



**Resolutions adopted at the Annual General Meeting of Shareholders of Cinema City International N.V.**

Current report No. 9/2011 dated 22 June 2011

The Board of Managing Directors of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") informs that the following resolutions were adopted at the Annual General Meeting of the Company's Shareholders held on 21 June 2011 in Rotterdam at 210-212 Weena, the Netherlands at 15.00 hours of Dutch time.

The English-language version of the resolutions is the binding one.

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**Resolution No. 1 of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 3.

**regarding the adoption of the Company's annual accounts for the financial year 2010**

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**§1**

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") resolves to adopt the annual accounts of the Company for the financial year 2010 in accordance with the accounts included in the Annual Report 2010.

**§2**

This resolution comes into force on the day of its adoption.

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**Resolution No. 2 of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 5.

**regarding the appropriation of the profit of the Company for the financial year 2010**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") resolves to acknowledge the decision by the Board of Managing Directors to add the profit of the Company for financial year 2010 to the general reserve (retained earnings) and resolves to declare a dividend ad nil for the financial year 2010 in accordance with the proposal of the Board of Managing Directors included in the Annual Report 2010.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 3 of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 6.

**regarding the granting of discharge from liability ("*décharge*") to the members of the Board of Managing Directors for their management tasks during the financial year 2010**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to grant discharge from liability ("*décharge*") to the members of the Company's Board of Managing Directors for their management tasks during the financial year 2010.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 4 of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 7.

**regarding the granting of discharge from liability ("*décharge*") to the members of the Supervisory Board for their supervision during the financial year 2010**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to grant discharge from liability ("*décharge*") to the members of the Company's Supervisory Board for their supervisory tasks during the financial year 2010.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 5 of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 9.

**regarding the appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2011**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to appoint KPMG Accountants N.V. as the Company's external auditor for the financial year 2011.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 6 a. of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 10 a.

**Composition of Supervisory Board**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to re-appoint Mr Arthur F. Pierce as member of the Board of Supervisory Directors effective from the day of the meeting, for a term of four years.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 6 b. of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 10 b.

**Composition of Supervisory Board**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to re-appoint Mr. Yair Shilhav as member of the Supervisory Board effective from the day of the meeting, for a term of four years.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 7 of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 11.

**regarding authorization of the Board of Managing Directors under article 6 of the Company's  
articles of association to issue shares in the Company**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to authorize the Board of Managing Directors under article 6.1 of the Company's articles of association for a period of 5 years to issue shares in the Company with a maximum calculated by deducting the total number of the at the time of the issue outstanding shares from the total number of shares as authorized at the time of the issue by the Authorized share capital of the Company and to authorize the Board of Managing Directors under article 7.5 of the Company's articles of association to exclude or restrict, to the Board's full discretion, the pre-emption right of shareholders under article 7.2 of the articles of association, provided that all relevant resolutions of the Board of Managing Directors regarding issue of shares and exclusion or restriction of pre-emption rights will be subject to prior approval by the Board of Supervisory Directors

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 8 of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 12.

**regarding authorization of the Board of Managing Directors under article 9.3.c of the  
Company's articles of association to acquire shares in the Company by the Company**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to authorize the Board of Managing Directors under article 9.3.c of the Company's articles of association for a period of 18 months to repurchase shares in the Company as well as to authorize the Board of Managing Directors to alienate existing shares in the Company, irrespective of whether such shares were repurchased or sold by the Company before or after the date of this resolution, in the context of an employee incentive plan or for other general corporate purposes, provided that the limitations of article 9 of the articles of association duly observed as to the maximum number of shares and within a price range of the nominal value of the shares and 110% of the average share price as listed for the shares on the Warsaw Stock Exchange in the five days prior to the transaction

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 9 of 21 June 2011**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
made on the agenda item no 13.

**regarding Amendment of the Company's articles of association in  
accordance with the draft deed of amendment prepared by De Brauw  
Blackstone Westbroek NV and authorization of any and all members of the  
managing board of the Company as well as any and all civil-law notaries,  
associates and paralegals practicing with De Brauw Blackstone Westbroek  
N.V. to draw up the draft of the required notarial deed of amendment of the  
articles of association, to apply for the required ministerial declaration of  
no-objection, as well as to execute the notarial deed of amendment of the  
articles of association.**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to amend the articles of association of the Company in accordance with the draft deed of amendment dated 9 May 2011 prepared by De Brauw Blackstone Westbroek NV and to authorize any and all members of the managing board of the Company as well as any and all civil-law notaries, associates and paralegals practicing with De Brauw Blackstone Westbroek N.V. to draw up the draft of the required notarial deed of amendment of the articles of association, to apply for the required ministerial declaration of no-objection, as well as to execute the notarial deed of amendment of the articles of association.

§2

This resolution comes into force on the day of its adoption.

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Legal grounds: Article 5:53 and subsequent of the Dutch Act of 28 September 2006 on rules regarding the financial markets and their supervision (Act on Financial Supervision – *Wft.*) in conjunction Article 56.1.2 of the Act on Public Offerings, Conditions governing the Introduction of Financial Instruments to Organized Trading and on Public Companies of 29 July 2005 in conjunction with § 100.1 and § 86.3 of the Regulation of the Ministry of Finance of 19 October 2005 on Ongoing and Periodic Information to be Published by Issuers of Securities.

Signatures of persons authorized to represent the Company:  
Mr. Nissim Nisan Cohen, a proxy