIGHTS

The Rights Issue Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to all dividends and other distributions declared, made or paid after the date of allotment and issue of the Rights Issue Shares.

3. ACCEPTANCE AND PAYMENT

Except as provided in paragraph 9 below, persons wishing to accept the provisional allotment of all of the Rights Issue Shares to which they are entitled should return the whole of this PAL, together with a cheque or banker's draft in pounds sterling for the full amount payable shown in Box 3 on page 1 of this document, by post to Capita Asset Services at the address set out on page 1 so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m. on 13 February 2014, being the latest time and date for acceptance and payment in full. A reply-paid envelope is enclosed for the purpose of lodging this PAL by post. If requested, by indicating in Box 4 on page 4 of this document, this PAL duly receipted will subsequently be returned to the first named registered holder (or to the person making the payment detailed in Box 5 on page 4). Return of the PAL with payment in full will constitute acceptance of the provisional allotment upon the terms and subject to the conditions in the Prospectus and this PAL and subject to the Company's Articles. Save as stated in the Prospectus, if this PAL, accompanied by payment in full for the Rights Issue Shares provisionally allotted, has not been received by 11.00 a.m. on 13 February 2014, whether from the original allottee or any other person in whose favour the rights have been renounced, this provisional allotment and the offer contained in the Prospectus will be deemed to have been declined and will lapse. The Joint Bookrunners shall use reasonable endeavours to procure (as agents for the Company), by no later than 4.30 p.m. on 17 February 2014, acquirers for all of those Rights Issue Shares not acquired at a price per Rights Issue Share which is at least equal to the aggregate of the Rights Issue Price and the expenses of procuring such acquirers (including any applicable brokerage and commissions and amounts in respect of value added tax). Notwithstanding the above, the Joint Bookrunners may cease to endeavour to procure any such acquirers if, in their good faith opinion, it is unlikely that any such acquirers can be procured at such a price and by such time. If and to the extent that acquirers for Rights Issue Shares cannot be procured on the basis outlined above, the relevant Rights Issue Shares will be acquired by the Underwriters or their sub-underwriters at the Rights Issue Price pursuant to the terms of the Underwriting Agreement. Any premium over the aggregate of the Rights Issue Price and the expenses of procuring acquirers (including any applicable brokerage and commissions and amounts of value added tax) shall be paid (without interest) to the person whose name and address appears on page 1 of this document pro rata to the relevant lapsed provisional allotments, save that amounts of less than £5.00 per holding will not be so paid, but will be aggregated and retained for the ultimate benefit of the Company by Capita Asset Services. Holdings of Ordinary Shares in certificated and uncertificated form will be treated as being held by different persons for these purposes. None of the Company, the Joint Bookrunners, nor any person responsible for procuring acquirers or seeking to procure such acquirers shall be responsible, or have any liability whatsoever, for any loss or damage (actual or alleged) arising from the terms or timing of any such acquisitions, or the procuring thereof, or any decision not to endeavour to procure acquirers or any failure to procure any acquirers. The Company may elect, with the agreement of the Joint Bookrunners, but shall not be obliged, to treat as valid (a) PALs and accompanying remittances for the full amount due which are not received through the post prior to 11.00 a.m. on 13 February 2014 (the cover bearing a legible postmark not later than 11.00 a.m. on 13 February 2014) and (b) acceptances in respect of which a remittance is received prior to 11.00 a.m. on 13 February 2014 from an authorised person (as defined in section 31(2) of the FSMA) identifying the shares concerned and undertaking to lodge the relevant PAL duly completed by not later than 11.00 a.m. on 13 February 2014 and such PAL is lodged by that time. The Company and the Joint Bookrunners may also (in their absolute discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if it is not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required. The Company and the Joint Bookrunners also reserve the right to treat as invalid any acceptance or purported acceptance of the Rights Issue Shares that appears to the Company to have been executed in, despatched from, or that provided an address for delivery of definitive share certificates for Rights Issue Shares in, the United States or any of the other Excluded Territories. You may accept all or any of the Rights Issue Shares offered to you. If you wish to accept only part of your allotment, you should first apply for split PALs in accordance with the instructions on page 3. **All payments made must be made in pounds sterling by cheque or banker's draft and should be made payable to "Capita Registrars Limited – re: Cineworld Group plc – Rights Issue" and crossed "A/C payee only". Cheques must be drawn on the personal account to which you have sole or joint title to the funds. Cheques or banker's drafts must be drawn on a bank or building society in the United Kingdom or the Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited, or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies and must bear the appropriate sort code in the top right hand corner. Such payments will be held by Capita Asset Services, on behalf of the Company, in accordance with the term of Capita Asset Services' engagement as Receiving Agent.**

Third party cheques will not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Cheques or banker's drafts will be presented for payment upon receipt. The Joint Bookrunners and the Company reserve the right to instruct Capita Asset Services to seek special clearance of cheques and banker's drafts to allow value to be obtained for remittances at the earliest opportunity. No interest will be paid on payments made before they are due. It is a term of the Rights Issue that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques and banker's drafts sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted. You should not send cash.

It is a term of the Rights Issue that, to ensure compliance with the Money Laundering Regulations, Capita Asset Services may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf a PAL is lodged with payment (which requirements are referred to below as the "verification of identity requirements"). The person(s) (the "applicant") who, by lodging a PAL with payment, as described above, accept(s) the allotment of the Rights Issue Shares (the "relevant shares") comprised in such PAL (being the provisional allottee or, in the case of renunciation, the person named in such PAL) shall thereby be deemed to agree to provide Capita Asset Services and/or the Company with such information and other evidence as they or either of them may require to satisfy the verification of identity requirements and agreed for Capita Asset Services to make a search using a credit reference agency for the purpose of confirming such identity; where deemed necessary a record of the search will be retained.

If Capita Asset Services determines that the verification of identity requirements apply to an acceptance of an allotment and the verification of identity requirements have not been satisfied (which Capita Asset Services shall in its absolute discretion determine) by 11.00 a.m. on 13 February 2014, the Company may, in its absolute discretion, and without prejudice to any other rights of the Company, treat the acceptance as invalid in which event the application monies will be returned (at the applicant's risk) without interest to the account of the bank or building society on which the relevant cheque or banker's draft was drawn. If the acceptance is not treated as invalid and the verification of identity requirements are not satisfied within such period, being not less than seven days after a request for evidence of identity is despatched to the applicant, as the Company may in its absolute discretion allow, the Company will be entitled to make arrangements (in its absolute discretion as to manner, timing and terms) to sell the relevant shares (and for that purpose the Company will be expressly authorised to act as agent of the applicant). Any proceeds of sale (net of expenses) of the relevant shares which shall be issued to and registered in the name of the purchaser(s) or an amount equivalent to the original payment, whichever is the lower, will be held by the Company on trust for the applicant, subject to the requirements of the Money Laundering Regulations. Capita Asset Services is entitled in its absolute discretion to determine whether the verification of identity requirements apply to any applicant and whether such requirements have been satisfied. Neither the Company nor Capita Asset Services will be liable to any person for any loss suffered or incurred as a result of the exercise of any such discretion or as a result of any sale of relevant shares.

Return of a PAL with the appropriate remittance will constitute a warranty from the applicant that the Money Laundering Regulations will not be breached by acceptance of such remittance and an undertaking by the applicant to provide promptly to the Receiving Agent such information as may be specified by the Receiving Agent as being required for the purpose of the Money Laundering Regulations. If the verification of identity requirements apply, failure to provide the necessary evidence of identity may result in the acceptance being treated as invalid or in delays in the despatch of a receipted fully-paid PAL or a share certificate.

4. WITHDRAWAL RIGHTS

Persons wishing to exercise their statutory withdrawal rights after the issue by the Company of a supplementary prospectus, if any, must do so by sending a written notice of withdrawal, which must include the full name and the address of the person wishing to exercise such statutory withdrawal rights and, if such person is a CREST member, the participant ID and the member account ID of such CREST member, to Capita Asset Services, at the address set out on page 1 or by email to withdraw@capita.co.uk (for further details, Shareholders should contact the Receiving Agent on 0871 664 0321 (from inside the UK) or +44 (0)208 639 3399 (from outside the UK)), no later than two Business Days after the date on which the supplementary prospectus was published, with any withdrawal only being effective on receipt of such notice by the Receiving Agent. (Calls to the 0871 664 0321 number cost 10 pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice of the merits of the Rights Issue nor give any financial, legal or tax advice.) Notice of withdrawal given by any other means or which is deposited with or received by Capita Asset Services after the expiry of such period will not constitute a valid withdrawal. Furthermore, the Company will not permit the exercise of withdrawal rights after payment in full by the relevant person in respect of their Rights Issue Shares taken up and the allotment of those Rights Issue Shares to such person becoming unconditional. In such circumstances, Shareholders are advised to consult their professional advisers. Provisional allotments of entitlements to Rights Issue Shares which are the subject of a valid withdrawal notice will be deemed to be declined. Such entitlements to Rights Issue Shares will be subject to the provisions of Section 6 of Part II (*Details of the Rights Issue*) of the Prospectus as if the entitlement had not been validly taken up.

5. RENUNCIATION, CONSOLIDATION, SPLITTING, REGISTRATION AND DEPOSIT OF RIGHTS INTO CREST

Further options for dealing with this PAL, which are to be regarded as part of this PAL, are set out on page 3 of this PAL and should be studied carefully.

6. DEFINITIVE SHARE CERTIFICATES AND CREDITS TO CREST STOCK ACCOUNTS

Definitive share certificates in respect of the Rights Issue Shares to be held in certificated form are expected to be despatched by post by the week commencing 24 February 2014 to relevant accepting Qualifying Non-CREST Shareholders (or their transferees who hold Fully Paid Rights in certificated form), or, in the case of joint holdings, to the first-named Shareholders (unless lodging agent details have been completed in Box 5 on page 4). If this PAL is lodged, fully paid, with the lodging agent's name and address inserted in Box 5 on page 4, the definitive share certificate will be despatched to the lodging agent. Where this PAL has been renounced following full payment a definitive share certificate will be sent to the person named in Form Y on page 4 unless (a) the CREST Deposit Form (on page 4) has been completed, in which case a share certificate will not be issued but the relevant CREST account will be credited, or (b) a lodging agent's stamp appears on page 4, in which case the certificate will be despatched to that agent. If the CREST Deposit Form (on page 4) has been completed, a share certificate will not be issued but the relevant CREST account will be credited. All certificates will be despatched through the post at the risk of the person entitled thereto. Where the CREST Deposit Form on page 4 of this document has been completed, Rights Issue Shares are expected to be credited to the relevant CREST account on 14 February 2014. After despatch of the share certificates or crediting of CREST accounts, this PAL will cease to be valid for any purpose whatsoever.

7. TRANSFERS

In respect of all transfers of Rights Issue Shares fully paid after 8.00 a.m. on 14 February 2014 and pending despatch of definitive share certificates representing Rights Issue Shares, instruments of transfer will be certified by Capita Asset Services against the register.

8. STAMP DUTY AND STAMP DUTY RESERVE TAX ("SDRT")

Please refer to Part XI (*Taxation*) of the Prospectus. If you are in any doubt as to your liability to stamp duty or SDRT, you should contact your professional adviser without delay.

9. OVERSEAS SHAREHOLDERS

The making of the proposed offer of Rights Issue Shares to, or acceptance by, persons who have registered addresses outside the United Kingdom, or who are resident in, or located in countries outside the United Kingdom, may be affected by the laws of the relevant jurisdiction. Those persons should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their rights. Subject to the provisions of the Prospectus, it is the responsibility of all persons (including, without limitation, custodians, agents, nominees and trustees) outside the United Kingdom wishing to take up their rights under the Rights Issue to satisfy themselves as to the full observance of the laws of any relevant territory in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territory. The attention of Overseas Shareholders is drawn to Section 9 of Part II (*Details of the Rights Issue*) of the Prospectus.

Any person accepting and/or renouncing a PAL or requesting registration of the Rights Issue Shares comprised therein makes the representations and warranties set out below to the Company and each of the Joint Bookrunners that, except where proof has been provided to the Company's satisfaction that such person's use of the PAL will not result in the contravention of any applicable legal requirements in any jurisdiction, such person: (a) is not accepting and/or renouncing the PAL, or requesting registration of the relevant Rights Issue Shares, from within the United States or is otherwise located in the United States; (b) is not in any of the other Excluded Territories or in any territory in which it is otherwise unlawful to make or accept an offer to acquire Rights Issue Shares or to use the PAL in any manner in which such person has used or will use it; (c) such person is not acting on a non-discretionary basis on behalf of, or for the account or benefit of, a person located within the Excluded Territories, and in particular such person is not accepting for the account or benefit of any person who is located in the United States unless (i) the instruction to accept was received from a person outside the United States and (ii) the person giving such instruction has confirmed that (x) it has the authority to give such instruction, and either (y) has investment discretion over such account or (z) is an investment company that is acquiring the Rights Issue Shares in an "offshore transaction" within the meaning of Regulation S; and (d) such person is not acquiring Rights Issue Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Rights Issue Shares into the United States or any territory referred to in (b) above. The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Issue Shares comprised in, or renunciation or purported renunciation of, a PAL if it: (a) appears to the Company to have been executed in or despatched from the United States or any of the other Excluded Territories or otherwise in a manner which may involve a breach of the laws of any jurisdiction, or if the Company or its agents believe the same may violate any applicable legal or regulatory requirement; (b) provides an address in the United States or any of the other Excluded Territories for delivery of definitive share certificates for Rights Issue Shares or any jurisdiction outside the United Kingdom in which it would be unlawful to deliver such certificates; or (c) purports to exclude the warranties required by this paragraph.

THIS PAL, THE NIL PAID RIGHTS, THE FULLY PAID RIGHTS AND THE RIGHTS ISSUE SHARES OF CINEWORLD GROUP PLC TO WHICH IT RELATES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR UNDER THE APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NEITHER THE NIL PAID RIGHTS, FULLY PAID RIGHTS, THE RIGHTS ISSUE SHARES NOR THIS PAL MAY BE OFFERED, SOLD, RESOLD, TAKEN UP, EXERCISED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES.

This PAL does not constitute or form part of any offer to sell or issue, or any solicitation of any offer to acquire, Nil Paid Rights, Fully Paid Rights, PALs or the Rights Issue Shares offered by any person in any jurisdiction in which such an offer or solicitation is unlawful. Subject to certain exceptions, neither this PAL nor the Prospectus will be distributed in or into the United States or any of the other Excluded Territories. Except as otherwise provided in the Prospectus, this PAL, the Nil Paid Rights, the Fully Paid Rights and the Rights Issue Shares may not be transferred or sold to or renounced or delivered in the United States or any other Excluded Territory and no offer of Rights Issue Shares is being made by way of this PAL or the Prospectus into the United States or any of the other Excluded Territories.

Receipt of this PAL and/or the Prospectus or the crediting of Nil Paid Rights to a stock account in CREST will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this PAL and/or the Prospectus must be treated as sent for information only and should not be copied or redistributed. No person receiving a copy of this PAL and/or the Prospectus and/or receiving a credit of Nil Paid Rights to a stock account in CREST within a bank or financial institution in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him, nor should he in any event use this PAL or deal with the Nil Paid Rights or Fully Paid Rights in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him or this PAL could lawfully be dealt with without contravention of any registration or other legal requirements. In such circumstances, this PAL and the Prospectus are to be treated as sent for information only and should not be copied or redistributed.

Registered office:
Power Road Studios,
114 Power Road
Chiswick
London
W4 5PY
29 January 2014

By order of the Board
Richard Ray
Company Secretary

RENUNCIATION, SPLITTING AND REGISTRATION

1. RENUNCIATION

This PAL may, unless prohibited by the laws of certain overseas jurisdictions, be renounced by an original allottee in whole, but not in part only, in favour of one person (or several persons as joint holders) by completing and signing Form X on page 4 (if not already marked "Original Duly Renounced") and passing the entire PAL (but, subject to certain limited exceptions, not into the United States or any other Excluded Territory) to your stockbroker or bank or other appropriate financial adviser or to the transferee. If this PAL has been renounced before the payment due on or before 11.00 a.m. on 13 February 2014 has been made, you must lodge the entire PAL accompanied by the remittance due together with Form Y duly completed to Capita Asset Services at the delivery/enquiry address set out on page 1 by no later than 11.00 a.m. on 13 February 2014. If you wish to deposit shares into CREST please complete the CREST Deposit Form on page 4 and, on receipt of your Nil Paid Rights, arrange to make payment through CREST by no later than 11.00 a.m. on 13 February 2014. Registration of renunciation cannot be effected unless and until payment of the amount has been made in full as set out in note 3 on page 2. This PAL will cease to be renounceable at 11.00 a.m. on 13 February 2014. If you wish to take up some of the Nil Paid Rights only and sell or transfer the remainder, or you wish to transfer all of the Nil Paid Rights or (if appropriate) Fully Paid Rights but not all to the same person, you should first apply for split PALs in accordance with the instructions in note 2 on this page 3. The Company reserves the right to refuse to register any renunciation by or in favour of any person in respect of whom it believes such renunciation may violate applicable legal or regulatory requirements, including (without limitation) any renunciation in the name of a person with an address outside the UK.

Notes for completion of Form X

All joint allottees must sign. Any forms completed under a power of attorney must be accompanied by a certified copy of the power of attorney. A company should execute under its common seal (where available) which should be affixed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this PAL by a director and the company secretary, by two directors of the company or by a director of a company in the presence of a witness who attests the signature, signing the PAL and bearing the name of the company above their or his signatures. Each of the officers signing the PAL should state the office which he or she holds under their signatures and any witness should state his names and address. Before signing, please read note 9 on page 2 of this document relating to Overseas Shareholders. If all the Rights Issue Shares are to be registered in the name of the person(s) on page 1 of this document, Form X should not be completed. In the case of split PALs, Form X will be endorsed "Original Duly Renounced".

2. SPLITTING AND TRANSFER

This PAL cannot be renounced in part only but if you wish to take up some but not all of your Nil Paid Rights and to transfer the remainder, or you wish to transfer all of the Nil Paid Rights or (if appropriate) Fully Paid Rights, but not all to the same person, this PAL must be split. To split this PAL, it must be lodged with Capita Asset Services at the delivery/enquiry address set out on page 1 by no later than 3.00 p.m. on 11 February 2014, with Form X on page 4 of this document duly completed and signed, to be cancelled and exchanged for the split PALs required. The number of split PALs required and the number of Nil Paid Rights or (as appropriate) Fully Paid Rights to be comprised in each split PAL should be stated in an accompanying letter. The aggregate number of Nil Paid Rights or (as appropriate) Fully Paid Rights comprised in the split PALs must equal the number of Rights Issue Shares in Box 2 on page 1 of this document. Form X on the split PALs will be marked "Original Duly Renounced" before issue. On receipt of the split PALs you should keep the one representing any Nil Paid Rights or (as appropriate) Fully Paid Rights which you wish to retain (if any) and send the other(s) to the person(s) to or through whom you are disposing of the remainder of the Rights Issue Shares provisionally allotted to you.

Alternatively, if you wish to take up some of your Nil Paid Rights without transferring the remainder, you should complete Form X on page 4 and return it by post to Capita Asset Services at the delivery/enquiry address set out on page 1 together with a covering letter confirming the number of Rights Issue Shares to be taken up and a cheque for the appropriate amount to be paid for this number of Rights Issue Shares. In this case, the PAL and payment must be received by Capita Asset Services by 3.00 p.m. on 11 February 2014, being the latest date and time for splitting Nil Paid Rights.

3. REGISTRATION UNDER RENOUNCED OR SPLIT PALs

If this PAL has been renounced or is a split PAL and your name(s) does not/do not appear as the original allottee(s) on page 1, to apply for registration for Fully Paid Rights in your name, Form Y or the CREST Deposit Form on page 4 (as appropriate) must be completed and this PAL must be lodged by no later than 11.00 a.m. on 13 February 2014 with Capita Asset Services at the address set out on page 1 and, provided payment has been made by 11.00 a.m. on 13 February 2014, registration will be effected by Capita Asset Services. After 11.00 a.m. on 13 February 2014, renunciations will not be accepted for registration and the Rights Issue Shares comprised in this PAL will be transferable only by transfer in the usual or common form (or in such other form as the directors of the Company may approve), such transfer attracting stamp duty.

4. CONSOLIDATION

The Nil Paid Rights comprised in two or more PALs (duly renounced where applicable) may be registered in the name of one holder (or joint holders). To consolidate rights attached to two or more PALs, complete on one PAL Form Y on page 4 (the "Principal Letter") and attach a letter detailing each Allotment Number (as shown on page 1 of each PAL), the number of Rights Issue Shares represented by each PAL, the total number of PALs to be consolidated and the total number of Rights Issue Shares represented by all PALs to be consolidated. All the PALs to be consolidated must be lodged in one batch together. Each PAL so lodged (including the Principal Letter) must bear the Allotment Number of the Principal Letter in the box provided in Form Y on page 4.

5. DEPOSIT OF NIL PAID RIGHTS OR FULLY PAID RIGHTS INTO CREST

- (i) The Nil Paid Rights or Fully Paid Rights (as appropriate) represented by this PAL may be converted into uncertificated form, that is, deposited into CREST (whether such conversion arises as a result of a renunciation of those rights or otherwise). Subject as provided in paragraph (ii) below, normal CREST procedures and timings apply in relation to any such conversion. You are recommended to refer to the CREST manual for details of such procedures. If you are a CREST sponsored member, you should contact your CREST sponsor.
- (ii) The procedure for depositing the Nil Paid Rights or Fully Paid Rights (as appropriate) represented by this PAL into CREST, whether such rights are to be converted into uncertificated form in the name(s) of the person(s) whose name(s) and address(es) appear(s) on page 1 of this PAL or in the name(s) of the person(s) to whom this PAL has been renounced, is as follows: Form X and the CREST Deposit Form (both on page 4 of this document) will need to be completed and the PAL deposited by you or your CREST sponsor (as appropriate) with the CREST Courier and Sorting Service ("CCSS"). In addition, the normal CREST Stock Deposit procedures will need to be carried out, except that (a) it will not be necessary to complete and lodge a separate CREST Transfer Form (prescribed under the Stock Transfer Act 1963) with the CCSS and (b) only the whole of the Nil Paid Rights or Fully Paid Rights represented by this PAL may be deposited into CREST. If you wish to deposit only some of the Nil Paid Rights or Fully Paid Rights (as appropriate) represented by this PAL into CREST, you must first apply for split PALs in accordance with the instructions in note 2 on this page bearing in mind the latest time and date for depositing the Nil Paid Rights or Fully Paid Rights represented by this PAL into CREST. If the rights represented by more than one PAL are to be deposited, the CREST Deposit Form on each PAL must be completed and deposited. The consolidation procedure described in note 4 on this page must not be used. If you are a CREST sponsored member, you should contact your CREST sponsor.
- (iii) A holder of Nil Paid Rights or Fully Paid Rights (as appropriate) represented by this PAL who is proposing to convert those rights into uncertificated form (whether following a renunciation of such rights or otherwise) is recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person who is to hold or acquire rights in CREST following the conversion to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 13 February 2014. In particular, having regard to normal processing times in CREST and on the part of Capita Asset Services, the latest recommended time for depositing a renounced PAL (with Form X and CREST Deposit Form on page 4 of the PAL duly completed) with the CCSS (in order to enable the person acquiring the Nil Paid Rights or the Fully Paid Rights in CREST, as a result of the conversion, to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 13 February 2014) is 3.00 p.m. on 10 February 2014. If you are a CREST sponsored member, you should contact your CREST sponsor.

Note: Surrender of this PAL with (a) Form X purporting to have been signed by the same person(s) in whose name(s) it was issued or, in the case of a split PAL, marked "Original Duly Renounced", and (b) where applicable, Form Y or the CREST Deposit Form duly completed, shall be conclusive evidence in favour of the Company and Capita Asset Services of: (i) the right of the person(s) named in the Form Y or the CREST Deposit Form of this PAL to be registered as the holder(s) of the Rights Issue Shares comprised in this PAL; (ii) the title of the person(s) lodging this PAL to deal with the same and to receive split PALs and/or a share certificate or a deposit to their CREST member's account (as appropriate); and (iii) the authority of the person(s) completing Form Y or the CREST Deposit Form. All documents will be despatched by post at the risk of the person(s) entitled to them.

For the avoidance of doubt, each PAL deposited with the CCSS is not considered to be a bearer document unless delivered and liability is limited to standard stock deposit replacement costs in accordance with Euroclear's standard terms and conditions.

IF YOU DO NOT ACCEPT YOUR RIGHTS IN ACCORDANCE WITH NOTE 3 ON PAGE 2 OF THIS DOCUMENT AND YOU DO NOT WISH TO RENOUNCE YOUR RIGHTS AS SET OUT IN NOTE 1 ON THIS PAGE 3, YOUR RIGHTS WILL LAPSE AND SUCH RIGHTS MAY BE OFFERED TO OTHER PERSONS IN ACCORDANCE WITH THE ARRANGEMENTS SET OUT IN NOTE 3 ON PAGE 2.



FORM X: FORM OF RENUNCIATION (PLEASE COMPLETE THIS FORM IN BLACK INK ONLY)

PLEASE REFER TO THE NOTES ON PAGE 3 BEFORE COMPLETING THIS FORM. To be completed if the original allottee(s) desire(s) to renounce the Rights Issue Shares comprised herein by no later than 11:00 a.m. on 13 February 2014 or to obtain split PALs by no later than 3:00 p.m. on 11 February 2014.

To the Directors of Cineworld Group plc. I/We hereby renounce my/our right to the Rights Issue Shares comprised in this PAL for the purposes of splitting or in favour of the person(s) named in either the Registration Application Form (Form Y) or the CREST Deposit Form below.

Date

D	D	/	M	M	/	Y	Y	Y	Y
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Signature(s) of registered shareholder(s) named on page 1

1	
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3	
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2	
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4	
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If you wish to split this PAL, do not complete Form Y but place a cross in this box and attach a separate letter stating the denominations of the split PALs required. Forms of Renunciation on split PALs will be marked "Original Duly Renounced".

<input type="checkbox"/>

PLEASE ADD SEAL HERE (IF APPLICABLE)

INSTRUCTIONS: IN THE EVENT OF RENUNCIATION, EITHER FORM Y OR THE CREST DEPOSIT FORM MUST BE COMPLETED BY OR ON BEHALF OF THE PERSON(S) IN WHOSE NAME(S) THE RIGHTS ISSUE SHARES ARE TO BE REGISTERED.

Return of PAL: If you wish to accept your rights and then require the fully paid PAL to be returned to you, place a cross in Box 4 in black ink. You will need to have the fully paid PAL returned to you only if you want to deal in your Fully Paid Rights. However, if you do not wish to deal in your Fully Paid Rights and want to hold your New Ordinary Shares in certificated form please do not place a cross in Box 4 and the next document you will receive will be a share certificate for your Rights Issue Shares.

Box 4

<input type="checkbox"/>

If signing under a power of attorney or other authority please print your full name here

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FORM Y: REGISTRATION APPLICATION FORM – FOR CONSOLIDATION PLEASE REFER TO NOTE 4 ON PAGE 3

BEFORE COMPLETING THIS FORM, PLEASE REFER TO THE NOTES ON PAGE 3. In the event of renunciation, Form Y must be completed by or on behalf of the person(s) in whose name(s) the Rights Issue Shares are to be registered unless such person(s) is/are (a) CREST member(s) and wish(es) to hold the New Ordinary Shares in CREST, in which case the CREST Deposit Form below must be completed. FORM Y SHOULD NOT BE COMPLETED IN THE NAME(S) OF THE ORIGINAL ALLOTTEE(S).

To the Directors of Cineworld Group plc: Registration is requested in the name(s) set out below, subject to the Articles of the Company and on the terms and conditions contained in the Prospectus and in the PAL, of the Rights Issue Shares specified in Box 2 on page 1 or comprised in this PAL and in the PALs enclosed with this PAL (if any) as detailed in the letter enclosed with this PAL.

Principal Letter Allotment Number
(see note 4 on page 3)

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1	
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3	
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Full postal address of first-named applicant or full registration details of corporate body.

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Post Code

2	
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4	
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If the PAL and/or certificate is to be sent to an alternative address to that shown on page 1 place a cross in Box 5 in black ink and add the details opposite.

Box 5

<input type="checkbox"/>

House Number

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Postcode

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Address Details



FCA Licence No. (if appropriate)

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CREST DEPOSIT FORM

BEFORE COMPLETING THIS FORM, PLEASE REFER TO PARAGRAPHS 3 AND 5 ON PAGE 3 OF THIS PAL AND TO THE NOTES BELOW. This form should only be completed by either (1) the original allottee(s) (where the original allottee is a CREST member) if he/she wishes to convert the Nil Paid Rights or Fully Paid Rights (as appropriate) represented by this PAL into uncertificated form (that is deposit them into CREST); or (2) a person(s) to whom this PAL has been renounced and who (being a CREST member) wish(es) to hold the Nil Paid Rights or Fully Paid Rights (as appropriate) represented by this PAL in uncertificated form. Form X above must therefore also have been completed. Do not complete Form Y if you are completing the CREST Deposit Form.

To the Directors of Cineworld Group plc: I/We (being the person(s) lodging this form) request you enter on the relevant register of securities that the Nil Paid Rights or Fully Paid Rights (as appropriate) represented by this PAL are held in uncertificated form by the CREST member specified above to whom such rights have been renounced or as a result of conversion of Nil Paid Rights or Fully Paid Rights (as appropriate) from certificated form into uncertificated form.

Full name(s) of the person(s) who wish(es) to convert Nil Paid Rights or Fully Paid Rights (as appropriate) into uncertificated form or to whom the Nil Paid Rights or Fully Paid Rights have been renounced. Such person(s) must be (a) CREST member(s). Note (c)

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Counter Location Stamp. Note (a)

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SDRN Bar Code or Reference. Note (b)

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Stamp of depositing CREST participant. Note (e)

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Crest participant ID. Note (d)

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Member Account ID. Note (d)

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Notes for completion of this CREST deposit form

- The Counter Location Stamp identifies the CCSS Counter where this PAL has been processed and is applied by the Counter.
- The Stock Deposit Reference Number (SDRN) should be written or barcoded in this space.
- No address is required as the CREST member will be identifiable by its participant ID.
- Insert the participant ID of the CREST member to whom this PAL has been renounced and the member account ID under which the Nil Paid Rights or Fully Paid Rights will be held in CREST.
- This should contain the Broker ID of the depositing CREST participant.

By delivering this PAL to Euroclear, the depositing CREST participant authorises Euroclear to deliver this PAL to the Company and agrees to be deemed for all purposes to be the person(s) actually so delivering this PAL. Euroclear is delivering this PAL at the direction and on behalf of the depositing CREST participant whose stamp appears herein and/or original allottee(s), and Euroclear does not in any manner or to any extent warrant or represent the validity, genuineness or correctness of the instructions contained herein or the genuineness of the signature(s) of the transferor(s) or original allottee(s).