



## NOTICE OF ANNUAL AND SPECIAL MEETING

The annual and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Cineplex Inc. (the “**Corporation**” or “**Cineplex**”) will be held virtually and in person on October 13, 2020 at Scotiabank Theatre Toronto, 259 Richmond Street West, Toronto, Ontario, at 9:00am (EDT).

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In light of the ongoing public health concerns related to the spread of COVID-19 and in order to mitigate potential risks to the health and safety of its Shareholders, employees, communities and other stakeholders, the Corporation is providing facilities to allow its Shareholders to participate in a hybrid meeting format whereby Shareholders and duly appointed proxyholders may attend and participate in the Meeting via live webcast. The legal requirements of the Meeting will be completed, with no traditional social reception. The Corporation welcomes all Shareholders and others who wish to attend the meeting to do so in person or by joining the live webcast that will be available at <https://web.lumiagm.com/486717372> (case sensitive password is “cineplex2020”). Shareholders will be able to submit questions to management of the Corporation through the webcast. The Corporation reserves the right to restrict in person attendance depending on available health and safety information at the time of the Meeting and make such arrangements as are deemed prudent or necessary under the circumstances. The ability of Shareholders to attend in person is also subject to any governmental order applicable at the time of the Meeting, such as restrictions on gatherings and social distancing rules, which might prevent or restrict Shareholders from attending in person.

Due to the evolving concerns associated with COVID-19, the Corporation’s ability to hold the Meeting as planned could be compromised. Should the Corporation be required to alter its plans regarding the meeting, including possibly changing the format of the Meeting from hybrid to virtual only, the details of any such change would be communicated promptly by way of press release, a copy of which will be available on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com).

### AT THE MEETING YOU WILL BE ASKED TO:

- receive the consolidated financial statements of the Corporation for the year ended December 31, 2019, together with the auditors’ report thereon (the “**Annual Financial Statements**”);
- elect the directors of the Corporation (the “**Directors**”) to hold office until the close of the next annual meeting of Shareholders;
- appoint PricewaterhouseCoopers LLP as auditors of the Corporation for the coming year and to authorize the Directors to fix the remuneration to be paid to the auditors;
- vote on an advisory resolution on the Corporation’s approach to executive compensation;
- vote on an ordinary resolution ratifying and approving the shareholder rights plan adopted by the board of Directors on June 19, 2020 (the “**Shareholder Rights Plan**”);
- vote on an ordinary resolution ratifying and approving the new omnibus equity incentive plan adopted by the board of Directors on August 9, 2020 (the “**Omnibus Incentive Plan**”); and

- transact such other business as may properly be brought before the Meeting or any continuation of the Meeting after any postponement.

The accompanying management information circular (“**Circular**”) provides detailed information relating to the matters to be addressed at the Meeting, including instructions on how to obtain a control number from AST Trust Company (Canada) in order to attend and vote virtually at the Meeting, and forms part of this notice.

Shareholders are encouraged to express their vote in advance by utilizing the “notice-and-access” process (“**Notice-and-Access**”) for distribution of the Meeting materials to Shareholders as provided by National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 - *Continuous Disclosure Obligations*. Notice-and-Access is a set of rules that allows issuers to post electronic versions of meeting materials, including circulars and annual financial statements, online on SEDAR at [www.sedar.com](http://www.sedar.com) and an alternate website, rather than mailing paper copies of such meeting materials to shareholders. Electronic copies of this Circular, the Annual Financial Statements and management’s discussion and analysis for the year ended December 31, 2019 may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and also on the Corporation’s investor relations website at <http://ir.cineplex.com/>. Utilizing Notice-and-Access directly benefits the Corporation through a reduction in both postage and printing costs, and also promotes environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. It also provides Shareholders with faster access to information about the Corporation.

Shareholders may contact the Corporation’s Chief Legal Officer (tel: (416) 323-7274 or email: [anne.fitzgerald@cineplex.com](mailto:anne.fitzgerald@cineplex.com)) with questions about Notice-and-Access or to obtain paper copies, free of charge, of this Circular and the Annual Financial Statements. Requests should be received by October 1, 2020 in order to receive the Circular and Annual Financial Statements in advance of the proxy voting deadline.

DATED at Toronto, Ontario this 28<sup>th</sup> day of August, 2020

By order of the Directors

“*Ellis Jacob*”, President and Chief Executive Officer

Note: If you are a Shareholder and you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to AST Trust Company (Canada) so as to arrive not less than 48 hours before the time set for the holding of the Meeting or any reconvened meeting after an adjournment or postponement thereof (excluding Saturdays, Sundays and holidays). The enclosed form of proxy may be returned by facsimile to (416) 368-2502 or toll-free at (866) 781-3111, or by mail: (a) in the enclosed envelope; or (b) in an envelope addressed to Cineplex Inc., c/o Proxy Department, AST Trust Company (Canada), P.O. Box 721, Agincourt, Ontario, M1S 0A1. The Directors have fixed the record date for the Meeting as August 17, 2020 (the “**Record Date**”). Only Shareholders of record at the close of business on the Record Date will be entitled to notice of the Meeting.