

AGM CONVOCATION NOTICE to be published on 16 May 2013



Annual General Meeting of Shareholders of Cinema City International N.V. in Rotterdam, The Netherlands

The Board of Managing Directors of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company"), in accordance with its Articles of Association (the "Articles of Association" or "AoA"), is pleased to inform you that the Annual General Meeting of the Company's Shareholders (the "General Meeting") has been convened for **27 June 2013** at the Company's offices at **Weena 210-212, Rotterdam, the Netherlands, at 15.00 hours CET.**

The General Meeting Agenda is as follows:

- 1) Opening of the General Meeting
- 2) Discussion on the annual report for the financial year 2012, including the managing directors' report and supervisory directors' report and including management board and supervisory board remuneration (policies)
- 3) Adoption of the annual accounts for the financial year 2012*
- 4) Discussion on the policy on additions to the reserves and dividends
- 5) Appropriation of the net profit for the financial year 2012*
- 6) Ratification of acts and discharge from liability ("décharge") of the members of the Board of Managing Directors for their management tasks during the financial year 2012*
- 7) Ratification of acts and discharge from liability ("décharge") of the members of the Board of Supervisory Directors for their supervisory tasks during the financial year 2012*
- 8) Discussion of the Corporate Governance policy as set out in the Annual Report for the financial year 2012
- 9) Appointment of the Company's external auditor for the financial year 2013*
- 10) Composition of the Board of Supervisory Directors*:
 - a) Re-appointment of a member of the Board of Supervisory Directors:
 - i) to re-appoint Mr. Peter WEISHUT as member of the Board of Supervisory Directors*
 - b) Appointment of a member of the Board of Supervisory Directors
 - i) to appoint Mr. Jonathan CHISSICK as member of the Board of Supervisory Directors*
- 11) Authorization of the Board of Managing Directors under article 6 of the Company's articles of association to issue shares in the Company*
- 12) 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*
- 13) Any other business
- 14) Closing of the General Meeting

** These items require a resolution to be passed at the General Meeting.*

With reference to Article 35.5 of the Articles of Association, the Shareholders Circular is prepared in order to inform the General Meeting of all facts and circumstances relevant to the resolutions. The Shareholders Circular will be made public on 16 May 2013 by posting on the Company's website: www.cinemacity.nl. All documents prepared for the purpose of the General Meeting (both in English and in Polish) will be posted on the website at www.cinemacity.nl, including:

- a) the General Meeting Agenda
- b) the Company's 2012 Annual Report containing the report of the Management Board, the report of the Supervisory Board, the Corporate Governance report, and the annual accounts for the financial year 2012 and the auditor's report
- c) the Shareholders Circular
- d) a description of the proxy-voting procedure through the proxy indicated by the Company, the form of a power of attorney together with draft voting instructions

Additionally, hard copies of the 2012 Annual Report containing the 2012 annual accounts, will be available to shareholders for review at the Company's offices in the Netherlands in Rotterdam at Weena 210-212, 3012 NJ Rotterdam, the Netherlands, and at the Company's offices in Poland in Warsaw at 37 Fosa Street at least 15 days prior to the General Meeting until the date of the General Meeting.

Pre-Meeting of the Company's Shareholders in Warsaw, Poland

The Board of Managing Directors of the Company has also convened a Pre-Meeting of the Company's Shareholders (the "Pre-Meeting") for **20 June 2013** in a multiplex Cinema City Mokotów (in the shopping center Galeria Mokotów) in Warsaw, Poland at **at 12 c Wołoska Str. at 14.00 hours CET.**

The Pre-Meeting Agenda will mirror the above-mentioned agenda for the General Meeting, except for the voting on the adoption on resolutions.

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In accordance with Article 40 of the Articles of Association, only shareholders who deposit, **not later than on 21 June 2013, 17:00 hrs CET**, original registered depository certificates issued by authorized financial intermediaries in Poland maintaining securities accounts of those shareholders, which will evidence their shareholding in the Company at 30 May 2013 (the "Record Date"):

- at the Company's offices in Poland in Warsaw at 37 Fosa Street (on business days, Monday through Friday, between 9:00 and 17:00 hours CET) or
- at the Company's offices in the Netherlands in Rotterdam at the following address: Weena 210-212, 3012 NJ Rotterdam (on business days, Monday through Friday, between 09.00 and 17.00 hours CET)

will be entitled to participate in the General Meeting respectively, provided that a deposited registered depository certificate has not been collected from the Company by such a shareholder before the General Meeting.

Shareholders intending to participate in the Pre-Meeting must deposit the original depository certificate with the Company not later than the registration date for the Pre-Meeting: 14 June 2013 (by 17:00 CET).

Each shareholder may participate in the Pre-Meeting and the General Meeting respectively, and exercise the shareholder's rights, including the voting rights at the General Meeting, in person or by an authorized representative or proxy, including a proxy indicated by the Company; the respective authorization should be given or evidenced in writing. Shareholders may authorize a proxy indicated by the Company to attend the General Meeting and vote their shares on their behalf in observance of the voting instructions by filling in the form of proxy available on the Company's website: www.cinemacity.nl and delivering it to the Company at the Pre-Meeting or sending it to the Company's offices in the Netherlands and in Poland at addresses specified hereinabove.

Detailed information on the General Meeting, including information on the proxy voting procedure, will be posted on the Internet at the Company's website: www.cinemacity.nl by 16 May 2013.

Shareholders are advised that they should carefully read all the information relating to the General Meeting and the Pre-Meeting which will be available on the Internet at the Company's website www.cinemacity.nl, and are kindly asked to address all queries with respect to the Pre-Meeting and the General Meeting to the Management Board with the reference: the General Meeting of Cinema City International N.V., at one of the following addresses:

In the Netherlands:

Cinema City International N.V.
Weena 210-212
3012 NJ Rotterdam
Fax: +31 10 201 3603
email: osegal@cinemacity.nl

In Poland:

Cinema City International N.V.
c/o Cinema City Poland - CC sp. z o.o. S.K.A.
37 Fosa Str.
Warsaw
Fax: + 48 22 5666984
email: j.kotlowska@cinema-city.pl

Amsterdam, 16 May 2013
The Board of Managing Directors