



**Draft resolutions to be voted on at the Annual General Meeting of Shareholders of Cinema City International N.V.**

Current report No. [24]/2008 dated 13 June 2008

The Board of Managing Directors of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the “**Company**”) presents draft resolutions to be considered at the Pre-Meeting of the Company’s Shareholders (the “**Pre-Meeting**”) to be held on 23 June 2008 in the multiplex Cinema City Mokotów in Warsaw at 12c Wołoska Str. (in the shopping mall - Galeria Mokotów) at 15:00 CET and then considered and voted on at the Annual General Meeting of the Company’s Shareholders (the “**AGM**”) to be held on 30 June 2008 in Rotterdam at 210-212 Weena, the Netherlands at 15.00 CET.

Registration of admittance, *i.e.*, signing of the attendance list and presentation of documents evidencing the authorisation to represent a given Shareholder and ID documents, will take place from 2:30 p.m. to 3:00 p.m. CET, before the commencement of the AGM or the Pre-Meeting.

In order to help the shareholders to register for the Pre-Meeting and the AGM and make decisions at the AGM the Company posted on its website: [www.cinemacity.nl](http://www.cinemacity.nl) (please see *Investor Relations*) materials prepared for the purpose of the Pre-Meeting and the AGM, including (i) the Shareholders’ Circular giving explanatory notes to and legal grounds for draft resolutions presented below, (ii) the AGM / Pre-Meeting Important Information and (iii) a proxy form containing a voting instruction.

The English-language version of the resolutions is the binding one.

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**Resolution No. 1 of 30 June 2008**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the adoption of the Company’s annual accounts for the financial year 2007**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the “Company”) hereby adopts the annual accounts of the Company for the financial year 2007 in accordance with the accounts included in the Company’s Annual Report for the financial year 2007.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 2 of 30 June 2008**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the appropriation of the profit of the Company for the financial year 2006**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby acknowledges the decision by the Board of Managing Directors to add the profit of the Company for the financial year 2007 in the amount of EUR 16,624,000 to the general reserve and to resolve to declare a dividend at nil for the financial year 2007 in accordance with the proposal of the Board of Managing Directors included in the Annual Report 2007.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 3 of 30 June 2008**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands  
of

**regarding the granting of discharge from liability ("*décharge*") to the members of the Board of Managing Directors for their management tasks during the financial year 2007**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to grant discharge from liability ("*décharge*") to the members of the Company's Board of Managing Directors for their management tasks during the financial year 2007.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 4 of 30 June 2008**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the granting of discharge from liability (“*décharge*”) to the members of the Supervisory Board for their supervision during the financial year 2007**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the “Company”) hereby resolves to grant discharge from liability (“*décharge*”) to the members of the Company’s Supervisory Board for their supervisory tasks during the financial year 2007.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 5 of 30 June 2008**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the appointment of KPMG Accountants N.V. as the Company’s external auditor for the financial year 2008**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the “Company”) hereby resolves to appoint KPMG Accountants N.V. as the Company’s external auditor for the financial year 2008.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 6 of 30 June 2008** of  
the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the re-appointment of Mr Coleman K. Greidinger as member of the Supervisory Board**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to reappoint Mr Coleman Kenneth Greidinger as member of the Supervisory Board effective from the day of the meeting for a term of four years.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 7 of 30 June 2008**  
of  
the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the re-appointment of Mr Arthur F. Pierce as member of the Supervisory Board**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to reappoint Mr Arthur Frank Pierce as member of the Supervisory Board effective from the day of the meeting for a term of four years.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 8 of 30 June 2008**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the re-appointment of Mr Scott Rosenblum as member of the Supervisory Board**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to reappoint Mr Scott Rosenblum as member of the Supervisory Board effective from the day of the meeting for a term of four years.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 9 of 30 June 2008**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the re-appointment of Mrs Caroline Mary Twist as member of the Supervisory Board**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to reappoint Mrs Caroline Mary Twist as member of the Supervisory Board effective from the day of the meeting for a term of four years.

§2

This resolution comes into force on the day of its adoption.

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**Resolution No. 10 of 30 June 2008**

of

the Annual General Meeting of Shareholders of  
Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands

**regarding the re-appointment of Mr Peter John Weishut as member of the Supervisory Board**

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§1

The Annual General Meeting of Shareholders of Cinema City International N.V. with its corporate seat in Amsterdam, the Netherlands (the "Company") hereby resolves to reappoint Mr Peter John Weishut as member of the Supervisory Board effective from the day of the meeting for a term of four years.

§2

This resolution comes into force on the day of its adoption.

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*Legal grounds: Art. 56.1.2 of the Act on Public Offerings and Conditions Governing the Introduction of Financial Instrument to Organised Trading and Public Companies in conjunction with § 39.1.3 of the Ordinance of the Ministry of Finance of 19 October 2005 on Ongoing and Periodic Information to be Published by Issuers of Securities (Journal of Laws of 2005, No. 209, item 1744, as amended)*

Signatures of persons authorised to represent the Company:  
Mr. Nissim Nisan Cohen, a proxy