



## EGM CONVOCATION NOTICE

### Extraordinary General Meeting of Shareholders of Cinema City International N.V. in Rotterdam, the Netherlands

The Board of Managing Directors (the "**Management Board**") 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**" or "**AoA**"), is pleased to inform you that a General Meeting of the Company's shareholders (the "**General Meeting**") has been convened to be held on **24 February 2014** at the Company's offices at **Weena 210-212, Rotterdam, the Netherlands** (the "**Company's Offices**"), at **12.00 hours (CET)**.

The General Meeting Agenda is as follows:

- 1) Opening of the General Meeting.
- 2) Announcement regarding the financial reporting of the Company.
- 3)\* Proposal to approve (within the meaning of article 2:107a of the Dutch Civil Code) the transfer by the Company of the entire issued share capital of the Company's wholly-owned subsidiary, Cinema City Holding B.V., the entity which will hold all of the Company's cinema assets at Completion, to Cineworld Group plc ("**Cineworld**") or such other person (being a wholly owned English subsidiary of Cineworld) as Cineworld may nominate prior to Completion, in consideration for cash and the allotment and issuance to the Company of ordinary shares in the capital of Cineworld (representing 24.9% of the issued share capital of Cineworld after such allotment and issuance) (the "**Combination**") on the terms of a combination agreement in relation to the Combination entered into between the Company and Cineworld.
- 4)\* Proposal:
  - a) to amend the Articles to read as set out in the proposed notarial deed of amendment (notariële *akte van statutenwijziging*) (the "**Deed of Amendment**") that has been made available for inspection at [www.cinemacity.nl](http://www.cinemacity.nl) and until the end of the General Meeting at the Company's Offices, to, among other things, change the name of the Company to Global City Holdings N.V. and to adopt a unitary board of executive directors and non-executive directors (the "**Board of Directors**") a result of which amendment the existing Supervisory Board will cease to exist; and accordingly:
  - b) to authorise each lawyer, notary, deputy notary and paralegal of Clifford Chance LLP Amsterdam with the right of substitution (*recht van substitutie*) (the "**Appointee**"), to make any amendments of a technical nature deemed necessary or appropriate to the extent that such amendments do not alter the content of the Deed of Amendment, to execute the proposed Deed of Amendment and to do everything the Appointee may determine to be appropriate in connection with the amendment of the Articles and the execution of the proposed Deed of Amendment.

The changes to the Articles pursuant to the proposed Deed of Amendment will, if the Deed of Amendment is executed, take effect upon completion of the Combination ("**Completion**").
- 5)\* Proposal to approve:
  - a) The appointment of Peter Dudolenski as a member of the Board of Directors and as the sole executive director of the Company immediately following the amendment of the Articles;
  - b) The appointment of Yair Shilhav as a member of the Board of Directors and as a non-executive director of the Company immediately following the amendment of the Articles. Mr Shilhav will also become chairman of the Audit Committee;
  - c) The appointment of Moshe J. Greidinger as a member of the Board of Directors and as a non-executive director of the Company, pursuant to which he will vacate the office of CEO of the Company, immediately following the amendment of the Articles;
  - d) The appointment of Israel Greidinger as a member of the Board of Directors and as a non-executive director of the Company, pursuant to which he will vacate the office of CFO of the Company, immediately following the amendment of the Articles;
  - e) The appointment of Caroline M. Twist as a member of the Board of Directors and as a non-executive director of the Company immediately following the amendment of the Articles;
  - f) The appointment of Peter J. Weishut as a member of the Board of Directors and as a non-executive director of the Company immediately following the amendment of the Articles;
  - g) The appointment of Jonathan Chissick as a member of the Board of Directors and as a non-executive director of the Company immediately following the amendment of the Articles; and
  - h) The appointment of A. Frank Pierce as a member of the Board of Directors and as a non-executive director of the Company immediately following the amendment of the Articles.

The appointments referred to in this item will become effective upon the changes to the Articles completed in the Deed of Amendment having taken effect.
- 6)\* Proposal to accept the resignation of Mr. Scott Rosenblum as Supervisory Director and chairman of the Supervisory Board as of the date of Completion and the granting of discharge from liability ("*décharge*") for such acts and tasks as have been undertaken (or omitted to be undertaken) by him as a Supervisory Director of the Company and as chairman of the Supervisory Board since the last annual general meeting, to the extent that information relating to such acts, tasks and omissions has been disclosed to the General Meeting of Shareholders at the date of the General Meeting, all subject to Completion taking place.
- 7)\* Proposal to amend the remuneration policy of the Company. Copies of the existing remuneration policy (the "**Existing Remuneration Policy**") and the remuneration policy as proposed to be amended (the "**New Remuneration Policy**") are available for inspection at [www.cinemacity.nl](http://www.cinemacity.nl) and until the end of the General Meeting, at the Company's Offices. If

approved, the New Remuneration Policy will be adopted with effect from Completion. The New Remuneration Policy will read as follows:

- a) The chairman of the Board of Directors will be entitled to a remuneration of EUR 17,500 per annum, EUR 1,500 for each meeting that he attends in person and EUR 750 for each meeting that he attends by telephone;
  - b) The chairman of the Audit Committee will be entitled to a remuneration of EUR 17,500 per annum, EUR 1,500 for each meeting that he attends in person and EUR 750 for each meeting that he attends by telephone;
  - c) Each other non-executive member of the Board of Directors will be entitled to a remuneration of EUR 12,500 per annum, EUR 1,500 for each meeting that he attends in person and EUR 750 for each meeting that he attends by telephone;
  - d) Non-executive directors may also be granted a profit related cash bonus; and
  - e) The executive director will be entitled to a package, consisting of a monthly base salary and a discretionary bonus comparable to the package granted to executive directors of companies of a comparable size and scope and as shall be further determined by the remuneration committee of the Board of Directors. The executive director will be further entitled to a car and reimbursement of reasonable business and telephone expenses.
- 8)\* Proposal to approve the remuneration of the non-executive directors in accordance with the New Remuneration Policy as of the date of their appointment;
- 9)\* Proposal to authorize the Management Board (or the Board of Directors, as applicable) under article 9.3.c of the Company's AoA for a period of 18 months (expiring on 23 August 2015) to repurchase shares in the Company in regular market trading or in tender offer as well as to authorize the Management Board (or Board of Directors, as applicable) to alienate existing shares in the Company for general corporate purposes, irrespective of whether such shares were repurchased or sold by the Company before or after the date of this resolution, provided that the limitations of Article 2:98 of the Dutch Civil Code are duly observed as to the maximum number of shares that are repurchased and that the purchase price for such shares shall be within a price range of the nominal value of the shares and a price equal to 110% of the average price on the regulated market (such price to be equal to the arithmetic mean of the average daily volume-weighted prices) for the six-month period preceding the announcement of a tender offer aiming to repurchase the Company's shares.

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

In accordance with Article 35.5 of the Articles of Association, a shareholder circular has been prepared in order to inform the General Meeting of all facts and circumstances relevant to these resolutions (the "**Shareholder Circular**"). The Shareholder Circular will be made public today and will be posted on the Company's website: [www.cinemacity.nl](http://www.cinemacity.nl). All documents prepared for the purpose of the General Meeting (both in English and in Polish) will be posted on the Company's website at [www.cinemacity.nl](http://www.cinemacity.nl), including:

- a) the agenda for the General Meeting
- b) the Shareholder Circular
- c) a description of the proxy-voting procedure through a proxy indicated by the Company, the form of a power of attorney together with draft voting instructions
- d) the proposed amendments to Articles of Association
- e) the Existing Remuneration Policy
- f) the New Remuneration Policy

### **Pre-Meeting of the Company's shareholders in Warsaw, Poland**

The Management Board is also pleased to invite you to a pre-meeting of shareholders (the "**Pre-Meeting**") to be held on 17 February 2014 in the multiplex at Cinema City Mokotów (in the shopping center Galeria Mokotów) in Warsaw, Poland at 12 c Wołoska Str. at hours 12.00 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.

In accordance with Article 40 of the Articles of Association, only shareholders who deposit, **not later than on 17 February 2014, 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 as at **27 January 2014** (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, provided that any such 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 their original depository certificate(s) with the Company not later than the registration date for the Pre-Meeting: **10 February 2014** (by 17:00 hours (CET)).

Each shareholder may participate in the Pre-Meeting and/or the General Meeting, and exercise his 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 accordance with their voting instructions by filling in the form of proxy available on the Company's website: [www.cinemacity.nl](http://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 Company's website: [www.cinemacity.nl](http://www.cinemacity.nl) today.

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 Company's website: [www.cinemacity.nl](http://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](mailto: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](mailto:j.kotlowska@cinema-city.pl)

Rotterdam, 10 January 2014

The Management Board