



CINEPLEX INC.

PROCEDURES FOR APPROVAL OF AUDIT AND NON-AUDIT SERVICES BY THE EXTERNAL AUDITORS

The following procedures for approval of audit and non-audit services by the external auditors (“**Procedures**”) were adopted by the Board of Directors (“**Board**”) of Cineplex Inc. (collectively, with its subsidiaries and affiliates, “**Cineplex**”).

1. AUDIT COMMITTEE PRE-APPROVAL OF SERVICES

In accordance with the requirements of securities laws and regulations to which Cineplex is subject and to safeguard the continued independence of its external auditors, all audit and non-audit services to be rendered by Cineplex’s external auditors (the “**Auditors**”) must pre-approved by the Audit Committee of the Board.

Such pre-approval shall be based on the following detailed policies and procedures established by the Audit Committee:

2. SERVICES THAT THE AUDITORS MAY NOT PROVIDE

The Auditors may not act in any capacity where they could, or could reasonably be seen to:

- function in the role of Cineplex;
- audit their own work; or
- serve in an advocacy role on behalf of Cineplex.

Except as otherwise permitted and pre-approved in these Procedures, the Auditors will not be asked to provide any services in the following areas (in each case as more fully defined in applicable corporate and securities regulations or the regulations and guidelines of the appropriate oversight authorities governing the accounting and auditing profession):

- bookkeeping and related functions;
- financial information systems design and implementation;
- appraisal, valuation, fairness opinions or contribution-in-kind reports;
- actuarial services;
- internal audit outsourcing;
- management functions and human resources functions;

- broker-dealer, investment advisor or investment banking services;
- legal services; and
- expert services.

3. PRE-APPROVAL OF A RANGE OF SERVICES

The engagement for the annual audit of Cineplex’s consolidated financial statements is specifically approved on an annual basis by the execution of the audit engagement letter with the Auditors. Engagements of the Auditors involving services for any of the Cineplex entities that fall into the following service definitions are pre-approved by the Audit Committee:

Type of Service	Description
Audit Services	
Financial statement audit	<ul style="list-style-type: none"> • Recurring audit of consolidated financial statements (including subsidiary company and statutory audits and tax services and accounting consultations required to perform an audit in accordance with Generally Accepted Auditing Standards); • Quarterly reviews; • Review of tax provisions reported in the consolidated and other financial statements; and • Review of complex accounting issues with the Auditors’ national office in order to reach an audit judgment.
Regulatory financial filings	<ul style="list-style-type: none"> • Services relating to filings with the OSC or SEC including issuance of comfort letters; and • Statutory and regulatory filings including prospectuses and registration statements.
Audit-Related Services	
Employee benefit plan audits	<ul style="list-style-type: none"> • Audit of pension and other employee benefit plans and funds.
Financial due diligence in connection with acquisitions and divestitures	<ul style="list-style-type: none"> • Assistance in financial and tax due diligence (including review of financial statements, financial data and records, tax returns, tax forms and tax filings and discussions with target’s finance and accounting personnel); and • Accounting consultation and audits in connection with acquisitions and divestitures.
Other attest services	<ul style="list-style-type: none"> • Attest services that are not required by statute or regulation.
Application and general control reviews	<ul style="list-style-type: none"> • Review of IT and general controls related to specific applications (including overall general computer controls, excluding those that are a part of the financial statement audit).

Type of Service	Description
Consultation regarding GAAP	<ul style="list-style-type: none"> • Discussions, review and testing of impact of new pronouncements, acquisition accounting and other GAAP topics.
Tax Services	
Tax compliance	<ul style="list-style-type: none"> • Preparation and/or review of income, capital, sales, use, property, excise, local, value added (VAT) and GST tax returns, filings and forms. • Consultation regarding handling of items for tax returns, required disclosures, elections and filing positions available.
Tax consulting	<ul style="list-style-type: none"> • Assistance with tax audits, examinations or requests for information; • Responding to requests regarding technical interpretations, applicable laws and regulations and tax accounting; • Tax advice on mergers, acquisitions, restructurings, financings, inter-company transactions, foreign tax credits, foreign income tax, tax accounting, foreign earnings and profits, capital tax, sales tax, use tax, property tax, the treatment in any jurisdiction of foreign subsidiary income, VAT, GST, excise tax or equivalent taxes in the jurisdiction; • Assistance with tax appeals that are not in front of a tax court or its equivalent; and • Advice regarding tax legislation or codes (including interpretations, procedures and advance tax rulings or private letter rulings thereof, or their equivalent, in applicable jurisdictions in the following areas: income, capital, sales, use, property, excise, local, value added (VAT) and GST taxes).
Transfer pricing	<ul style="list-style-type: none"> • Advice and assistance with respect to transfer pricing matters (including preparation of reports used by Cineplex to comply with taxing authority documentation requirements regarding royalties, services and inter-company pricing); and • Assistance with tax exemptions.
Customs and duties	<ul style="list-style-type: none"> • Compliance reviews and advice on compliance in the areas of tariffs and classification, origin, pricing and documentation; and • Assistance with customs audits or requests for information.

Type of Service	Description
Expatriate tax services	<ul style="list-style-type: none"> • Preparation of individual income tax returns; • Advice on impact of changes in local tax laws and consequences of changes in compensation programs or practices; and • Advice in relation to benefits and compensation, stock options and tax equalization policies.
Other Services	
Valuation	<ul style="list-style-type: none"> • Valuation services for non-financial reporting in connection with tax-only valuations; and • Valuation services to review and comment on tax-related valuations prepared by Cineplex or third parties.
Other	<ul style="list-style-type: none"> • Fact finding services and forensic investigations under the supervision of the Audit Committee; • Environmental audits; and • Non-financial systems design and implementation.
Other	<ul style="list-style-type: none"> • Benchmarking and surveys related to best practices with respect to financial reporting practices and any other type of surveys.
Other	<ul style="list-style-type: none"> • Annual license for PwC's Comperio product.

The general pre-approval of the range of services covered under this paragraph 3 will be brought to the Audit Committee for review and, if thought appropriate, renewal on an annual basis.

4. PRE-APPROVAL OF INDIVIDUAL SERVICES

Cineplex management and/or the Auditors may seek pre-approval by the Audit Committee of the engagement of the Auditors to provide particular services in certain cases. Where particular pre-approval is required, the Audit Committee has delegated the authority to effect such pre-approval to the Chair of the Audit Committee. However, under no circumstances may the Audit Committee delegate its responsibilities to Cineplex management.

For greater certainty, if an engagement with the Auditors for a particular service is contemplated that is neither prohibited under paragraph 2 of these Procedures, nor covered under the range of services under paragraph 3 of these Procedures, in order for such engagement to proceed it must be individual pre-approved under this paragraph.

It is the responsibility of management to determine whether a particular service is covered by the pre-approved range of services. Management should seek the guidance of the Audit Committee Chair where there is any ambiguity about whether a particular service is pre-approved. It is

contemplated that the Audit Committee will pre-approve a range of services and amounts during the annual Audit Planning meeting with the Auditors and management.

5. ENGAGEMENT LETTERS

Pre-approved non-audit services shall be provided by the Auditors pursuant to an engagement letter with the appropriate Cineplex entity that satisfies each of the following requirements:

- (a) the engagement letter shall be in writing and signed by the Auditors and the Chair of the Audit Committee; and
- (b) the engagement letter shall set out the particular non-audit services to be provided by the Auditors which, unless individually pre-approved, shall be within the categories of pre-approved non-audit services described in paragraph 3 of these Procedures.

6. REPORTS OF SERVICES TO THE AUDIT COMMITTEE

At every regularly-scheduled meeting of the Audit Committee, management shall report on all new pre-approved engagements of the Auditors since the last such report. The Auditors may comment on the report if they wish to do so. All engagement letters entered into pursuant to these Procedures shall be made available to the Audit Committee upon demand.

Confirmed March 12, 2014