

**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 12 May 2022 commencing at 10.30am at the Cineworld Cinema in Wandsworth, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF is set out in this document.

The Company is closely monitoring developments relating to the ongoing COVID-19 pandemic, including the related public health guidance and legislation issued by the UK Government. Given the constantly evolving nature of the situation, we want to ensure that we are able to adapt arrangements for the Annual General Meeting efficiently to respond to changes in circumstances. On this basis, if it is necessary to make any changes to the arrangements for the Annual General Meeting, including any change to the location of the Annual General Meeting, (for example if it is no longer possible for shareholders to attend the meeting as a result of tighter restrictions due to a change in the situation in respect of the COVID-19 pandemic), such changes will be communicated to shareholders before the meeting through our website ([www.cineworldplc.com](http://www.cineworldplc.com)) and, where appropriate, by RIS announcement.

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, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not later than 10.30am on 10 May 2022 or not less than 48 hours (excluding non-working days) before the time of the Annual General Meeting if it is adjourned. Alternatively, shareholders may appoint a proxy online at [www.signalshares.com](http://www.signalshares.com) or use the service provided by Euroclear, in both cases by the same deadline as above. We encourage all shareholders to appoint the Chairman of the meeting as their proxy. This will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting. Voting on all resolutions will be conducted by way of a poll. A poll reflects the number of voting rights exercisable by each shareholder and so the Board considers it an appropriately democratic method of voting. 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.

In light of the ongoing COVID-19 pandemic, the Company may put in place procedures, including as a condition of admission to the Annual General Meeting venue, to align with UK government guidelines at the time of the Annual General Meeting or as a safety measure where appropriate. Anyone attending the Annual General Meeting in person shall be required to adhere to all UK Government guidance and restrictions and all site rules at the Annual General Meeting venue. If you have received a positive COVID-19 test result or have any COVID-19 symptoms, you must not attend the Annual General Meeting.

**Dear Shareholder**  
**ANNUAL GENERAL MEETING**

The Annual General Meeting ("AGM") of Cineworld Group plc (the "Company") will be held on 12 May 2022 at 10.30am at the Cineworld Cinema in Wandsworth, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF. The notice of meeting is set out on pages 6 to 10 (the "Notice of Meeting"). Details of the items of business to be proposed at the meeting are set out below.

Resolutions 1 to 17 (inclusive) will be proposed as ordinary resolutions and resolutions 18 to 21 (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.

**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 year ended 31 December 2021, together with the report of the auditors (the "2021 Annual Report"). Shareholders who are not receiving a printed copy of the 2021 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, 8th Floor, Vantage London, Great West Road, Brentford, TW8 9AG.

**Approval of the Directors' Remuneration Report (Resolution 2)**

The Directors' Remuneration Report, which explains how the Company's Directors' Remuneration Policy has been implemented over the period, is set out on pages 65 to 75 of the 2021 Annual Report. The Company is required to seek shareholder approval of the Directors' Remuneration Report each year. Resolution 2 seeks this approval. The vote is advisory and the Directors' entitlement to remuneration is not conditional upon the resolution being passed.

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 or former Directors other than in accordance with it. The current Directors' Remuneration Policy was approved by shareholders at the Company's AGM on 12 May 2021 and, therefore, as no changes are being proposed to the Directors' Remuneration Policy, the Company is not seeking renewal of this approval at the forthcoming AGM. The full Directors' Remuneration Policy is set out in the Company's Annual Report for the year ended 31 December 2020, which can be found in the "Investors" section under "Results, Reports and Presentations" on the Company's website.

The resolutions to approve the Directors' Remuneration Policy and the Directors' Remuneration Report at our annual general meeting in 2021 were passed with support of approximately 74% of the votes cast. Following this, the Board has continued its dialogue with shareholders on remuneration matters. The Remuneration Committee has considered the feedback received and the matters raised by shareholders remain under active consideration in 2022.

**Election and Re-election of Directors (Resolutions 3 to 13 (inclusive))**

In accordance with the UK Corporate Governance Code and the Company's Articles of Association (the "Articles"), all Directors will retire at this year's AGM and all Directors intending to continue in office will seek re-election. Accordingly, Alicja Kornasiewicz, Dean Moore, Scott Rosenblum, Arni Samuelsson, Camela Galano, Damian Sanders and Ashley Steel will offer themselves for re-election as Non-Executive Directors; and Nisan Cohen, Israel Greidinger, Moshe "Mooky" Greidinger and Renana Teperberg will each offer themselves for re-election as Executive Directors.

Resolutions 3 to 13 (inclusive) deal with the re-election of the Directors. Following the annual Board evaluation process, 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.

Biographical details of the Directors standing for election and re-election can either be found on pages 39 to 41 of the 2021 Annual Report or in the summary in Appendix 1 of this Notice. These include details of the skills, competencies and experience of each Director, and demonstrate that each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

**Appointment of Auditors and their Remuneration (Resolutions 14 and 15)**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. The Board, on the recommendation of the Company's Audit Committee, proposes that PricewaterhouseCoopers LLP be appointed as auditors to the Company.

Resolution 14 deals with the appointment of PricewaterhouseCoopers LLP as auditors of the Company until the conclusion of the next AGM and resolution 15 authorises the Directors to set their remuneration.

**Authority of Directors to allot shares (Resolution 16)**

Shareholders' authority is required before the Directors may allot shares in the Company. Paragraph a.I of resolution 16 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 £4,576,651.49. This amount represents approximately one third of the share capital of the Company in issue at 5 April 2022 (being the last practicable date prior to the publication of this notice).

In line with the Share Capital Management Guidelines issued by the Investment Association, paragraph a.II of resolution 16 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 £9,153,302.98 (as reduced by the nominal amount of any shares issued under paragraph a.I of this resolution). This amount (before any reduction) represents approximately two thirds of the share capital of the Company in issue at 5 April 2022 (being the last practicable date prior to the publication of this notice).

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 allotting shares if they believe it would be appropriate and consistent with the Company's strategic objectives in respect of business opportunities or liquidity requirements that may arise. The Company does not, as at the date of this notice, hold any treasury shares (which are shares held by the Company itself).

This authority will expire at the conclusion of the Company's next AGM or at the close of business on 11 August 2023, whichever is the earlier.

**Temporary suspension of borrowing limit (Resolution 17)**

Article 98 of the Articles provides that the aggregate principal amount outstanding in respect of moneys borrowed by the Company and its subsidiaries (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).

In April 2021, shareholders approved a temporary suspension of this borrowing limit such that the Company was able to exceed the prescribed limit. This temporary suspension will expire at the conclusion of the Annual General Meeting. This resolution seeks approval in order to sanction a further temporary suspension of this borrowing limit such that the Company is able to exceed the prescribed limit for the period commencing on the date of the Annual General Meeting until the earlier of (i) the conclusion of its 2023 annual general meeting; and (ii) 30 June 2023.

Without prior sanction of shareholders by way of ordinary resolution, the Company will be prohibited from incurring any additional borrowings. The proposed temporary suspension of the Company's borrowing limit will provide the Company with flexibility to manage the Group's capital structure. 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 between the Annual General Meeting and the earlier of (i) the Company's 2023 annual general meeting; and (ii) 30 June 2023 (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 ongoing 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.

**General 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 in the Company on a non-pre-emptive basis to ordinary shareholders in connection with an otherwise pre-emptive allotment, such as a rights issue, scrip dividend or other similar issue, for example where fractional entitlements or legal or practical difficulties in jurisdictions outside the UK may prevent the allocation of shares on a pro rata basis; and (b) otherwise allot shares in the Company, or sell treasury shares, for cash, up to an aggregate nominal value of £686,497.72 (representing just less than 5% of the share capital in issue as at 5 April 2022, 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 the Pre-Emption Group's Statement of Principles ("Principles") and 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, except in connection with an acquisition or specified capital investment referred to in the Principles, in any rolling three-year period without prior consultation with shareholders.

This authority will expire at the conclusion of the Company's next AGM or at the close of business on 11 August 2023, whichever is the earlier.

**Specific disapplication of pre-emption rights in connection with an acquisition or specified capital investment (Resolution 19)**

The Principles state that, in addition to the general authority to allot ordinary shares for cash up to a maximum equal to 5% of total issued share capital, as proposed in resolution 18, the Pre-Emption Group is supportive of extending the general authority for certain purposes. This special resolution empowers the Directors to allot shares in the Company, or sell treasury shares, for cash, up to an additional aggregate nominal value of £686,497.72 (representing just less than 5% of the share capital in issue as at 5 April 2022, 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. The maximum nominal value of equity securities which could be allotted, if the authorities under both resolutions 18 and 19 were used, would be £1,372,995.44 (representing just less than 10% of the share capital in issue as at 5 April 2022, being the last practicable date prior to the publication of this notice).

In accordance with the Principles, this authority will only be used to fund one or more acquisitions or specified capital investments that are announced contemporaneously with the relevant issue, or that have taken place in the preceding six month period and are disclosed in the announcement of the issue. This authority is designed to benefit the Company and its shareholders generally since there may be occasions in the future when Directors need the flexibility to pursue acquisition or investment opportunities as and when they arise.

This authority will expire at the conclusion of the Company's next AGM or at the close of business on 11 August 2023, whichever is the earlier.

**Authority of the Company to purchase its own shares (Resolution 20)**

Resolution 20 is being proposed to renew the Directors' authority to purchase up to 137,299,544 ordinary shares which, at 5 April 2022 (being the last practicable date prior to the publication of this notice), represented just less than 10% of the Company's issued share capital. 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 at the conclusion of the Company's next AGM or at the close of business on 11 August 2023, whichever is the earlier. 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 Investment Association.

As at 5 April 2022 (being the last practicable date prior to the publication of this notice) there were options and awards outstanding over approximately 59,149,470 ordinary shares in the capital of the Company, which represented approximately 4.31 % 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 4.79 % of the Company's issued ordinary share capital.

**Notice of General Meetings (Resolution 21)**

Under the Companies Act 2006, the notice period required for general meetings of the Company (other than an AGM) is 21 clear days, unless shareholders approve a shorter notice period of not less than 14 clear days. The minimum notice period for an AGM remains 21 clear days. In line with the Companies Act 2006, the Articles enable the Company to call general meetings (other than AGMs) on 14 clear days' notice with shareholder approval. In order to preserve this ability, resolution 21 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. This authority will only be used in exceptional circumstances where the business of the meeting merits the flexibility, and where it is in the interests of shareholders as a whole.

**Action to be taken**

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 10.30am on 10 May 2022 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,

**Alicja Kornasiewicz**

Chair

7 April 2022

**Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN that the fourteenth Annual General Meeting of Cineworld Group plc (the "Company") will be held at the Cineworld Cinema in Wandsworth, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF on 12 May 2022 at 10.30am for the transaction of the following business. Resolutions 1 to 17 (inclusive) will be proposed as ordinary resolutions and resolutions 18 to 21 (inclusive) as special resolutions:

1. To receive and adopt the Report of Directors and the audited accounts of the Company for the year ended 31 December 2021 together with the report of the auditors.
2. To receive and approve the Directors' Remuneration Report for the year ended 31 December 2021.
3. To re-elect Alicja Kornasiewicz as a Director of the Company.
4. To re-elect Nisan Cohen as a Director of the Company.
5. To re-elect Israel Greidinger as a Director of the Company.
6. To re-elect Moshe "Mooky" Greidinger as a Director of the Company.
7. To re-elect Renana Teperberg as a Director of the Company.
8. To re-elect Camela Galano as a Director of the Company.
9. To re-elect Dean Moore as a Director of the Company.
10. To re-elect Scott Rosenblum as a Director of the Company.
11. To re-elect Arni Samuelsson as a Director of the Company.
12. To re-elect Damian Sanders as a Director of the Company.
13. To re-elect Ashley Steel as a Director of the Company.
14. To appoint PricewaterhouseCoopers 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.
15. To authorise the Directors to set the remuneration of the auditors.
16. Ordinary resolution (Authority of Directors to allot shares)

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 £4,576,651.49 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph a.II below in excess of such sum); and
  - II. comprising equity securities (as defined in section 560 of the Companies Act 2006), up to a nominal amount of £9,153,302.98 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph 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 at the close of business on 11 August 2023, whichever is the earlier, except that the Company may before such expiry make offers or agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights 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.

17. Ordinary resolution (Temporary suspension of borrowing limit)

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 Annual General Meeting until the earlier of (i) the conclusion of the Company's annual general meeting in 2023; and (ii) 30 June 2023 (the terms "moneys borrowed" and "group" each having the meanings given in Article 98(C) of the Company's Articles of Association).

18. Special resolution (General disapplication of pre-emption rights on share allotment)

THAT:

a. subject to the passing of resolution 16 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 16 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, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph a.II of resolution 16, 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 16, 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 £686,497.72;

b. this power shall cease to have effect when the authority given by resolution 16 is revoked or expires, but the Company may before such revocation or expiry 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 16 above" were omitted from the introductory wording to this resolution.

19. Special resolution (Specific disapplication of pre-emption rights in connection with an acquisition or specified capital investment)

THAT:

a. subject to the passing of resolution 16 above, the Directors be and they are hereby empowered under section 570 and section 573 of the Companies Act 2006, in addition to any power granted under resolution 18, to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash pursuant to the authority conferred upon them under paragraph a.I of resolution 16 above, as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be:

I. limited to the allotment of equity securities up to an aggregate nominal amount of £686,497.72; and

II. used only for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within six months of its taking place;

- b. this power shall cease to have effect when the authority given by resolution 16 is revoked or expires, but the Company may before such revocation or expiry 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 16 above" were omitted from the introductory wording to this resolution.

**20. Special resolution (Authority of the Company to purchase its own shares)**

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 137,299,544;
- b. the minimum price (exclusive of expenses) 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 contracted to be purchased; and
  - ii the higher of the price of the last independent trade and the highest current independent purchase bid at the time on the trading venue where the purchase is carried out; 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 at the close of business on 11 August 2023, 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 as if such authority had not expired.

**21. Special resolution (Notice of General Meetings)**

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

**Scott Brooker**

Company Secretary  
7 April 2022

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



## 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 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. As explained on page 1 of this Notice, shareholders are encouraged to appoint the Chairman of the meeting to be his/her proxy at the meeting, to ensure that his/her vote will be counted if ultimately the shareholder (or any other proxy he/she might otherwise appoint) is not able to attend the meeting.

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, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not later than 10.30am on 10 May 2022 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.signalshares.com](http://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 selecting 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.

Voting on all resolutions will be conducted by way of a poll. A poll reflects the number of voting rights exercisable by each shareholder and so the Board considers it an appropriately democratic method of voting. A member 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 10.30am on 10 May 2022 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 Link 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 close of business on 10 May 2022 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 5 April 2022, being the last practicable date prior to the publication of this document, the Company's issued share capital consists of 1,372,995,448 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 5 April 2022 are 1,372,995,448. No shares are held by the Company as treasury shares.

### 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) 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 following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (except 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:

- a. letters of appointment of the Non-Executive Directors; and
- b. the service agreements for the Executive Directors.

### 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's 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 (or in any related documents including the Chair's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

### Note 11

If a shareholder wishes to receive a post-meeting confirmation of how their vote was applied at a poll, please contact our Registrars, Link Group, no later than 30 days following the date of the 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 12

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).

### **Biographical Details of Directors –**

#### **Alicja Kornasiewicz, Chair**

Alicja Kornasiewicz joined the Board in May 2015 as an independent Non-Executive Director, and was appointed Chair of the Board on 13 May 2020. She is also Chair of the Nomination Committee.

Ms Kornasiewicz brings extensive Central and Eastern Europe financial, capital markets, business and political experience to the Board. Over the last 20 years she has held a number of executive and supervisory board positions. Inter alia, she was the Chief Executive Officer of Bank Pekao SA, and Head of Investment Banking for Emerging European countries at Unicredit Group. Ms Kornasiewicz served as Secretary of State in the Polish Ministry of Treasury from 1997 to 2000 and was awarded the Knight's Cross of the Order of Polonia Restituta for her contribution to the country's economic development. Ms Kornasiewicz is a long-time advocate for equal opportunities for women in business, acting as Chair of the Programme Board of the Women Business Leaders Foundation in Poland. Ms Kornasiewicz holds a PhD in economics from Poznan University of Economics and graduated from Harvard Business School.

#### **Moshe (Mooky) Greidinger, Chief Executive Officer**

Moshe Greidinger joined the Board in February 2014 as Chief Executive Officer. Prior to that he was Chief Executive Officer of Cinema City International ("CCI"). He joined Cinema City in 1976. Since 1984, Mr Greidinger has held executive positions with Cinema City, has served as a Director and Deputy Managing Director of Israel Theatres Limited since 1983, and as Co-Chairman of the Cinema Owners Association in Israel since August 1996.

Mr Greidinger achieved the "Exhibitor of the Year Award" at ShoWest in Las Vegas in 2004, "International Exhibitor of the Year Award" at CineEurope, in Amsterdam in 2011, with special recognition for having developed new markets in Central and Eastern Europe, and the "Global Achievement in Exhibition Award" at CinemaCon in Las Vegas in April 2016.

#### **Israel Greidinger, Deputy Chief Executive Officer**

Israel Greidinger joined the Board in February 2014 as Chief Operating Officer. In August 2014, his role changed to Deputy Chief Executive Officer. From 1994 until 2014, he worked for Cinema City International ("CCI") and was appointed Chief Financial Officer of CCI in 1995. Mr Greidinger has also served as a Director of Israel Theatres Limited since 1994.

From 1985 to 1992, he was 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.

#### **Nisan Cohen, Chief Financial Officer**

Nisan Cohen joined the Board in January 2017 as Chief Financial Officer, and before that had been part of the Cineworld Group for 16 years.

Previously, as Vice President of Finance, he led the integration of the finance teams in the Cineworld Group across nine countries after the Cinema City Combination in 2014. In 2018, Mr Cohen made a major contribution to the successful acquisition of Regal Entertainment Group, including leading the integration of the UK, ROW and US financial teams.

#### **Renana Teperberg, Chief Commercial Officer**

Renana Teperberg was appointed to the Board in July 2018, and has been part of the Cineworld Group for over 20 years. Ms Teperberg first joined Cinema City International as a cashier in 1997, while studying for a BA in psychology at the Hebrew University of Jerusalem.

After progressing to General Manager, she moved to the Cinema City International Head Office where she subsequently became Head of Programming and Marketing.

Following the combination with Cineworld, she became Senior Vice President of Commercial and then Chief Commercial Officer in 2016. In 2018, Renana played a major role in the acquisition of Regal Entertainment Group.

Renana holds an executive MBA in business management from IDC Herzliya.

#### **Scott S. Rosenblum, Non-Executive Director**

Scott S. Rosenblum joined the Board in February 2014 as a non-independent Non-Executive Director.

Prior to his appointment, he was a member of the Supervisory Board of Cinema City International ("CCI"), becoming its Chairman in 2011.

Mr Rosenblum is licensed as a lawyer and is admitted to the New York Bar Association. He is Counsel at the law firm of Kramer Levin Naftalis & Frankel LLP, New York, where he was Partner for nearly 30 years until 2020. Before that he was Managing Partner between 1994 and 2000 and a member of the Executive Committee until 2018. Mr. Rosenblum was also Co-Chairman of the Corporate Department until 2020.

Mr Rosenblum is a graduate of Dartmouth College and the University of Pennsylvania Law School. He has extensive experience in areas of general corporate and securities law, corporate finance, corporate governance, mergers and acquisitions and joint ventures.

### **Dean Moore, Non-Executive Director**

Dean Moore joined the Board in January 2017 as an independent Non-Executive Director. He is the Senior Independent Director, Chair of the Remuneration Committee, and a member of the Audit Committee.

Prior to Cineworld, Mr Moore worked as Chief Financial Officer of N Brown Group plc for 12 years from 2003 to 2015, before which he was Chief Financial Officer of T&S Stores plc until it was acquired by Tesco plc in early 2003.

From 1996 to 1999 he was Chief Financial Officer of Graham Group plc, and he has held a number of other senior finance positions. Mr Moore is a Chartered Accountant (ICAEW) and graduate of University of Aston (Business Management BSc).

The Board is satisfied that Dean Moore meets the requisite criteria to be considered independent, notwithstanding his previous interim employment within the Group, given the nature of the role he performed in the ten month period from March 2016, where his mandate was to focus on the Chief Financial Officer succession planning process.

### **Camela Galano, Non-Executive Director**

Camela Galano was appointed to the Board as an independent Non-Executive Director in July 2018.

She is a member of the Remuneration Committee, the Audit Committee, and the Nomination Committee.

Camela began her career at New Line Cinema, progressing to the role of President of International Sales, Marketing & Distribution, where she oversaw the international distribution of innumerable titles, including the blockbuster trilogy "The Lord of the Rings".

Subsequently, Camela became the President of International Film Acquisitions for Warner Bros. Following her time at Warner Bros., she served as President of Relativity International, overseeing global sales, marketing and distribution management of Relativity's own titles, acquisitions and third party releases.

Ms Galano is a long time member of the Academy of Motion Picture Arts and Sciences, and the British Academy of Film and Television Arts.

### **Arni Samuelsson, Non-Executive Director**

Arni Samuelsson joined the Board in February 2014 as an independent Non-Executive Director. He 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.

Mr Samuelsson has been Chief Executive Officer of Samfilm EHF (SAMfélagið's distribution arm) since 1975, and Chief Executive Officer of SAMcinema (SAMfélagið's cinema arm) since the same year. Prior to this, Mr Samuelsson was a Director and owner of Vikurbaer, a supermarket business in Keflavik, from 1972 until its sale in 1982.

### **Damian Sanders, Non-Executive Director**

Damian Sanders joined the Board in August 2020 as an independent Non-Executive Director. He is Chair of the Audit Committee and a member of the Nomination Committee.

Mr Sanders is an FCA qualified member of the Institute of Chartered Accountants in England & Wales, bringing extensive financial and commercial experience to the Board, including over 20 years' of experience as a senior equity audit partner at Deloitte, acting as adviser and corporate governance specialist for a number of FTSE Boards.

### **Ashley Steel, Non-Executive Director**

Ashley Steel joined the Board in April 2021 as an independent Non-Executive Director. She is a member of the Audit and Remuneration Committees.

Ashley is a former Vice Chair and member of the UK and European boards of KPMG, with significant international, financial and commercial experience. Having led the Global Transport, Leisure and Logistic practice at KPMG for 11 years, she developed a successful career advising FTSE and Fortune 500 boards on strategy.

Since retiring from KPMG in 2014, Ashley has undertaken a number of non-executive roles in the transport, technology and media sectors. Until February 2021, Ashley was a Non-Executive Director of GoCo Group plc. She was previously a Non-Executive Director at the BBC, the Civil Aviation Authority, and Ince & Co LLP.

Ashley has a PhD in Management from Henley Business School.

Further biographical details of the Directors may be found on pages 39 to 41 of the 2021 Annual Report or on the "Our Board" page of the Company's website at [www.cineworldplc.com](http://www.cineworldplc.com)