

ANNEX 3.1

PROFILE OF THE BOARD OF SUPERVISORY DIRECTORS OF CINEMA CITY INTERNATIONAL N.V. (the "Company")

This profile shall indicate the size and composition of the Board of Supervisory Directors, taking account of the nature of the business, the activities, expertise and background of the supervisory directors. This profile was adopted on, and is effective as of December 20, 2006.

Article 1 Composition

- 1.1 The Board of Supervisory Directors shall consist of at least three and at most six members of which at least two supervisory directors shall be independent. One of its members shall be elected chairman and another vice-chairman.
- 1.2 The composition of the Board of Supervisory Directors shall be such that it can properly fulfil its supervisory and advisory roles on all important aspects of the Company's business and that the combined experience, expertise and independence of its members will enable the Board of Supervisory Directors to perform its duties towards the Company and the stakeholders of the Company (including its shareholders).

In composing the Board of Supervisory Directors, the following requirements must be observed:

- a) each of its members must be capable of assessing the broad outline of the overall policy of the Company and its business;
 - b) the Board of Supervisory Directors as a whole must match this profile and, by way of a member's respective participation in the Board of Supervisory Directors (upon (re)appointment and thereafter), the Board of Supervisory Directors as a whole must be composed in accordance with this profile;
 - c) at least one of the supervisory directors (the financial expert) must have relevant expertise in financial administration and accounting for listed companies or other large companies;
 - d) none of its members may maintain more than five memberships in supervisory boards in Dutch listed companies (including the Company); in this connection, a chairmanship counts twice;
 - e) none of its members or former members may be a member of the management board of the administrative trust that holds and administers the shares in the Company's capital by way of fiducia cum amico (*ten titel van beheer*); and,
 - f) the chairman of the Board of Supervisory Directors may not be a former member of the Company's Board of Managing Directors.
- 1.3 This profile shall be published on the Company's website: www.cinemacity.nl.

Article 2 Independence

A supervisory director shall be deemed independent if the following criteria of dependence do not apply to him or her. The said criteria of dependence are that the supervisory director concerned or his or her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree:

- a. is or has been an employee or member of the management board of the Company (including an affiliate) in the five years prior to the appointment;
- b. receives personal financial compensation from the Company, or a company associated with it, other than the compensation received for the work performed as a supervisory director and in so far as this is not in keeping with the normal course of business;
- c. has had an important business relationship with the Company, or a company associated with it, in the year prior to the appointment. This includes the case where the supervisory director, or the firm of which he is a shareholder, partner, associate or adviser, has acted as adviser to the company (consultant, external advisor, civil law notary and lawyer) and the case where the supervisory director is a management board member or an employee of any bank with which the Company has a lasting and significant relationship;
- d. is a member of the management board of a company in which a member of the managing board of the company which he supervises is a supervisory board member;
- e. holds at least five percent of the shares in the Company (including the shares held by natural persons or legal entities which cooperate with him under an express or tacit, oral or written agreement);
- f. is a member of the management board or supervisory board – or is a representative in some other way – or employee of a legal entity which holds at least five percent of the shares in the Company;
- g. has temporarily managed the Company during the previous twelve months where managing directors have been absent or unable to discharge their duties.

Article 3 Expertise

- 3.1 The Board of Supervisory Directors shall consist of a mix of persons with executive experience, preferably gained in the private sector, experience in corporate governance of large stock exchange listed companies and experience in the political and social environment in which such companies operate.
- 3.2 The Board of Supervisory Directors is considered to be adequately composed if it meets the following criteria:
 - a) among its members, there is a proper dispersal of: (1) specific know-how with respect to the various aspects of the business and corporate policy of the Company with regard to the various social and economical connections of the Company in which it is engaged and (2) of corporate, political and social experience;
 - b) its members have an open eye for and are capable to evaluate social, economical, political and other developments (domestic and international) relevant to the Company;
 - c) its members are deemed (or, in the case of a reappointment: have proven) to be capable to operate as members of the Board of Supervisory Directors as a collegiate body and not as advocates of any specific person, group of persons or party concerned with the Company;

- d) its members do not have conflicts, real or perceived, of interest with or are employed by and are not directly involved in negotiations on labour issues and relations with the Company or its affiliates.
