MANAGEMENT INFORMATION CIRCULAR

Annual Meeting of Shareholders of

CINEPLEX INC.

To be held on May 13, 2015

March 31, 2015

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Cineplex Inc. (the "**Corporation**") will be held at 10:30 a.m. Eastern Daylight Time on Wednesday, May 13, 2015 at the Cineplex Cinemas Yonge-Dundas and VIP, 10 Dundas Street East, 4th floor, Toronto, Ontario, for the following purposes:

(a) to receive the consolidated financial statements of the Corporation for the period ended December 31, 2014 and the report of the auditors thereon;

(b) to elect directors for the coming year;

(c) to 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; and

(d) to transact such other business as may properly come before the Meeting and any and all adjournments thereof.

The Corporation's Management Information Circular provides additional information relating to matters to be dealt with at the Meeting and forms part of this Notice of Annual Meeting of Shareholders.

The Corporation is utilizing the "notice-and-access" process that came into effect on February 11, 2013, under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 - *Continuous Disclosure Obligations*, for distribution of the Meeting materials to Shareholders.

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 via SEDAR at www.sedar.com and one other website, rather than mailing paper copies of such meeting materials to shareholders. Electronic copies of the Management Information Circular and the Corporation's consolidated financial statements and management's discussion and analysis for the year ended December 31, 2014 may be found on SEDAR at www.sedar.com and also on the Corporation's investor relations website at http://ir.cineplex.com/.

Utilizing the notice-and-access process 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 with questions about notice-and-access may contact the Corporation's Chief Legal Officer by telephone at (416) 323-7274 or by e-mail to anne.fitzgerald@cineplex.com. Shareholders may obtain paper copies of the Management Information Circular and the Corporation's 2014 financial statements free of charge by contacting the Corporation's Chief Legal Officer at the contact details noted above.

A request for paper copies before the Meeting should be sent well in advance, so that it is received by the Corporation by May 1, 2015, in order to allow sufficient time for the Shareholders to receive the paper copies and to return the proxy form or voting instruction form by its due date. The Corporation will mail the paper copies within three business days of any request. Shareholders will receive by pre-paid mail a "notice package" which will include a proxy form or voting instruction form together with this Notice of Annual Meeting of Shareholders.

Shareholders should follow the instructions for completion and delivery contained in the voting instruction form. **Shareholders are reminded to review the Management Information Circular before voting.**

DATED at Toronto, Ontario this 31st day of March, 2015.

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 CST Trust Company 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, CST Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1. The Directors of the Corporation have fixed the record date for the Meeting as March 31, 2015 (the "**Record Date**"). Only Shareholders of record at the close of business on the Record Date will be entitled to notice of the Meeting.

CINEPLEX INC.

MANAGEMENT INFORMATION CIRCULAR

Cineplex Inc. is utilizing the "notice-and-access" process ("Notice-and-Access") under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") and National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102") for distribution of this information circular to Shareholders. Further information on Notice-and-Access, including how Shareholders may obtain a paper copy of this information circular, is contained below under the heading "Notice-and-Access".

This information circular is furnished in connection with the solicitation by the directors (the "**Directors**") of Cineplex Inc. (the "**Corporation**") of proxies to be used at the annual meeting (the "**Meeting**") of holders (the "**Shareholders**") of common shares (the "**Common Shares**") of the Corporation to be held on Wednesday, May 13, 2015 at the Cineplex Cinemas Yonge-Dundas and VIP, 10 Dundas Street East, 4th floor, Toronto, Ontario, commencing at 10:30 a.m. Eastern Daylight Time, and at any reconvened meeting after any postponement or adjournment thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. All dollar amounts in this information circular are expressed in Canadian dollars. The information contained herein is given as at March 31, 2015, except where otherwise noted.

THE CORPORATION

The Corporation is governed by the *Business Corporations Act* (Ontario) (the "**OBCA**") pursuant to articles of arrangement dated January 1, 2011. The Corporation is a reporting issuer and its Common Shares are traded on the TSX under the symbol "CGX" and its convertible unsecured subordinated debentures (the "**Debentures**") are traded on the TSX under the symbol "CGX.DB.A". The principal and head office of the Corporation is located at 1303 Yonge Street, Toronto, Ontario, M4T 2Y9.

The history of Cineplex can be traced back to 1912 when Adolph Zukor founded the Famous Players Film Corporation. While Cineplex's early history dates back more than a century, recent decades have seen a series of mergers, acquisitions and growth that created the corporate structure today. In 2003, Cineplex Odeon Corporation ("**COC**") and Galaxy Entertainment Inc. ("**Galaxy**") combined to create Cineplex Galaxy Income Fund (the "**Fund**"), operating theatres under the "*Cineplex Odeon*" brand, which has enjoyed an established urban market presence in Canada, and the "*Galaxy*" brand, which has a reputation as a primary entertainment destination in mid-sized communities. In 2005, Cineplex acquired Famous Players Limited Partnership to combine Canada's two leading theatre exhibition companies. In more recent years, Cineplex has acquired a number of theatres from both American Multi-Cinema Inc. and Empire Theatres Limited, creating a truly national coast-to-coast movie exhibition company.

The Corporation is the successor of the Fund pursuant to a plan of arrangement dated January 1, 2011 ("the **Arrangement**"). As a result of the completion of the Arrangement and related transactions, the Corporation now owns, directly and indirectly, subsidiaries which operate the businesses which were previously owned by the Fund. Following completion of the Arrangement the Fund was wound up and dissolved.

Cineplex Entertainment Limited Partnership ("**Cineplex Entertainment LP**") is a limited partnership formed under the laws of the Province of Manitoba; the general partner of Cineplex Entertainment LP is Cineplex Entertainment Corporation (the "**GP**").

The Corporation's primary business is the operation of theatres serving approximately 74 million guests annually, but the Corporation also conducts business in a number of subsidiary entities, including its digital signage initiatives doing business as Cineplex Digital Solutions and Cineplex Digital Networks. Cineplex also participates in a number of joint-venture businesses, including gaming initiatives in Cineplex Starburst Inc. and operation of a loyalty program through SCENE LP.

All references to "**Cineplex**" in this information circular refer to the Corporation and its subsidiaries, including Cineplex Entertainment LP, the GP, Famous Players LP, Famous Players Co., Galaxy, EK3 Technologies Inc. and Cineplex Digital Media Inc.

PROXY SOLICITATION AND VOTING

Solicitation of Proxies

The Corporation will use Notice-and-Access to conduct the solicitation of proxies. Proxies may also be solicited personally or by telephone on behalf of the Corporation. The cost of solicitation, if any, will be borne by the Corporation.

Notice-and-Access

The Corporation will use Notice-and-Access for distribution of this information circular and other Meeting materials to both registered Shareholders and non-registered Shareholders.

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, via SEDAR at www.sedar.com and one other website, rather than mailing paper copies of such meeting materials to shareholders. Electronic copies of the information circular and the Corporation's consolidated financial statements and management's discussion and analysis for the year ended December 31, 2014, may be found on SEDAR at www.sedar.com and also on the Corporation's investor relations website at http://ir.cineplex.com/.

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Shareholders with questions about Notice-and-Access may contact the Corporation's Chief Legal Officer by telephone at (416) 323-7274 or by e-mail at anne.fitzgerald@cineplex.com. Shareholders may obtain paper copies of the information circular and the Corporation's 2014 financial statements free of charge by contacting the Corporation's Chief Legal Officer at the contact details noted above.

A request for paper copies before the Meeting should be sent well in advance, so that it is received by the Corporation by May 1, 2015, in order to allow sufficient time for the Shareholders to receive the paper copies and to return the proxy form or voting instruction form by its due date. The Corporation will mail the paper copies within three business days of any request.

The Corporation has sent the Notice of Annual Meeting of Shareholders and a form of proxy or voting instruction form (the "**Notice Package**") to all Shareholders informing them that this information circular is available online and explaining how this information circular may be accessed. The Corporation will not directly send the Notice Package to non-registered Shareholders. Instead, the Corporation will pay intermediaries to forward the Notice Package to all non-registered Shareholders.

Shareholders should follow the instructions for completion and delivery contained in the form of proxy or voting instruction form. **Shareholders are reminded to review the information circular before voting.**

Appointment of Proxies

The persons named in the form of proxy sent to you in the Notice Package are representatives of the Corporation. **A registered Shareholder who wishes to appoint some other person to represent him or her at the Meeting may do so by crossing out the person named in the form of proxy and inserting such other person's name in the blank space provided in the form of proxy or by completing another form of proxy. Such other person need not be a Shareholder.**

To be valid, proxies must be deposited at the offices of CST Trust Company, Proxy Department, P.O. Box 721, Agincourt, Ontario, M1S 0A1, or sent by facsimile to (416) 368-2502 (or toll free facsimile within North America to (866) 781-3111) so as not to arrive later than 10:30 a.m. Eastern Daylight Time on Monday, May 11, 2015. If the Meeting is adjourned, proxies must be deposited 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used, or be deposited with the chair prior to the commencement of the Meeting or any reconvened meeting.

The document appointing a proxy must be in writing and completed and signed by a Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney thereof. Persons signing as officers, attorneys, executors, administrators, directors, etc., should so indicate and may be asked to provide satisfactory evidence of such authority.

Revocation of Proxies

A Shareholder who has given a proxy may revoke the proxy: (a) by completing and signing a proxy bearing a later date and depositing it as set forth above; (b) by depositing an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing at the registered office of the Corporation at any time up to and including the last business day preceding the date of the Meeting, or any reconvened meeting after an adjournment or postponement thereof, at which the proxy is to be used; or (c) in any other manner permitted by law.

Voting of Proxies

The persons named in the form of proxy will vote, or withhold from voting, Common Shares in respect of which they are appointed, on any ballot that may be called for, in accordance with the instructions of the Shareholder as indicated on the proxy. In the absence of such specification, such Common Shares will be voted:

(a) **FOR** the election of each of the nominees to the Board of Directors listed under the heading *Matters to be Considered at the Meeting – Election of Directors*; and

(b) **FOR** the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation.

The persons appointed under the form of proxy are conferred with discretionary authority with respect to amendments or variations of matters identified in the form of proxy and Notice of Annual Meeting of Shareholders and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Annual Meeting of Shareholders are properly brought before the Meeting, it is the intention of the persons designated in the form of proxy to vote in accordance with their best judgment on such matter or business. At the date of this information circular, the Directors know of no such amendments, variations or other matter.

Non-Registered Shareholders

Information set forth in this section is very important to persons who hold Common Shares otherwise than in their own names. A non-registered Shareholder (a "**Beneficial Holder**") who beneficially owns Common Shares, but such Common Shares are registered in the name of an intermediary (such as a securities broker, financial institution, trustee, custodian or other nominee who holds Common Shares on behalf of the Shareholder or in the name of a clearing agency in which the intermediary is a participant) should note that only proxies deposited by Shareholders whose names are on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting.

Common Shares that are listed in an account statement provided to a Shareholder by a broker are likely not registered in the Shareholder's own name on the records of the Corporation; such Common Shares are more likely registered in the name of the Shareholder's broker or an agent of the broker.

Applicable regulatory policy in Canada requires brokers and other intermediaries to seek voting instructions from Beneficial Holders in advance of Shareholders' meetings. Every broker or other intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Holders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Holder by its broker is identical to that provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Holder. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically prepares a voting instruction form (a "**Voting Form**") that it mails to the Beneficial Holders and asks Beneficial Holders to return the Voting Form directly to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions representing the voting of Common Shares to be represented at the Meeting. A Beneficial Holder receiving a Voting Form cannot use that Voting Form to vote Common Shares directly at the Meeting. The Voting Form must be returned to Broadridge well in advance of the Meeting to have the Common Shares voted.

Although Beneficial Holders may not be recognized directly at the Meeting for purposes of voting Common Shares registered in the name of their broker or other intermediary, a Beneficial Holder may attend at the Meeting as proxyholder for the registered holder and vote their Common Shares in that capacity. Beneficial Holders who wish to attend the Meeting and indirectly vote their own Common Shares as proxyholder for the registered holder must instruct the Corporation to do so by either: (i) filing and submitting the Form 54-101F6 – *Request for Voting Instructions Made by Reporting Issuer* previously sent to such non-registered Shareholder by the Corporation; or (ii) submitting any other document in writing to the Corporation that requests that the non-registered Shareholder or a nominee thereof should be appointed as proxyholder. **In either case, non-registered Shareholders should carefully follow the instructions of their intermediaries and their service companies.**

QUORUM

A quorum is required for the Meeting. For the Meeting, at least two persons present in person or represented by proxy and representing in total at least 25% of the votes attached to all outstanding Common Shares will constitute a quorum.

COMMON SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares. As at March 31, 2015, there were 63,067,264 Common Shares outstanding. Pursuant to the articles and by-laws of the Corporation, Shareholders of record at the record date are entitled to notice of and to attend the Meeting in person or by proxy, and to one vote per Common Share on any vote at the Meeting. The Board has established the record date for the notice of the Meeting (the "**Record Date**") as March 31, 2015. As such, each Shareholder of record at the close of business on such date will be entitled to one vote for each Common Share held on all matters proposed to come before the Meeting.

As at the date hereof, to the knowledge of the Directors, there are no Shareholders that beneficially own or exercise control or direction over more than 10% of the outstanding Common Shares.

MATTERS TO BE CONSIDERED AT THE MEETING

Financial Statements

The annual report, the financial statements of the Corporation for the period ended December 31, 2014 and the Auditors' Report thereon accompanying this information circular will be placed before the Shareholders at the Meeting. No formal action will be taken at the Meeting to approve the financial statements. If any Shareholder has questions regarding such financial statements, such questions may be brought forward at the Meeting.

Election of Directors

The Corporation is required to have a minimum of one Director and a maximum of 20 Directors. The number of Directors was previously fixed by the board of Directors (the "**Board**") at ten. Directors are appointed at each annual meeting of Shareholders to hold office for a term expiring at the close of the next annual meeting.

Majority Voting

The Board has adopted a majority voting policy in Director elections that will apply at any meeting of Shareholders where an uncontested election of Directors is held; for purposes of this policy, an "uncontested election" of directors of the Corporation means an election where the number of nominees for directors is equal to the number of directors to be elected. Pursuant to this policy, if the number of proxy votes withheld for a particular Director nominee is greater than the votes in favour of such Director, the Director nominee will be required to submit his or her resignation to the Chair of the Board promptly following the Corporation's annual meeting. The majority voting policy applies regardless of whether any appointment is being contested. Following receipt of resignation, the Compensation, Nominating and Corporate Governance Committee (the "**CNCG Committee**") will consider whether or not to accept the offer of resignation. With the exception of special circumstances, the CNCG Committee will be expected to recommend that the Board accept the resignation. Within 90 days following the Corporation's annual meeting, the Board will make its decision and disclose such decision by a press release, such press release to include the reasons for rejecting the resignation, if applicable. A Director who tenders his or her resignation pursuant to this majority voting policy will not be permitted to participate in any meeting of the Board or the CNCG Committee at which the resignation is considered. A copy of the majority voting policy of the Corporation may be found on the Corporation's website at www.cineplex.com.

Proposed Directors

Set out below is a brief profile for each of the persons nominated for election as Director, listed in alphabetical order.

- ***Jordan Banks*** - Mr. Banks is currently an executive at Facebook Inc. where he serves as Global Head of Vertical Strategy and Managing Director of Facebook Canada. In his role, Mr. Banks leads the team responsible for identifying and developing business strategies and initiatives in Facebook's key industry categories around the world. He is also responsible for leading and managing all of Facebook's commercial operations in Canada. Prior to Facebook, Mr. Banks was the founder and managing partner at Thunder Road Capital, Chief Executive Officer of the publicly traded JumpTV as well as the Managing Director of eBay Canada. In addition to his role as a Director of the Corporation, Mr. Banks sits on the Board of Directors of the Hospital for Sick Children Foundation, the Board of Governors of the University of Waterloo and the Board of Advisors of the Art Gallery of Ontario. As part of his commitment to raise money and awareness for Alzheimer's research and care, Mr. Banks sits on the Boards of Directors of The Tanz Centre for Research in Neurodegenerative Diseases and the Baycrest Centre for Geriatric Care. Additionally, as a strong believer in the value of mentoring, Mr. Banks is a Charter Member of the C100, a business mentor at Extreme Startups, a special advisor to the Next 36 and a member of the Young Presidents' Organization. He was recently named by Financial Post Magazine as one of Canada's 25 Most Influential People, previously chosen as one of Canada's "Top 40 Under 40" honorees as well as the Hugo Boss "Leave A Mark" award celebrating men of excellence.

- ***Robert Bruce*** - On December 31, 2014, Mr. Bruce stepped down from his role as President, Communications for Rogers Communications Inc., having been responsible for marketing, sales, distribution, retail stores, customer care and operations for both cable and wireless. He served in that capacity from 2009 through 2014, having previously served from 2005 through 2009 as President, Rogers Wireless. Mr. Bruce joined Rogers Wireless in 2001 as Executive Vice President and Chief Marketing Officer of Rogers Wireless and President, Wireless Data Services. Prior to joining Rogers Wireless, Mr. Bruce was Senior Vice President, Marketing at BCE Mobile Communications. Previously, he held senior operating and marketing roles with Pepsi-Cola Canada, Oshawa Foods Limited and Warner Lambert. In addition to his role as a Director of the Corporation, Mr. Bruce sits on the board of trustees of United Way Toronto, and previously served on the Board of the Canadian Wireless Telecommunications Association.

- ***Joan Dea*** - Ms. Dea is currently a corporate director and investor. From 2003 to 2008, Ms. Dea worked with BMO Financial Group, most recently as Executive Vice President, Head of Strategic Management and Corporate Marketing. In that capacity, she was responsible for strategy development, performance management, branding, customer experience, culture and major change initiatives. From 1989 to 2003, Ms. Dea worked at the Boston Consulting Group and its predecessor firm, Canada Consulting Group, where she held several leadership positions and consulted to Fortune 500 firms on strategy, transformative change and global competitiveness. She became partner in 1994. She began her career in Corporate Finance with Chemical Bank. In addition to her role as a Director of the Corporation, Ms. Dea is currently a member of the Boards of Directors of Torstar Corporation (having served on its Nominating and Corporate Governance Committee as well as Salary and Organization Committee), Charles Schwab Bank (serving on the Audit and Risk Committee) and Performance Sports Group (serving on the Audit Committee). She is actively involved in several charitable organizations, currently serving as a Trustee of Marin Academy, member of the Yale University Development Council, member of the Federal Advisory Council for the Promotion of Women on Boards and member of the Advisory Board for the Pecaut Centre for Social Impact. Ms. Dea was named one of the 100 most powerful women in Canada in 2007.

- ***Ian Greenberg*** - Mr. Greenberg founded Astral Media with his three brothers over 50 years ago. He was the President and Chief Executive Officer of Astral Media Inc. from 1996 until 2013. In addition to serving as a director of the Corporation, he currently serves on the Board of Directors of each of BCE and Bell Canada Inc. He also sits on the Audit Committee of Bell Canada. He is a Governor of Montreal's Jewish General Hospital and is actively involved in a number of charitable associations, including the MS Society of Canada, the Canadian Cancer Society, United Way, Centraide and the Montreal Museum of Fine Arts. A graduate of Harvard Business School's Advanced Management Program, Mr. Greenberg was named one of Québec's most influential business personalities by Revue Commerce in 2001. In 2007, Mr. Greenberg received the prestigious Ted Rogers and Velma Rogers Graham Award for his unique contribution to the Canadian broadcasting system and in 2008, he was inducted into the Canadian Association of Broadcasters' Hall of Fame. In 2013, he received a special award from the Academy of Canadian Cinema and Television for exceptional achievement in Canadian film and television. With his brothers, Mr. Greenberg received the Eleanor Roosevelt Humanities Award for their active support of numerous industry and charitable organizations. In 2014, he was inducted into the Canadian Broadcast Industry Hall of Fame.

- ***Ellis Jacob, C.M.*** - Mr. Jacob has been working in the motion picture exhibition industry since 1987. Prior to assuming his current positions as President and Chief Executive Officer of the Corporation in 2003, Mr. Jacob was Chief Executive Officer and co-founder of Galaxy. Prior to founding Galaxy, Mr. Jacob represented Alliance Atlantis Communications Inc. as Head of Integration during 1998 and 1999. From 1987 to 1998, Mr. Jacob held various positions with COC as Vice President, Finance, Chief Financial Officer, Executive Vice President and, ultimately, Chief Operating Officer. Mr. Jacob is a director and member of the audit committee of the Toronto International Film Festival Group. He is a member of the Boards of Directors of each of the Movie Theatre Association of Canada and the National Association of Theater Owners, where he also sits as a member of its Executive Committee. In addition to his role as a Director of the Corporation, Mr. Jacob is a member of the Board of Directors of Husky Injection Molding Systems Ltd., where he chairs the Audit Committee. He is also a member of the Board of Directors and the Audit Committee of Dundee Corporation. Mr. Jacob is an active community member, currently serving as a member of the Board of Directors at Toronto's Baycrest Centre for Geriatrics, where he chairs the Commercialization Committee and is a member of Baycrest's Finance and Audit Committee and a member of the Board of Governors for Mount Sinai Hospital. He holds an MBA from the Schulich School of Business as well as the accounting designations of Fellow Chartered Professional Accountant (FCPA), Fellow Chartered Accountant (FCA) and Fellow Certified Management Accountant (FCMA). He also holds the ICD.D designation from the Institute of Corporate Directors. In 2010, Mr. Jacob was appointed a Member of the Order of Canada, in 2013 he was recognized as Canada's Most Innovative CEO by Canadian Business, and in 2014, he was recognized as Canada's Most Admired CEO, Enterprise, by Waterstone Human Capital.

- ***Sarabjit S. Marwah*** - In 2014, Mr. Marwah retired from his role as Vice-Chairman and Chief Operating Officer of Scotiabank. In that capacity, he had been responsible for many of Scotiabank's corporate financial and administrative functions, and was actively involved in developing Scotiabank's strategic plans and priorities. He joined Scotiabank's Finance Division in 1979, and over the years held successively more senior positions, including Deputy Comptroller, Senior Vice-President and Comptroller, and Executive Vice-President Finance. He was appointed Chief Financial Officer in 1998, Senior Executive Vice-President & Chief Financial Officer in 2002 and Vice-Chairman and Chief Operating Officer in 2008. In addition to his role as a Director of the Corporation, Mr. Marwah is a member of the Boards of Directors of George Weston Ltd. and The Hospital for Sick Children. He was past chair of the Humber River Regional Hospital, a past member of the Board of Directors of each of the C.D. Howe Institute, Torstar Corporation, and the 2008 and 2009 United Way Cabinets, and is active in several community organizations.

- ***Anthony Munk***. Mr. Munk is currently a Senior Managing Director of Onex Corporation, a leading North American private equity firm. In addition to his Director role with the Corporation, Mr. Munk also currently serves on the Boards of Directors for each of Barrick Gold Corporation and JELD-WEN Holding, Inc. In his capacity with Onex Corporation, Mr. Munk has worked on numerous private equity transactions including the acquisition and realization of RSI Home Products, Tomkins Air Distribution, Husky Injection Molding Systems Ltd., Vencap Equities, Imperial Parking, ProSource and Loews Cineplex. During those acquisition processes, Mr. Munk served on the respective boards of directors of each of those companies. More recently, he was involved in the acquisition of JELD-WEN Holding, Inc. Prior to joining Onex Corporation in 1988, Mr. Munk was a vice-president with First Boston Corporation in London, England. He holds a B.A. (Honours) from Queen's University.

- ***Edward Sonshine, O.Ont., Q.C.*** - Mr. Sonshine is the Chief Executive Officer, as well as a member of the Board of Trustees of RioCan Real Estate Investment Trust, having held those positions since the company's founding in 1993. In addition to his Director role with the Corporation, Mr. Sonshine is a member of the Board of Directors of the Royal Bank of Canada, where he serves as a member of the Audit Committee and the Corporate Governance Committee. Mr. Sonshine is also active in the community and currently is a director of Mount Sinai Health System. He was appointed Queen's Counsel in 1983 and a Member of the Order of Ontario in 2011. In 2013, he was honoured as Canada's Outstanding CEO of the year.

- ***Robert J. Steacy*** - Mr. Steacy retired as Executive Vice President and Chief Financial Officer of Torstar Corporation in 2005, where he served as the senior financial officer for 16 years. Mr. Steacy has been a Chartered Professional Accountant since 1976 (Institute of Chartered Professional Accountants of Ontario). In addition to sitting on the Board of the Corporation, he currently serves on the Boards of Directors of Postmedia Network Canada Corp, Domtar Corporation and OCP Holdings Corporation, a private investment company. He currently serves as Chair of the Board of Domtar Corporation and Chair of the Audit Committee of Postmedia Network Canada Corp. He also serves on the Compensation and Pension Committee for Postmedia Network Canada Corp as well as the Domtar Corporation Finance Committee and chairs its Nominating and Corporate Governance Committee. He previously served as a member of the Audit Committees of Alliance Atlantis Communication Inc. and Canadian Imperial Bank of Commerce and served as Chair of the Audit Committees for each of Domtar Inc., Domtar Corporation and Somerset Entertainment Income Fund.

- ***Phyllis Yaffe*** **(Chair)**. Ms. Yaffe has held a number of strategic positions in film and television in Canada since the 1980s including Chief Executive Officer and Chief Operating Officer of Alliance Atlantis Communications Inc. and Chief Executive Officer of Alliance Atlantis Broadcasting Inc. In addition to being Chair of the Board of the Corporation, she serves on the Board of Directors of Lions Gate Entertainment Corporation and is the lead director of Torstar Corporation. At Torstar, Ms. Yaffe serves on the Salary and Organization Committee and is chair of its Nominating and Corporate Governance Committee. She is also a member of the Board of Directors of each of Blue Ant Media and Comweb Corporation, both being privately held Canadian media companies. Prior to the acquisition of Astral Media Inc., she served on the Board of Directors for that organization as well. She is currently a member of the Board of Governors for Ryerson University and was Chair of the Board until June 2014. She also serves on the Board of Directors for Baycrest Health Sciences and serves as Chair of the board of Women Against Multiple Sclerosis. In 1999, Ms. Yaffe was selected as the Canadian Women in Communications Woman of the Year, and received the Lifetime Achievement Award from Women in Film and Television in 2000. In 2006, Ms. Yaffe was included in the Women's Executive Network's list of Canada's 100 Most Powerful Women; in 2007, she was inducted into the Canadian Association of Broadcasters' Broadcast Hall of Fame.

The table set forth below identifies the names of, and certain information for, the persons proposed to be nominated for election by Shareholders as Directors. Other than Mr. Jacob, each of the nominees is independent in that neither he nor she has any direct or indirect relationship with Cineplex which could, in the view of the Board, be reasonably expected to interfere with the exercise of that individual's independent judgment.

Name, Principal Occupation and Residence	Age	Date Appointed as Director of Corporation or of predecessor GP	Common Shares Beneficially Owned or Over Which Control or Direction is Exercised (#)[1]	Value of Common Shares Beneficially Owned or Controlled ($)[2]	Common Shares as a % of Director Share Ownership Expectation of $210,000[3]
Jordan Banks[5] Global Head of Vertical Strategy Facebook Inc. Ontario, Canada	46	May 2013	3,723	$185,703.24	88.4%[8]
Robert Bruce[4] Corporate Director Ontario, Canada	58	May 2010	10,063	$501,942.44	239.0%
Joan Dea[5] Corporate Director California, USA	51	November 2006	8,532	$425,576.16	202.7%
Ian Greenberg[5] Corporate Director Quebec, Canada	72	February 2010	10,063	$501,942.44	239.0%
Ellis Jacob[6] President and CEO Cineplex Inc. Ontario, Canada	61	November 2003	299,274	$14,927,778.44	497.6%[9]
Sarabjit Marwah[5] Corporate Director Ontario, Canada	63	November 2009	15,836	$789,899.68	376.1%
Anthony Munk[4] Senior Managing Director Onex Corporation Ontario, Canada	54	November 2003	39,883	$1,989,364.04	947.3%
Edward Sonshine[4][7] President and CEO RioCan Real Estate Investment Trust Ontario, Canada	68	February 2010	21,563	$1,075,562.44	512.2%
Robert Steacy[4] Corporate Director Ontario, Canada	65	May 2005	11,457	$571,475.16	272.1%
Phyllis Yaffe[5] Corporate Director Ontario, Canada	66	February 2008	11,929	$595,018.52	283.3%

Notes:

(1) The information as to Common Shares beneficially owned, directly or indirectly, including by associates or affiliates, not being within the knowledge of the Corporation, has been furnished by the respective nominees, and includes Common Share equivalents of Deferred Share Units ("**DSUs**"). With respect to the CEO of the Corporation ("**CEO**"), this amount includes DSUs and the guaranteed floor of Performance Share Units ("**PSUs**"). A breakdown of these holdings for the CEO as at December 31, 2014 is displayed under *Common Share Ownership Expectations*.

(2) Represents the total value of the Common Shares and Common Share equivalents beneficially owned or controlled by the noted nominee based on the price of the Common Shares on the TSX as at the close of trading on March 31, 2015 (closing price of $49.88 per Common Share).

(3) For all Directors other than the CEO, ownership percentage is based upon the Common Share ownership threshold for Directors as at December 2014 of $210,000; that amount was increased to $270,000 effective January 2015 for periods going forward. Directors will be provided with sufficient time to meet the new level exclusively through their earned retainers.

(4) Current member of the audit committee of the Board ("**Audit Committee**").

(5) Current member of the CNCG Committee.

(6) Mr. Jacob has been the President and CEO, as well as a Director, of the Corporation since December 2010. Prior to this, he had been the President and Chief Executive Officer of the GP since October 2003. He is not an independent Director by virtue of his position with the Corporation.

(7) Mr. Sonshine previously served as a trustee of the Fund (a "**Trustee**") and a director of the GP from October 2003 through August 2005.

(8) The Director ownership guidelines provide for a three year period of time from initial election to the Board before a Director is expected to meet the ownership threshold. Mr. Banks was initially elected to the Board in May 2013; he will reach the ownership guideline amount by March 2016.

(9) The CEO is not compensated for his services as a Director; his ownership guideline is based upon three times his base salary. For details of the CEO ownership, see *Common Share Ownership Expectations.*

At the annual meeting of the Corporation's shareholders held on May 14, 2014, the 10 individuals who currently sit as Directors of the Corporation received the following votes regarding their appointment from voting Shareholders.

	Director Election Results – 2014 Annual Meeting									
Director:	**Banks**	**Bruce**	**Dea**	**Greenberg**	**Jacob**	**Marwah**	**Munk**	**Sonshine**	**Steacy**	**Yaffe**
For:	45,989,789	45,828,822	45,395,685	45,391,941	45,747,640	43,153,223	45,925,755	39,974,349	45,991,915	45,390,138
Withheld:	10,293	171,260	604,397	608,141	252,442	2,846,859	74,237	6,025,733	8,167	609,944
Total:	46,000,082	46,000,082	46,000,082	46,000,082	46,000,082	46,000,082	45,999,992	46,000,082	46,000,082	46,000,082
% in Favour:	99.98%	99.63%	98.69%	98.68%	99.45%	93.81%	99.84%	86.90%	99.98%	98.67%

The persons named in the form of proxy, if not expressly directed to the contrary in such form of proxy, will vote such proxies in favour of the appointment of each of the nominees as a director of the Corporation.

Appointment of Auditors

It is proposed that the firm of PricewaterhouseCoopers LLP, Chartered Accountants, be re-appointed as auditors of the Corporation, to hold office until the next annual meeting of the Shareholders or until its successor is appointed, and that the Directors be authorized to fix the remuneration of the auditors. PricewaterhouseCoopers LLP have been the auditors of the Corporation, as successor to the Fund, since the Fund's inception in 2003. At the annual general meeting of the Corporation held May 14, 2014, PricewaterhouseCoopers received 99.05% votes in favour of their reappointment from voting Shareholders, calculated as set forth in the following chart.

Auditor Election Results 2014 Annual General Meeting	
For:	45,749,236
Withheld:	436,755
Total:	46,185,991
% in favour:	**99.05%**

The persons named in the form of proxy, if not expressly directed to the contrary in such form of proxy, will vote such proxies in favour of a resolution to re-appoint PricewaterhouseCoopers LLP as auditors of the Corporation and authorize the Directors to fix its remuneration.

EXECUTIVE AND OTHER COMPENSATION

Compensation of Executive Officers

Under applicable securities legislation, the Corporation is required to disclose certain financial and other information relating to the compensation of its CEO, Chief Financial Officer ("**CFO**") and the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, whose total compensation exceeded $150,000 (the Named Executive Officers ("**NEOs**")). For the year ended December 31, 2014, the NEOs are: Ellis Jacob, President and CEO; Gord Nelson, CFO; Dan McGrath, Chief Operating Officer; Michael Kennedy, Executive Vice-President, Filmed Entertainment; and Jeff Kent, Chief Technology Officer.

On March 1, 2014, Mr. Jacob's contract was renewed for a further three years from January 1, 2016 to December 31, 2018. This renewal confirms the Board's strong confidence in Mr. Jacob's leadership and allows the board to focus on long-term strategic planning and CEO succession with more certainty during the coming years. The adjustments to Mr. Jacob's compensation as a result of this renewal and other details regarding his employment are reflected in the charts under the heading *Executive and Other Compensation* and in other relevant sections of this information circular.

Compensation Discussion and Analysis

The CNCG Committee has the responsibility to review and make recommendations to the Directors concerning the compensation of the executive officers of Cineplex, including the NEOs, within the constraints of the agreements described below under "Employment Contracts". The CNCG Committee is currently comprised of five members: Mr. Marwah (Chair), Mr. Banks, Ms. Dea, Mr. Greenberg and Ms. Yaffe, and their qualifications are set out under "Relevant Education and Experience of CNCG Committee Members" later in this information circular. No member of the CNCG Committee is an officer, employee or former officer or employee of the Corporation or any of its subsidiaries. No executive officer of the Corporation also serves as a director or member of the compensation committee of another issuer, one of whose executive officers is a member of the Board or the CNCG Committee. Each member of the CNCG Committee is independent.

The CNCG Committee annually reviews the compensation strategy, policies and principles for executive officers, including the apportionment of pay between fixed compensation and performance-based compensation. The CNCG Committee reviews and approves all compensation and benefits of the NEOs.

Objectives

The Corporation's executive compensation program is guided by the tenet that a meaningful portion of an executive's pay should be at risk and be subject to business results. Pay-for-performance encourages management to make decisions and take actions that are aligned with the Corporation's business objectives and Shareholders' interests. In order for the Corporation to achieve its strategic goals, it needs to attract, motivate and retain experienced talent and leadership. Compensation opportunities are to be competitive with both similarly sized Canadian organizations and the US organizations in the film exhibition industry. There must be a strong link between incentive compensation and long-term Shareholder value creation. Management's compensation opportunity must be tied to the achievement of objectives that create sustainable growth and long-term Shareholder value.

The CNCG Committee's executive compensation philosophy is guided by its objective to attract, motivate and retain executives critical to the success of the Corporation and the enhancement of Shareholder value. To achieve these objectives, the CNCG Committee seeks to align the financial interests of the NEOs with those of Shareholders, in both the short and long-term, provide incentives to meet and exceed performance-based goals, and differentiate the level of compensation paid to NEOs based on market benchmarks, individual performance and contribution to overall business performance, development and achievement of business strategy, leadership qualities and scope of responsibilities. The CNCG Committee believes that compensation decisions should be highly correlated to long-term performance and should align the interests between Shareholders and executives, while attracting, motivating and retaining top talent.

The CNCG Committee's general philosophy is that bonus and equity or equity-referenced compensation should fluctuate with the Corporation's success in achieving financial and other goals. In structuring executive compensation packages, the CNCG Committee considers how each component of compensation promotes retention and/or motivates performance by the executive. Base salaries, perquisites and personal benefits, and severance and other termination benefits are primarily intended to attract and retain highly qualified executives. These are the elements of Cineplex's executive compensation program where the value of the benefit in any given year is not dependent on performance (although base salary amounts and benefits determined by reference to base salary may increase from year to year depending on performance, among other things). The Corporation believes that in order to attract and retain top executives, it needs to provide executives with certain predictable compensation levels that reward their continued service.

Annual incentive bonuses are primarily intended to motivate the NEOs to achieve specific strategies and operating objectives. The Corporation's mid-term and long-term equity or equity-referenced incentives are primarily intended to align the NEOs' long-term interests with Shareholders' interests. Annual bonuses, mid-term and long-term equity awards are the elements of the executive compensation program that are designed to reward performance and thus, the creation of Shareholder value.

From time to time and as necessary, the CNCG Committee retains independent compensation consultants to help identify appropriate peer companies and to obtain and evaluate current executive compensation data for those companies. The CNCG Committee has retained Towers Watson to consult on executive compensation matters since 2010. In 2014, Towers Watson provided updates on executive compensation governance and a summary of key trends and also assisted the CNCG Committee in updating peer companies and evaluating various compensation plan design elements.

During 2013, Towers Watson was paid $69,371 for providing services to the CNCG Committee and the Board. During 2014, Towers Watson was paid $133,028 for providing services to the CNCG Committee and the Board. In late 2014 and early 2015, Towers Watson conducted a custom sales compensation survey for management with $9,852 of this survey cost being paid in 2014, with the remainder to be paid in 2015. This project was unrelated to services provided to the CNCG Committee and the Board.

Competitive Benchmarking

To attract and retain the talent the Corporation needs to perform, the executive compensation program has to be market competitive. Notably it is difficult to determine one specific comparator group for assessing executive compensation levels given Cineplex is the only publicly-traded cinema company in Canada. In preparation for 2014 compensation decisions, in late 2013 Towers Watson conducted a competitive market assessment of salary, target total cash (salary plus target bonus), and total direct compensation (salary plus target bonus plus the expected value of long-term incentives). With input from the CNCG Committee, two reference groups were established to benchmark compensation levels, including:

- *Select proxy sample of North American industry-related companies* – This sample includes nine Canadian predominantly media focused companies and five US companies in the entertainment and cinema industry with revenue approximately half to double that of the Corporation. Institutional Shareholder Services Inc. ("**ISS**") Canada's 2013 pay for performance peer group was also referenced in determining this sample. Companies with concentrated ownership and subsidiaries were excluded.
- *Competitive competition data* - As a secondary reference point the CNCG Committee also reviews competitive data from a broad sample of general industry companies participating in Towers Watson's Executive Compensation database, with revenue between $500 million and $2.5 billion. This broader reference point is used to validate the select proxy sample data as well as to benchmark the other executive positions reviewed by the CNCG Committee, outside the NEOs.

The select proxy sample is used to assess the roles of CEO, CFO, Chief Operating Officer and Executive Vice President, Filmed Entertainment. There was no suitable proxy match for the Chief Technology Officer. These samples are representative, as the Corporation's executive team is well qualified to manage US theatre exhibition businesses, Canadian media companies and in many cases could transition to other industries within Canada.

As part of the 2014 compensation review, the select proxy sample included nine Canadian comparators as follows:

Aimia Inc.
Cogeco Inc.
Corus Entertainment Inc.
Glentel Inc.
IMAX Corporation
Mood Media Inc.
RioCan Real Estate Investment Trust
Torstar Corporation
Yellow Pages Media Inc.

The select proxy sample also included five US comparators as follows:

AMC Entertainment Inc.
Carmike Cinemas Inc.
Cinemark Holdings Inc.
Lions Gate Entertainment Corp.
Regal Entertainment Group

In late 2014, the CNGC Committee updated the select proxy sample for future benchmarking to account for changes in peer organizations and to use for 2015 compensation decisions. The following screening principles were applied to compiling this comparator group:

- North American companies in the media and entertainment industry, particularly cinemas
- Companies in related industries including hotels, restaurants, leisure, or popular "brand name" companies
- Preference for service-based industries and "selling an experience", however may consider product-based companies with strong brands
- Similarly-sized based on relevant scope metrics (e.g., revenue, market capitalization), approximately half to two times the metric relative to the Corporation

Consideration was also given to the comparator groups used by ISS and Glass Lewis. No additional changes to the comparator group are recommended based on ISS or Glass Lewis methodologies that would provide a better match than the comparators selected against the above-noted screening principles.

The select proxy sample now includes the following Canadian comparators:

Aimia Inc.
Cogeco Inc.
Corus Entertainment Inc.
Indigo Books & Music Inc.

IMAX Corporation
Lululemon Athletica Inc. (new)
Tim Hortons Inc. (new)
Torstar Corporation

The following companies were removed as comparators during the late 2014 process completed by the CNCG Committee: Glentel Inc., Mood Media Inc., RioCan Real Estate Investment Trust and Yellow Pages Media Inc.

The select proxy sample continues to include the five US comparators as shown above:

AMC Entertainment Inc.
Carmike Cinemas Inc.
Cinemark Holdings Inc.
Lions Gate Entertainment Corp.
Regal Entertainment Group

Compensation Risk Assessment

As part of its oversight of compensation practices, the CNCG Committee annually considers the implications of the risks associated with the Corporation's compensation policies and practices by completing a thorough assessment of the programs and practices and how pay-for-performance aligns with the time horizons of risk, essentially mitigating the risk of unintended outcomes or the creation of inappropriate incentives. Examples of policies and practices that help to mitigate risk are as follows and many are described in more detail throughout this "Executive and Other Compensation" section:

- Common Share ownership guidelines for executives and directors
- Clawbacks in the mid-term and long-term plans
- Non-Hedging Policy
- Code of Business Conduct and Ethics
- No single measure plans; no measures repeated across plans
- High percentage of variable pay for NEOs and other executives
- Plans span from one year to 10 years, providing strong link to time horizon on risk
- Plans are capped with thresholds and steps Mid-term plan balances absolute and relative performance over 3 years
- Options are generally limited to 25% of the mid and long-term incentives
- Plan measures tie to the Corporation's strategic objectives
- CEO post-employment hold provision
- Post-employment hold provisions in the PSU plan (as defined below)
- Strong focus on open communication and disclosure

Based on the review of compensation plans in 2014, the CNCG Committee believes that there are strong practices in place to minimize the likelihood of material risk-taking by key individuals in principal business units or any member of the executive team. The CNCG Committee has not identified any risks that are reasonably likely to have a material adverse effect on the Corporation. To ensure that risk and pay-for-performance are strongly aligned, clawback provisions in the mid-term and long-term incentive plans can be applied when financial restatements occur that are due to misconduct or otherwise based on its assessment and judgment of the circumstances at that time.

The Corporation has established a policy that neither Directors nor executives (including but not limited to NEOs) are permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by any NEO or Director. No Director, NEO or other executive has previously purchased any such financial instrument for hedging.

The CNCG Committee has reviewed the adoption by some corporations of a formal policy around "say-on-pay". The Committee will continue to monitor legislative activities and governance recommendations relating to say-on-pay.

On a general basis, the CNCG Committee and the Board retain the ability to exercise discretion to increase or decrease performance-based compensation to accommodate any highly unusual circumstances that would otherwise improperly reward or penalize NEOs separate and apart from general market, industry or company performance. Any discretion applied is reported for the relevant year and in the section relating to that element of compensation. For 2014, no discretion was applied.

Elements of Compensation

The components of the executive compensation program are described in the table on the following page:

Compensation element	How it is paid	What it is designed to reward
Base Salary	Cash	Rewards skills, capabilities, knowledge and experience, reflecting the level of responsibility, as well as the contribution expected from each executive.
Annual Cash Incentive	Cash	Rewards executives for their contribution to the achievement of annual financial and non-financial goals. Payouts, made after the end of a fiscal year, are based on how the executive and the Corporation performed against established measures and objectives.
	DSUs	Executives may elect to defer a portion of their annual cash incentive for a three-year period or until employment is terminated. Provides another vehicle through which executives can achieve Common Share ownership expectations.
Mid and Long-Term Incentives	PSUs	Provides a strong link between pay and performance by measuring and rewarding three years of forward looking performance on a variety of corporate financial, operating and market measures, including relative performance assessment. This cash plan is aligned to Common Share price performance, further linking executives and Shareholders. See section entitled "Deferred Compensation Plans - Performance Share Unit Plan".
	Options	Rewards contribution to the long-term performance of the Corporation and demonstrated potential for future contribution. Links the interests of executives and Shareholders for Common Share price appreciation over a ten-year period. See section entitled "Performance-based Incentives - Mid and Long-Term Incentive Compensation - Option Plan".

Other elements of compensation	Program Objectives
Pension, Retirement Savings and Benefits	Provide pension and retirement savings and benefits that are generally competitive and that minimize financial risk for the Corporation.
Perquisites	Part of the overall competitively-positioned executive compensation package.
Common Share Ownership	Aligns executive interests with Shareholder interests by requiring executives to meet minimum Common Share ownership expectations.

During 2014, the compensation of the NEOs consisted of two principal elements: (i) fixed compensation; and (ii) performance-based compensation. Fixed compensation included salary, benefits and retirement contributions. Performance-based compensation included an annual cash incentive bonus, awards made pursuant to the Option Plan of the Corporation and awards made pursuant to the performance share unit plan (the "**PSU Plan**") of the Corporation.

(i) Fixed Compensation Elements

(a) Base Salaries

Base salaries are paid as a secure and predictable component of cash compensation, which the CNCG Committee views as an essential component of attracting and retaining talented individuals. Base salaries are paid to the NEOs in accordance with each of their employment agreements described below under "*Employment Agreements*". Base salaries are reviewed annually to reflect the NEO's and the Corporation's performance during the prior year, to maintain competitive rates in relation to market changes and to reflect changes to the NEO's scope of responsibilities.

The CNCG Committee review and approves, as appropriate, the CEO's base salary recommendations for the other NEOs.

NEOs have annual performance objectives that include individual goals that relate to the business performance of the Corporation and/or the NEO's business unit function. The extent to which an NEO has achieved these goals in one year will influence his total compensation package. Salaries for NEOs are reviewed at the same time as salaries for all full-time employees, and in the absence of any compelling market data specific to a role, adjustments are generally in line with the overall salary budget of the organization. In 2014, the NEOs received salary increases based on a review of the compensation benchmarking and, in the case of the CEO, commensurate with the renewal of his contract. For the year ended December 31, 2014, base salaries represented the following percentage of each NEO's total compensation:

Name	Fixed Compensation / Base Compensation	Variable Compensation
Ellis Jacob	20.4%	79.6%
Gord Nelson	38.6%	61.4%
Dan McGrath	32.9%	67.1%
Michael Kennedy	45.4%	54.6%
Jeff Kent	45.1%	54.9%

The above percentages will vary from year to year primarily due to variations in the annual bonus earned and mid-term and long-term awards.

(b) Benefits and Perquisites

All NEOs participate in the group benefits plan for all employees which provides health, dental and out-of-country benefits coverage on a cost-sharing basis. In addition to this group coverage, Mr. Jacob receives an annual allowance of up to $20,000 to cover his personal and immediate family's medical costs not reimbursed under the group benefits plan. The remaining NEOs receive an annual allowance of up to $10,000 for the same purpose. This coverage provides additional support to these individuals during times of illness and is intended to aid in their preventative health care and quick recovery in times of illness. Only the amounts actually paid under this allowance in 2014 are included in the Summary Compensation Table.

An additional fee of approximately $2,850 is paid on behalf of each NEO to an external provider to access medical consultations on an expedited basis.

A whole life insurance policy valued at $1,000,000 is provided to Mr. Jacob in lieu of life coverage available under the group benefits plan. A whole life policy valued at $500,000 is provided to Mr. McGrath in lieu of life coverage available under the group benefits plan. These two policies are convertible upon retirement and, in the case of Mr. Jacob, provide a more appropriate level of coverage than is available under the group benefits plan. Each of the remaining NEOs pay personally for term life insurance under the group benefits plan.

Disability coverage is available under the group benefits to a maximum of $10,000 per month. Messrs. Nelson, McGrath, Kennedy and Kent maintain $10,000 in coverage under this plan. Due to additional top up coverage provided to Mr. Jacob, his group disability coverage is $5,400 per month. Premiums for this benefit are paid for by the NEOs directly.

As at December 31, 2014, additional disability coverage in the following amounts of monthly benefit was provided by Cineplex to each NEO as follows:

Ellis Jacob	$29,600
Gord Nelson	$19,175
Dan McGrath	$24,725
Michael Kennedy	$15,500
Jeff Kent	$11,000

The additional level of disability coverage is deemed appropriate and necessary as the formula for disability coverage in the group benefits plan does not provide sufficient replacement income for individuals at higher income levels.

Each of the NEOs is required to travel in his normal course of business and an annual car allowance treated as taxable income is paid to each NEO as follows. The amounts have been set and are benchmarked against widely-available data in compensation surveys.

Ellis Jacob	$24,000
Gord Nelson	$14,000
Dan McGrath	$14,000
Michael Kennedy	$14,000
Jeff Kent	$14,000

(c) Retirement Savings and Pension Arrangements

Group Registered Retirement Savings Plan

Employer contributions are made to each NEO's Group Registered Retirement Savings Plan ("**GRRSP**") account based on contributions by each NEO to its GRRSP in accordance with the following schedule:

Employee GRRSP Contributions	0%	1%	2%	3% or more
Employment Service	***Cineplex GRRSP Contributions***			
Less than 5 years	1%	1%	2%	3%
5 – 10 years	1%	1.3%	2.7%	4%
More than 10 years	1%	1.7%	3.3%	5%

This schedule of contributions is regularly reviewed against market data and is deemed to provide a competitive retirement incentive for employees. The above benefit is available to all full-time Cineplex employees at the same employer contribution levels. GRRSP contributions are calculated for all plan members based on current base salary at the time of contribution.

Taking the schedule and maximums into account as set out above, the NEOs were entitled to receive employer contributions to their GRRSP accounts in 2014 as a percentage of 2014 base salary as follows:

Ellis Jacob	3.0% (limited by contribution maximum)
Gord Nelson	5.0%
Dan McGrath	5.0%
Michael Kennedy	5.0%
Jeff Kent	4.0%

As adjustments to retirement savings contributions occur on service anniversaries throughout the year, the contribution levels as at December 31, 2014 are reported above.

In 2014, the amounts the Corporation could contribute to certain registered employee GRRSP accounts were reduced due to the transition from a defined contribution plan for one year only. Details of specific contributions made by the Corporation to each NEO's GRRSP account are set out in the Summary Compensation Table and in the "Pension Arrangements" section below. Amounts that could not be contributed to the GRRSP in 2014 were paid to the NEOs in cash and are included under Other Compensation in the Summary Compensation Table.

Defined Benefit Plan

Pursuant to the terms of his employment agreement, a supplemental executive retirement plan ("**SERP**") was established by Cineplex Entertainment LP for Mr. Jacob effective as at January 1, 2006 and amended and restated as at October 1, 2010 and as at March 1, 2014.

Effective November 4, 2013, the Board determined that for 2013 and in each subsequent year during the term of Mr. Jacob's employment agreement, Cineplex Entertainment LP is required to secure its obligations under the SERP by posting a letter of credit with a face amount equal to the accrued pension benefit obligation in respect of the SERP as recorded in the consolidated financial statements of Cineplex Entertainment LP. Furthermore, it was determined that the Registered Pension Plan Offset was no longer appropriate and was therefore eliminated from the calculation of his pension entitlement.

In conjunction with the renewal of Mr. Jacob's employment agreement to December 31, 2018, the SERP will provide for annual maximum payments as follows depending on the actual date of retirement:

Retirement at Age 60	$350,000
Retirement at Age 61	$375,000
Retirement at Age 62	$400,000
Retirement at Age 63	$450,000
Retirement at Age 64 and thereafter	$500,000

Provided Mr. Jacob's employment is not terminated as described below, he is entitled (at his option) to elect to receive a lump sum payment equal to the commuted value of the applicable benefit described above. If Mr. Jacob's employment is terminated: (i) by Cineplex Entertainment LP without cause; (ii) by Mr. Jacob based on constructive dismissal or similar circumstances or within 12 months following a change of control; or (iii) by Mr. Jacob or Cineplex Entertainment LP as a result of Mr. Jacob becoming disabled, Mr. Jacob will be entitled (at his option) to either receive a lump sum payment of the present value of an annuity that would provide for annual payments determined as if he had attained age 65 but with such payments to commence as of the termination of his employment, or to receive such annual payments commencing as of the termination of his employment.

The total amount accrued under the SERP as at December 31, 2014 related to Mr. Jacob is $5,424,800. Due to recent plan amendments as noted above in this section, the total accounting cost of the SERP attributable to Mr. Jacob's 2014 service is approximately $(440,000) as reflected in the Defined Benefit Plan table following the Summary Compensation Table. Based on the current SERP design and Mr. Jacob's current compensation levels, the overall retirement benefit will not exceed 2% of his Final Average Earnings for each year of Pensionable Service he earns under the plan.

(ii) Performance-based Incentives

(a) Annual cash incentive

Each NEO is entitled to receive an annual cash incentive bonus of up to a specified percentage of his or her base salary based upon the achievement of financial or operating metrics as described below (as well as meeting individual performance objectives) (collectively, the "**Bonus Measures**"). The Bonus Measures are established annually by the CNCG Committee as part of the annual budgeting and business planning process.

An annual cash incentive is a standard element of compensation packages at the executive level and provides a pay-for-performance reward for performance in a one-year period. The measures in each plan correlate to each NEO's responsibilities which are cross functional with the exception of the Executive Vice President, Filmed Entertainment role.

The bonus design for each of the NEOs in 2014 was as follows (% of salary):

	Ellis Jacob	Gord Nelson	Dan McGrath	Michael Kennedy	Jeff Kent
Bonus Target	100%	55%	75%	40%	40%
Bonus Maximum	200%	110%	150%	80%	80%

Bonus Measures						2014 Targets
	Ellis Jacob	Gord Nelson	Dan McGrath	Michael Kennedy	Jeff Kent	
Performance & Adjusted Performance EBITDA (equal weighting)	50%	50%	50%	50%	50%	$235,255,000
Individual Performance	25%	25%	25%	25%	25%	Board or CEO Assessment
Net Concession Retention per Patron	5%	5%	5%	-	5%	$3.89
Guest Service	5%	5%	5%	-	5%	94.4%
Other Operating Expenses per Patron	5%	5%	5%	-	5%	$4.52
Total Other Income	5%	5%	5%	-	5%	$208,792,000
Film Measures	5%	5%	5%	25%	5%	Confidential
Bonus Measures Total	**100%**	**100%**	**100%**	**100%**	**100%**	

	Ellis Jacob	Gord Nelson	Dan McGrath	Michael Kennedy	Jeff Kent
Actual 2014 Achieved	84.7%	84.7%	84.7%	87.9%	84.7%
Payout as % of Salary	84.7%	46.6%	63.5%	35.2%	33.7%
% of Actual Bonus relating to Undisclosed Targets as a % of Total Compensation of the NEO	2.04%	2.47%	2.12%	3.63%	1.81%

Management defines EBITDA as earnings before interest income and expense, income taxes and amortization expense. Adjusted EBITDA excludes the loss (gain) on disposal of assets, the gain on the acquisition of businesses and the equity (income) loss of Canadian Digital Cinema Partnership and depreciation, amortization, interest and taxes of Cineplex's other joint ventures.

"Adjusted Performance EBITDA" is calculated by excluding the impact of stock-based compensation expenses including LTIP and option plan expenses from Adjusted EBITDA. Adjusted Performance EBITDA is highly dependent on the quality of studio film product which is largely uncontrollable and therefore an Adjusted Performance EBITDA calculation that adjusts for actual Canadian industry growth will be equally weighted against Adjusted Performance EBITDA for bonus purposes. The result of using a weighted Adjusted Performance EBITDA is to provide both an absolute and a relative measure, and attendance-adjusted EBITDA is commonly used within the US industry.

"Net Concession Retention per Patron" is arrived at by dividing total Concession Revenues, less Cost of Concessions, as set out in the financial statements, by annual attendance. "Guest Service" is arrived at by mystery shopping scores at Corporation theatres. "Other Operating Expenses per Patron" is arrived at by dividing Other Operating Expenses by annual attendance as set out in the management discussion and analysis. "Total Other Income" is the sum of Media Revenue and Other Revenues as set out in the financial statements. A description of "Film Measures" and the performance targets are not disclosed because they represent information based on individual negotiations with studios that disclosure thereof would be seriously prejudicial to the Corporation's competitive position if such information were to become public. The level of difficulty in reaching this undisclosed target is the same as for other measures in the bonus plans.

The annual cash incentive plan does not use relative measures relating to peer companies. Please see the PSU Plan discussion below for more information on how peer results are used for comparing relative performance.

Each NEO has an individual performance measure. This is a qualitative and discretionary assessment by the Board or CEO based on each NEO's performance during the past year against overall strategic objectives, individual performance objectives, leadership skills and other competencies required at the executive level. The CNCG

Committee and the Board retain the ability to exercise discretion to increase or decrease performance-based compensation based on the assessment of this component.

Actual bonus amounts paid to the NEOs are identified in the Summary Compensation Table. These bonuses were calculated based on the achievement of each bonus measure between the threshold and maximum set for each measure as described above.

Executive Deferred Share Unit Plans

Under the two executive deferred share unit plans (collectively, the "**Executive DSU Plans**"), NEOs and certain other senior officers are entitled to elect to receive all or a portion of the annual cash incentive bonus to which they are entitled, if any, during such calendar year in the form of a deferred share unit ("**DSU**") rather than a cash payment. The Executive DSU Plans are in place to facilitate equity ownership for those employees who are subject to Common Share ownership guidelines. The Executive DSU Plans do not provide any additional compensation to the NEOs and are not considered additional elements of compensation.

There are two separate, yet very similar, Executive DSU Plans. In January, 2011, the Corporation adopted a deferred share unit plan (the "**Three Year DSU Plan**") that was intended to facilitate equity ownership for those employees who were subject to Common Share ownership guidelines; the Three Year DSU Plan had previously been adopted by the Fund in 2008. In January, 2011, the Corporation also adopted a second DSU plan providing for a longer deferral period (the "**Payment on Termination DSU Plan**").The difference between the Three Year DSU Plan and the Payment on Termination DSU Plan relates only to the vesting of DSUs, with DSUs granted under the Three Year DSU Plan vesting three years from the date of grant and DSUs granted under the Payment on Termination DSU Plan vesting upon the cessation of employment of the holder of such DSUs. For purposes of this management information circular, the Three Year DSU Plan and the Payment on Termination DSU Plan are collectively referred to as the Executive DSU Plans.

Under the terms of the Executive DSU Plans, the DSU participant will be credited on the date that his or her annual incentive plan payment would otherwise be payable with a number of DSUs equal to the amount of annual incentive plan payment designated to be received in the form of DSUs divided by the "fair market value" of the Common Shares on such date. The "fair market value" is defined as, if the Common Shares are listed on the TSX, the value of a Common Share determined by reference to the five-day average closing price of a Common Share on the immediately preceding five trading days, or, if the Common Shares are not so listed or traded, the "fair market value" will be the value established by the Board in its sole discretion. In addition, additional partial DSUs will be credited to such DSU participant equal to cash dividends paid on the same number of Common Shares, based on the "fair market value" of a Common Share at the time cash dividends are made on the Common Shares.

Under the Three Year DSU Plan, DSUs granted in lieu of the annual incentive plan payment will vest on December 15 of the third calendar year following the year in respect of which the annual incentive plan payment is payable (the "**Vesting Date**"). On or after the Vesting Date (but in no event later than December 31 of the calendar year in which the Vesting Date falls), the vested DSUs will be settled for cash consideration determined by multiplying the number of vested DSUs by the "fair market value" of a Common Share on such date. If the services of a participant in the Three Year DSU Plan are terminated prior to the Vesting Date, the participant is entitled, by giving written notice to the Corporation, to redeem such participant's DSUs on a date which shall not be prior to the sixth trading day following the release of the Corporation's quarterly or annual results and shall be no later than: (i) the end of the calendar year following the year in which the participant's employment was terminated; and (ii) the Vesting Date for an amount equal to the "fair market value" of all DSUs held by such participant under the DSU Plan. If the participant fails to provide notice to the Corporation, the participant will be deemed to have elected to redeem all DSUs as of the earliest to occur of: (i) the end of the calendar year following the year in which the participant's employment was terminated; and (ii) the Vesting Date.

Under the Payment on Termination DSU Plan, a participant will be entitled to receive, after the effective date the participant ceases to be an employee of the Corporation (the "**Termination Date**"): (i) on the day, designated by the participant in writing to the Board, during the period commencing on the business day immediately following the Termination Date and ending on the 90th day following such date, which date shall be no later than the end of the calendar year following the year in which the Termination Date occurs; and (ii) if no notice is given, then on the 90th day following the Termination Date, a lump sum cash payment equal to the number of vested DSUs credited to such participant's DSU account multiplied by the value of a Common Share on the Termination Date.

Upon a "change of control", at the discretion of the CNCG Committee, all DSUs will vest and be redeemable at their "fair market value". Alternatively, to the extent that the change of control would also result in a capital reorganization, arrangement, amalgamation or reclassification of the capital of the Corporation and the CNCG Committee does not accelerate the vesting of DSUs, the CNCG Committee may make adequate provisions to ensure that, upon completion of the proposed change of control, the number of DSUs outstanding under each Executive DSU Plan and/or determination of the "fair market value" shall be appropriately adjusted in such manner as it considers equitable, in its discretion, to prevent substantial dilution or enlargement of the rights granted to holders of the DSUs. For purposes of the Executive DSU Plans, a "change of control" is defined as any sale, disposition, assignment, reorganization, amalgamation, merger or other transaction, or series of related transactions, as a result of which an entity or group of entities unrelated to the Corporation or any of its subsidiaries acting jointly or in concert, or entities associated or affiliated with any such entity or group within the meaning of the *Securities Act* (Ontario), becomes the owner, legal or beneficial, directly or indirectly, of more than 50% of the Common Shares or exercises control or direction over more than 50% of the Common Shares (on a fully diluted basis) and holders of Common Shares prior to such acquisition hold less than 50% of the Common Shares (on a fully diluted basis) following such acquisition.

The Executive DSU Plans are unfunded. The terms and conditions of DSUs granted under the Executive DSU Plans are subject to adjustments in certain circumstances, as set forth in the Executive DSU Plans, in the discretion of the Board. The Board may discontinue either or both of the Executive DSU Plans at any time or, except as set forth below, may amend the Executive DSU Plans at any time (including amendments to change the vesting provisions of any DSU), provided, however, that no such amendment may adversely alter or impair any DSU previously granted without the consent of the applicable participant.

In March 2011, the Payment on Termination DSU Plan was amended to clarify: (i) that no amount will be paid to or in respect of a participant and no DSUs would be granted to a participant, to compensate such participant for a downward fluctuation in the price of Common Shares; and (ii) the provisions relating to payments made upon the occurrence of a change of control.

Messrs. Jacob, Nelson and McGrath each elected to take 50% of their 2014 annual incentive plan payment in DSUs pursuant to the Three Year DSU Plan; the other NEOs did not elect to receive DSUs under the DSU Plans in 2014.

(b) Mid and Long-Term Incentive Compensation

Each year the CNCG Committee considers the amount of mid and long-term incentive compensation ("**MLTIC**") to be awarded to NEOs and other Participants as part of its annual compensation review. Prior to its formal determination, the CNCG Committee will meet with the CEO to solicit his views as to the MLTIC that ought to be awarded to other senior officers. It is intended that consideration will be given to the individual's present and potential contribution to the success of the Corporation, other compensation elements awarded or available to the Participant, the number of Common Shares reserved for issuance under the Option Plan that remain available for issuance and the limitations on grants to insiders provided for under the terms of the Option Plan.

Generally, the practice is to limit the value of options grants to 25% of MLTIC combined grant values.

(A) <u>Performance Share Unit Plan</u>

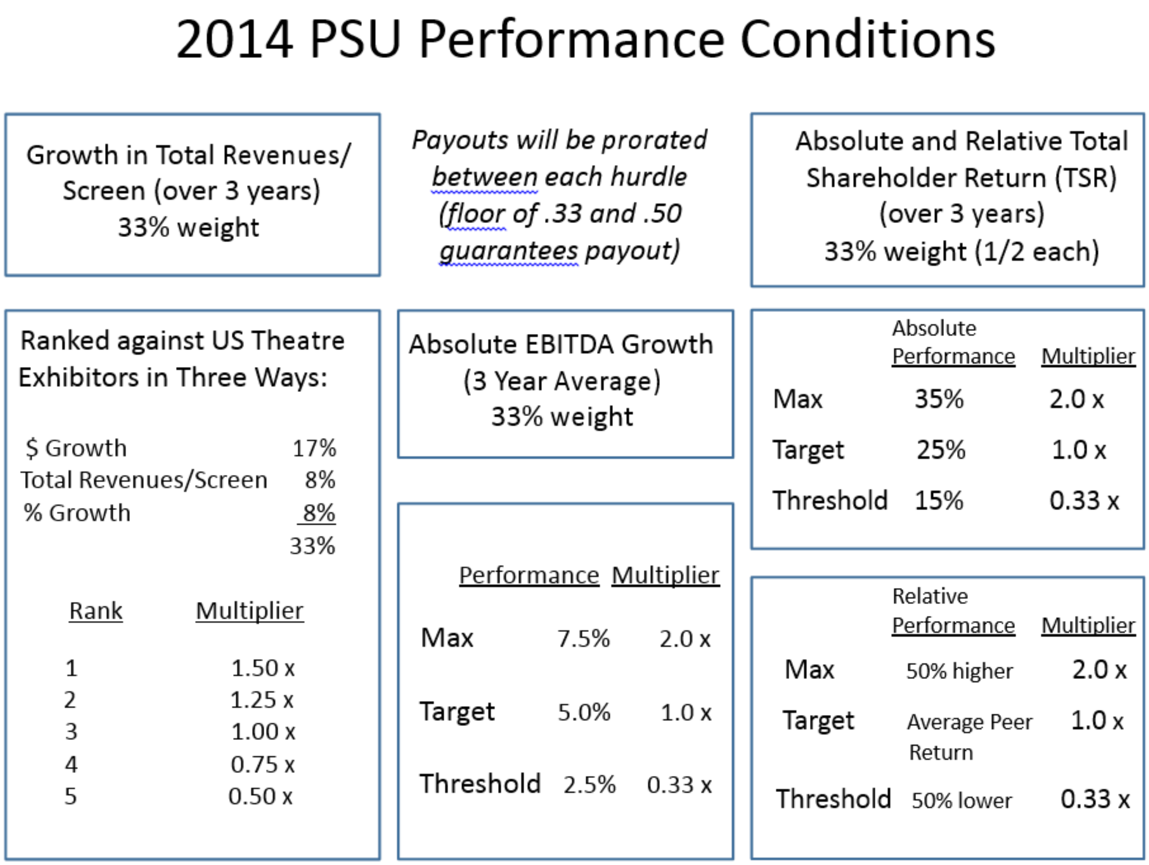
Performance Share Unit Plan

In January 2011, the Corporation adopted the PSU Plan to replace the LTIP. Certain employees of Cineplex, as selected by the CEO of the Corporation and approved by the CNCG Committee, are eligible to participate in the PSU Plan. The PSU Plan is intended to: (a) focus participants on, and reward participants for achieving, the mid-term business and financial goals of the Corporation; (b) to assist the Corporation in attracting, retaining and rewarding employees; and (c) match the three-year time horizon of the plan to performance measures with the same time horizon.

Each PSU notionally represents the value of one Common Share on the date of the grant. Additional partial PSUs will be credited to each PSU participant equal to cash dividends paid on the same number of Common Shares, based on the "fair market value" of a Common Share at the time cash dividends are made on the Common Shares.

The CNCG Committee will determine the term of each grant of PSUs (the "**Performance Period**") and will annually determine, based on the recommendation of the CEO, performance measures for the PSU Plan (the "**Performance Measures**"), which shall consist of a defined metric or set of metrics and performance objectives and an adjustment factor (the "**Multiplier**") that is linked to the achievement of thresholds set out in the Performance Measures, both of which shall apply during the relevant Performance Period. Each participant will be notified in writing of their participation in the PSU Plan, which notification shall set out the particular Performance Measures and Multipliers, if any, with respect to the particular grant of PSUs that they have been awarded.

For the 2014 PSU grant, the following performance conditions and targets were established based on input from CNCG Committee members, management and Towers Watson, as well as including a review of projections by investment analysts. The performance conditions and targets reflect a mix of absolute and relative measures, and unlike the annual incentive plan, which measures EBITDA as a specific target, the PSU Plan measures growth in EBITDA over a three-year period. The Multipliers for each metric are added together for a final Multiplier that is used at the end of the Performance Period to determine payout.



The performance conditions, or measures, for the 2014 PSU Plan are set out above. The peer companies used in the relative measure "Growth in Total Revenues per Screen" include theatre exhibitors AMC Entertainment Inc., Carmike Cinemas Inc., Cinemark Holdings Inc. and Regal Entertainment Group, who are all part of the benchmark comparator group for compensation benchmarking purposes. The peer companies used in the relative measure "Total Shareholder Return" include Carmike Cinemas Inc., Cinemark Holdings Inc., Regal Entertainment Group and National CineMedia Inc. These companies are chosen because they operate in the same industry as our core business of theatrical exhibition and Cineplex's performance is most regularly measured against these specific companies by public market analysts.

On the date that the Board approves the audited financial statements of the Corporation, in the year immediately following a Performance Period, (the "**Financial Statement Approval Date**") and prior to the vesting of PSUs for such Performance Period, an adjusted award of PSUs (the "**Adjusted Award**") shall be calculated by multiplying the number of PSUs held by an individual by the final Multiplier for the Performance Period. Following such a calculation, the PSUs held by such individual will be adjusted accordingly to correspond to the Adjusted Award.

Under the terms of the PSU Plan, a participant's Adjusted Award will vest on the Financial Statement Approval Date for the applicable Performance Period. On a date selected by the CNCG Committee, which shall be within 30 days after the vesting date, and subject to any withholding obligations, a participant will be entitled to redeem their vested PSUs and the Corporation will make a lump sum cash payment in an amount equal to the number of vested PSUs held by such participant multiplied by the average closing price of the Common Shares for the ninety days immediately prior to the end of the relevant Performance Period.

If a participant resigns or is terminated for cause, such participant will, unless otherwise determined by the CNCG Committee in writing, forfeit all rights to the PSUs held by such participant. If the employment of a participant is terminated: (i) due to the death, qualified retirement (defined as age 60 or earlier at the discretion of the Plan Administrators), or permanent disability; (ii) without cause; or (iii) if the participant is transferred to a non-eligible position within Cineplex, then a pro rata portion of the PSUs held by such participant will vest on the date immediately prior to the occurrence of such termination event. The value and payment timing will be calculated based on the participant's departure date in relation to the plan period. When termination occurs within the second or third year of a plan period, the PSU Plan does not accelerate payment, creating an automatic post-retirement hold, or tail, on equity-referenced compensation.

If the employment of a participant is terminated upon or within twelve months following a "change of control" or if there is termination for good reason (if applicable to a participant) upon or within twelve months of a "change of control", all PSUs will immediately vest and all amounts payable under the PSU Plan will be paid to such participant within 30 days of the termination date. Under such circumstances, the CNCG Committee will determine the Adjustment Factor to be applied for each participant, based on the achievement of each Performance Measure up to the date of the change of control and on any other factors that the CNCG Committee deem to be appropriate.

Following the occurrence of a "change of control" in which: (i) the resulting entity remains a publicly traded entity with equity securities traded on the TSX or a similar exchange; (ii) the business of the Corporation is to be a significant part of the business of the resulting entity going forward; and (iii) where the mechanics of the PSU Plan can reasonably be continued, the PSU Plan will continue in force, as determined at the sole discretion of the CNCG Committee.

Following the occurrence of a "change of control" in which the resulting entity is to be a private entity (with no equity securities listed for trading on an exchange), all PSUs will immediately vest upon (or immediately prior to) the change of control transaction. Under such circumstances, the CNCG Committee will determine the Adjustment Factor to be applied for each participant, based on the achievement of each Performance Measure up to the date of the change of control and on any other factors that the CNCG Committee deem to be appropriate. Additionally, the CNCG Committee and/or the owner of the resulting entity will have the right to make the payment of up to one-half of the amount payable on such a "change of control" to any participant subject to the ongoing employment of such participant through to the end of the applicable Performance Period.

For purposes of the PSU Plan, a "change of control" is defined as any sale, disposition, assignment, reorganization, amalgamation, merger or other transaction, or series of related transactions, as a result of which an entity or group of entities unrelated to the Corporation or any of its subsidiaries acting jointly or in concert, or entities associated or affiliated with any such entity or group within the meaning of the *Securities Act* (Ontario), becomes the owner, legal or beneficial, directly or indirectly, of more than 50% of the Common Shares or exercises control or direction over more than 50% of the Common Shares (on a fully diluted basis) and holders of Common Shares prior to such acquisition hold less than 50% of the Common Shares (on a fully diluted basis) following such acquisition.

The PSU Plan is unfunded. The terms and conditions of PSUs granted under the PSU Plan are subject to adjustments in certain circumstances, as set forth in the PSU Plan, in the discretion of the CNCG Committee. The CNCG Committee may discontinue the PSU Plan at any time or, except as set forth below, may amend the PSU Plan at any time (including amendments to change the vesting provisions of any PSU), provided, however, that no such amendment or termination may diminish any rights accrued in respect of grants of PSUs made prior to the effective date of such amendment or termination.

The PSUs granted to the NEOs in 2014 are set out in the "Non-Equity Incentive Plan Compensation – Long Term Incentive Plans" column of the Summary Compensation Table.

(B) Option Plan

In 2008, the Fund adopted the Option Plan to focus and reward senior executives for enhancing long-term Shareholder value through: (a) aligning the interests of Participants with those of Shareholders; (b) providing compensation opportunities to attract, retain and motivate Participants; and (c) providing Participants with an incentive for excellence in individual performance as part of their total LTIP opportunity.

Under the Option Plan, Options to purchase Common Shares of the Corporation may be granted to Participants in respect of unissued Common Shares. In determining the number of Options to be granted to a Participant, consideration is given to the individual's present and potential contribution to the success of the Corporation, based on the assessment of the CEO. The CNCG Committee considers the recommendation of the CEO and annually decides the number and allocation of Options per Participant to be granted by the Board. Options are granted to selected individuals at the Executive Director level and above.

The aggregate number of Common Shares reserved for issuance upon the exercise of all Options granted under the Option Plan may not exceed 5,250,000 Common Shares.

Except with the approval of the Shareholders given by the affirmative vote of a majority of the votes cast at a meeting of the Shareholders (excluding the votes attaching to Common Shares beneficially owned by insiders to whom Common Shares may be issued pursuant to any unit compensation arrangement and their associates), no Options shall be granted to any Participant if such grant could result in the aggregate number of Common Shares issued to insiders within any 12-month period, or issuable to insiders at any time, under the Option Plan and any other security compensation arrangement, to exceed 10% of the total number of issued and outstanding Common Shares and securities exchangeable for Common Shares at such time.

The terms, conditions and limitations of each Option granted under the Option Plan will be determined by the CNCG Committee, subject to the rules of the TSX and any other applicable regulatory authority. All Options will have a fixed exercise price (the "**Exercise Price**"), which Exercise Price shall not be less than the closing price of the Common Shares on the TSX on the trading day immediately preceding the date of grant (except that if no Common Shares traded in the five preceding trading days, the Exercise Price will be not less than the average of the closing bid and ask prices over the preceding five trading days). The Options will generally be non-transferable. Except as determined otherwise, Options will vest as to one-third of the total Options grant in each of the first three anniversaries of the grant thereof. Options will have a maximum term of ten years, subject to extension of up to ten business days in the event that termination of an Option would otherwise occur during a blackout period. This maximum term was extended from five years, with required Unitholder approval, at the special meeting of Unitholders of the Fund held in December 2010. Commencing in 2015, all Options granted will vest as to one-fourth of the total Options grant on each of the first four anniversaries of the grant thereof.

Pursuant to the Option Plan, a Participant, rather than exercising an Option, may elect at any time to surrender his or her vested Options for cancellation and receive an amount (the "**Growth Amount**") equal to the difference between the market price of the Common Share underlying the Option and the Exercise Price of the Option, which Growth Amount, less any amounts required to be withheld, will be payable through the issuance by the Corporation to the Participant of a number of Common Shares calculated by dividing the Growth Amount by the market price of the underlying Common Shares.

The Option Plan provides that a Participant will be required to repay funds from the disposition of Common Shares acquired on exercise of an Option or proceeds derived from an Option in certain circumstances, including where the Participant has been determined to have engaged in acts of fraud or breach of fiduciary duty.

Subject to the overriding discretion of the CNCG Committee with respect to an Option, an Option and all rights to purchase Common Shares pursuant thereto shall expire and terminate immediately upon the Participant who holds such Option ceasing to be an officer or employee, except that: (i) other than in the case of termination for cause, all vested and exercisable Options held at the time a Participant ceases to be an eligible person may be exercised by the Participant for a period of 30 days following the time that such Participant ceases to be an eligible person and after such 30 day period shall expire and terminate; (ii) in the case of retirement, all Options held at the time a Participant ceases to be an eligible person will continue to vest and may be exercised by the Participant for a period of three years following the time that such Participant ceases to be an eligible person and after such three year period shall expire and terminate; (iii) in the case of death or disability, all vested and exercisable Options held at the time a Participant ceases to be an eligible person may be exercised by the Participant for a period of one year following the time that such Participant ceases to be an eligible person and after such one year period shall expire and terminate; and (iv) where an employment agreement provides otherwise.

Upon a "change of control", all Options will become exercisable. A "change of control" is defined in the Option Plan as any sale, disposition, assignment, reorganization, amalgamation, merger or other transaction, or series of related transactions, as a result of which an entity or group of entities acting jointly or in concert, or entities associated or affiliated with any such entity or group within the meaning of the *Securities Act* (Ontario), becomes the owner, legal or beneficial, directly or indirectly, of more than 50% of the Common Shares or exercises control or direction over more than 50% of the Common Shares.

The terms and conditions of Options granted under the Option Plan are subject to adjustments in certain circumstances, as set forth in the Option Plan, in the discretion of the Board. The Board may discontinue the Option Plan at any time or, except as set forth below, may amend the Option Plan at any time (including amendments to change the vesting provisions of any Option, to change the termination provisions of any Option that does not entail an extension beyond the original expiration date and to change eligible participants of the Option Plan), provided, however, that no such amendment may adversely alter or impair any Option previously granted to a Participant without the consent of the Participant. Any such amendment shall, if required, be subject to the prior approval of, or acceptance by, the TSX.

An amendment to: (i) increase the aggregate number of Common Shares issuable under the Option Plan; (ii) extend the term of an Option other than as provided for in the Option Plan; (iii) reduce the Exercise Price of Options previously granted, (iv) any cancellation and reissuance of Options to the same Participant at a lower price; (v) any change in the eligibility to participate in the Plan which would permit non-employee Director participation in the Plan; or (vi) any change which would permit Options to be transferable or assignable, other than in the event of death or legal incapacity, requires approval by vote of a majority of the votes cast at a meeting of the Shareholders of the Corporation (excluding the votes attaching to Common Shares beneficially owned by insiders to whom Common Shares may be issued pursuant to any unit compensation arrangement and their associates).

Following completion of the Arrangement, all Options exercisable for Units under the Option Plan became Options exercisable for Common Shares.

Option Dilution

The following dilution calculation includes the total Options available to grant and Options granted but not yet exercised (collectively, the "**Option Pool**"). As at December 31, 2014, there were 4,716,642 Options in the Option Pool (from the 5,250,000 Common Shares reserved for issuance under the Option Plan), representing a dilution level of 7.48% on the 63,015,023 outstanding Common Shares.

In prior years, Cineplex's disclosure regarding the Option Pool did not include certain options exercised pursuant to the net cashless exercise option under the Option Plan, for which no Common Shares were issued. Such exercised Options, that do not result in the issuance of Common Shares, are returned to the Option Pool and are included in the calculations of the Option Pool and dilution level contained herein. In 2014, a total of 540,519 Options were granted, representing 0.86% of all Common Shares outstanding as at December 31, 2014.

Plan Category	Number of Securities to be issued upon exercise of outstanding Options (#)	Weighted-average exercise price of outstanding Options ($)	Number of securities remaining available for future issuance under Option Plan (#)
Equity compensation plans approved by security holders	1,776,173	$31.37	2,940,469
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	1,776,173	n/a	2,940,469

Common Share Ownership Expectations

All NEOs and other key members of the senior management team are subject to Common Share ownership guidelines. Unexercised Options do not count towards this ownership guideline. However, DSUs and the guaranteed threshold of PSUs held on behalf of a NEO will count towards such NEO's Common Share ownership guideline. To deal with fluctuations in the Common Share price, the ownership value will reference the higher of market value, acquisition value or $22.41 per Common Share (the price per Common Share as at January 1, 2011 when the Corporation was converted to a corporation from an income fund).

Name	Ownership Expectation as a multiple of Base Salary(1)	Current Ownership as a Percentage of Target (2)
Ellis Jacob	3 x Base Salary	See CEO chart below
Gord Nelson	2 x Base Salary	515.1%
Dan McGrath	2 x Base Salary	340.8%
Michael Kennedy	1 x Base Salary	246.5%
Jeff Kent	1 x Base Salary	456.9%

Notes:

(1) As at December 31, 2014.

(2) The ownership values noted above are based on a Common Share price of $49.88, closing price as at March 31, 2015.

As to the Common Share ownership guidelines for the CEO, the target ownership guideline for the CEO is three times his base salary. As with other executives, unexercised Options do not count towards the ownership threshold. DSUs and the guaranteed threshold of PSUs held on behalf of the CEO count towards his ownership guideline. The breakdown of in what manner the CEO has a beneficial in the Corporation is set forth in the following table.

CEO Beneficial Holdings		
Type of Holding	**# Shares/Units**	**$ Value as at March 31, 2015(1)**
Common Shares, held directly or indirectly	148,957	$7,429,975.16
Guaranteed Threshold of Performance Share Units	48,673.17	$2,427,817.72
Deferred Share Units	101,644.66	$5,069,985.56

CEO Summary	
CEO Total Ownership	299,273.83
$ Value as at March 31, 2015(1)	$14,927,778.44
Current Ownership as a Percentage of Target	497.6%

Notes:

(1) As at March 31, 2015, the ownership values noted above are based on a Common Share price of $49.88.

Effective March 1, 2014, the CEO is subject to a one-year post-retirement Common Share ownership expectation on the same schedule as noted above except following a Change in Control and unless waived at the discretion of the CNCG Committee. The ownership expectation does not apply in the case of termination by the employer or by the executive for good reason, death or disability. PSUs in their final year of performance during the one-year hold period will be counted at their actual value.

In addition, the structure of the PSU Plan ensures that NEOs and other executives will hold unvested PSUs until up to two years after departure unless the PSUs are forfeited under certain conditions. PSUs are the primary mid-term incentive vehicle and represent a significant portion of variable pay across the NEO group.

(C) LTIP (plan was retired in 2011)

This plan is described in detail in prior information circulars and was retired in 2011. Final payments under this plan were made in 2013. No further grants will be made under the LTIP.

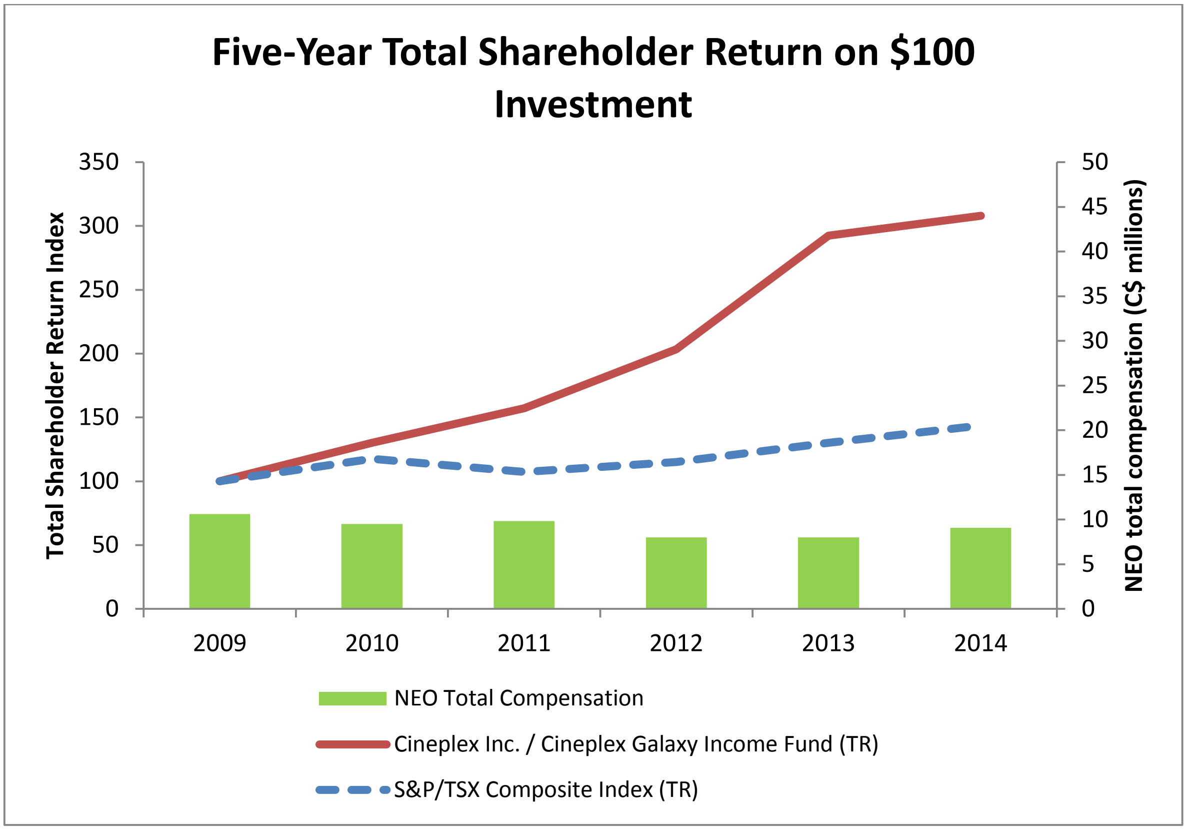
CEO Succession Planning

A key responsibility of the Board, acting on the recommendations of the CNCG Committee, is to ensure there is both an emergency and long-term plan in place to replace the CEO when necessary, either due to retirement, resignation, termination, disability or death. In addition to reviewing the existing CEO's performance annually on a formal basis, regular discussions are held with the CEO about his retirement plans and term of his contract to facilitate long-term succession planning for this role. Based on the talent review process noted below and with the input of the CEO, as well as separate consideration of any external candidates who are considered qualified for the CEO role, the CNCG Committee reviews its assessment with the Board and ensures that there is a short-term and a long-term plan to manage CEO succession in an orderly manner and also to ensure the very best talent is selected.

The CNCG Committee is also responsible to ensure that there are plans and programs in place to evaluate the current and potential bench strength for key executives. Each year the CNCG Committee conducts a talent review with the CEO to assess the actual performance against objectives, key strengths, development opportunities and the promotion potential of key executives, including an in-depth review of the contingency and long-term succession plans for the CEO and the members of the executive team. To support this process, throughout the year key executives present business information at Board or committee meetings to demonstrate their business knowledge and potential for taking on more responsibility. Social and other events beyond meetings are held to allow Directors to interact more informally with key executives and other employees.

Performance Graph

The graph on the following page compares the return for $100 invested in Units on December 31, 2009 with the total return of the S&P/TSX Composite Index (the "**Index**"), assuming the reinvestment of distributions in additional Units (prior to 2011) and the reinvestment of dividends in additional Common Shares (commencing in 2011). The graph also demonstrates an alignment between Shareholder return and the level of NEO compensation.



Since the inception of the Fund, the Fund, and the Corporation following completion of the Arrangement, has consistently performed higher than the Index.

For purposes of the discussion regarding the relationship between NEO compensation and Shareholder value (or Unitholder value prior to 2011), NEO compensation is based on the amounts disclosed in the Summary Compensation Table in the information circulars relating to fiscal periods from 2009 to 2014 for the five most highly compensated executive officers in each year.

During that period, the total return delivered to Unitholders/Shareholders through capital appreciation and receipt of distributions/dividends was approximately 208.0% whereas the total compensation to NEOs decreased 14.3%.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Unit-Based Awards ($)(1)	Option-Based Awards ($)(2)	Annual Non-Equity Incentive Plan Compensation ($)(3)	Pension Value ($)(4)	All Other Compensation ($)(5)	Total Compensation ($)
Ellis Jacob(6) CEO	2014	1,000,000	2,500,000	856,000	846,503	-440,000	148,977	4,911,480
	2013	825,914	1,022,055	340,689	1,043,920	636,470	110,175	3,979,223
	2012	803,419	994,238	331,410	1,316,571	346,120	150,631	3,942,389
Gord Nelson CFO	2014	420,000	315,000	105,000	195,542	5,844	47,964	1,089,349
	2013	370,080	277,551	92,521	257,271	18,000	22,304	1,037,727
	2012	360,000	269,998	90,000	262,853	17,407	40,782	1,041,040
Dan McGrath Chief Operating Officer	2014	520,000	487,500	162,500	330,136	2,517	78,410	1,581,063
	2013	436,900	409,490	136,532	414,167	21,250	33,797	1,452,136
	2012	425,000	398,450	132,812	423,154	21,250	51,806	1,452,472
Michael Kennedy EVP, Filmed Entertainment	2014	359,438	188,705	62,902	126,484	6,724	48,085	792,338
	2013	352,390	185,014	61,668	166,966	17,140	21,863	805,041
	2012	342,792	179,956	59,989	186,479	17,140	35,508	821,864
Jeff Kent Chief Technology Officer	2014	322,319	181,305	60,435	109,138	11,781	29,072	714,050
	2013	313,540	176,357	58,789	158,520	12,200	23,825	743,231
	2012	305,000	171,560	57,188	161,960	12,136	36,168	744,012

Notes:

(1) The “Unit-Based Awards” column show the value of the PSU awards made in 2012 at a grant value of $25.68, 2013 at a grant value of $30.48 and 2014 at a grant value of $42.07. The 2014 “Unit-Based Awards” amount for Mr. Jacob includes a special grant of 23,770 PSUs with a value of $1 million made on February 14, 2014 in recognition of outstanding business performance and in consideration of the renewal of his employment agreement.

(2) Amounts in this column reflect the fair value of options granted that will be recognized as share-based compensation expense by Cineplex for financial reporting purposes, as determined in accordance with IFRS 2, “Share-based payments” of the CPA Canada Handbook - Accounting. The Black-Scholes option pricing model was used to calculate an option valuation of $3.56 applied to the 2014 option grant (2013 option grant - $3.29 and 2012 option grant - $2.48). Cineplex uses Black-Scholes methodology to arrive at an accounting fair value for stock option grants based on estimates at the actual time of the grant, as this methodology is considered to provide a meaningful and reasonable estimate of fair value. The key assumptions and estimates used for purposes of calculating the value of the 2014 option grant were an expected option life based on Cineplex’s historical actual experience, volatility rate of 18%, dividend yield of 3.54%, and an annual risk-free interest rate of 1.42%. Cineplex used the foregoing methodology for purposes of calculating fair value as it is consistent with required accounting practice. There were no options for the NEOs that were adjusted, amended, cancelled, replaced or significantly modified. The 2014 “Option-Based Awards” amount for Mr. Jacob includes a special grant of 100,000 Options with a value of $356,000 which was made on February 14, 2014 in recognition of outstanding business performance and in consideration of the renewal of his employment agreement.

(3) All amounts reflected in the “Non-Equity Incentive Plan Compensation, Annual Incentive Plans” relate to the annual cash incentive program and are based on the Bonus Measures. While the full value of their annual incentive plan payments for 2012, 2013 and 2014 are reflected above, in 2012, Messrs. Jacob, Nelson and McGrath elected to receive 50%, 50% and 33%, respectively, of their annual incentive plan payment as DSUs and in each of 2013 and 2014, Messrs. Jacob, Nelson and McGrath each elected to receive 50% of their annual incentive plan payment as DSUs. No amounts are noted in the long-term incentive plan column as the Corporation does not have any non-equity incentive plans that are not otherwise represented in other columns.

(4) The “Pension Value” amounts for Mr. Jacob are the total of the amounts shown in both of the “Compensatory Change” columns of the Defined Benefit Plans and Group Registered Retirement Savings Plans set forth under “Pension Arrangements”. In Mr. Jacob’s case, the compensatory change is negative due to the effect of plan amendments in 2014. The pension amounts for the remaining NEOs are the amounts shown in the “Compensatory Change” column of the Group Registered Retirement Savings Plans table set forth under “Pension Arrangements”.

(5) The “All Other Compensation” column includes annual car allowances, medical insurance premiums and fees, and for 2012 and 2013 only, monthly dividends on unvested LTIP Common Shares, and for 2014 only, additional compensation paid outside the GRRSP representing the difference between allowable contribution limits and employer contribution levels as a percentage of base salary.

(6) Although Mr. Jacob is a Director of the Corporation and a director of the GP, he receives no compensation for those services.

Employment Agreements

Each of the NEOs is subject to an employment agreement. Each employment agreement contains provisions setting out: (i) the base salary; (ii) the manner for increasing the base salary; (iii) scope of responsibilities; (iv) entitlements to benefits; (v) entitlement to participation in compensation plans; and (vi) severance benefits that may be provided on termination of services. Mr. Jacob’s employment contract was renewed effective March 1, 2014 and expires on December 31, 2018.

Each employment agreement provides that the executive will be provided with a compensation package (salary, incentives and benefits). The base salaries paid to each of the NEOs as at December 31, 2014 are set out in the Summary Compensation Table. All of the NEOs are entitled to receive an annual cash incentive bonus based upon the achievement of EBITDA targets and other targets set by the CNCG Committee. The annual bonus design and targets are approved by the CNCG Committee and are set out in the “Annual Cash Incentive” section herein. All performance targets on financial measures are the same for any NEOs who have the measure within their bonus plan.

Under the terms of the employment agreements, the CEO receives an annual car allowance in the amount of $24,000; all other NEOs are entitled to an annual car allowance of $14,000.

All of the NEOs are eligible to participate in any long-term incentive plans that may exist from time to time. The Board determines the amount of any annual awards under these plans and the amount of each individual award based on the relative contribution of the individual as assessed by the CEO and the CNCG Committee.

All NEOs are subject to a non-compete clause for 12 months following departure and a non-solicitation clause for the same 12 month period.

In the case of Mr. Jacob, his employment agreement stipulates that he shall be a member of the Board, subject to election by the Shareholders. No compensation is paid for this board role. Mr. Jacob will also receive post-retirement health and dental benefits for the remainder of his life and administrative services with an annual cost to the Corporation of up to $50,000 for the lesser of the first five years of his retirement or age 71 under all conditions of departure other than termination for cause.

With respect to the PSU Plan and Option Plan, any grants made to the CEO before retirement will vest fully on a post-retirement basis. Under this scenario, PSUs are fully valued and pay out at the end of the three-year Performance Period, thus creating a performance tail. For all other NEOs, PSUs are prorated for the period of active employment within the Performance Period. PSUs in their second or third of their three-year Performance Period pay out at the end of the period, thus creating a performance tail.

Incentive Plan Awards

The table on the following page sets out all outstanding incentive-based awards for each NEO as at December 31, 2014. The value of unvested “Unit-Based Awards” noted in the chart is included in the values noted in the “Unit-Based Awards” column of the Summary Compensation Table. Annual incentive award amounts to be paid in DSUs are included in the values noted in the “Annual Incentive Plans” column of the Summary Compensation Table.

	Option-Based Awards					Unit-Based Awards	
Name	Year of Option Grant	Number of Common Shares Underlying Unexercised Options (#)(1)	Option Exercise Price ($)	Option Expiration Date	Value of Unexercised "In-The-Money" Options ($)	Number of Common Shares in Unit-Based Awards That Have Not Vested (#)(2)	Market or Payout Value Of Unit-Based Awards That Have Not Vested ($)(3)
Ellis Jacob(4)	2011	453,218	23.12	02/15/2021	9,839,362	232,859	10,361,639
	2012	133,687	27.33	02/14/2022	2,339,522		
	2013	103,553	33.49	02/12/2023	1,174,291		
	2014	240,449	40.45	02/14/2024	1,053,166		
Gord Nelson	2012	24,203	27.33	02/14/2022	423,552	36,698	1,616,610
	2013	28,122	33.49	02/12/2023	318,903		
	2014	29,494	40.45	02/14/2024	129,183		
Dan McGrath	2012	17,858	27.33	02/14/2022	312,515	53,449	2,357,013
	2013	41,499	33.49	02/12/2023	470,598		
	2014	45,646	40.45	02/14/2024	199,929		
Michael Kennedy	2011	9,244	23.12	02/15/2021	200,687	18,935	834,861
	2012	24,199	27.33	02/14/2022	423,482		
	2013	18,744	33.49	02/12/2023	212,556		
	2014	17,669	40.45	02/14/2024	77,390		
Jeff Kent	2011	8,522	23.12	02/15/2021	184,795	18,086	797,453
	2012	23,069	27.33	02/14/2022	403,707		
	2013	17,869	33.49	02/12/2023	202,634		
	2014	16,976	40.45	02/14/2024	74,354		

Notes:

(1) Includes both unvested and vested Options valued as at December 31, 2014.

(2) The number of Common Shares that have not vested is the number of PSUs and DSUs granted during 2011, 2012, 2013 and 2014, including dividend equivalents, which will pay out in cash, not shares. All amounts are included in the Summary Compensation Table as earlier noted. In the case of the DSUs, they represent that portion of "Annual Incentive Plans" amounts as shown in the Summary Compensation Table taken by NEOs as deferred compensation.

(3) The market value of the unvested awards was $44.83 per Common Share as at December 31, 2014. The 2012 PSUs are included in these totals as they vested in 2015 but they are reflected at their closing price of $43.04 which is the 90 day closing average to year end.

(4) On February 14, 2014, in recognition of outstanding business performance and in consideration of the renewal of his employment agreement, Mr. Jacob received a special grant of 100,000 Options and 23,770 PSUs.

The following table sets out the value of incentive plan awards vested or earned for each NEO during the past year. All of these amounts are included in the Summary Compensation Table as described in the notes below.

Name	Option-Based Awards –Value Vested During the Year ($)(1)	Unit-Based Awards – Value Vested During the Year ($)(2)	Non-Equity Incentive Plan Compensation – Value Earned During the Year ($)(3)
Ellis Jacob	3,952,427	6,654,646	846,503
Gord Nelson	466,842	869,894	195,542
Dan McGrath	700,787	1,063,063	330,136
Michael Kennedy	316,515	480,143	126,484
Jeff Kent	296,455	442,123	109,138

Notes:

(1) One-third (in the case of Mr. Jacob with respect to his special grant of options, one-fourth) of the 2011 Option grant vested on February 15, 2014 with a value of $21.71 per Option on December 31, 2014, one-third of the 2012 Option grant vested on

February 14, 2014 with a value of $17.50 per Option on December 31, 2014 and one third of the 2013 Option grant vested on February 12, 2014 with a value of $11.34 per Option on December 31, 2014.

(2) The amounts reflected in the "Unit-Based Awards – Value Vested During the Year" column represent the PSUs awarded in 2011 that fully vested in February, 2014. In the case of Mr. Nelson, it also includes the DSUs granted in 2012 as part of his 2011 bonus election and which vested in 2014.

(3) The amounts reflected in the final column, "Non-Equity Incentive Plan Compensation – Value Earned During the Year", represent the "Annual Incentive Plans" cash payments or amounts deferred into DSUs for 2014 as reflected in the "Annual Incentive Plans" column in the Summary Compensation Table. All DSU amounts are also included in the prior table as "Market or Payout Value Of Unit-Based Awards That Have Not Vested".

Pension Arrangements

Cineplex's pension and group retirement savings plans are described above under "*Compensation Discussion & Analysis*" and the tables below outline the details for 2014 relating to each NEO.

Defined Benefit Plan Table – SERP - Ellis Jacob

Name	Number of Years Credited Service (#)	Annual Benefits Payable ($)		Accrued Obligation at Start of Year ($)	Compensatory Change ($)	Non-Compensatory Change ($)	Accrued Obligation at Year End ($)
		At Year End	At Age 65				
Ellis Jacob	15.5	375,000	500,000	5,012,400	(440,000)	852,400	5,424,800

The "Compensatory Change" value noted above is included as part of the "Pension Value" noted in the Summary Compensation Table as it relates to Mr. Jacob for 2014. This amount is negative due to plan amendments effective March 1, 2014.

Group Registered Retirement Savings ("GRRSP") Plan Table –for Employees of Cineplex

Name	Accumulated Value at Start of Year ($)	Compensatory Change ($)	Non-Compensatory Change ($)	Accumulated Value at Year End ($)
Ellis Jacob	$292,580	$0	($292,580)	$0
Gord Nelson	$312,978	$5,844	$116,437	$435,259
Dan McGrath	$190,848	$2,517	($77,523)	$115,842
Michael Kennedy	$153,469	$6,724	$100,293	$260,486
Jeff Kent	$114,521	$11,781	($2,843)	$123,459

As to each NEO other than Mr. Jacob, the amount reflected above as the "Compensatory Change" is noted as the 2014 "Pension Value" in the Summary Compensation Table. As to Mr. Jacob, the amount noted in the Summary Compensation Table combines the "Compensatory Change" values noted in the Defined Benefit Plan Table as well as the GRRSP Table. At the end of 2013, the defined contribution plan ("**DC Plan**") closed and NEOs transferred their accumulated DC Plan balances into various LIRA accounts, in some cases associated with the GRRSP account. As a result of closing the DC Plan, contribution limits were lower in 2014 and employer contributions were capped as a result, with additional amounts paid outside the GRRSP as taxable income (included as Other Compensation in the Summary Compensation Table). While the GRRSP includes both employer and employee contributions, only employer contributions are included as a Compensatory Change.

Termination and Change of Control Benefits

Under the terms of each NEO's employment agreement, in the event of termination other than for cause or disability, and including upon a "change of control" (as defined below), the employment agreements for the NEOs provide that the NEO will be paid a lump sum amount of salary and bonus as set out in the following charts. The NEO will also continue to receive benefits during the same period following the termination of the executive (other than in the case of Mr. Jacob, who will continue to receive such benefits for the remainder of his life).

For purposes of the employment agreements, a "change of control" is defined as any sale, disposition, assignment, reorganization, amalgamation, merger or other transaction, or series of related transactions, as a result of which an entity or group of entities unrelated to Cineplex acting jointly or in concert, or entities associated or affiliated with any such entity or group within the meaning of the *Securities Act* (Ontario), becomes the owner, legal or beneficial, directly or indirectly, of more than 50% of the Common Shares (on a fully diluted basis) or exercises control or direction over more than 50% of the Common Shares (on a fully diluted basis) following such acquisition. Each of the employment agreements for the NEOs includes non-competition and non-solicitation covenants in effect for 12 months following the date on which the executive ceases to be employed by Cineplex Entertainment LP.

The following charts outline payments that would be made under various termination scenarios, all with an effective departure date of December 31, 2014. In all cases any outstanding salary, bonus and unused vacation relating to the period of employment up to the date of departure would be due and payable but are not included in the chart. The Option Plan and PSU Plan provide that the vesting terms under each such plan may be accelerated upon a change of control (as described above). Termination and change of control provisions for these plans are set out under the "Compensation Analysis and Discussion". The amounts reflected in the below charts are not reflected in the Summary Compensation Table as no NEO terminations occurred during 2014.

Termination in the Event of: (a) Without Cause; or (b) Ellis Jacob and Dan McGrath Resignation for Good Reason (other than under a Change in Control)

Name	Period of Notice	Salary & Bonus Notice ($)(1)	Unit-Based Awards ($)(2)	Option-Based Awards ($)(3)	Pension Value ($)(4)	All Other Compensation ($)(5)
Ellis Jacob	36 months	6,000,000	4,350,974	5,329,609	197,810	227,475
Gord Nelson	24 months	1,302,000	406,463	0	42,000	0
Dan McGrath	24 months	1,820,000	608,024	0	52,000	0
Michael Kennedy	18 months	754,820	263,228	0	26,958	0
Jeff Kent	15 months	564,058	251,443	0	16,116	0

Notes:

(1) Salary and Bonus Notice payments to Mr. Jacob will be made within 10 business days; all other NEOs can select lump sum or salary continuance.

(2) Value of Unvested Unit Based Awards is calculated at closing price on December 31, 2014 of $44.83 per Common Share. This chart includes unvested PSUs with performance periods ending after December 31, 2014. In the case of the CEO, PSUs are fully valued and pay out at the end of the three-year Performance Period, thus creating a performance tail. For all other NEOs, PSUs are prorated for the period of active employment within the Performance Period. PSUs in their second or third of their three-year Performance Period pay out at the end of the Period, thus creating a performance tail.

(3) In the case of Mr. Jacob, this includes all unvested Options. In the case of the remaining NEOs, any vested options can be exercised but do not represent additional value upon departure. Unvested options expire upon departure under this scenario.

(4) In the case of Mr. Jacob, $125,000 of the Pension Value represents the incremental annual SERP pension payable for his lifetime with 60% continuing to his spouse upon his death. A lump sum commuted value may be selected in lieu of the annual pension. $72,810 represents three years of GRRSP employer contributions during the notice period. In the event of resignation with six months' notice, there is no incremental annual SERP pension and no further GRRSP contributions. For the remaining NEOs, the Pension Value is equivalent to GRRSP employer contributions during the notice period.

(5) All Other Compensation does not include the value of group benefits that continue during the notice period. In the case of Mr. Jacob, All Other Compensation includes insurance costs relating to the notice period. For the remaining NEOs, All Other Compensation is less than $50,000.

All NEOs due to Change in Control, either by Employer or by Employee for Good Reason (CEO does not require Good Reason for first 12 months)

Name	Period of Notice	Salary & Bonus Notice ($)(1)	Unit-Based Awards ($)(2)	Option-Based Awards ($)(3)	Pension Value ($)(4)	All Other Compensation ($)(5)
Ellis Jacob	36 months	5,700,000	4,350,974	5,329,609	197,810	227,475
Gord Nelson	24 months	1,302,000	782,134	266,409	42,000	0
Dan McGrath	24 months	1,820,000	1,179,050	826,177	52,000	0
Michael Kennedy	18 months	754,820	497,978	360,250	26,958	0
Jeff Kent	15 months	564,058	476,288	343,994	16,116	0

Notes:

(1) All payments are made on a lump sum basis within 10 business days. If the change of control does not result in termination of employment, the salary and bonus notice payments do not apply. Under the CEO's employment contract updated effective March 1, 2014, notice payments under a Change in Control are now capped at $5,700,000 regardless of current base salary and target bonus amounts.

(2) This chart includes unvested PSUs with performance periods ending after December 31, 2014. All PSUs vest immediately unless they can reasonably continue by the successor company and no termination occurs, in which case the incremental value of Unit-Based Awards would be $0 under this scenario.

(3) Includes all unvested Options, which vest immediately.

(4) In the case of Mr. Jacob, $125,000 of the Pension Value represents the incremental annual SERP pension payable for his lifetime with 60% continuing to his spouse upon his death. A lump sum commuted value may be selected in lieu of the annual pension. $72,810 represents three years of GRRSP employer contributions during the notice period. In the event of resignation with six months' notice, there is no incremental annual SERP pension and no further GRRSP contributions. For the remaining NEOs, the Pension Value is equivalent to GRRSP employer contributions during the notice period.

(5) All Other Compensation does not include the value of group benefits that continue during the notice period. In the case of Mr. Jacob, All Other Compensation includes insurance costs relating to the notice period. For the remaining NEOs, All Other Compensation is less than $50,000.

Termination With Cause (all NEOs), CEO Resignation with less than six months' notice, all other NEO Resignations

No compensation will be paid upon termination under these conditions. Any amounts under the Option Plan that vested to an NEO prior to the date of resignation would remain vested in that NEO.

All NEOs due to Disability

Name	Period of Notice	Salary & Bonus Notice ($)	Unit-Based Awards ($)(1)	Option-Based Awards ($)(2)	Pension Value ($)(3)	All Other Compensation ($)(4)
Ellis Jacob	0	0	4,350,974	5,329,609	125,000	227,475
Gord Nelson	0	0	406,463	266,409	0	0
Dan McGrath	0	0	608,024	826,177	0	0
Michael Kennedy	0	0	263,228	360,250	0	0
Jeff Kent	0	0	251,443	343,994	0	0

Notes

(1) This chart includes unvested PSUs with performance periods ending after December 31, 2014. In the case of the CEO, PSUs are fully valued and pay out at the end of the three-year Performance Period, thus creating a performance tail. For all other NEOs, PSUs are prorated for the period of active employment within the Performance Period. PSUs in their second or third of their three-year Performance Period pay out at the end of the Period, thus creating a performance tail.

(2) The Option Plan provides for unvested Options to be exercised within one year from date of departure due to disability and within three years from date of departure due to retirement. The CEO's Options vest on their regular schedule.

(3) In the case of Mr. Jacob, this represents the incremental annual SERP pension payable for his lifetime with 60% continuing to his spouse upon his death, and no further GRRSP contributions. A lump sum commuted value may be selected in lieu of the annual pension. No further GRRSP contributions are payable to the remaining NEOs.

(4) All Other Compensation is the same as set out in item (5) to the first termination table. Continued benefits coverage during the notice period for disability is dependent upon the carrier's plan policies.

Compensation Changes

As at the date hereof, there are no significant changes to the Corporation's compensation policies and practices planned for the next financial year.

Compensation of Directors of the Corporation

The table below sets out all amounts of compensation provided to the Directors for the year ended December 31, 2014. As Mr. Jacob did not receive compensation for his services as a Director of the Corporation, his total compensation is discussed under "Compensation of Executive Officers".

Director Compensation Table

Name	Fees Earned ($)[1]	Total Compensation ($)	% of Total Compensation Taken as DSUs
Jordan Banks	$70,000	$70,000	100%
Robert Bruce	$70,000	$70,000	100%
Joan Dea	$70,000	$70,000	64%
Ian Greenberg	$70,000	$70,000	100%
Sarabjit Marwah	$85,000	$85,000	100%
Anthony Munk	$70,000	$70,000	50%
Edward Sonshine	$70,000	$70,000	100%
Robert Steacy	$90,000	$90,000	50%
Phyllis Yaffe	$110,000	$110,000	50%

Notes:

(1) Mr. Marwah, Mr. Steacy and Ms. Yaffe received additional compensation for their Chair roles as disclosed in the table above and described below.

For service during 2014, Directors each received an annual retainer of $70,000. In addition, the Chair of the Audit Committee of the Corporation received an additional annual retainer of $20,000, the Chair of the CNCG Committee received an additional annual retainer of $15,000 and the Board Chair received an additional annual retainer of $40,000. The Directors were also reimbursed for out-of-pocket expenses for attending meetings. Mr. Jacob, as a member of management, does not receive any compensation for serving as a Director.

Director compensation was reviewed during 2014 based on the peer group selected for executive compensation review in Q4 2014. Effective January 1, 2015, the following annual compensation levels will be adopted:

Board Chair	$150,000 ($90,000 Director retainer plus $60,000 Chair retainer)
Directors	$ 90,000

Committee Chair additional retainers will remain at their current levels.

Share Ownership Guidelines for Directors

During 2014, the Directors were subject to Common Share ownership guidelines of three times the annual retainer of \$70,000, resulting in Common Share ownership levels of \$210,000 per Director (including Directors with Chair or Committee Chair responsibilities). Effective January 1, 2015, the Common Share ownership level was adjusted to \$270,000 reflecting three times the new annual Director retainer of \$90,000. Directors will be provided with sufficient time to meet the new level exclusively through their earned retainers. The calculation of the Common Share ownership of Directors shall include share equivalents of DSUs. New directors have three years to meet their ownership levels. Current ownership levels are reported in the "Election of Directors" section in this information circular. To deal with fluctuations in the Common Share price, the ownership value will reference the higher of the then current market value, acquisition value, or \$22.41 per Common Share (the price per Common Share as at January 1, 2011 when the Corporation was converted from an income fund structure).

DSU Plan for Directors

In January 2011, the Corporation adopted the Board of Directors Deferred Share Unit Plan (the "**Directors' DSU Plan**").

Under the Directors' DSU Plan, the Directors of the Corporation, other than Directors who are also employees of the Corporation, are entitled to elect to receive all or a portion of the annual board and, if applicable, chair retainer payable in the following fiscal year in the form of DSUs rather than as a cash payment. Such election may be delivered no later than the last day of the Corporation's fiscal year with respect to the annual board retainer for the following fiscal year. For a Director who is elected during a year, such an election shall be made as soon as is practicable following such Director's election, and in any event no later than the date that such Director becomes eligible to participate in the Directors' DSU Plan. In addition to such an election, the CNCG Committee, with the approval of the Board, may make additional grants ("**Discretionary Grants**") of DSUs to the Directors at such times and in such amounts as the CNCG Committee may determine. No additional grants have been made to directors to date under this DSU Plan.

Under the terms of the Directors' DSU Plan, the DSU participant will be credited on the date that his or her annual retainer would otherwise be paid with a number of DSUs equal to the amount of the annual retainer designated to be received in the form of DSUs divided by the "fair market value" of the Common Shares on such date. The "fair market value" is defined as, if the Common Shares are listed on the TSX, the value of a Common Share determined by reference to the five-day average closing price of a Common Share on the immediately preceding five trading days, or, if the Common Shares are not so listed or traded, the "fair market value" will be the value established by the Board in its sole discretion. In the case of Discretionary Grants, a participant will be credited with the DSUs allotted by such Discretionary Grant on the day so designated by the CNCG Committee.

Additional DSUs will be credited to each DSU participant equal to cash dividends paid on the same number of Common Shares, based on the "fair market value" of a Common Share at the time cash dividends are made on the Common Shares.

Under the Directors' DSU Plan, a participant will be entitled to receive, after the effective date the participant ceases to be a Director of the Corporation, and is no longer otherwise employed by the Corporation (the "**Termination Date**"): (i) on the day, designated by the participant in writing to the Board, during the period commencing on the business day immediately following the Termination Date and ending on the 90th day following such date, which date shall be no later than the end of the calendar year following the year in which the Termination Date occurs: and (ii) if no notice is given, then on the 90th day following the Termination Date, a lump sum cash payment equal to the number of vested DSUs credited to such participant's DSU account multiplied by the value of a Common Share on the Termination Date, net of any applicable withholdings.

Upon a "change of control", and at the discretion of the CNCG Committee, all DSUs granted under the Directors' DSU Plan will immediately vest. Alternatively, to the extent that the change of control would also result in a capital reorganization, arrangement, amalgamation or reclassification of the capital of the Corporation and the CNCG Committee does not accelerate the vesting of DSUs, the CNCG Committee may make adequate provisions to ensure that, upon completion of the proposed change of control, the number of DSUs outstanding under each DSU Plan and/or determination of the "fair market value" shall be appropriately adjusted in such manner as it considers equitable, in its discretion, to prevent substantial dilution or enlargement of the rights granted to holders of the DSUs. For purposes of the Directors' DSU Plan, a "change of control" is defined as any sale, disposition, assignment, reorganization, amalgamation, merger or other transaction, or series of related transactions, as a result of which an entity or group of entities unrelated to the Corporation or any of its subsidiaries acting jointly or in concert, or entities associated or affiliated with any such entity or group within the meaning of the *Securities Act* (Ontario), becomes the owner, legal or beneficial, directly or indirectly, of more than 50% of the Common Shares or exercises control or direction over more than 50% of the Common Shares (on a fully diluted basis) and holders of Common Shares prior to such acquisition hold less than 50% of the Common Shares (on a fully diluted basis) following such acquisition.

The terms and conditions of DSUs granted under the Directors' DSU Plan are subject to adjustments in certain circumstances, as set forth in the Directors' DSU Plan, in the discretion of the Board. The Board may discontinue the Directors' DSU Plan at any time or may amend the Directors' DSU Plan at any time (including amendments to change the terms and conditions of any DSU). If the Directors' DSU Plan is terminated, prior awards of DSUs shall remain outstanding and in effect in accordance with their applicable terms and conditions.

In March 2011, the Directors' DSU Plan was amended to clarify: (i) that no amount will be paid to or in respect of a participant and no DSUs would be granted to a participant, to compensate such participant for a downward fluctuation in the price of Common Shares; and (ii) the provisions relating to payments made upon the occurrence of a change of control.

Elections made under the Directors' DSU plan relating to 2014 compensation are reported in the Director Compensation Table.

DIRECTORS' AND OFFICERS' INSURANCE

The Directors and officers of the Corporation and its subsidiaries are covered under directors' and officers' insurance policies that provide an aggregate limit of liability to the insured Directors and officers of $50 million plus an additional $5 million in Side A insurance coverage. For the insurance term year November 2014 through November 2015, the Corporation paid a total premium of $99,362 or a rate per million of coverage of $1,987. For the prior insurance term of November 2013 through November 2014, the Corporation carried the same aggregate limits for a total premium of $108,702 or a rate per million coverage of $2,052.

The by-laws of the Corporation provide for indemnification of its Directors and officers from and against liability and costs in respect of any action or suit against them in connection with the execution of their duties of office, subject to certain usual limitations.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Directors, other than as disclosed in this information circular, no "informed person" has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction (or any proposed transaction) with the Fund, and following the completion of the Arrangement, the Corporation, in the past five years. "Informed Person" means: (a) a Director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all Common Shares; (d) the Corporation, if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities; and (e) any associate or affiliate of any Informed Person.

CORPORATE GOVERNANCE

The Board and management of the Corporation recognize that effective corporate governance practices are fundamental to the long-term success of the Corporation. Sound corporate governance contributes to Shareholder value through increased confidence. The Board and management are therefore committed to maintaining a high standard of corporate governance and compliance with the corporate governance guidelines of the Canadian Securities Regulators. The mandate of the Board is attached as Schedule "A" and is available on the System for Electronic Document Retrieval and Analysis ("**SEDAR**") at www.sedar.com.

Board Composition and Independence

The Board views an individual as independent if he or she has no direct or indirect relationship with Cineplex which could, in the view of the Board, be reasonably expected to interfere with the exercise of that individual's independent judgment. The Board is currently comprised of ten individuals, all of whom other than Mr. Jacob, are independent within the meaning of applicable securities laws. Two of the ten Directors (20%, and 22% of the independent directors) are women. Each of the Directors currently on the Board is being nominated for election at the Meeting to be a Director.

Each of Mr. Banks, Mr. Bruce, Ms. Dea, Mr. Greenberg, Mr. Marwah, Mr. Munk, Mr. Steacy and Ms. Yaffe currently has no relationship with Cineplex that could be perceived to affect their independence. During 2014, notwithstanding the relationships noted below, the Board determined that Messrs. Bruce, Marwah and Sonshine are independent for purposes of applicable securities laws as the relationship noted could not reasonably be expected to interfere with the Director's exercise of his independent judgment.

- **Robert Bruce** was, during 2014, an executive officer of Rogers Communications Inc. ("**Rogers**"), with whom Cineplex entered into arrangements for the provision of media and telecommunications services in the ordinary course of business. Mr. Bruce and the Board each considered the level of media services involved not to be material as the total media services purchased by Rogers from Cineplex in 2014 amounted to approximately $3.2 million. The services purchased by Cineplex from Rogers include internet and telephone services for the corporate offices as well as for mobile devices. Mr. Bruce stepped down from his position with Rogers effective December 31, 2014.

- **Sarabjit Marwah** retired in 2014 from his role as Chief Operating Officer of Scotiabank, which is a member of the Corporation's loan financing syndicate and with whom Cineplex has partnered in the SCENE loyalty program. Mr. Marwah and the Board have each determined that the relationship between the Corporation and Scotiabank could not reasonably be expected to interfere with Mr. Marwah's exercise of his independent judgment. The banking relationship between the Corporation and Scotiabank is in the ordinary course of business; Mr. Marwah did not personally participate in any negotiations or management of matters which relate to either the Corporation's banking syndicate or the SCENE loyalty program.

- **Edward Sonshine** is the chief executive officer of RioCan Real Estate Investment Trust ("**RioCan**"), from which Cineplex leases a number of properties. While the relationship is material to Cineplex, Mr. Sonshine and the Board have determined that the relationship could not reasonably be expected to interfere with Mr. Sonshine's exercise of his independent judgment. During the three months and year ended December 31, 2014, Cineplex incurred theatre occupancy expenses for theatres under lease commitments with RioCan in the amounts of $10.8 million and $44.0 million, respectively (2013 - $11.7 million and $47.1 million, respectively).

In the event that a matter relevant to business of any Director is brought before the Board, that Director is expected to exercise his judgment to determine if a conflict exists and will not participate in any discussions relevant to such conflict.

During 2014, the Board held seven in-camera sessions at meetings of the Board, one at each regularly scheduled meeting of the Board during which, the non-management Directors meet without members of management for the purpose of facilitating open and candid discussion amongst the Directors. The Board held one additional meeting via telephone conference at which no in-camera session was held. In-camera sessions exclusive of members of management are also held at every meeting of each of the CNCG Committee and the Audit Committee.

The Board elects from its ranks a chair to preside at all meetings of the Board. Ms. Yaffe was appointed as Chair of the Board of Trustees of the Fund in November 2009 and continues to act in that capacity as Chair of the Board of the Corporation.

Diversity

Board

The Corporation acknowledges the value of the contribution of women on the Board and is committed to increasing the number of independent Board seats held by women to 30% by 2017. The Corporation signed the Catalyst Accord as a commitment to use its best efforts to increase the representation of women on the Board by 2017 and will be joining the international Catalyst-affiliated "30% Club" which is coming to Canada in 2015. The Board does not have an additional internal written diversity policy. The CNCG Committee actively seeks women candidates as a normal practice during the director identification and selection process by reviewing information sources that profile women who are currently on or have an interest in serving on public Canadian boards and also by identifying qualified women in relevant industries.

Currently, the Cineplex Board includes two women, who together represent 22% of the Board's independent membership. The Chair of the Board is also a woman.

Management

Although the Corporation has no formal targets regarding women in executive officer positions, as a long-standing diverse employer who promotes and supports a culture of inclusion, the Corporation fully appreciates the benefits of leveraging a range of talents and perspectives. As a result, the Corporation actively considers the representation of women in executive officer appointments as a normal practice. As at March 31, 2015, two (29%) of the executive officers of the Corporation, including its major subsidiaries, are women.

Director Term Limits

The Board has actively considered the issue of term limits for Directors and will continue to do so. At this time, the Board does not believe that it is in the best interests of the Corporation to establish a limit on the number of times a Director may stand for election. While such a limit could help in creating an environment where fresh ideas and viewpoints are available to the Board, on the other hand, a Director term limit can also disadvantage the Corporation through losing the beneficial contribution of Directors who have developed, over a period of time, increasing knowledge of, and insight into, the Corporation and its operations and who could therefore provide increasing contributions to the Board as a whole. Additionally, the Board feels that its current rigorous self-evaluation process is effective in ensuring that Directors continue to add value and remain strong contributors, and the current constitution of the Board reflects these objectives. While the Board has not adopted Director term limits, the Corporation's Charter of Expectations for Directors sets forth certain guidelines regarding the performance and participation of Directors, including potential grounds for dismissal from the Board as well as expectations around retirement.

Committees

The Board maintains an Audit Committee and a CNCG Committee. The Audit Committee is currently comprised of Messrs. Bruce, Munk, Sonshine and Steacy, all of whom are independent, and Mr. Steacy is chair of the Audit Committee. The Terms of Reference for the Audit Committee of the Corporation are attached as a schedule to the Corporation's Annual Information Form dated March 31, 2015, which is available on SEDAR at www.sedar.com and also on the Corporation's investor relations website at http://ir.cineplex.com/. The CNCG Committee is currently comprised of five independent Directors (Messrs. Marwah, Banks and Greenberg and Mses. Yaffe and Dea), with Mr. Marwah serving as chair of the CNCG Committee. The Terms of Reference for the CNCG Committee are attached as Schedule "B" to this information circular. The chair of each of the Audit Committee and the CNCG Committee are each independent, as is the Chair of the Board.

Attendance

The table below sets forth the number of formal Board and committee meetings held, as well as the attendance by each of Directors of the Board, during the year ended December 31, 2014:

Director[(1)]	Director Meetings Attended (#)	Audit Committee Meetings Attended (#)	CNCG Committee Meetings Attended (#)
Jordan Banks[(2)]	8 of 8	N/A	1 of 1
Robert Bruce	8 of 8	4 of 4	N/A
Joan Dea	8 of 8	N/A	4 of 4
Ian Greenberg	8 of 8	N/A	4 of 4
Edward Sonshine	8 of 8	4 of 4	N/A
Robert Steacy	8 of 8	4 of 4	N/A
Ellis Jacob	8 of 8	N/A	N/A
Sarabjit Marwah	8 of 8	N/A	4 of 4
Anthony Munk	8 of 8	4 of 4	N/A
Phyllis Yaffe	8 of 8	N/A	4 of 4

Notes:

(1) The above table does not reference attendance at the May 2014 annual meeting of Shareholders, at which all Directors were present.

(2) Mr. Banks was appointed to the CNCG Committee in May, 2014; there was only one formal CNCG Committee in 2014 after the date of his appointment.

Position Descriptions

The Mandate of the Board includes a description of the Chair's responsibilities and each committee has terms of reference by which its chairperson can be assessed. A copy of the Mandate of the Board is attached as Schedule "A" and available on the Corporation's investor relations website at http://ir.cineplex.com/. The Board has not developed further written position descriptions for the Chair of the Board or the chairs of the committees of the Board. The CEO's responsibilities are set out in his employment agreement.

Selection, Orientation and Continuing Education

New board members are selected against set criteria that ensure broad and appropriate levels of expertise will be available to management. The CNCG Committee acknowledges that the Board's membership should represent a diversity of backgrounds, experience and skills. Additionally, the CNCG Committee explicitly considers the level of representation of women on the Board in identifying and nominating candidates for election or re-election to the Board and has communicated a specific goal of 30% representation of women as independent Directors by 2017.

Directors are selected for their integrity and character, sound and independent judgment, breadth of experience, insight and knowledge and business acumen. Directors are expected to bring these personal qualities to their role and apply their business judgment to help the Board make wise decisions and provide thoughtful and informed counsel to senior management. Working with the CEO and, when necessary, outside resources, the CNCG Committee identifies qualified individuals and conducts interviews and reference checks before formally nominating new board members. The CNCG Committee has determined that each of the existing Directors shall be again nominated to stand for election.

The following table outlines an inventory of the skills and experience of the independent Board members standing for re-election at the Meeting.

SKILLS & EXPERIENCE	Jordan Banks	Robert Bruce	Joan Dea	Ian Greenberg	Sarabjit Marwah	Anthony Munk	Edward Sonshine	Robert Steacy	Phyllis Yaffe
Senior Executive[1]	√	√	√	√	√	√	√	√	√
Other Directorships[2]	√	√	√	√	√	√	√	√	√
Financial or Risk Management	√	√	√	√	√	√	√	√	√
Media	√	√	√	√				√	√
Technology	√	√			√	√			
Film Exhibition, Production or Distribution				√		√			√
Real Estate		√		√	√		√		
Marketing	√	√	√	√	√	√			√
Retail and Customer	√	√	√	√	√		√	√	√
Strategy and Governance	√	√	√	√	√	√	√	√	√

Notes:

(1) Has held a senior officer position or that of chair of the board of a major organization.

(2) Director of a major organization (public, private, non-profit).

The CNCG Committee is responsible for establishing and administering the orientation and continuing education of Board and committee members to ensure that all Directors fully understand the role of the Board and its committees and the nature and operation of the Corporation's business. Each new Director is provided with an orientation session upon joining the Board, including meetings with senior management and incumbent directors. The CNCG Committee monitors both external developments and the Board's composition to determine what formal external education would be useful to members. Directors are aware of their responsibility to keep themselves up to date and the CNCG Committee advises all Directors of major developments in corporate governance and important trends and new legal and regulatory requirements. In addition, presentations are made regularly to the Board on different aspects of the Corporation's business as well as updates on best practices in governance matters.

To fulfil its responsibilities, the CNCG Committee is regularly provided with governance updates from external sources to ensure that they are fully briefed on governance requirements and best practices. Towers Watson attends each scheduled CNCG Committee meeting and provides direct education to the members on items relating to corporate governance.

In 2014, the Corporation arranged for all Directors and Cineplex executive management to attend an extended private session facilitated by a strategy professor from Rotman School of Business, including presentations and working sessions relating to strategy and best practices. Further, the Corporation has enrolled all Directors as members of the Rotman Institute of Corporate Directors so as to receive regular educational mailings on governance matters during 2014.

Additionally, from time to time, members of the Board may participate in various leadership workshops and programs concerning topics of interest to directors of public companies as well as subjects they determine keep them up to date with current issues relevant to their service as Directors of the Corporation.

Composition of the Compensation, Nominating and Corporate Governance Committee

The CNCG Committee is composed of five Directors, namely Mr. Banks, Ms. Dea, Mr. Greenberg, Mr. Marwah (chair) and Ms. Yaffe. Each member of the CNCG Committee is independent within the meaning of applicable securities laws. Their general business experience and full biographies are contained in the "Election of Directors" section of this information circular.

Relevant Education and Experience of CNCG Committee Members

In addition to each member's general business experience, set forth below are the education and experience of each member of the CNCG Committee that is relevant to the individual's performance as a member of the CNCG Committee. The CNCG Committee is regularly briefed on corporate governance matters and meets regularly with Towers Watson, the CNCG Committee's compensation consultants, both with management and in camera, to review key trends in corporate and executive compensation and corporate governance and to receive guidance and recommendations to help them carry out the CNCG Committee's responsibilities.

- **Jordan Banks -** As Managing Director for Facebook Canada (and in past roles as Managing Director and CEO at other organizations), Mr. Banks is responsible for all aspects of executive compensation, leadership development, engagement, succession planning, culture and internal corporate governance. In addition to his role as a Cineplex Board member, Mr. Banks also has extensive board experience with Hospital for Sick Children Foundation, the University of Waterloo and the Art Gallery of Ontario and has been directly involved as a decision maker with the topics that the CNCG Committee is responsible for managing. Mr. Banks is actively involved in mentoring others who are in various leadership scenarios which assists the CNCG Committee in areas related to executive development and board selection.
- **Joan Dea** - As a member of the executive committee of BMO Financial Group, Ms. Dea shared responsibility for executive compensation, leadership development, engagement, succession planning, culture and corporate governance. At Boston Consulting Group, she had lead partner responsibility for several human resources functions including recruiting, development and compensation. Her consulting practice included advice to clients on leadership, team dynamics, succession planning, corporate governance, culture, compensation and development best practices. Ms. Dea is also currently a member of the nominating and corporate governance committee as well as the salary and organization committee of Torstar Corporation, is the Chair of the board of directors for Women's Initiative, and previously served as Vice Chair for the National Ballet of Canada and the chair of the Nominating and Governance Committees for Women's Initiative and the National Ballet of Canada. Ms. Dea has a broad perspective on all matters relating to compensation, nomination and governance. She also participates in ongoing governance education through the Women Corporate Directors, the Institute of Corporate Directors and the Deloitte director education series.
- **Ian Greenberg -** Having served as President and Chief Executive Officer of Astral Media Inc. from 1996 through 2013, Mr. Greenberg was responsible for overseeing all aspects of compensation, including executive compensation, leadership development, employee engagement, succession planning and internal corporate governance. As a graduate of Harvard Business School's Advanced Management Program and through his involvement in a number of industry and charitable associations, Mr. Greenberg has a deep understanding of the topics and issues that fall under the mandate of the CNCG Committee.
- **Sarabjit S. Marwah -** Mr. Marwah served in a number of senior financial, operational, strategic and managerial roles at Scotiabank since 1979, prior to his retirement from Scotiabank in 2014. He has served on numerous boards throughout his career, including several Scotiabank subsidiaries, George Weston Ltd., Torstar Corporation and C.D. Howe Institute. In those roles as well as industry and charitable organizations, Mr. Marwah has been responsible for overseeing executive compensation matters and succession planning, both roles being integral to service on the Corporation's CNCG Committee. He earned a BA (Hons), an MA in Economics and an MBA in Finance from the University of California, Los Angeles (UCLA).
- **Phyllis Yaffe** - Ms. Yaffe previously served as the Chief Executive Officer of Alliance Atlantis Communications Inc. where she was responsible for all aspects of compensation, including executive compensation, leadership development, employee engagement, succession planning and internal corporate governance. She is currently the Lead Director of Torstar Corporation, serves on its Salary and Organization Committee and is chair of its Nominating and Corporate Governance Committee. She is also a member of the nominating and corporate governance committee at Lions Gate Entertainment Corporation, and is a board member and Human Resource Committee member of Blue Ant. These committees have a similar mandate and responsibility as the CNCG Committee at Cineplex and have each provided Ms. Yaffe with a broad perspective on all matters relating to compensation, nomination and governance.

Ethical Business Conduct

The Board has approved a Code of Business Conduct and Ethics for the Corporation and its subsidiaries (the "**Code**"). All of the Directors, officers and full-time employees of the Corporation and its subsidiaries are subject to the Code. To ensure compliance, management requires formal review and acknowledgement of the Code by each full-time employee at the beginning of their employment and annually thereafter. Management monitors compliance with the Code and any Director or employee may report any violations of the Code directly to the Chair of the Audit Committee (currently Mr. Steacy). No waivers of the Code have been granted to date. Part-time employees are also subject to a separate hourly employee Code of Conduct.

Nomination of Directors

The CNCG Committee is responsible for recruiting, assessing and proposing individuals qualified to become new independent Directors and submit recommendations to the Board for its consideration and decision, as well as to consider nominees, if any, recommended by either management or the Shareholders for election as Directors. The current Directors support the presentation of the 10 individuals nominated herein to be re-elected as the members of the Board.

As part of its governance process in recommending potential independent Directors, the practice of the Corporation is for the CNCG Committee to confer with an outside third party consultant to review potential appointees to the Board. From a list of suggestions from that third party, as well as candidates suggested by members of management or the CNCG Committee or other Board members, each member of the CNCG Committee interviews a number of potential candidates. The CNCG Committee also consults with the CEO prior to making its recommendations to the Board. Although only a majority is required for action, in practice, the members of the CNCG Committee have all agreed on any selected candidate to be recommended for nomination to the Board.

Compensation

The Board, acting on the recommendations of the CNCG Committee, reviews the adequacy and form of compensation of the Corporation's senior executives and Directors, as determined based on reviews of the competitive marketplace, to ensure that they are respectively current and reflective of the roles and responsibilities of each group. Director compensation is reviewed bi-annually to compare Canadian board compensation based on size of organization, type of entity, meeting and attendance requirements, committee representation, and additional Board Chair and committee chair responsibilities. Executive compensation is reviewed as set out in the "Compensation Discussion & Analysis" section.

Assessments

The CNCG Committee is responsible for developing processes to assess Board and committee effectiveness and to consider the development needs of the Board, individual Directors, committees and their members. The CNCG Committee seeks input from both internal and external counsel to develop a formal assessment process for the Board as well as each committee. The CNCG Committee revises such process annually as may be required.

Formal assessments are performed annually through the use of confidential surveys (compiled on a "blind" basis by external legal counsel) which contain questions regarding performance of the Board as well as each committee, as well as peer review of each individual member in their Director and committee roles. The extensive surveys review the performance of each committee based on the detailed Terms of Reference for each committee as well as the Mandate of the Board of Directors and the Charter of Expectations of Directors. Each committee and the Board discuss the compiled results at in-camera sessions. In addition to the formal written review followed by in-camera discussion at each committee and the Board, the chair of each committee and the Chair each conduct individual conversations with each member to review the formal written results so as to ensure that all concerns have a thorough opportunity to be heard. The Chair is then tasked with ensuring that any necessary follow-up discussions or actions are undertaken to address any concerns raised, if any.

Each year, with active participation by the CEO, the CNCG Committee sets detailed performance objectives for the CEO that outline the strategic, business, and leadership development initiatives that will be undertaken in the coming year. The CNCG Committee also sets the deliverables and metrics for the CEO that must be met in the coming year to directly measure compensation under the various incentive plans. On an annual basis, the CEO reports to the CNCG Committee his performance against his previously set objectives. In addition, the Board and members of the executive management participate in an annual formal assessment regarding the performance of the CEO. The findings of the CNCG Committee are reported to the Board for discussion which can be held either with or without management present. A formal review of the findings and the Board's overall assessment of CEO performance are reviewed with the CEO.

Retirement

In addition to the mandate of the Board, the Corporation has adopted a Charter of Expectations for Directors. While no mandatory retirement age is provided, the Charter of Expectations sets forth the guidelines regarding the performance and participation of Directors, including potential grounds for dismissal from the Board as well as expectations around retirement. The Charter specifically notes that attaining an age of seventy-five (75) or older is a potential ground for the Corporation to require that a Director offer his or her resignation.

OTHER BUSINESS

The Directors are not aware of any other business to come before the Meeting other than those items of business set forth in the attached Notice of Annual Meeting of Shareholders. If any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy to vote in respect of those matters in accordance with their judgment.

ADDITIONAL INFORMATION

Further information relating to the Audit Committee and the Corporation's external auditors is available in the Corporation's Annual Information Form dated March 31, 2015 in the section entitled "Audit Committee". Financial information is provided in: (i) the Corporation's consolidated financial statements and management's discussion and analysis for the period ended December 31, 2014; (ii) the interim financial statements of the Corporation subsequent thereto; and (iii) the Corporation's current Annual Information Form (together with any documents incorporated therein by reference), all of which are available upon written request from the Secretary of the Corporation, 1303 Yonge Street, Toronto, Ontario M4T 2Y9 and are available at Cineplex's website or on SEDAR at www.sedar.com.

APPROVAL OF DIRECTORS

The contents and the sending of this information circular to the Shareholders have been approved by the Board of Directors of the Corporation.

By Order of the Board of Directors of
Cineplex Inc.

"Ellis Jacob"

President and Chief Executive Officer

SCHEDULE A

MANDATE OF THE BOARD OF DIRECTORS

The Articles of Incorporation of Cineplex Inc. (the "**Corporation**") provide that the investments and affairs the Corporation will be subject to the control and authority of a minimum of one and a maximum of twenty members on the Board (each, a "**Director**"). The Directors are responsible for supervising the activities and managing the investments and affairs of the Corporation pursuant to the Corporation's bylaws (the "**Bylaws**"). The responsibilities of the Board described herein are made pursuant to such provision in the Bylaws and do not impose any additional responsibilities or liabilities on the Directors at law or otherwise.

1. COMPOSITION

The Board shall be constituted with a majority of individuals who qualify as independent Directors (defined below).

2. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board is responsible for supervising the activities and managing the investments and affairs of the Corporation pursuant to the Bylaws and in that regard shall be specifically responsible for:

(i) the adoption of a strategic planning process and approval, on at least an annual basis, of a strategic plan which takes into account, among other things, the opportunities and risks of the Corporation's business and investments;

(ii) to the extent feasible, satisfying itself as to the integrity of the CEO and senior officers of the Corporation and that the CEO and other senior officers create a culture of integrity throughout the organization;

(iii) the identification of the principal risks for the Corporation and ensuring the implementation of appropriate risk management systems;

(iv) adopting a disclosure policy which: (i) enables the Corporation to communicate effectively; (ii) addresses how the Corporation interacts with all of its stakeholders, including analysts and the public; (iii) contains measures for the Corporation to avoid selective disclosure; and (iv) is reviewed at such intervals or times as the Board deems appropriate;

(v) the integrity of the internal control and management information systems of the Corporation;

(vi) establishing and maintaining a standing audit committee from members of the Board (the "**Audit Committee**");

(vii) reviewing and reassessing the adequacy of the terms of reference of the Audit Committee at such intervals or times as the Board deems appropriate;

(viii) receiving recommendations of the Audit Committee, and reviewing and approving, the audited, interim and any other publicly announced financial information of the Corporation;

(ix) establishing and maintaining a standing committee from members of the Board that shall advise on matters relating to Board membership, corporate governance, executive compensation, succession planning, CEO objectives and evaluation (the "**CNCG Committee**");

(x) reviewing and reassessing the adequacy of the Terms of Reference of the CNCG Committee at such intervals or times as the Board deems appropriate;

(xi) receiving and reviewing recommendations of the CNCG Committee;

(xii) developing the Corporation’s approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation;

(xiii) implementing a process for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual Directors;

(xiv) implementing a process for examining the size of the Board and undertaking, where appropriate, a program to establish a Board size which facilitates effective decision-making;

(xv) implementing a process for reviewing the adequacy and form of compensation of Directors and ensuring that compensation realistically reflects the responsibilities and risk involved in being a Director;

(xvi) meeting regularly with management of the Corporation or any other of the Corporation’s investments to receive reports respecting the performance of the Corporation, new and proposed initiatives, the Corporation’s business and investments, management concerns and any areas of concern involving the Corporation; and

(xvii) meeting regularly and at a minimum at least once per meeting, without management of the Corporation present.

3. RESPONSIBILITIES OF THE CHAIR

The role and responsibilities of the chair of the Board (the “**Chair**”) are set out below:

(i) the Chair shall be expected to attend and chair meetings of the Board;

(ii) the Chair shall not be a member of management of the Corporation;

(iii) the Chair shall not be expected to and shall not perform policy making functions other than in his or her capacity as a Director. The Chair shall not have the right or entitlement to bind the Corporation in his or her capacity as Chair;

(iv) the Chair shall provide direction with respect to the dates and frequencies of Board meetings and related committee meetings and the CEO of the Corporation and the Chair shall liaise with management to prepare Board meeting agendas;

(v) the Chair shall ensure that the Board understands the boundaries between Board and management responsibilities; and

(vi) the Chair shall ensure that the Board carries out its responsibilities effectively, which will involve the Board meeting on a regular basis including at least once per meeting without management of the Corporation present and may involve assigning responsibility for administering the Board’s relationship to management to a committee of the Board.

4. DECISIONS REQUIRING PRIOR APPROVAL OF THE BOARD OF DIRECTORS

Approval of the Board shall be required for:

- payment of dividends;
- significant acquisitions/dispositions;
- related party transactions;

- the release of any financial information to be publicly disseminated;
- the issuance or repurchase of shares of the Corporation;
- the approval of the terms of reference of committees of the Board; and
- any other matter that would give rise to a material change (defined below) to the Corporation.

The foregoing list is intended to specify particular matters requiring Board approval and is not intended to be an exhaustive list.

5. MEASURES FOR RECEIVING SHAREHOLDER FEEDBACK

All publicly disseminated materials of the Corporation shall provide for a mechanism for feedback of shareholders of the Corporation (the "**Shareholders**"). Persons designated to receive such information shall be required to provide a summary of the Shareholder's feedback to the Directors on a semi-annual basis or at such other more frequent intervals as they see fit.

6. EXPECTATIONS OF MANAGEMENT

Management of the Corporation shall be required to report to the Board at the request of the Board on the performance of the Corporation, new and proposed initiatives, the Corporation's business and investments, management concerns and any other matter the Board or its Chair may deem appropriate. In addition, the Board expects management of the Corporation to promptly report to the Chair any significant developments, changes, transactions or proposals respecting the Corporation.

7. DEFINITIONS

7.1 "**independent Director**" means a Director who has no direct or indirect material relationship with the Corporation or its affiliates.

7.2 "**material change**" in the affairs of the Corporation means a change in the business, operations or capital of the Corporation that could reasonably be expected to have a significant effect on the market price or value of the securities of the Corporation. A material change includes a decision to make such a change by the Board or by senior management of the Corporation who believe that Board confirmation is probable and a decision to make such a change by Board or by senior management of the Corporation who believe that such confirmation is probable.

7.3 "**material relationship**" means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a Director's independent judgment. Without limiting the generality of the foregoing, the following persons are considered to have a material relationship with the Corporation:

(i) a person who is, or has been within the last three years, an employee or executive officer of the Corporation, or any of its predecessor, subsidiary entities or affiliated entities;

(ii) a person whose immediate family member is, or has been within the last three years, an executive officer of the Corporation, or any of its predecessor, subsidiary or affiliated entities;

(iii) a person who: (i) is a partner[1] of the Corporation's internal or external auditor; (ii) is employed by the firm that is the Corporation's internal or external auditor; or (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit (or that of its predecessor or subsidiary entities) within that time;

[1] "partner" does not include a fixed income partner whose interest in the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with an internal or independent auditor if the compensation is not contingent in any way on continued services.

(iv) a person whose spouse, minor child or stepchild, or child or stepchild who shares a home with the person: (i) is a partner of the firm that is the Corporation's internal or external auditor; (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice; or (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit (or that of its predecessor or subsidiary entities) within that time;

(v) a person who is, or has been, or whose immediate family member is, or has been within the last three years, an executive officer of an entity if any of the Corporation or its predecessor or subsidiaries' current executives serves or served at that same time on the entity's compensation committee;

(vi) a person who received, or whose immediate family member who is employed as an executive officer of the Corporation or any of its predecessor or subsidiary entities received, more than $75,000 in direct compensation from the Corporation or its predecessor or subsidiary entities during any 12 month period within the last three years, other than: (i) as remuneration for acting in his or her capacity as member of the Board, a member of the board of trustees or any board committee; or (ii) fixed amounts of compensation under a retirement plan for prior service with the Corporation or any of its predecessor or subsidiary entities if the compensation is not contingent in any way on continued service; and

(vii) a person who is an affiliated entity of the Corporation or any of its predecessor or subsidiary entities.

Confirmed March 11, 2015

SCHEDULE B

COMPENSATION, NOMINATING AND CORPORATE GOVERNANCE COMMITTEE - TERMS OF REFERENCE

The following compensation, nominating and corporate governance terms of reference (the "**Terms of Reference**") were adopted by the Board of Directors (the "**Board**") of Cineplex Inc. (collectively, with its subsidiaries and affiliates, "**Cineplex**" or the **"Corporation**").

The Compensation, Nominating and Corporate Governance Committee of Cineplex (the "**Committee**") is a committee formed from the Board charged with: (i) establishing procedures for the identification of the new nominees to the Board; (ii) recommending to the Board new nominees to the Board and the nominees for the next annual meeting of shareholders of Cineplex and nominees for each committee of the Board; (iii) assessing the Board directors of Cineplex (each, a "**Director**") on an ongoing basis; (iv) assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director; (v) developing and implementing orientation procedures for new directors to the Board; (vi) advising and administering the Corporation's compensation programs generally; and (vii) developing and monitoring the Corporation's approach to governance issues.

1. COMPOSITION

The Board shall elect members of the Committee annually, from among its members, to be composed of at least three Directors. The composition of the Committee shall be as prescribed in the bylaws of the Corporation.

2. REPORTS

The Committee shall report to the Board on a regular basis and, in any event, before the public disclosure by Cineplex in its management information circular, or as required by applicable disclosure legislation on: (i) compensation of Cineplex's Directors and senior executives; (ii) an assessment of the Board's performance; and (iii) the Corporation's systems of governance practices for inclusion in public disclosure documents.

3. DUTIES AND RESPONSIBILITIES

The Committee shall perform the following functions, as well as any other functions specifically authorized by the Board:

3.1 Compensation Responsibilities:

a) Recommend the design of the overall compensation program for senior executives to the Board and ensure it is appropriate relative to comparable benchmarks and the goals of the Corporation.

b) Recommend to the Board whether and to whom options to purchase shares of Cineplex shall be offered as compensation and if so, the terms of such options.

c) Recommend to the Board whether and to whom participation in any long term incentive plan should be made available and, if so, the terms of such participation.

d) Assess the need for, and, if determined advisable, appoint or terminate, any compensation consultant responsible to assist in the evaluation of the compensation of a Director, the CEO or senior executives. In this regard, the Committee will have sole authority to approve the consultant's fees and retention terms**.**

e) Review and recommend to the Board, from time to time and at least annually, the remuneration to be paid by Cineplex to Directors.

f) Assess the performance of the CEO against objectives developed by the Board and report such assessment to the Directors.

g) At least annually, review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider the performance of the Corporation and relative shareholder return, the value of similar incentive awards to CEOs at comparable entities, and the awards given to the CEO in past years.

h) At least annually, review and make recommendations to the Board with respect to the compensation of all other senior officers and other key executives of Cineplex, including incentive-compensation plans and equity-based plans, on the advice of the CEO. In reviewing and making recommendations to the Board, the Committee shall ensure that a process is in place to maintain a compensation program for the senior executives of the Corporation at a fair and competitive level.

i) At least annually, review and approve, for each of the CEO, CFO and other senior executives of Cineplex: (a) the annual base salary level; (b) the annual incentive opportunity level; (c) the long-term incentive opportunity level; (d) the terms of any employment agreements, severance arrangements, and change in control arrangements/provisions, in each case as, when and if appropriate; and (e) any special or supplemental benefits.

j) At least annually, review key human resources policies and programs in place and under development to ensure that programs related to manpower planning, management development, succession planning, career path planning and performance evaluation are effectively integrated with the strategy of the Corporation.

k) At least annually, review and approve policies on salary administration, recruitment, job evaluation, pay and employment equity, basic incentive and total cash compensation, retirement benefits, and long-term incentives.

l) Report on executive compensation as required by applicable public disclosure legislation.

3.2 Governance Responsibilities:

a) Assess the independence and qualifications of the members of the Board and their various committees.

b) Ensure that programs relating to succession planning and performance evaluation are effectively integrated with the Corporation's strategy.

c) Review, and make recommendations to the Board regarding the composition of the various committees of the Board.

d) Monitor, and make recommendations to the Board, regarding the quality of the relationship between management and the Board.

e) Review and respond to requests by individual Directors to engage outside advisors at the expense of the Corporation.

f) Review the proposed agenda for and provide recommendations as to additional topics for discussion at meetings of the Board.

g) Assess the need for, and to co-ordinate a program for, continuing education for members of the Board.

h) Assess and provide recommendations to the Board on the effectiveness of the Board and their committees and the contribution of each Director.

i) Annually review and report to the Board on organizational structure and succession planning matters.

j) Report on governance as required by public disclosure requirements.

k) Review and ensure compliance of the Corporation with its internal governance guidelines.

l) Review from time to time the governance practices of the Corporation, its board and committees of the board to determine compliance with rules and policies of regulatory authorities governing the Corporation.

m) At least annually, review the adequacy of the corporate governance guidelines of the Corporation and recommend any proposed changes to the Board.

n) Determine and monitor the Corporation's categorical standards for Director independence.

o) At least annually, audit the practices of the Board (including separate meetings of non-management Directors) to ensure compliance with the governance guidelines of the Corporation.

p) At least annually, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board.

q) Undertake such other initiatives as are needed to help the Board deliver exemplary governance.

3.3 Nominating Responsibilities:

a) Identify and propose any nominees to stand for election to the Board at the annual meeting of shareholders and, from time to time, propose new nominees to the Board and candidates for vacancies that become available on the Board. In this regard, the Committee will have the authority to appoint and, if appropriate, terminate the engagement of, any search firm to assist in the identification of director candidates and the Committee will have the sole authority to approve fees of such search firm and other retention terms.

b) Maintain an orientation and educational program for new recruits to the Board in order to familiarize such candidates with the business of the Corporation, its management and professional advisors and its facilities and to ensure that prospective candidates fully understand the role of the Board, the role of the committees of the Board and the contribution individual Directors are expected to make, including in particular, the commitment of time and energy that is expected of Directors.

4. STRUCTURE

a) No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum provided that if the number of members of the Committee is an even number one half of the number of members plus one shall constitute a quorum and provided further that a majority of the members present shall be unrelated Directors.

b) No member of the Committee may participate in discussions or decisions related to his or her own compensation (other than in discussions with respect to Director remuneration generally). Where for any reason a member of the Committee is disqualified from voting on or participating in a decision, any other unrelated and disinterested Director not already a member of the Committee may be designated by the Directors to act as an alternate.

c) Subject to the provisions of the Corporation's bylaws, any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a Director. Subject to the foregoing, each member of the Committee shall hold such office until the next annual meeting of shareholders after his or her election as a member of the Committee.

d) The Committee shall appoint one of its members to act as chair of the Committee (the "**Chair**"). The Chair will appoint a secretary who will keep minutes of all meetings (the "**Secretary**"). The

Secretary does not have to be a member of the Committee or a Director and can be changed by simple notice from the Chair.

e) The Committee will meet as many times as is necessary to carry out its responsibilities but in no event will the Committee meet less than once a year. Meetings will be at the call of the Chair. Notwithstanding the foregoing, any member of the Committee may call a meeting of the Committee, not to be held upon less than 48 hours' notice.

f) The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meeting shall be determined by the Committee.

g) The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

5. PROCESS

The Committee will:

a) obtain compensation data concerning comparable entities to the Corporation and other data deemed appropriate by the Committee, and to the extent possible, understand the basis upon which such comparable entities compensate their senior executives;

b) meet with senior executives of the Corporation from time to time with a view to understanding personal needs, requirements, expectations and the Corporation's responsiveness to such criteria;

c) document proceedings and decisions of the Committee with a view to justifying, to the extent necessary, decisions that have been reached, by the Committee, to shareholders and other interested constituencies; and

d) establish criteria through which effectiveness of the Board, Board committees, and Directors are assessed.

It is understood that in order to properly carry out its responsibilities, the Committee may retain outside consultants if appropriate.

Where the Board deems appropriate, it may delegate authority to the Committee to approve any matters noted above where the Committee is otherwise tasked to make a recommendation to the Board.

6. INDEPENDENT ADVICE

In discharging its mandate, the Committee shall have the authority to retain (and authorize the payment by the Corporation or its subsidiaries of) and receive advice from, special legal, accounting or other advisors.

7. ANNUAL EVALUATION

At least annually, the Committee shall, in a manner it determines to be appropriate: (a) perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with these Terms of Reference; and (b) review and assess the adequacy of these Terms of Reference and recommend to the Board any improvements to Terms of Reference that the Committee determines to be appropriate.

Confirmed March 11, 2015