

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent financial adviser, who is authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Cineworld Group plc (the Company), please pass this document and the accompanying form of proxy to the stockbroker, bank or other agent through whom you made the sale or transfer for forwarding on to the purchaser or transferee.



CINEWORLD GROUP PLC

(incorporated and registered in England and Wales with registered number 05212407)

Circular to Ordinary Shareholders

and

Notice of General Meeting

A Notice of General Meeting of the Company, to be held at Vantage London, Great West Road, Brentford TW8 9AG at 10:30 a.m. on 12 April 2021, is set out at the end of this document.

A form of proxy for the General Meeting is enclosed and, to be valid, should be completed, signed and returned in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by the Registrar, Link Group, by not later than 10:30 a.m. on 10 April 2021 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). You may also submit your proxy electronically at www.signalshares.com. If you are a member of CREST you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received by not later than 10:30 a.m. on 10 April 2021 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

At the General Meeting itself, the votes will be taken by poll rather than on a show of hands. The results of the poll will be announced as soon as practicable and will appear on the Company's website at www.cineworldplc.com.

The Company is closely monitoring developments relating to the current outbreak of Covid-19, including the related public health guidance and legislation issued by the UK Government. At the time of publication of this Notice of General Meeting, the UK Government has placed significant restrictions on public gatherings and non-essential travel, save in certain limited circumstances. These restrictions are currently expected to remain in place at the time of the General Meeting.

In light of this, shareholders will unfortunately not be permitted to attend, or vote at, the General Meeting in person. In line with recent UK guidance in relation to holding company meetings during the Covid-19 pandemic, the General Meeting will be held as a closed meeting, and entry to the General Meeting will be refused to any shareholder, proxy or corporate representative (other than those required for a quorum to exist) who attempts to attend the General Meeting in person.

Should you wish to ask the Board any questions prior to the General Meeting, we request that you do so by email to Investors@Cineworld.co.uk and we will endeavour to respond to as many questions as we reasonably can.

LETTER FROM THE CHAIR OF THE BOARD

Cineworld Group plc

(incorporated and registered in England and Wales with registered number 05212407)

Directors:

Alicja Kornasiewicz
Moshe (Mooky) Greidinger
Israel Greidinger
Nisan Cohen
Renana Teperberg
Arni Samuelsson
Camela Galano
Damian Sanders
Dean Moore
Eric (Rick) Senat
Scott S. Rosenblum

Registered Office:

8th Floor
Vantage London
Great West Road
Brentford
TW8 9AG

25 March 2021

Dear Shareholder,

General Meeting to consider a temporary suspension of the borrowing limit in the Articles of Association (the “Articles”) of Cineworld Group plc (the “Company”)

1. Notice of General Meeting

A notice convening a General Meeting to be held at Vantage London, Great West Road, Brentford TW8 9AG at 10:30 a.m. on 12 April 2021 at which the Resolution will be proposed is set out at the end of this document. The purpose of the General Meeting is to consider and, if thought fit, pass the Resolution, as set out in full in the Notice of General Meeting.

You are advised to read the whole of this document, including the Notice of General Meeting, and not to rely solely on information contained in this letter. Details of the actions you should take, and the recommendation of the Board, are set out in paragraphs 5 and 6, respectively, of this letter.

2. Procedure for holding the General Meeting

In light of ongoing restrictions relating to Covid-19, shareholders will unfortunately not be permitted to attend, or vote at, the General Meeting in person. As was the case for the General Meeting held in January 2021, and in line with recent UK guidance in relation to holding company meetings during the Covid-19 pandemic, the General Meeting will be run as a closed meeting, and shareholders will not be able to attend in person. The Company will make arrangements such that the legal requirement to hold the meeting can be satisfied through the attendance of a minimum number of shareholders and the format of the meeting will be purely functional – the meeting will comprise only the formal votes without any business update or Q&A.

Should you wish to ask the Board any questions prior to the General Meeting, we request that you do so by email to Investors@Cineworld.co.uk and we will endeavour to respond to as many questions as we reasonably can.

Shareholders are therefore strongly encouraged to submit a proxy vote in advance of the meeting. 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 Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 10:30 a.m. on 10 April 2021 or not less than 48 hours before the time of the General Meeting if it is adjourned. Alternatively,

shareholders may appoint a proxy online at www.signalshares.com or use the service provided by Euroclear, in both cases by the same deadline as above. Further details are given in the notes to this document.

Given the restrictions on attendance, shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy rather than a named person who will not be permitted to attend the meeting.

The situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Any changes to the arrangements for the General Meeting (including any change to the location of the General Meeting) will be communicated to shareholders before the meeting through our website (www.cineworldplc.com) and, where appropriate, by RIS announcement.

3. Background and Purpose of the General Meeting

The Directors of the Company are seeking shareholder approval in order to sanction a temporary suspension of the borrowing limit contained within the Articles such that the Company is able to exceed the prescribed limit for the period commencing on the date of the General Meeting until the earlier of (i) the conclusion of its 2022 Annual General Meeting; and (ii) 30 June 2022.

As announced today in the Company's preliminary results for the period ended 31 December 2020 (the "**2020 Results**"), the Company and its subsidiaries (the "**Group**") have been significantly impacted by the Covid-19 pandemic, with all cinemas being temporarily closed for extensive periods from mid-March 2020. During this time, the Company's focus was on supporting its people, whilst also ensuring that its liquidity position was adequate and minimising cash burn.

The board of directors of the Company (the "**Board**") has taken a number of measures in order to mitigate the impact of Covid-19 and the associated cinema closures, including:

- raising \$810.8m of liquidity;
- obtaining a Group leverage covenant waiver until June 2022 and operating under a minimum liquidity covenant;
- negotiating with landlords for material abatements and long term rent deferrals;
- entering into discussions with all key suppliers to reduce costs and implement payment plans;
- accessing government grants and employment schemes to support part time, hourly cinema employees and head office staff;
- weekly review and approvals of invoices and payments;
- curtailing all unnecessary capital expenditure;
- suspending Group dividends; and,
- regular interaction with industry institutes and associations including the National Association of Theatre Owners, the Global Cinema Federation and others.

Looking forward, the outlook is more positive, with restrictions expected to ease in light of the vaccination programmes under way across the Group's territories. The Group believes that it can return to previous performance levels should the situation normalise, given that consumer demand remains strong.

While uncertainty regarding the duration of the Covid-19 pandemic remains, the Group has assumed a base case scenario with cinemas reopening in May 2021. Under this scenario, the Group has sufficient headroom for 2021 and beyond. However, in the event of a further delay to cinema reopening, the Group expects to retain sufficient liquidity for a number of additional months but may require term loan lender support in order to deploy that liquidity.

In light of this uncertainty, the Board has reviewed the Company's future funding requirements, and has agreed that the Company should guarantee the issuance of approximately \$213 million of unsubordinated convertible bonds due 2025 (the "**Convertible Bonds**"). The Convertible Bonds will be issued by a newly-incorporated company to certain committed investors. The issue of the Convertible Bonds will enable the Company to secure further funding such that it is able to preserve shareholder value and withstand continued global uncertainty. Further details of the Convertible Bonds are set out below.

Article 98 of the Articles provides that the aggregate principal amount outstanding in respect of moneys borrowed by the Group shall not, without the previous sanction of an ordinary resolution of the Company, exceed an amount equal to the greater of three times the adjusted capital and reserves and £225 million (such amount to be calculated in accordance with Article 98 of the Articles and based on the figures included in the most recent audited consolidated accounts of the Group).

The impact of the Covid-19 pandemic on the Company and its business is reflected in the 2020 Results. The significant losses incurred by the Company as a result of the Covid-19 pandemic have resulted in a reduction to the value of the adjusted capital and reserves in the Company's balance sheet. As the borrowing limit in the Articles is calculated by reference to the adjusted capital reserves in the Company's most recent consolidated audited accounts, the Company will be prohibited from incurring additional borrowings as a result of the publication of the 2020 Results, without prior sanction of shareholders by way of ordinary resolution. The release of the 2020 Results does not, and the publication of the full consolidated audited accounts for the period ended 31 December 2020 will not (when published) invalidate previous borrowings incurred by the Company.

The Convertible Bonds will constitute moneys borrowed under the Articles. Therefore, in order to give the Company flexibility to issue the Convertible Bonds, the Company is seeking a temporary suspension of the borrowing limit contained within the Articles such that it is able to exceed the prescribed limit for the period commencing on the date of the General Meeting until the earlier of (i) the conclusion of its 2022 Annual General Meeting; and (ii) 30 June 2022. The proposed temporary suspension of the Company's borrowing limit will also provide the Company with flexibility to manage the Group's capital structure in light of current and future trading restrictions. Greater flexibility to borrow funds will increase the Group's ability to react faster to funding opportunities in order to satisfy its working capital needs. Any borrowings incurred pursuant to the Convertible Bonds or by any other means between the General Meeting and the earlier of (i) the Company's 2022 Annual General Meeting; and (ii) 30 June 2022 (as applicable) will not be invalidated should the borrowing limit revert to the lower level at the end of the prescribed period.

The borrowing limit imposed by the Articles does not determine the manner in which the Board views the leverage of the Company. The Board's strategy as to leverage has been made known in various announcements and in its previous annual reports and accounts, being that the Board is targeting a leverage of 3x net debt / EBITDA. The temporary suspension of the borrowing limit in the Articles is therefore a technical amendment in order to provide the Company with flexibility to withstand the impact of the Covid-19 pandemic, and will not influence the Board's overall strategy as to the leverage of the Group.

The Board will review the position of the Company and its balance sheet in order to determine the best approach with regard to the borrowing limit in the Articles ahead of the end of the temporary suspension, when it is expected to be in a better position.

4. Convertible Bonds

The Convertible Bonds will carry a coupon of 7.50 per cent. per annum and will ultimately be convertible into ordinary shares in the Company ("**Ordinary Shares**"). The initial conversion price is expected to be set at \$1.7620 per share (which equates to £1.2850 per share based on a Bloomberg USD:GBP FX rate of 0.7293) representing a premium of 25 per cent. above the closing price of an Ordinary Share on 24 March 2021. The circumstances in which the Convertible Bonds may be converted into Ordinary Shares, and the mechanism for this, will be contained in the terms and conditions of the Convertible Bonds.

The net proceeds of the issue of the Convertible Bonds will provide further liquidity for the Group in the event of continued disruption as a result from Covid-19. The Convertible Bond together with the expected US CARES Act tax refund are expected to provide the Group with a liquidity runway to year-end in the event that cinemas remain closed.

The Company has agreed to pay the investors a commitment fee should the Convertible Bonds not be issued by 30 April 2021 due to (i) the Resolution not being passed or (ii) the Company defaulting on its obligation to procure the issuance of the Convertible Bonds. The amount of the commitment fee would be 3 per cent. of the amount the committed investors would have invested in the Convertible Bonds.

Subject to approval of the Resolution, at the relevant time, applications will be made to the Financial Conduct Authority (“FCA”) and the London Stock Exchange (“LSE”) respectively for the admission of the Ordinary Shares issued pursuant to the Convertible Bonds to the premium listing segment of the Official List of the FCA and to trading on the main market for listed securities of the LSE. The Ordinary Shares issued pursuant to the Convertible Bonds will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing Ordinary Shares, including, without limitation, the right to receive all dividends and other distributions declared, made or paid after the date of issue of such shares.

In the Board’s opinion, the issue of Convertible Bonds is in the best interests of the Company and its shareholders taken as a whole. The issue of Convertible Bonds enables the Company to obtain further liquidity in the short-term in order to satisfy its working capital needs, without diluting the position of shareholders to the extent of an equity placing. The issue of the Convertible Bonds will also enable the Company to raise further funding on a shorter timeline than other alternatives, such as a rights issue.

5. Resolution and Action To Be Taken

The Resolution is proposed as an ordinary resolution. This means that, for the Resolution to be passed, more than half of the votes cast must be in favour of the Resolution.

You will find enclosed a form of proxy. 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 10:30 a.m. on 10 April 2021 or not less than 48 hours before the time of the General Meeting if it is adjourned.

6. Recommendation

In the Board’s opinion, the temporary suspension of the borrowing limit in the Articles is in the best interests of the Company and its shareholders taken as a whole. Accordingly, the Board unanimously recommends shareholders to vote in favour of the Resolution to be proposed at the General Meeting, as all the Directors intend to do in respect of their own beneficial shareholdings of 3,483,778 Ordinary Shares in aggregate, representing approximately 0.2538 per cent. of the Company’s existing issued ordinary share capital as at 24 March 2021, being the last practicable date prior to the publication of this document.

Yours sincerely,

Alicja Kornasiewicz
Chair of the Board

NOTICE OF GENERAL MEETING

Cineworld Group plc

(incorporated and registered in England and Wales with registered number 05212407)

NOTICE IS HEREBY GIVEN that a general meeting of Cineworld Group plc (the “**Company**”) will be held at 10:30 a.m. on 12 April 2021 at Vantage London, Great West Road, Brentford TW8 9AG (the “**General Meeting**”) for the purposes of considering and, if thought fit, passing the following resolution (the “**Resolution**”) which shall be proposed as an ordinary resolution (which means that for the Resolution to be passed, more than half of the votes cast must be in favour of the Resolution).

Ordinary resolution

THAT for the purposes of Article 98 of the Articles of Association of the Company, sanction be and is hereby given to the directors of the Company permitting the aggregate principal amount outstanding in respect of moneys borrowed by the group to exceed the limit imposed by Article 98(B) of the Company’s Articles of Association for the duration of the period commencing on the date of this General Meeting until the earlier of (i) the conclusion of the Company’s Annual General Meeting in 2022; and (ii) 30 June 2022 (the terms “moneys borrowed” and “group” each having the meanings given in Article 98(C) of the Company’s Articles of Association).

25 March 2021

By the order of the Board

Fiona Smith

Company Secretary

Registered office:

8th Floor
Vantage London
Great West Road
Brentford
TW8 9AG

Notes:

Note 1

As explained on page 1 of this Notice of General Meeting, shareholders are not permitted to attend the General Meeting following public health guidance and legislation issued by the UK Government in response to the current outbreak of Covid-19. Shareholders are entitled and encouraged to appoint a proxy to exercise all or any of their rights to vote on their behalf at the meeting. A shareholder can appoint the Chair 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 General Meeting provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Shares held by that shareholder. As explained on page 1 of this Notice of General Meeting, shareholders are strongly encouraged to appoint the Chair of the meeting to be his/her proxy at the meeting, given that no shareholders other than the minimum number of shareholders required to ensure that the meeting is quorate will be permitted to attend the meeting.

A form of proxy is enclosed with this Notice of General Meeting. 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, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 10:30 a.m. on 10 April 2021 or not less than 48 hours before the time of the 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.signalshares.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. In the case of joint holdings, any one holder may sign the form of proxy but the names of all joint holders must be stated. The vote of the senior joint holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at enquiries@linkgroup.co.uk, or you may call Link Group on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Callers from outside the United Kingdom will need to call +44 371 664 0391 and will be charged at the applicable international rate. Link Group are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

A member voting 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 Link (ID RA10) not later than 10:30 a.m. on 10 April 2021 or not less than 48 hours before the time of the 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 Link Group 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 of General Meeting 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 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 close of business on 10 April 2021 shall be entitled to 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 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 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 24 March 2021, being the last practicable date prior to the publication of this document, the Company's issued share capital consists of 1,372,797,489 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 24 March 2021 are 1,372,797,489.

Note 6

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of General Meeting (or in any related documents including the letter from the Chair of the Board and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Note 7

If a shareholder wishes to receive a post meeting confirmation of how their vote was applied at a poll they should contact the Company's Registrar Link Group, no later than 30 days following the date of the General Meeting. In line with the requirements of the Companies Act 2006 the confirmation will be provided to the shareholder no later than 15 days from the day following the announcement of the poll results or receipt of the request, whichever is the later. The confirmation will be provided to shareholders in the manner stipulated by Link. Requests for confirmations must include the shareholder's name, address and shareholder reference number and confirm the name of the issuer and the date of the meeting they wish to receive a confirmation for.

Note 8

Subject to any Government Public Health restrictions on Covid-19, a copy of the following documents will be available for inspection at the Company's registered office and at the office of Slaughter and May, One Bunhill Row, London EC1Y 8YY during normal business hours (weekends and public holidays excepted) from the date of this Notice of General Meeting and shall also be available at the place of the General Meeting at least 15 minutes prior to the General Meeting and during the General Meeting:

- a copy of the Circular.

