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 18 May 2017 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.

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 Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 10.30am on 16 May 2017 or not less than 48 hours before the time of the Annual General Meeting if it is adjourned. Alternatively, shareholders may appoint a proxy online at www.capitashareportal.com or use the service provided by Euroclear, in both cases by the same deadline as above. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting should they choose to do so. Further details are given in the notes to this document.

CINEWORLD GROUP PLC
(Registered in England under number 5212407)

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

Dear Shareholder

ANNUAL GENERAL MEETING
The Annual General Meeting ("AGM") of Cineworld Group plc (the "Company") will be held on 18 May 2017 at 10.30am at the Cineworld Cinema in Wandsworth, Southside Shopping Centre, Wandsworth High Street, London SW18 4TF. I do hope that you will be able to attend. If you are unable to attend, I would encourage you to exercise your right to vote by completing and returning the enclosed form of proxy. The Notice of Meeting is set out on pages 5 to 12. Details of the items of business to be proposed at the meeting are set out below.

Approval of the Report and Accounts (Resolution 1)
This resolution deals with the receipt and the adoption of the Report of Directors and the Financial Statements for the year ended 31 December 2016. Shareholders who are not receiving a printed copy of the 2016 Annual Report can obtain a copy by downloading it from the Company's website (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 Policy and Directors' Remuneration Report (Resolutions 2 and 3)
In accordance with the Companies Act 2006 (as amended), the Directors' Remuneration Report is divided into two parts; the first part is the Directors' Remuneration Policy which describes the Remuneration Committee's approach to the remuneration of Directors and is set out on pages 55 to 63 of the Annual Report and the second part is the Directors' Remuneration Report which explains how the policy has been implemented over the period and is set out on pages 64 to 72 of the Annual Report.

The Companies Act 2006 requires the Company to seek shareholder approval of the Directors' Remuneration Policy at least once every three years commencing with the first AGM after 1 October 2013. The policy is binding and, after it takes effect, no remuneration may be paid to directors or former directors other than in accordance with it. Approval of the policy is sought in resolution 2. If approved, the policy will take effect from the end of the AGM and will be valid for up to three financial years without new shareholder approval being required. If the Company wishes to change the approved policy, it would need to seek shareholder approval before any changes could be implemented.

The Company is also required to seek shareholder approval of the Directors' Remuneration Report each year. Resolution 3 is seeking this approval. The vote is advisory and the directors' entitlement to remuneration is not conditional upon the resolution being passed.

Declaration of a Final Dividend (Resolution 4)
Subject to the declaration of the dividend at the meeting, a final dividend of 13.8p per share will be paid on 22 June 2017 to shareholders on the register at the close of business on 26 May 2017.

Election and re-election of Directors (Resolutions 5 to 14)
Although the Company's articles of association only require one third of the Board of Directors to retire by rotation and offer themselves for re-election each year, so as to accord with best practice, each of the Directors will retire at this year's AGM and offer themselves for election or re-election, as relevant. Resolutions 5 to 14 deal with the election or re-election, as relevant, of the Directors. Biographical details of the Directors can be found on pages 33 to 36 of the Annual Report. The Board is satisfied that each of the Directors standing for election or 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. Nisan Cohen, who has been part of the Company for 16 years, joined the Board on 11 January 2017. As Vice President of Finance, Nisan led the integration of the finance teams in the Company across nine countries after the combination of the Company with Cinema City International N.V. Dean Moore also joined the Board on 11 January 2017 and brings 20 years of experience as a listed company director, most recently as Chief Financial Officer of N Brown Group plc for 11 years from 2004 to 2015.

Appointment of Auditors and their Remuneration (Resolutions 15 and 16)
The Company is required to appoint auditors at each AGM, to hold office until the end of the next such meeting. On the advice of the Company's Audit Committee, the Board proposes that KPMG LLP be appointed as auditor.

Resolutions 15 and 16 deal with the appointment of KPMG LLP as auditors of the Company until the conclusion of the next AGM and authorise the Audit Committee to set their remuneration.

Long Term Incentive Plan (Resolution 17)
Resolution 17 seeks approval from shareholders for a new long term incentive arrangement. The Cineworld Group 2007 Performance Share Plan ("Existing PSP") expires in April 2017 as it was approved by shareholders in April 2007. No more awards may be granted under the Existing PSP after 22 April 2017. The Company is, therefore, proposing that the Existing PSP be replaced with a new long term incentive plan ("LTIP") and is seeking shareholder approval to establish the LTIP (the principal terms of which are summarised in the Appendix). Whilst the Company's intention is to continue to operate the share plan in substantially similar terms as under the Existing PSP, the plan has been designed to allow the grant of awards taking a number of different structures (including phantom share awards) in order to afford the company flexibility of operation, given the international jurisdictions in which the Company now operates. The principle terms are substantially the same as the Existing PSP, except for certain minor amendments in order to reflect changes in legislation, best practice, or to clarify the operation of the plan rules and ease its administration. Note that any awards to the Executive Directors will continue to be governed by the shareholder approved Directors' Remuneration Policy (Resolution 2). The Remuneration Committee considers the approval of the LTIP to be in the best interests of the Company and the shareholders as a whole and unanimously recommends that the shareholders vote in favour of the resolution to adopt the LTIP.

A copy of the draft rules of the LTIP will be available for inspection at the Company's registered office and at the office of CMS Cameron McKenna LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF from the date of this notice until the time of the meeting and at the location of the meeting for a period of 15 minutes prior to and during the meeting.

Authority of Directors to allot shares (Resolution 18)
Shareholders' authority is required before the Directors may allot shares in the Company. Paragraph a.I of resolution 18 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 £897,000. This amount represents just less than one third of the share capital of the Company in issue at 6 April 2017 (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 18 would give the Directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company in connection with a rights issue up to an aggregate nominal value of £1,794,000 (as reduced by the nominal amount of any shares issued under paragraph a.I of this resolution). This amount (before any reduction) represents just less than two thirds of the share capital of the Company in issue at 6 April 2017 (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 to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives. 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 17 August 2018, whichever is the earlier.

General disapplication of pre-emption rights on share allotment (Resolution 19)
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 £134,500 (representing just less than 5% of the share capital in issue as at 6 April 2017, 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 per cent 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 17 August 2018, whichever is the earlier.

Specific disapplication of pre-emption rights in connection with an acquisition or specified capital investment (Resolution 20)
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 19, 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 £134,500 (representing just less than 5% of the share capital in issue as at 6 April 2017, 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 19 and 20 were used, would be £269,000 (representing just less than 10% of the share capital in issue as at 6 April 2017, 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 has taken place in the preceding six month period and is 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 17 August 2018, whichever is the earlier.

Authority of the Company to purchase its own shares (Resolution 21)
Resolution 21 is being proposed to renew the Directors' authority to purchase up to 26,900,000 ordinary shares which, at 6 April 2017 (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 17 August 2018, 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 6 April 2017 (being the last practicable date prior to the publication of this notice) there were options and awards outstanding over approximately 2,027,629 ordinary shares in the capital of the Company, which represented approximately 0.75% 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 0.84% of the Company's issued ordinary share capital (excluding treasury shares).

Notice of General Meetings (Resolution 22)
One of the requirements of the Shareholder Rights Directive is that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. The articles of association of the Company enable the Company to call general meetings (other than AGMs) on 14 clear days' notice with shareholder approval. In order to preserve this ability, resolution 22 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.

Resolutions 1 to 18 (inclusive) will be proposed as ordinary resolutions and resolutions 19 to 22 (inclusive) will be proposed as special resolutions. Ordinary resolutions require a simple majority of those present (in person or by proxy) at the AGM in order to be validly passed whereas special resolutions require a 75% majority.

Action to be taken
You will find enclosed a form of proxy. If you are unable to attend the AGM, please complete and return the form of proxy in accordance with the notes printed on the form (or appoint a proxy by another method in accordance with the notes to this document) as soon as possible and, in any event, so that it is received no later than 10.30am on 16 May 2017 or not less than 48 hours before the time of the AGM if it is adjourned. Completion and return of the form of proxy will not prevent you from attending the meeting and voting in person should you wish.

Recommendation
The Board believes that the proposed resolutions to be put to the AGM are in the best interests of shareholders and the Company as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours faithfully,

Anthony Bloom
Chairman

8 April 2017

CINEWORLD GROUP PLC
(Registered in England under number 5212407)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the tenth 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 Thursday 18 May 2017 at 10.30am for the transaction of the following business. Resolutions 1 to 18 (inclusive) will be proposed as ordinary resolutions and resolutions 19 to 22 (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 2016.
2. To receive and approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2016.
3. To receive and approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2016.
4. To declare a final dividend of 13.8p per ordinary 1p share in respect of the year ended 31 December 2016.
5. To re-elect Anthony Bloom as a Director of the Company.
6. To elect Nisan Cohen as a Director of the Company.
7. To re-elect Israel Greidinger as a Director of the Company.
8. To re-elect Moshe "Mooky" Greidinger as a Director of the Company.
9. To re-elect Alicja Kornasiewicz as a Director of the Company.
10. To elect Dean Moore as a Director of the Company.
11. To re-elect Scott Rosenblum as a Director of the Company.
12. To re-elect Arni Samuelsson as a Director of the Company.
13. To re-elect Eric "Rick" Senat as a Director of the Company.
14. To re-elect Julie Southern as a Director of the Company.
15. To re-appoint KPMG LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
16. To authorise the Audit Committee to set the remuneration of the auditors.
17. Ordinary Resolution (Long Term Incentive Plan)

    THAT the Cineworld Group plc 2017 Long Term Incentive Plan ("LTIP"), the principal terms of which are summarised in the Appendix to this notice and a copy of the rules for which is now produced in draft to the meeting and initialled by the Chairman for the purposes of identification, be hereby approved and the Directors be authorised to:

    (I) make such modifications to the draft rules of the LTIP as they may consider necessary or desirable to take account of the requirements of the UK Listing Authority or any similar body or successor body, the London Stock Exchange plc and best practice and to adopt the LTIP as so modified and to do all acts and things which they consider necessary or expedient for the purposes of implementing and operating the LTIP; and

    (II) establish such further plans based on the LTIP but modified to take account of local tax, exchange control, securities laws or other laws in overseas territories as and to the extent that the Directors determine, provided that any shares made available under such LTIP are treated as counting against the limits on individual or overall participation in the LTIP.

18. 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 £897,000 (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 £1,794,000 (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 17 August 2018, 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.

19. Special Resolution (General disapplication of pre-emption rights on share allotment)

THAT:

a. subject to the passing of resolution 18 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 18 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 18, 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 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; and

   II. in the case of the authority granted under paragraph a.I of resolution 18, to the allotment or sale (otherwise than under paragraph a.I of this resolution 19) of equity securities up to an aggregate nominal amount of £134,500;

b. this power shall cease to have effect when the authority given by resolution 18 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 18 above" were omitted from the introductory wording to this resolution.

20. 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 18 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 19, 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 18 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 £134,500; 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 18 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 18 above” were omitted from the introductory wording to this resolution.

21. 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 26,900,000;

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 17 August 2018, 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.

22. 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

Fiona Smith,
Company Secretary

8 April 2017

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 attend and speak and vote on their behalf at the meeting. A shareholder can appoint the Chairman of the meeting or anyone else to be his/her proxy at the meeting. A proxy need not be a shareholder. More than one proxy can be appointed in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or shares held by that shareholder. To appoint more than one proxy, the proxy form should be photocopied and completed for each proxy holder. The proxy holder's name should be written on the proxy form together with the number of shares in relation to which the proxy is authorised to act. A failure to specify the number of shares each proxy appointment relates to or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. The box on the proxy form must also be ticked to indicate that the proxy instruction is one of multiple instructions being given. All proxy forms must be signed.

The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 2) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

A form of proxy is enclosed with this notice. To be valid, the form of proxy, together with the power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority), must be deposited with the Company's Registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 10.30am on 16 May 2017 or not less than 48 hours before the time of the Annual General Meeting if it is adjourned. Alternatively, to appoint a proxy online (which must be done by the same deadline as above), shareholders may go to the following website: www.capitashareportal.com. 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 whether in person or by proxy 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.

A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder.

Note 2
In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Capita (ID RA10) not later than 10.30am on 16 May 2017 or not less than 48 hours before the time of the Annual General Meeting if it is adjourned. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita is able to retrieve the message by enquiry to CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Note 3
A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she is nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements of the rights of members in relation to the appointment of proxies in notes 1 and 2 above do not apply to a Nominated Person. The rights described in those Notes can only be exercised by registered members of the Company.

Note 4
Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at close of business on 16 May 2017 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting. If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If the meeting is

adjourned for a longer period then, to be so entitled, a member must be entered on the Company's register of members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

Note 5
As at 6 April 2017, being the latest practicable date prior to the publication of this document, the Company's issued share capital consists of 269,307,139 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 6 April 2017 are 269,307,139.

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 letters of appointment of the Non-Executive Directors and the service agreements for the Executive Directors will be available for inspection at the registered office of the Company during usual business hours on any weekday (except Saturdays, Sundays and public holidays) until the date of the meeting and at the place of the meeting for a period of 15 minutes prior to and during the meeting.

Note 9
Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Note 10
You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

Note 11
A copy of this notice, and any other information required by Section 311A of the Companies Act 2006, can be found at www.cineworldplc.com

APPENDIX

Summary of the principal terms of the Cineworld Group PLC 2017 Long Term Incentive Plan ("LTIP")

General

The LTIP is a discretionary share plan that will be administered by the remuneration committee of the board of directors ("Committee"). The LTIP includes a schedule ("CSOP Plan") designed to be registered with HM Revenue & Customs as a Schedule 4 CSOP Scheme (as defined in Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003. The LTIP also includes a schedule pursuant to which tax efficient options may be granted to Israeli eligible participants ("Israeli Sub-Plan").

Awards granted under the LTIP ("Awards") may take the form of market value options, options with a nil or nominal exercise price ("Nil Cost Options"), phantom share awards, contingent rights to acquire shares for no consideration ("Conditional Awards"), awards of forfeitable shares for no consideration ("Forfeitable Shares") or contingent awards of cash.

Awards granted under the CSOP Plan will be in the form of market value options and in general, and unless there are legal and/or tax reasons for doing otherwise, Awards made under the LTIP and the Israeli Sub-Plan will be in the form of Nil Cost Options. The commercial terms of an option granted pursuant to the CSOP Plan and an option granted under the Israeli Sub-Plan broadly mirror those of an option granted under the main rules of the LTIP. Where the terms differ, the difference is explained below.

Awards may be satisfied from newly issued shares, treasury shares and/or shares purchased in the market. It is intended that the LTIP will be operated in conjunction with the Cineworld UK Limited Employee Benefit Trust.

Eligibility

All employees (including executive directors) of the Company and its subsidiaries may be granted Awards under the LTIP provided that, in the context of the CSOP Plan, they are not prohibited under the legislation governing Schedule 4 CSOP Schemes from being granted an option by virtue of having, or having had, a material interest in the Company and, in the context of the Israeli Sub-Plan, they are Israeli tax resident and employed by an Israeli subsidiary of the Company.

Grant of Awards

The Committee will have absolute discretion to select the persons to whom Awards may be granted and, subject to the limits set out below, in determining the number of shares or amount of cash to be subject to each Award. The Committee will also have absolute discretion in determining the date on which an Award is to be granted, provided it falls before the tenth anniversary of the date on which the LTIP is approved by the Company in general meeting.

Awards may be granted during the period of 42 days commencing on:

(a) the date immediately after the date on which the LTIP is approved by the Company in general meeting; or

(b) the date immediately after the end of a closed period of the Company (as determined in accordance with the rules governing market abuse),

or at any other time when the Committee, in its discretion, considers that exceptional circumstances justify the grant of Awards. If the grant of an Award during any such 42 day period would be prohibited by any statute, order, regulation or government directive, such Award may be granted during the 42 day period commencing at the time that such prohibition ceases to have effect.

No consideration will be payable for the grant of an Award.

Plan limits

On a given date, the total number of shares issued or transferred from treasury (or capable of issue or transfer from treasury) in respect of awards granted in the preceding ten year period under the LTIP or under any other employee share plan operated by the Company, shall not exceed 10% of the ordinary share capital of the Company in issue at that time.

In addition, the total number of shares issued or transferred from treasury (or capable of issue or transfer from treasury) in respect of awards granted in the preceding ten year period under the LTIP or under any other employee share plan operated by the Company on a discretionary basis shall not exceed 5% of the ordinary share capital of the Company in issue at that time.

Options, awards or other rights that are satisfied, or which are intended to be satisfied, from shares purchased in the market shall not be taken into account for the purpose of applying this limit.

Individual limits

Each individual's participation will be limited so that, in any one financial year of the Company, the aggregate market value of shares subject to all Awards (calculated as at the date of grant of each Award) granted to the individual under the LTIP in that financial year, will not exceed two hundred per cent of the individual's base salary at the date of grant or, in the case of a cash award, over an amount of cash that exceeds two hundred per cent of the individual's base salary at the date of grant.

In addition, each individual's participation in the CSOP Plan will be limited so that the aggregate market value of shares subject to all options (calculated at the date of grant of each option) held by that individual and granted under the CSOP Plan or any other Schedule 4 CSOP Scheme operated by the Company or any other associated company will not exceed £30,000 (or such other amount as may be permitted by Schedule 4 of the Income Tax (Earnings and Pensions) Act 2003 from time to time).

Performance target and vesting

Vesting of Awards granted under the LTIP may be made conditional upon the achievement of a performance target (or targets) set at the time of grant and measured over a specified period of time and/or to other conditions as determined by the Committee.

After an Award has been granted, the Committee may vary a performance target or other condition if an event happens which causes the Committee to consider it appropriate to do so provided that the Committee reasonably considers the amended targets and conditions to constitute a fairer measure of performance and a more effective incentive to the Award holder and the amended targets or conditions are no more difficult to satisfy than the original performance target or conditions were intended to be when set.

Subject to any applicable performance target or other condition, an Award will vest on the date or dates specified in the Award Certificate. If the Award Certificate does not specify a date or dates for the vesting of the Award, the Award will vest on the later of the date on which the Committee determines whether any applicable condition has been satisfied or the third anniversary of when the Award was granted.

Settlement of Awards

On vesting:

(a) an option shall become exercisable;

(b) shares shall be transferred or issued to the holder of a Conditional Award;

(c) Forfeitable Shares shall cease to be restricted and the holder shall acquire the legal title thereof; and

(d) an appropriate cash sum shall be paid to the holder of a phantom share award or a cash award.

The Committee may determine, in exceptional circumstances, to settle any vested Award (other than an option granted pursuant to the CSOP Plan or an award granted pursuant to the Israeli Sub-Plan) in cash (the amount of which will relate to the market value of the shares vesting at the time). Unless the Committee determines otherwise, options will be capable of exercise, once vested, at any time in the period of six months following vesting (or will otherwise lapse).

The Committee may in its discretion at the time of grant of a Conditional Award or a Nil Cost Option determine that, if during the vesting period of such an Award the Company pays any dividends then, on the vesting of the Award, the Award shall vest as to a number of additional shares that have a value equal to the total value of the dividends that would have been paid during the vesting period on the shares in respect of which the Award vests. Alternatively, the Committee may determine to settle in cash the value of the dividends that would have been paid during the vesting period in respect of which the Award vests (or, in the case of an option, is exercised).

Cessation of employment

An Award that has not already vested will normally lapse upon an Award holder ceasing to be employed by the Company or by one of its subsidiaries. If, however, an Award holder's employment ceases:

(a) due to death; or

(b) due to injury, ill-health or disability (in each case evidenced to the satisfaction of the Committee); or

(c) in the case of options granted pursuant to the CSOP Plan, due to retirement (as evidenced to the satisfaction of the Committee);

(d) due to redundancy or upon the transfer out of the Cineworld plc group of a company or business by which the Award holder is employed; or

(e) in any other circumstance that the Committee determines that the Award should not automatically lapse,

an Award held by that individual will not lapse. Instead, the Award may be retained and will vest subject to:

(a) the extent to which the performance targets are met; and

(b) unless the Committee in its discretion determines otherwise, being scaled back to reflect the proportion of the usual vesting period which had expired before the cessation of employment.

Where the employment ends before a performance target has been assessed, and other than in the case of death, vesting will usually be deferred until the end of the usual vesting period. In the case of death, or in any other circumstance determined to be appropriate or necessary by the Committee, vesting will take place following the cessation of employment (and, in which case, the performance target shall be assessed on such modified basis as the Committee determines to be appropriate). In the case of death, options will remain exercisable for a period of 12 months following the date of death.

Options that have already vested before an Award holder ceases to be employed by the Company or by one of its subsidiaries but which has not yet been exercised at the time that the Award holder ceases to be so employed (for whatever reason) will remain capable of exercise in accordance with the rules of the LTIP.

Takeover events

In the event of a takeover, scheme of arrangement or winding-up of the Company, Awards will vest early subject, unless the Committee in its discretion determines otherwise, to:

(a) the extent to which the performance targets have been met (assessed on such modified basis as the Committee determines to be appropriate); and

(b) being scaled back to reflect the proportion of the usual vesting period which had expired before the takeover, scheme of arrangement or winding-up of the Company.

In the event of an internal reorganisation of the Company, unless the Committee determines that Awards should vest on the basis described above in the context of a takeover, Awards will be replaced by equivalent new awards over shares in a new holding company.

Other Award terms

Awards will not be capable of transfer or assignment. Benefits obtained under the LTIP will not be pensionable.

Save for shares subject to a Forfeitable Shares Award, before vesting (or, in the case of options, before exercise), Award holders will have no voting or other rights in relation to the shares subject to those Awards. Shares transferred on the vesting of an Award (or exercise of an option) shall be transferred without the benefit of any rights attaching to the shares by reference to a record date preceding the date of vesting (or exercise).

Adjustment of Awards

The number of shares under Award and their nominal value may be adjusted by the Committee in the event of any variation of the share capital of the Company.

Claw-back

The rules of the LTIP include ‘claw-back’ provisions that will apply to Awards granted to executive directors and may, if the Committee determines, apply to any other Award other than an option granted pursuant to the CSOP Plan. The provisions apply where it is discovered (within two years of the vesting of an Award) that there has been a material misstatement in the financial results of the Company and/or an act of gross misconduct on the part of the Award Holder (that takes place before the vesting date of the Award but only comes to light after the Award vests) and such misstatement or gross misconduct has resulted in an Award vesting to a greater extent than it otherwise should have done (“Excessive Award”).

In these circumstances, the Committee may make reductions (up to the value of the Excessive Award) to other Awards held by the Award Holder in question which would otherwise vest under the LTIP (including cash awards) and/or require the Award holder in question to pay an amount equal to the value of the Excessive Award which has not otherwise been recovered (after taking into account any income tax and social security paid by the Award holder in relation to the Excessive Award).

Administration and amendment

The Committee may amend the provisions of the LTIP. The rules of the LTIP which relate to:

(a) the persons to whom Awards may be granted;

(b) the limits on the number of shares that may be issued;

(c) the maximum entitlement for any Award holder;

(d) the basis for determining an Award holder’s entitlement to shares or Awards under the LTIP and for the adjustment thereof following any increase or variation to the share capital of the company,

cannot be amended to the advantage of any Award holder or potential Award holder without the prior approval of the Company in general meeting except for minor amendments to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Award Holders, the Company or any member of the Group.