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FOR IMMEDIATE RELEASE

16 December 2019

CINEWORLD GROUP PLC

Proposed C$2.8bn (US$2.1bn) acquisition of Cineplex Inc.

Highlights

- *Cineworld to acquire Cineplex for C$34 per share in cash – acquisition unanimously supported by Cineworld's Board of Directors*
- *Acquisition of the largest cinema operator in Canada with a highly attractive, well-invested portfolio and a 75 per cent box office market share*
- *Transaction an extension of Cineworld's growth strategy adding 165 cinemas and 1,695 screens, and creating the leading North American cinema operator*[i]
- *Highly synergistic transaction, with approximately US$130m of annual pre-tax combination benefits by the end of FY 2021*
- *Implies an enterprise value for Cineplex of C$2.8bn (US$2.1bn) and a 2019E EBITDA multiple (including combination benefits) of 6.3x*[ii]
- *Application of Cineworld's operational best practice across the Cineplex exhibition circuit*
- *Expected to be double digit accretive to earnings and free cash flow in the first full year following completion (FY 2021)*
- *Return on invested capital expected to exceed Cineworld's cost of capital in FY 2020*
- *Debt financed acquisition, with diligent focus on capital allocation targeting leverage towards 3x net debt / EBITDA*[iii] *by end of FY 2021*
- *Subject to Cineworld and Cineplex shareholder approval, and other regulatory approvals, completion is expected to occur by the end of H1 2020*
- *Cineworld's largest shareholder (Global City Theatres B.V., which holds an approximate 28 per cent stake in Cineworld) has agreed to vote in favour of the acquisition*

Anthony Bloom, Chairman of Cineworld, said:

"The Board of Cineworld believes that the acquisition of Cineplex is in the interests of its shareholders as it fits squarely within our strategic acquisition objectives and is expected to be strongly earnings and cash flow accretive.

"Going forward our immediate post-acquisition objectives will be to combine Cineplex with our US business to create a leading North American cinema operator; maximise the synergistic combination benefits of the Cineplex acquisition; continue the currently successful refurbishment of the Regal chain in the US; and focus strongly on a structured debt reduction program targeting leverage towards 3x net debt / EBITDA by the end of 2021.

"The Board unanimously recommends the Acquisition."

Commenting on the acquisition, Mooky Greidinger, CEO of Cineworld, said:

"Cineplex is a great business. It is the number one cinema operator in Canada and is well positioned for further growth. The combination of Cineplex and Regal will create the leading North American cinema operator with unrivalled scale and opportunity. By deploying our operational best practices, we expect the transaction to create compelling value for shareholders and to be strongly EPS and free cash flow accretive.

"The acquisition of Cineplex strengthens our belief in the theatrical business, one of the most affordable out-of-home forms of entertainment. We constantly strive to provide the best customer experience and maintain technological leadership and we are excited about Cineworld's prospects for 2020 and beyond as we look to complete the Cineplex transaction, our US refurbishment programme and the roll-out of Unlimited, and we look forward to the great selection of movies to come."

Analyst Meeting and Conference Call

A presentation for analysts and investors will be held today, 16 December 2019, at 9.30 a.m. (GMT) at:

- Bank of America, 2 King Edward Street, London, EC1A 1HQ
- Tea and coffee served from 9.00 a.m.

The presentation will also be accessible via webcast and conference call:

Webcast:

https://secure.emincote.com/client/cineworld/cineworld012

Conference call:

https://secure.emincote.com/client/cineworld/cineworld012/vip_connect

A recording will be available shortly afterwards.

Summary of the transaction

Cineworld Group plc ("**Cineworld**" or the "**Company**") has signed an arrangement agreement (the "**Acquisition Agreement**") with Cineplex Inc. (TSX: CGX) ("**Cineplex**") pursuant to which Cineplex shareholders will receive C$34 in cash for each common share, valuing the fully diluted equity of Cineplex at C$2.18 billion (US$1.65 billion) (the "**Acquisition**").

The Acquisition price implies an enterprise value of C$2.8 billion (US$2.1 billion) and a valuation multiple of 6.3x 2019E EBITDA (including combination benefits).[iv]

The Acquisition is subject, amongst other things, to Cineworld and Cineplex shareholder approvals and various regulatory consents. The Boards of both Cineworld and Cineplex have approved the Acquisition, and intend to recommend that their respective shareholders vote in favour of it. In addition, Cineworld's largest shareholder, Global City Theatres B.V., holding approximately 28 per cent of Cineworld's total issued ordinary share capital as at the date of this announcement, has agreed to vote in favour of the Acquisition.

Cineworld believes the Acquisition is strategically and financially compelling:

Entry into the stable and attractive Canadian cinema market with a strong market position

Cineworld believes that the Acquisition represents an exciting opportunity to enter the stable and attractive Canadian market, providing Cineworld with the leadership position in Canada, where Cineplex is the largest cinema operator (by box office revenue and number of screens) with a market share of approximately 75 per cent by box office revenue as at 30 September 2019.

In 2018, the Canadian box office grossed approximately C$1,021 million (US$770 million), with annual attendance of approximately 98 million (representing approximately 2 per cent of global box office revenue). Between 2014 and 2018 Canadian box office revenue and average ticket prices grew at compound annual growth rates of 1.9 per cent and 3.5 per cent respectively.

Opportunity to deploy Cineworld's operational best practices across the Cineplex exhibition circuit

The Cineworld management team has grown revenue and EBITDA significantly in the period FY 2014 to FY 2018, through a combination of organic growth and successful M&A.

Cineworld believes this growth has been achieved by deploying its operational capabilities to enhance the customer experience, successfully acquiring new sites, introducing new proven technologies, diversifying multiplex and concession offerings, implementing loyalty schemes, enhancing digital engagement with consumers and adopting a highly disciplined approach to costs. In parallel, an ongoing asset rationalisation programme has delivered additional value and enabled further deleveraging following the completion of the Regal transaction.

Cineworld believes that Cineplex's exhibition circuit is a highly attractive, well-invested portfolio. It believes that the Cineworld management team can replicate its strategy by applying a number of Cineworld's operational best practices to drive additional operational performance across Cineplex's exhibition circuit.

Cineworld believes these practices will further improve the customer experience in Canada, generating additional attendance and yield growth within the Cineplex business. These practices include, for example:

- the ability to introduce Cineworld's Unlimited subscription programme, which is already well-established in the UK and has been successfully launched in the US, further improving customer loyalty;
- optimisation of sales channels and the online customer interface, leveraging Cineworld's technology platform, including the roll-out of reserved seating, with incremental margin;
- enhancing concession offerings through Cineworld's know-how and implement best practice from the combined business;
- increasing advertising revenues by leveraging Cineworld's scale and expertise; and
- further cost efficiencies, with a focus on procurement, utilising the enlarged group's scale and relationships with key suppliers.

Cineworld believes that the close alignment between the US and Canadian markets will allow the enlarged business to be managed with focus and efficiency.

Highly synergistic transaction with material combination benefits

Cineworld estimates that, following completion Cineworld and Cineplex (together, "**the Enlarged Group**") will be able to achieve run-rate annualised pre-tax combination benefits of approximately US$130 million (excluding one-off implementation costs).

The Acquisition price implies an enterprise value of C$2.8 billion (US$2.1 billion) as at 13 December 2019, being the last business day prior to the announcement of the Acquisition, and a valuation multiple of 6.3x 2019E EBITDA (based on equity research consensus forecasts and including combination benefits). [v]

Cineworld expects the combination benefits to consist of:

- approximately US$65 million from cost efficiencies benefiting from the Enlarged Group's commercial scale, streamlining of functions, infrastructure consolidation and the removal of Cineplex's listing expenses; and
- approximately US$65 million from business initiatives including the application of operational best practice, its subscription programme and additional advertising.

The combination benefits identified reflect both additional benefits and possible cost reductions which are contingent on the Acquisition and could not be achieved independently. Additional savings from North American capital expenditure optimisation are not included.

Cineworld expects that these combination benefits will be phased (on a run-rate basis) with approximately US$120 million realised by the end of FY 2020[vi] and US$130 million in FY 2021, and expects to incur pre-tax costs of approximately US$20 million to implement the combination benefits (split between FY 2020 and FY 2021).

The Cineworld management team is confident in its ability to realise full value for all shareholders following the Acquisition, particularly given its existing track record of realising combination benefits. Following the acquisition of Regal in February 2018, Cineworld expects to achieve total run-rate merger benefits of at least US$190 million from, for example, successful contract negotiations and better than anticipated results from revenue initiatives. This represents an increase from US$100 million of merger benefits that were expected when the Regal transaction was announced in December 2017.

Compelling financial impact of the Acquisition

The Acquisition is expected to be double-digit accretive to earnings and free cash flow per share in the first full year following completion (FY 2021).

Cineworld's return on invested capital associated with the Acquisition is expected to exceed its cost of capital in FY 2020.[vii]

Cineworld plans to maintain its existing dividend policy (with a payout ratio of 55 per cent, as calculated on a pre-IFRS 16 basis) following transaction completion, underpinned by the future prospects of the Enlarged Group.

If completion were to have occurred at the end of FY 2019, it is estimated, based on equity research analyst consensus forecasts, that the leverage ratio of the Enlarged Group would be approximately 4.0x net debt / 2019E EBITDA (on a pre-IFRS 16 basis and assuming that the full annualised pre-tax combination benefits of US$130 million were taken into account in calculating EBITDA)[viii] with strong cash generation driving future deleveraging.

Cineworld is targeting leverage to return towards 3x net debt / EBITDA by the end of 2021 (on a pre-IFRS 16 basis).[ix] The deleveraging achieved following the completion of the acquisition of Regal gives Cineworld confidence in achieving this target.

Cineworld's expectations regarding these financial effects are based upon the realisation of combination benefits on the basis described above and do not take into account any exceptional restructuring costs, which are not expected to exceed US$20 million.[x]

Amusement and Leisure and Digital Media businesses

The Acquisition also includes the Cineplex's Amusement and Leisure and Digital Media businesses.

The Amusement and Leisure business consists of two operating segments: Amusement Solutions (gaming and vending equipment) and Location Based Entertainment (entertainment restaurants and centres). Cineworld believes this business operates in a sector poised for long-term growth as an increased share of wallet spend is directed towards experience-based entertainment, aimed at attracting large Millennial and Gen Z populations.

The Digital Media business is a digital place-based business that offers the complete package of strategic expertise, content creation, data analytics and executional innovation. Cineworld believes this business benefits from favourable industry dynamics and growth prospects given its focus on digital out-of-home space that offers exposure to the growing digital advertising market.

These non-exhibition businesses (excluding Cineplex's Cinema media segment) contributed approximately 20% of Cineplex Group revenue in FY 2018.[xi]

With a focus on deleveraging, Cineworld will remain disciplined in its overall allocation of capital and management resources, and will carefully consider the long-term strategic fit of these attractive businesses within the Cineworld portfolio.

Opportunity to acquire another cinema operator of scale in an attractive market

Amidst the continued wave of consolidation in the cinema exhibition and general entertainment space, Cineworld believes that the Acquisition represents a compelling opportunity to acquire a leading cinema operator in an attractive and complementary market.

Cineworld has maintained a strategy of identifying and completing synergistic acquisition opportunities in attractive markets. This has included the acquisition of Regal, making Cineworld one of the largest cinema operators in the world (by number of screens), and previously the acquisition of Cinema City International. Cineworld believes the Acquisition represents a continuation of this successful strategy in a market that is closely aligned with Cineworld's core US business.

Cineworld would become the leading North American cinema operator

The Acquisition will advance Cineworld's position in the North American cinema market, following the completion of the Regal acquisition in February 2018, giving further economies of scale, enhancing its relationships with content creators as well as enabling Cineworld to leverage its deep understanding of the North American market to drive operational best practices and efficiencies across the enlarged business.

Following completion, the Enlarged Group will have 11,204[xii] screens globally and a combined 8,906[xiii] screens across the United States and Canada, making it the leading operator in North America.

Cineworld strongly believes in the long-term fundamentals of the cinema market

Cineworld believes that the Enlarged Group will be well positioned in a sector with long-term structural resilience and a compelling re-rating opportunity when comparing current valuation multiples to long-term averages.

In its key markets (including the UK and US), Cineworld strongly believes in the attractiveness and long-term popularity of the cinema market which continues to provide value and compares favourably to alternative forms of out-of-home entertainment in Canada such as professional sporting events or live theatre.

Whilst 2019 box office performance to date has been slightly modest, there continues to be a compelling pipeline of anticipated box office hits until year-end (including Star Wars: The Rise of Skywalker, Frozen 2 and Jumanji: The Next Level) and thereafter in 2020 and 2021.

Cineworld believes the recent increase in the level of investment in content will drive box office quality and improve the diversification of the providers of that content, helping maintain cinema's value to the consumer as part of their out-of-home entertainment experience.

In addition, there is significant growth potential from further sector innovation, including premium formats, concession offerings and associated pre- and post-film experiences, customer loyalty schemes and digital customer engagement.

Cineworld believes that the current market dynamics make this an ideal time for the Acquisition, with Cineworld's expertise in the sector able to deliver long-term benefits from its ownership of Cineplex.

Steps to completion

Because of its size, the Acquisition constitutes a Class 1 transaction for Cineworld under the UK Listing Rules and will therefore require the approval of a simple majority of votes cast by Cineworld's shareholders. Cineworld expects to send a circular (the "**Circular**") to its shareholders in January 2020 convening a general meeting (the "**General Meeting**") to vote on a resolution to approve the Acquisition (the "**Resolution**"). The Cineworld Board intends to recommend that its shareholders vote in favour of the Acquisition.

The largest shareholder in Cineworld, Global City Theatres B.V., which holds approximately 28 per cent of Cineworld's total issued ordinary share capital as at the date of this announcement, has agreed to vote in favour of the Acquisition.

The Acquisition is also subject to a number of conditions including approval by not less than two thirds of the votes cast by Cineplex shareholders at a special meeting, the approval of the Superior Court of Justice (Ontario) Commercial List, various regulatory consents (including approvals under the Hart-Scott-Rodino Antitrust Improvements Act, Canadian Competition Act and Investment Canada Act) and certain other customary matters. In addition, the Acquisition Agreement contains reciprocal break fee arrangements, pursuant to which Cineworld may be required to pay Cineplex a break fee of up to £28.3 million (payable in Canadian dollars) or Cineplex may be required to pay Cineworld a break fee of up to C$55.4 million (approximately US$42.0 million), if the Acquisition Agreement is terminated in certain circumstances. Global City Theatres B.V. has also agreed to pay an additional break fee of up to £28.3 million (payable in Canadian dollars) to Cineplex in certain circumstances. Further details regarding the break fee arrangements and the other material terms contained within the Acquisition Agreement are set out below.

Subject to satisfaction of the closing conditions to the Acquisition, completion is expected to occur by the end of the first half of 2020.

Enquiries

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Further information about Cineplex Inc.

Cineplex is Canada's largest cinema operator, with approximately 69 million theatre admissions annually. As at 30 September 2019 Cineplex had 1,695 screens in 165 cinemas concentrated in major metropolitan and mid-sized markets across all 10 provinces of Canada. While box office sales constitute the core of Cineplex's business and its largest individual revenue stream, Cineplex also generates revenue from a number of other

entertainment and media sectors, including food service, digital commerce (CineplexStore.com), alternative and event-based programming (Cineplex Events), cinema media (Cineplex Media), digital place-based media (Cineplex Digital Media), and amusement solutions (Player One Amusement Group) as described in more detail below.

Cineplex operates its cinema estate using its Cineplex Odeon, SilverCity, Galaxy Cinemas, Scotiabank Theatres, Cineplex Cinemas, Cineplex VIP Cinemas, Famous Players and Cinema City brands. Cineplex's cinema estate includes a range of premium offerings such as 3D, 4DX, UltraAVX, VIP Cinemas, IMAX, D-BOX, ScreenX and "Cineplex Clubhouse" which, in aggregate, accounted for 44.1 per cent of Cineplex's total box office revenues in FY 2018. Cineplex is currently implementing enhancements at a number of sites across its cinema estate including the addition of all-recliner seating at selected venues.

In addition, Cineplex holds a 50 per cent interest in the SCENE loyalty programme which is operated under a joint venture agreement with Scotiabank. As at 30 September 2019, the SCENE loyalty programme numbered approximately 10.1 million members.

As at 31 December 2018, Cineplex employed approximately 13,000 people across Canada and the United States, with approximately 12 per cent of its workforce consisting of full-time employees and approximately 88 per cent consisting of part-time employees. During FY 2018, Cineplex generated total revenue of C$1,615 million and profit before tax of C$98 million. As at 30 September 2019, Cineplex had gross assets of C$3,033 million.

About Cineworld Group plc

Cineworld Group plc was founded in 1995 and listed its shares on the London Stock Exchange in May 2007.

The Company has grown through expansion and by acquisition to become the second largest cinema chain worldwide, holding the number one or number two position by number of screens in each of its regions. As at 1 December 2019, Cineworld operated 9,498 screens across 786 sites in the US, UK, Ireland, Poland, the Czech Republic, Slovakia, Hungary, Bulgaria, Romania and Israel.

Financing

The Acquisition, related expenses and the refinancing of the existing Cineplex debt will be funded by approximately US$2.3 billion to be raised through committed debt facilities consisting of (i) a c.US$1.9 billion senior secured incremental term loan facility and (ii) a c.US$0.3 billion short-term senior unsecured term loan facility (together, the "**Debt Facilities**").

Cineworld entered into an agreement with Bank of America, N.A., HSBC Bank plc and Goldman Sachs Bank USA (together, the "**Commitment Parties**") on 15 December 2019, pursuant to which the Commitment Parties have committed to make the Debt Facilities available to one or more members of the Enlarged Group on or around completion.

Appropriate foreign exchange hedging arrangements with respect to the Acquisition are being put in place by Cineworld.

Further details of the Acquisition Agreement

Introduction

On 15 December 2019, Cineworld, 1232743 B.C. Ltd (a wholly-owned subsidiary of Cineworld incorporated for the purposes of the Acquisition) ("**Bidco**") and Cineplex entered into an arrangement agreement (the "**Acquisition Agreement**"). Pursuant to the terms of the Acquisition Agreement, Cineplex will be acquired by Bidco and, immediately following completion, Cineplex will be an indirect wholly-owned subsidiary of Cineworld. The Acquisition will be implemented by way of a statutory plan of arrangement in accordance with the laws of the Province of Ontario (the "**Arrangement**").

Conditions

Completion under the Acquisition Agreement is subject to, and can only occur upon satisfaction or waiver of, a number of conditions, including:

(a) the approval of the Resolution by Cineworld shareholders who together represent a simple majority of votes cast (whether in person or by proxy) at the General Meeting;

(b) the approval of the Acquisition by Cineplex shareholders who together represent not less than two thirds of votes cast (whether in person or by proxy) at a meeting of Cineplex shareholders;

(c) the expiry or early termination of any applicable waiting period (and any extension of such period) applicable to the Acquisition under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (US);

(d) the receipt of an advance ruling certificate, both the expiry, termination or waiver of the applicable waiting period under the Competition Act (Canada) and, unless waived by Cineworld, or receipt of a no-action letter in respect of the Acquisition from the Commissioner of Competition;

(e) written confirmation from the Minister of Innovation, Science and Industry and the Minister of Canadian Heritage that they are satisfied that the Acquisition will likely be of net benefit to Canada within the meaning of the Investment Canada Act (Canada);

(f) no material adverse effect having occurred in respect of Cineplex; and

(g) an interim order providing for, among other things, the calling and holding of a meeting of Cineplex shareholders and a final order to approve the Arrangement, each having been granted by the Superior Court of Justice (Ontario) Commercial List (the "**Interim Order**").

In addition, Cineworld has the unilateral right not to complete the Acquisition where registered Cineplex shareholders representing more than five per cent of the outstanding share capital of Cineplex duly exercise dissent rights in accordance with the procedures prescribed by the Business Corporations Act (Ontario) (as modified by the Interim Order) following which the court would determine the fair value of their shares (which may be more or less than the consideration offered pursuant to the Arrangement).

Termination fees payable to Cineplex

Cineworld and Bidco have agreed that Bidco will pay a termination fee to Cineplex if the Acquisition Agreement is terminated because the approval of Cineworld shareholders for the Acquisition is not obtained or if either Cineplex or Cineworld terminates the Acquisition Agreement because the Cineworld Board withholds, withdraws or adversely modifies its recommendation that Cineworld shareholders approve the Acquisition (each such circumstance being a "**Buyer Termination Event**"). If the Acquisition Agreement is terminated in connection with a Buyer Termination Event prior to 3 February 2020, the termination fee payable by Bidco to Cineplex will be approximately C$41.5 million (US$31.5 million); If the Acquisition Agreement is terminated in connection with a Buyer Termination Event on or after 3 February 2020, the termination fee payable by Bidco to Cineplex will be approximately £28.3 million (payable in Canadian dollars).

In addition, Cineworld's largest shareholder, Global City Theatres B.V., has agreed to pay an additional termination fee if the Acquisition Agreement is terminated by Cineplex or Cineworld because the Cineworld Board has withheld, withdrawn or adversely modified its recommendation in connection with an offer by Global City Theatres B.V. and/or any of its affiliates, joint venture partners or concert parties to acquire all of the remaining shares of Cineworld (a "**GCT Termination Event**"). If the Acquisition Agreement is terminated in connection with a GCT Termination Event prior to 3 February 2020, the additional termination fee payable by Global City Theatres B.V. to Cineplex will be approximately C$41.5 million (US$31.5 million); If the Acquisition Agreement is terminated in connection with a GCT Termination Event on or after 3 February 2020, the additional termination fee payable by Global City Theatres B.V. to Cineplex will be approximately £28.3 million (payable in Canadian dollars).

Termination fees payable to Cineworld

Cineplex has agreed to pay a termination fee to Bidco if the Acquisition Agreement is terminated in certain circumstances, including where: (i) Cineworld terminates the Acquisition Agreement because the board of directors of Cineplex (the "**Cineplex Board**") withholds, withdraws or adversely modifies its recommendation that Cineplex shareholders approve the Acquisition or materially breaches the non-solicit provisions of the Acquisition Agreement; (ii) Cineplex terminates the Acquisition Agreement because, prior to Cineplex shareholder approval being obtained, the Cineplex Board withholds, withdraws or adversely modifies its

recommendation that Cineplex shareholders approve the Acquisition or Cineplex or a subsidiary of Cineplex enters into a written agreement with respect to an alternative acquisition proposal that the Cineplex Board determines to be superior to the Acquisition (a "**Superior Proposal**"); and (iii) (A) Cineplex or Cineworld terminates the Acquisition Agreement because Cineplex shareholder approval is not obtained or because completion has not occurred prior to 30 June 2020 or (B) Cineworld terminates the Acquisition Agreement because Cineplex is in material breach, in either case, if prior to such termination an alternative acquisition proposal relating to 50 per cent or more of the share capital of Cineplex or assets of the Cineplex Group is made or publicly announced and within 12 months of such termination a binding contract is signed in respect of an acquisition proposal relating to 50 per cent or more of the share capital of Cineplex or assets of the Cineplex Group or such an acquisition proposal is completed (each such circumstance set out in (i) to (iii) above being a "**Target Termination Event**"). If the Acquisition Agreement is terminated following a Target Termination Event in connection with a Superior Proposal from an acquirer who is Canadian prior to 3 February 2020 and before Cineplex shareholders have voted to approve the Acquisition, the termination fee payable by Cineplex to Bidco will be approximately C$27.7 million (US$21.0 million); if the Acquisition Agreement is terminated following a Target Termination Event in any other circumstances, the termination fee payable by Cineplex to Bidco will be approximately C$55.4 million (US$42.0 million).

Appendix

Definitions, sources of information and bases of calculation

1. Where amounts are shown in both Canadian dollars and US dollars, or converted between the aforementioned currencies, in this announcement, an exchange rate of US$1/C$1.32 has been used, which has been derived from data provided by Bloomberg as at 9:00PM GMT on 13 December 2019, being the last business day prior to this announcement.

2. The enterprise value multiples are based on the consensus of 7 equity research analysts' 2019E EBITDA forecasts for Cineplex, as presented on a pre-IFRS 16 basis, and including approximately US$130 million run-rate annualised pre-tax combination benefits set out in this announcement, and calculated using Canadian dollars.

3. Pro forma 2019E EBITDA and net debt for the Enlarged Group are based on the consensus of 15 equity research analysts for Cineworld and 7 equity research analysts for Cineplex, in each case, as presented on a pre-IFRS 16 basis, including full annualised pre-tax combination benefits of approximately US$130 million and diluted equity value of Cineplex. This is not intended to be, or is to be construed as, a profit forecast nor should it be interpreted to mean that (i) the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily be greater than the historical published earnings per share, profits, margins or cash flows of the Cineworld Group; or (ii) that Cineworld endorses the equity research analysts' consensus.

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[i] By number of screens (Cineworld screen numbers (North America only) stated as at 30 June 2019 and Cineplex screen numbers stated as at 30 September 2019).

[ii] 2019E EBITDA for Cineplex is based on the consensus of 7 equity research analysts as presented on a pre-IFRS 16 basis, including full annualised pre-tax combination benefits of US$130 million. This is not intended to be, or is to be construed as, a profit estimate nor should it be interpreted to mean that (i) the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily be greater than the historical published earnings per share, profits, margins or cash flows of the Cineworld Group; or (ii) that Cineworld endorses the equity research analyst consensus. The valuation multiple has been calculated using Canadian dollars.

[iii] Pro forma 2021E EBITDA and net debt for the Enlarged Group is based on the consensus of 7 equity research analysts' forecasts for Cineplex and 15 equity research analysts' forecasts for Cineworld, in each case, as presented on a pre-IFRS 16 basis, and including approx.US$130 million run-rate annualised pre-tax combination benefits. This is not intended to be, or is to be construed as, a profit forecast nor should it be interpreted to mean that (i) the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily be greater than the historical published earnings per share, profits, margins or cash flows of the Cineworld Group; or (ii) that Cineworld endorses the equity research analysts' consensus.

[iv] 2019E EBITDA for Cineplex is based on the consensus of 7 equity research analysts as presented on a pre-IFRS 16 basis, including full annualised pre-tax combination benefits of US$130 million. This is not intended to be, or is to be construed as, a profit estimate nor should it be interpreted to mean that (i) the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily be greater than the historical published earnings per share, profits, margins or cash flows of the Cineworld Group; or (ii) that Cineworld endorses the equity research analyst consensus. The valuation multiple has been calculated using Canadian dollars.

[v] 2019E EBITDA for Cineplex is based on the consensus of 7 equity research analysts as presented on a pre-IFRS 16 basis, including full annualised pre-tax combination benefits of US$130 million. This is not intended to be, or is to be construed as, a profit estimate nor should it be interpreted to mean that (i) the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily be greater than the historical published earnings per share, profits, margins or cash flows of the Cineworld Group; or (ii) that Cineworld endorses the equity research analyst consensus. The valuation multiple has been calculated using Canadian dollars.

[vi] Pre-tax combination benefits of approximately US$50m for 9 months in-year benefit in 2020.

[vii] ROIC is calculated as ((Cineplex EBIT contribution + run-rate combination benefits)*(1 – Cineplex standalone forecast effective tax rate)) divided by Cineplex acquisition EV.

[viii] Pro forma 2019E EBITDA and net debt for the Enlarged Group are based on the consensus of 15 equity research analysts for Cineworld and 7 equity research analysts for Cineplex, in each case, as presented on a pre-IFRS 16 basis, including full annualised pre-tax combination benefits of US$130 million, fully diluted equity value of Cineplex and transaction fees. This is not intended to be, or is to be construed as, a profit estimate nor should it be interpreted to mean that (i) the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily be greater than the historical published earnings per share, profits, margins or cash flows of the Cineworld Group; or (ii) that Cineworld endorses the equity research analyst consensus.

[ix] Pro forma 2021E EBITDA and net debt for the Enlarged Group is based on the consensus of 7 equity research analysts' forecasts for Cineplex and 15 equity research analysts' forecasts for Cineworld, in each case, as presented on a pre-IFRS 16 basis, and including approx.US$130 million run-rate annualised pre-tax combination benefits. This is not intended to be, or is to be construed as, a profit forecast nor should it be interpreted to mean that (i) the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily be greater than the historical published earnings per share, profits, margins or cash flows of the Cineworld Group; or (ii) that Cineworld endorses the equity research analysts' consensus.

[x] This is not intended to be, or to be construed as, a profit estimate nor should it be interpreted to mean that (i) the future earnings per share, profits, margins or cash flows of the Enlarged Group will necessarily be greater than the historical published earnings per share, profits, margins or cash flows of the Cineworld Group; or (ii) that Cineworld endorses the equity research analyst consensus.

[xi] Approximate figures provided to within 5% margin of error.

[xii] Based on Cineworld's screens as at 31 December 2018 and Cineplex's screens as at 31 December 2018.

[xiii] Based on Cineworld's screens as at 30 June 2019 and Cineplex's screens as at 30 September 2019.

IMPORTANT NOTICE

The contents of this announcement have been prepared by and are the sole responsibility of Cineworld.

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The person responsible for arranging the release of this announcement is Fiona Smith, Company Secretary of Cineworld.