

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 16 May 2018 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 Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 10.30am on 14 May 2018 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.signalshares.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 16 May 2018 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 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 18 (inclusive) will be proposed as ordinary resolutions and resolutions 19 to 25 (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 2017, together with the report of the auditors. Shareholders who are not receiving a printed copy of the 2017 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 50 to 59 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 60 to 67 of the 2017 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. The current Directors' Remuneration Policy was approved by shareholders at the company's AGM on 18 May 2017; however since changes are being proposed to the policy, its approval 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 passing of resolution 4, a final dividend of 3.1p per share will be paid on 6 July 2018 to shareholders on the register at the close of business on 8 June 2018. This represents a dividend of 15.4p per share on a pre-rights adjusted basis and will result in total cash of approximately £42.2 million being payable on 6 July 2018.

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 re-election. Resolutions 5 to 14 deal with the re-election of the Directors. Biographical details of the Directors can be found on pages 32 to 33 of the Annual Report. 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.

Re-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 re-appointed as auditor.

Resolution 15 deals with the re-appointment of KPMG LLP as auditors of the Company until the conclusion of the next AGM and resolution 16 authorises the Directors to set their remuneration.

Approval of the Cineworld Group plc 2018 Sharesave Scheme (Resolution 17)

Shareholders will be asked to approve a new share scheme, the Cineworld Group plc 2018 Sharesave Scheme (the "Sharesave"), the principal features of which are summarised in Appendix I to the Notice of Meeting, in addition to authorising the Directors to adopt further schemes based on the Sharesave for the benefit of employees outside of the UK. The Sharesave is a renewal of the previous scheme, the Cineworld Group 2007 Sharesave Scheme, which was approved by shareholders and adopted by the Company on 10 September 2007.

The principal features of the Sharesave are summarised in Appendix I to the Notice of Meeting and the rules of the Sharesave will be available for inspection, as noted on page 10 of this notice.

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 £4,565,438.25. This amount represents one third of the share capital of the Company in issue at 9 April 2018 (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 £9,130,876.50 (as reduced by the nominal amount of any shares issued under paragraph a.I of this resolution). This amount (before any reduction) represents two thirds of the share capital of the Company in issue at 9 April 2018 (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 15 August 2019, 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 £684,815.73 (representing just less than 5% of the share capital in issue as at 9 April 2018, 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 15 August 2019, 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 £684,815.73 (representing just less than 5% of the share capital in issue as at 9 April 2018, 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 £1,369,631.46 (representing just less than 10% of the share capital in issue as at 9 April 2018, 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 15 August 2019, 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 136,963,146 ordinary shares which, at 9 April 2018 (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 15 August 2019, 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 9 April 2018 (being the last practicable date prior to the publication of this notice) there were options and awards outstanding over approximately 3,313,342 ordinary shares in the capital of the Company, which represented approximately 0.24% 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 0.27% of the Company's issued ordinary share capital (excluding treasury shares).

Amendments to the articles of association (Resolution 22)

The Board is proposing that the Company adopt new articles of association (the "New Articles") to update the Company's current articles which were adopted in 2010, the principal changes of which are set out below.

In summary, the New Articles:

- (A) allow for general meetings to be held electronically in addition to (but not in place of) physical general meetings in accordance with the Companies (Shareholders' Rights) Regulations 2009 and the Companies Act 2006;
- (B) increase the maximum aggregate amount of the fees payable to non-executive directors for their services from £500,000 to £750,000;
- (C) increase the maximum number of directors of the Company from 10 to 15 to provide additional flexibility to the Company following its increased scale resulting from the acquisition of Regal Entertainment Group;
- (D) require all Directors to retire from office at every annual general meeting and, if seeking re-election, to offer themselves for re-election by the Company's members to ensure consistency with the UK Corporate Governance Code and the Company's current practice;
- (E) clarify that where a member fails to provide the Company with a United Kingdom postal address for the service or supply of notices, documents or other information, the Company may choose not to serve a notice or other document to a member where it considers it necessary or appropriate to deal with legal, regulatory or practical problems in a particular territory; and
- (F) amend the Company's borrowing powers to remove leases or hire purchase contracts that would be treated as finance or capital leases from the definition of "moneys borrowed" in Article 97 of the current articles of association, to prepare for the implementation of IFRS 16.

It should be noted that, although the proposed changes described in (A) above will allow for meetings to be held and conducted in such a way that persons who are not present together at the same place may attend, speak and vote at the meeting by electronic means, it is not the current intention of the Board to hold combined physical and electronic meetings. The New Articles will continue to allow the Company to hold physical only general meetings and do not allow for electronic only general meetings (including annual general meetings).

Due to an administrative error, in each of the financial periods ended 31 December 2015, 31 December 2016 and 31 December 2017, non-executive directors of the Company were paid in aggregate in excess of £500,000. Arrangements have been put in place for the sums in excess of £500,000, which represented less than 5% of total remuneration paid to non-executive directors in each of the relevant periods, to be repaid to the Company during 2018. The proposed change described in paragraph (B) above would increase the maximum aggregate amount of the fees payable to non-executive directors for their services to £750,000.

The implementation of IFRS 16 for reporting periods beginning on or after 1 January 2019 will result in a change to the way in which the Cineworld Group classifies leases in its consolidated accounts. In summary, IFRS 16 eliminates the classification of leases as either operating leases or finance leases as required by the current applicable accounting standard, IAS 17. The proposed change described in paragraph (F) above would remove finance or capital leases from the definition of "moneys borrowed" in Article 97 of the articles of association, consistent with the removal of that classification from the accounting standards applicable to the Cineworld Group.

As the Company is proposing to make the changes described above, the opportunity has been taken generally to incorporate amendments of a more minor nature to reflect changes in applicable law or current best market practice.

The full terms of the proposed articles of association to be voted on by shareholders will be available for inspection, as noted on page 10 of this Notice of Meeting.

Notice of General Meetings (Resolution 23)

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 23 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.

Creation of distributable reserves-Bonus issue and Capital Reductions (Resolutions 24 and 25)

The Company is proposing to re-organise its balance sheet reserves so as to convert certain non-distributable reserves to distributable reserves. Approval of this re-organisation is sought by resolutions 24 and 25. Following the proposed re-organisation of its balance sheet, increased distributable reserves will be available to the Company for, among other things, future dividend payments. Approval of Resolutions 24 and 25 will not result in any change to the nominal value of the Company's ordinary shares or issued share capital, will have no impact on the Company's cash position or on its net assets, will not itself involve any distribution or repayment of capital or share premium by the Company and will not result in any changes to the Company's existing dividend policy.

In order to utilise the merger reserve to create additional realised profits, it is necessary to capitalise it and thereafter cancel the Capital Reduction Shares (as defined below) since the Court only has the power to reduce share capital and other statutory reserves. To carry-out the re-organisation of its balance sheet reserves, it is proposed to capitalise the sum of £254,998,175.93 standing to the credit of the Company's merger reserve by way of the issue of B ordinary shares in the capital of the Company (the "Capital Reduction Shares") (the "Bonus Issue"). Resolution 24 seeks approval to carry out the Bonus Issue. The amount of the Company's merger reserve being capitalised shall be applied in paying up in full the Capital Reduction Shares and allotting and issuing such Capital Reduction Shares to shareholders on the basis of one Capital Reduction Share for each ordinary share held by each shareholder on the register of members of the Company at 6pm on the date immediately prior to the court hearing (the "Court Hearing") (the "Capital Reduction Record Time") to approve the subsequent reduction of capital proposed by resolution 25.

The Capital Reduction Shares will not be admitted to the premium listing segment of the Official List or to trading on any regulated market. No share certificates will be issued in respect of the Capital Reduction Shares. The Capital Reduction Shares will have extremely limited rights. In particular, the Capital Reduction Shares will carry no rights to vote, no rights to participate in the profits of the Company and no rights to participate in the Company's assets save on a winding-up. The Capital Reduction Shares will be transferable, but it is not expected that any market in them will develop and it is anticipated that the High Court of Justice of England and Wales (the "Court") will confirm their cancellation at the Court Hearing on the day immediately after the date on which they have been issued.

Subject to the passing of resolution 24, resolution 25 is seeking shareholder approval to cancel (A) the Capital Reduction Shares (the "Bonus Issue Capital Reduction"); and (B) the sum of £1,709,300,080.80 standing to the credit of the Company's share premium account (the "Share Premium Capital Reduction") (together, the "Capital Reductions").

The amount proposed to be cancelled pursuant to the Share Premium Capital Reduction has arisen as a result the issuance of shares by the Company pursuant to the 4 for 1 rights issue announced on 17 January 2018 at a price in excess of nominal value. Under the Companies Act 2006, the amount credited to company's share premium account constitutes a non-distributable reserve. The Companies Act 2006 permits the Company to cancel its share premium account, in whole or in part, provided that the Company's shareholders resolve to do so by special resolution and the cancellation is subsequently confirmed by the Court.

On the hearing of the Company's application, the Court will be concerned to ensure that the Company's creditors are not prejudiced by the proposed Capital Reductions. The Directors intend to take such steps to satisfy the Court in this regard as they consider appropriate.

Subject to any direction given by the Court in confirming the proposed Capital Reductions and subject to the terms of any undertaking given by the Company in relation to the reserve which arises, the effect of the resolution, if approved by shareholders, will be to increase the Company's distributable reserves by the amount being cancelled from the share premium account and the nominal value of the Capital Reduction Shares, being £1,964,298,256.73.

The Directors reserve the right to elect not to proceed with the Capital Reductions if the Directors believe that the terms required to obtain confirmation by the Court are unsatisfactory to the Company or if, as a result of an unforeseen event, the Board considers that to continue with the Capital Reductions would be inappropriate or inadvisable or no longer in the best interests of the Company and its shareholders as a whole.

A summary of the United Kingdom tax law and HM Revenue & Customs published practice applicable to the Bonus Issue and Capital Reductions as at the date of this Notice of Meeting is set out in Appendix II to the Notice of Meeting.

Subject to the approval of shareholders and the Court, the Bonus Issue and Capital Reductions are expected to be carried out before the end of August 2018.

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 14 May 2018 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
11 April 2018

CINEWORLD GROUP PLC

(Registered in England under number 5212407)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the eleventh 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 Wednesday 16 May 2018 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 25 (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 2017 together with the report of the auditors.
2. To receive and approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report for the year ended 31 December 2017.
3. To receive and approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 31 December 2017.
4. To declare a final dividend of 3.1p per ordinary 1p share in respect of the year ended 31 December 2017.
5. To re-elect Anthony Bloom as a Director of the Company.
6. To re-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 re-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 Directors to set the remuneration of the auditors.
17. Ordinary Resolution (Approval of Sharesave Scheme)
THAT:
 - a. the rules of the Cineworld Group plc 2018 Sharesave Scheme (the "Sharesave") (the principal features of which are summarised in Appendix I to this notice of annual general meeting and a copy of which is produced in draft to the meeting, initialled by the Chairman of the meeting for the purposes of identification) be and are hereby approved, and the Directors of the Company be and are hereby authorised to do all such things in accordance with applicable law as may be necessary or desirable to carry the Sharesave into effect, including making such modifications as the Directors consider appropriate to take account of the requirements of the Financial Conduct Authority, HM Revenue and Customs and best practice; and
 - b. the Directors be authorised to adopt further schemes for the benefit of employees outside the UK based on the Sharesave but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the Sharesave.
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 £4,565,438.25 (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 £9,130,876.50 (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 15 August 2019, 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 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 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 £684,815.73;
 - 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 £684,815.73; 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 136,963,146;
 - 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 15 August 2019, 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 (Adoption of articles of association)
 THAT the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Company's articles of association in substitution for, and to the exclusion of, the existing articles of association.
23. 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.
24. Special Resolution (Bonus Issue)
 THAT:
- a. the amount of £254,998,175.93 standing to the credit of the merger reserve of the Company be capitalised and applied in paying up in full at par such number of new B ordinary shares (the "Capital Reduction Shares") as is equal to the number of ordinary shares of 1p each in the capital of the Company in issue as at the Capital Reduction Record Time (as defined in the circular to shareholders of the Company dated 11 April 2018 of which this notice forms a part), such Capital Reduction Shares having a nominal value equal to the sum that is obtained by dividing the number of Capital Reduction Shares to be issued as set out above into £254,998,175.93, as shall be required to effect such capitalisation, and the Directors be and they are hereby authorised for the purposes of section 551 of the Companies Act 2006 to allot and issue all of the Capital Reduction Shares thereby created to such members of the Company upon terms that they are paid up in full by such capitalisation, and such authority shall for the purposes of section 551 of the Act expire at the conclusion of the next Annual General Meeting of the Company or at the close of business on 15 August 2019;
 - b. the Capital Reduction Shares created and issued pursuant to paragraph a. above shall have the following rights and restrictions:
 - (i) the holders of Capital Reduction Shares shall have no right to receive any dividend or other distribution whether of capital or income;
 - (ii) the holders of Capital Reduction Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
 - (iii) the holders of Capital Reduction Shares shall on a return of capital on a liquidation, but not otherwise, be entitled to receive the nominal value of each Capital Reduction Share but only after the holder of each Ordinary Share shall have received the amount paid up or credited as paid up on such a share and the holders of Capital Reduction Shares shall not be entitled to any further participation in the assets or profits of the Company;
 - (iv) a reduction by the Company of the capital paid up or credited as paid up on the Capital Reduction Shares and the cancellation of such shares will be treated as being in accordance with the rights attaching to the Capital Reduction Shares and will not involve a variation of such rights for any purpose. The Company will be authorised at any time without obtaining the consent of the holders of Capital Reduction Shares to reduce its capital (in accordance with the Companies Act 2006); and
 - (v) the Company shall have irrevocable authority at any time after the creation or issue of the Capital Reduction Shares to appoint any person to execute on behalf of the holders of such shares a transfer thereof and/or an agreement to transfer the same without making any payment to the holders thereof to such person or persons as the Company may determine and, in accordance with the provisions of the Companies Act 2006, to purchase or cancel such shares without making any payment to or obtaining the sanction of the holders thereof and pending such a transfer and/or purchase and/or cancellation to retain the certificates, if any, in respect thereof, provided also that the Company may in accordance with the provisions of the Companies Act 2006 purchase all but not some only of the Capital Reduction Shares then in issue at a price not exceeding 1 pence for all the Capital Reduction Shares.
25. Special Resolution (Capital Reduction)
 THAT, subject to the passing of resolution 24 and confirmation of the High Court of Justice of England and Wales:
- a. the Capital Reduction Shares created and issued pursuant to resolution 24 above shall be cancelled; and
 - b. an amount equal to £1,709,300,080.80 standing to the credit of the Company's share premium account be and is hereby cancelled.

By order of the Board

Fiona Smith,
 Company Secretary
 11 April 2018

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, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 10.30am on 14 May 2018 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. 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 Link (ID RA10) not later than 10.30am on 14 May 2018 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 14 May 2018 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 9 April 2018, being the last practicable date prior to the publication of this document, the Company's issued share capital consists of 1,369,631,475 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 9 April 2018 are 1,369,631,475.

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 and at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY 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:

- a. letters of appointment of the Non-Executive Directors;
- b. the service agreements for the Executive Directors;
- c. the proposed new articles of association of the Company; and
- d. the rules of the Cineworld Group plc 2018 Sharesave Scheme.

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 I

The Cineworld Group plc 2018 Sharesave Scheme (Resolution 17)

Set out below is a summary of the principal features of the Cineworld Group plc 2018 Sharesave Scheme (the "Sharesave").

1. Status

The Sharesave is an all-employee savings related share option scheme which has been designed to meet the requirements of Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 so that ordinary shares of one pence each in the Company ("Ordinary Shares") can be acquired by UK employees in a tax-efficient manner.

2. Eligibility

Each time that the Board decides to operate the Sharesave, all UK resident tax-paying employees of the Company and its subsidiaries participating in the Sharesave must be offered the opportunity to participate. Other employees may be permitted to participate. Participants invited to participate must have completed a minimum qualifying period of employment (which may be up to 5 years) before they can participate, as determined by the Board in relation to any award of an option under the Sharesave.

3. Savings contract and grant of option

In order to participate in the Sharesave, an employee must enter into a linked savings contract with a bank or building society to make contributions from salary on a monthly basis over a three or five year period. A participant who enters into a savings agreement is granted an option to acquire Ordinary Shares under the Sharesave ("Sharesave Option").

The number of Ordinary Shares over which a Sharesave Option may be granted is limited to the number of Ordinary Shares that may be acquired at the Sharesave Option exercise price out of the proceeds of the linked savings contract. The exercise price per Ordinary Share shall be the amount determined by the Board which shall not be less than 80% (or such other percentage as is permitted by the applicable legislation) of the market value of an Ordinary Share at the date of invitation.

Contributions may be made between £5 a month and the maximum permitted under the applicable legislation (currently £500 a month) or up to such lesser sum as the Board may determine. At the end of the three or five year savings contract, employees may either withdraw their savings on a tax free basis or utilise such sum and any bonus or interest due under the savings contract to acquire Ordinary Shares under the linked option granted to the participant under the Sharesave.

Invitations may be issued at any time subject to any dealing restrictions. However, no Sharesave Options may be granted more than 10 years from the date when the Sharesave was adopted.

Sharesave Options are not transferable and may only be exercised by the relevant employee or in the event of death their personal representatives.

4. Limits

The Sharesave may operate over new issue Ordinary Shares, treasury Ordinary Shares or Ordinary Shares purchased in the market. The rules of the Sharesave provides that, in any period of 10 calendar years, not more than 10% of the Company's issued ordinary share capital may be issued under the Sharesave and under any other employees' share scheme operated by the Company. Ordinary Shares issued out of treasury under the Sharesave will count towards these limits for so long as this is required under institutional shareholder guidelines.

5. Exercise of Sharesave Options

Sharesave Options may generally only be exercised for a period of six months following the maturity of the related savings contract. If not exercised by the end of this period, the relevant Sharesave Options shall lapse.

Sharesave Options may be exercised earlier with the proceeds of savings made under the linked savings contract and any interest due in certain specified circumstances including death, retirement, cessation of employment due to injury, disability or redundancy, following the sale of his employing company or business or if the relevant employment is employment by an associated company by reason of a change of control or other circumstances ending that company's status as an associated company.

6. Corporate events

In the event of a takeover, compulsory acquisition, scheme of arrangement, or winding-up of the Company, Sharesave Options may normally be exercised early with the proceeds of savings made under the linked savings contract and any interest due.

If there is a corporate event resulting in a new person or company acquiring control of the Company Sharesave Options may in certain circumstances be replaced by equivalent new options over shares in the acquiring company.

7. Variation of capital

If there is a variation of share capital of the Company, the Board may make such adjustments to Sharesave Options, including the number of Ordinary Shares subject to Sharesave Options and the Sharesave Option exercise price, as it considers to be fair and reasonable.

8. Rights attaching to Ordinary Shares

Ordinary Shares issued and/or transferred under the Sharesave will not confer any rights on any participant until the relevant Sharesave Option has been exercised and the participant in question has received the underlying Ordinary Shares. Any Ordinary Shares allotted when a Sharesave Option is exercised will rank equally with Ordinary Shares then in issue (except for rights arising by reference to a record date prior to their issue).

9. Amendments

The Board may, at any time, amend the provisions of the Sharesave in any respect. The prior approval of the Company in general meeting must be obtained in the case of any amendment to the advantage of participants which is made to the provisions relating to eligibility, individual or overall limits, the persons to whom a Sharesave Option can be granted and the terms of such Sharesave Options, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval, save that there are exceptions for any minor amendment to benefit the administration of the Sharesave, to take account of the provisions of any proposed or existing legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company and/or its other Group companies. Amendments may not adversely affect the rights of participants except where participants are notified of such amendment and the majority of participants approve such amendment.

10. Overseas schemes

The Board may, at any time, establish further schemes based on the Sharesave for overseas territories. Any such scheme shall be similar to the Sharesave, as relevant, but modified to take account of local tax, exchange control or securities laws. Any Ordinary Shares made available under such further overseas schemes must be treated as counting against the limits on individual and overall participation under the Sharesave.

11. Benefits not pensionable

The benefits received under the Sharesave are not pensionable.

APPENDIX II

United Kingdom taxation of the Bonus Issue and Capital Reductions (Resolutions 24 and 25)

The comments set out below are based on current United Kingdom tax law and HM Revenue & Customs published practice (which may not be binding on HM Revenue & Customs) as at the date of this document, both of which are subject to change, possibly with retrospective effect. They are not comprehensive, do not constitute tax advice, and are intended as a general guide only. The comments apply only to shareholders of the Company resident and, in the case of an individual, domiciled for tax purposes in, and only in, the United Kingdom and to whom "split year" treatment does not apply (except insofar as express reference is made to the treatment of non-United Kingdom residents), who hold shares in the Company as an investment and who are the absolute beneficial owners thereof. Certain categories of shareholders, including those carrying on certain financial activities, those subject to specific tax regimes or benefitting from certain reliefs or exemptions, those connected with the Company or Group and those for whom the shares are employment related securities may be subject to special rules and this summary does not apply to such shareholders. Shareholders who are in any doubt about their tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside the United Kingdom, should consult their own professional advisers immediately.

Bonus Issue and Bonus Issue Capital Reduction Shares

The Bonus Issue should be treated as a "reorganisation" for the purposes of UK taxation of chargeable gains ("CGT"), so that a shareholder should not be treated as making a disposal or part disposal of his Ordinary Shares for CGT purposes upon receipt of the Capital Reduction Shares. Instead, the Capital Reduction Shares will be treated as the same asset, acquired at the same time, as his Ordinary Shares. On the basis that the Capital Reduction Shares will be treated as being paid up for "new consideration" received by the Company, the issue of the Capital Reduction Shares should not give rise to any liability to UK income tax (or corporation tax) in a shareholder's hands.

For CGT purposes, a shareholder's base cost in his Ordinary Shares will be apportioned between his Capital Reduction Shares and his Ordinary Shares based on their respective market values at the date the Capital Reduction Shares are cancelled. It is likely that the market value of the Capital Reduction Shares will be nil for the duration of their existence. This is because the Capital Reduction Shares will have no rights to vote, no rights to participate in the profits of the Company and no rights to participate in the Company's assets, save on a winding up; will not be admitted to trading on any regulated market and it is not expected that any market in them will develop; and, at the time issued, it will be anticipated that they will be cancelled for no payment on the day immediately following the date of their issue. Consequently the issue of the Capital Reduction Shares should not impact the base cost of the Ordinary Shares and there should be no tax charge (nor any allowable loss) on the cancellation of the Capital Reduction Shares.

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

No stamp duty or SDRT will be payable on the issue or cancellation of the Capital Reduction Shares.

Share Premium Capital Reduction

Shareholders should not be treated as making a disposal or part disposal of their Ordinary Shares for CGT purposes as a result of the Share Premium Capital Reduction.