



## Cinema City International N.V. Shareholders' Circular

### Introduction

This document is prepared under article 35.5 of the Articles of Association of Cinema City International N.V. (the "**AoA**") with its corporate seat in Amsterdam, the Netherlands (the "**Company**") and contains the draft resolutions to be adopted by the General Meeting of Shareholders ("**GM**") at the occasion of the Extraordinary General Meeting of Shareholders, to be held on 25 August 2008 in Rotterdam at Weena 210-212, 3012 NJ Rotterdam, at 3 pm CET ("**EGM**"), as well as the explanatory notes thereto. This document must be read in conjunction with the AoA.

This document and the documents it refers to are available for all shareholders via the Company's website: [www.cinemacity.nl](http://www.cinemacity.nl) (please *see Investor Relations*) and are also available for shareholders' inspection at the Company's offices in the Netherlands in Rotterdam at Weena 210-212, 3012 NJ Rotterdam and at the Company's offices in Poland in Warsaw at 37 Fosa Str. during business days, Monday through Friday, between 9:00 and 17.00 CET).

### Agenda

For the EGM the following agenda is adopted on the basis of Article 35.4 of the AoA by the Board of Supervisory Directors:

1. Opening of the General Meeting.
2. Re-appointment of three (3) members of the Board of Managing Directors and granting of appertaining titles.
3. Any other business.
4. Closing of the General Meeting.

### Proposed Resolutions

With a view to agenda item 2 the following resolution is proposed by the Supervisory Board. The Supervisory Board unanimously recommends that the GM adopt the resolution.

After the resolution a short explanation is given for consideration by the GM before voting on the adoption of the resolution.

The other agenda items do not require a resolution.

Shareholders are explicitly invited to take cognizance of the AoA, in particular as to the provisions governing the GM.

### ***Resolution for agenda item 2***

- a. To re-appoint Mr. **Moshe Joseph Greidinger** as member of the Board of Managing Directors effective from the day of the meeting, for a term of four years in accordance with the AoA and to grant him the title Chief Executive Officer;
- b. To re-appoint Mr. **Israel Greidinger** as member of the Board of Managing Directors



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effective from the day of the meeting, for a term of four years in accordance with the AoA and to grant him the title Chief Financial Officer;

- c. To re-appoint Mr. **Amos Weltsch** as member of the Board of Managing Directors effective from the day of the meeting, for a term of four years in accordance with the AoA and to grant him the title Chief Operating Officer;

### Explanation

The foregoing nominees are currently acting as managing directors of the Company and were initially appointed to the Board of Managing Directors on 18 June 2004 for a term of four years each. As a consequence, the mandate of the members of the Board of Managing Directors formally expired in June 2008. Re-appointment is now scheduled for the EGM. Re-appointment of the members of the Board of Managing Directors as proposed would be in line with the provisions of the AoA (Article 15.3 and Article 15.4) and the Company's Corporate Governance Policy as approved by the shareholders at the Annual General Meetings of 2006 and 2007. The expertise and experience of the members of the Board of Managing Directors have ensured so far and will ensure in the future the highest standard of management of the Company. For the information required by Article 35.5 of the AoA reference is made to the Annual Report 2007 and the biographies of the candidates available on the Company's website. It is intended that upon re-appointment the roles and functions of the members of the Board of Managing Directors and their titles will remain unchanged.

Appointment of members of the Board of Managing Directors is the prerogative of the GM under article 15.2 of the AoA and the granting of titles under article 15.5 of the AoA. The Supervisory Board recommend that the GM re-appoint the members of the Board of Managing Directors and grant the respective appertaining titles in accordance with the proposal. Each re-appointment will require a separate resolution. Under the AoA the new 4 year mandate will expire on the date of the AGM in the fourth year after appointment. The number of managing directors is determined by the GM under article 15.1 and has previously been set at 3.

Rotterdam, 8 August 2008

The Board of Supervisory Directors

*This document is of informative nature only and gives the facts and circumstances which, in the Company's beliefs, are relevant to the approvals, authorizations or delegations to be granted by the GM. Shareholders are kindly asked to read and consider carefully all the information made available by the Company. The Board of Supervisory Directors reserves the right to change the proposed content of draft resolutions. If such is the case, the respective information together with a new wording of draft resolutions will be made available to the public.*