

CINEPLEX INC. PROXY

This proxy is solicited on behalf of the Directors of Cineplex Inc. (the “Corporation”) for use at the annual and special meeting of holders of shares (“Shareholders”) to take place May 14, 2014 and should be read in conjunction with the accompanying notice of such meeting and the management information circular. This proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made, this proxy will be voted FOR the election of each of the nominees listed below as directors of the Corporation, FOR the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation and FOR the approval of the ratification of Bylaw number 2 amending Bylaw number 1 of the Corporation.

The undersigned owner of shares of Cineplex Inc. hereby appoints Ellis Jacob, Chief Executive Officer of Cineplex Inc. or failing him, Gord Nelson, Chief Financial Officer of Cineplex Inc., or (See *Note 1) with full power of substitution as proxy for the undersigned to attend, act and vote all shares held of record by the undersigned at the **ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS** of the Corporation to be held on the 14th day of May, 2014 and at every adjournment or postponement thereof in the same manner, to the same extent and with the same powers as if the undersigned were present at the said annual and special meeting or any adjournments thereof and without limiting the general authorization and powers hereby given, each of the persons named as proxy is specifically directed to vote as follows:

1. ELECTION OF DIRECTORS:

	FOR	WITHHOLD FROM VOTING		FOR	WITHHOLD FROM VOTING
Jordan Banks	<input type="checkbox"/>	<input type="checkbox"/>	Robert Bruce	<input type="checkbox"/>	<input type="checkbox"/>
Joan Dea	<input type="checkbox"/>	<input type="checkbox"/>	Ian Greenberg	<input type="checkbox"/>	<input type="checkbox"/>
Ellis Jacob	<input type="checkbox"/>	<input type="checkbox"/>	Sarabjit Marwah	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Munk	<input type="checkbox"/>	<input type="checkbox"/>	Edward Sonshine	<input type="checkbox"/>	<input type="checkbox"/>
Robert Steacy	<input type="checkbox"/>	<input type="checkbox"/>	Phyllis Yaffe	<input type="checkbox"/>	<input type="checkbox"/>

- 2. APPOINTMENT OF AUDITORS: VOTE FOR OR WITHHOLD FROM VOTING OR, IF NO SPECIFICATION IS MADE, VOTE FOR** the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation and the authorization of the directors to fix their remuneration; and
- 3. BY LAW AMENDMENT APPROVAL: VOTE FOR OR AGAINST OR, IF NO SPECIFICATION IS MADE, VOTE FOR** the resolution adopting Bylaw number 2 as described in the Corporation’s management information circular dated March 31, 2014; and
- 4.** In his/her discretion with respect to the amendments to or variations of matters identified above or upon such other matters as may properly come before the annual and special meeting in accordance with applicable law, hereby revoking any proxy previously given.

