



CINEPLEX INC.

CHARTER OF EXPECTATIONS FOR DIRECTORS

1 GOALS AND OBJECTIVES

As a member of the Board of Directors of Cineplex Inc. (the “**Corporation**”) (collectively, the “**Members**” or individually, a “**Member**”) with a view to the Members functioning collegially, constructively and effectively, each Member will:

- 1.1** oversee the management of the business and affairs of the Corporation;
- 1.2** act honestly and in good faith and in the best interests of the Corporation;
- 1.3** exercise the care, diligence and skill of a reasonably prudent person;
- 1.4** fulfill the legal requirements and obligations of a director; and
- 1.5** represent the interests of all stakeholders in the governance of the Corporation and ensure that the best interests of the Corporation are paramount.

2 DUTIES AND RESPONSIBILITIES

2.1 Board Activity

Each Member will:

- a) exercise good judgment and act with integrity;
- b) use his or her abilities, experience and influence fully and constructively;
- c) demonstrate high ethical standards;
- d) be an available resource to management and the Members;
- e) devote time to be of effective service to the Members;
- f) respect confidentiality by keeping confidential any information about the Corporation that has not generally been disclosed to the public;

- g) advise the Chair of the Board in advance when planning to introduce significant or previously unknown information or material at a Board meeting;
- h) be aware of potential conflict areas - real or perceived - and disclose and abstain from voting when required;
- i) when appropriate, communicate with the Chair of the Board, Committee Chairs or CEO between meetings;
- j) demonstrate a willingness and availability for one-on-one consultation with the Chair of the Board or CEO;
- k) evaluate the Corporation's performance;
- l) participate in evaluations of the Board, the Board Committees, and peer reviews, as required;
- m) improve upon areas identified as lacking in peer review, if any;
- n) assist in maximization of shareholder value, while regarding him or herself as accountable to the shareholders as a whole and not to any individual or group of shareholders;
- o) advise the Chair of the Corporate Nominating, Compensation, and Corporate Governance Committee of the Board of the Corporation of changes in circumstance that might affect his or her ability to function effectively as a Member, such as changes in employment, board appointments, personal bankruptcy status or mental or physical capacity, or if he or she becomes the object of any criminal, civil, administrative, investigative or other proceeding;
- p) advise the Chair of the Board or Chair of the Corporate Nominating, Compensation and Corporate Governance Committee of the Corporation at the earliest possible date if he or she will not be able or willing to serve as a Member;
- q) be collegial and respectful towards other Members;
- r) undertake to be in compliance with all of the Corporation's policies affecting Members; and
- s) not engage in or undertake lobbying activities as defined under applicable legislation on behalf of the Corporation without the prior written express approval of the Chair of the Board(s) and on written notice to the Corporate Secretary.

2.2 Preparation and Attendance

Each Member will:

- a) prepare for Board and committee meetings for those committees of which he or she is a member by reading reports and background materials and acquiring adequate information necessary for decision making. It is recommended, but not a requirement, that no Member may sit on more than four (4) public company boards; the Member must ensure he or she devotes sufficient time to carrying out the Member's duties effectively; and
- b) maintain an excellent Board and committee meeting attendance record. Members will strive for 100% attendance and are expected to attend at least 75% of all regularly scheduled Board meetings and, for those committees of which they are Members, 75% of all committee meetings. Anything less than 75% attendance, without extenuating circumstances, may create considerable concern for the Board of the Corporation. Members are further expected to make reasonable efforts to attend face-to-face meetings in person.

2.3 Communication

Each Member will:

- a) participate fully and frankly in the deliberations and discussions of the Board; and
- b) encourage free and open discussion of the affairs of the Corporation by the Members.

2.4 Independence

Each non-management Member will speak and act independently of management.

2.5 Committee Work

Each Member:

- a) is expected to participate on committees when asked and become knowledgeable about the purpose and objectives of the committee; and
- b) is expected to understand how committees function, and the role of management and staff supporting the committees.

2.6 Business, Corporation and Industry Knowledge

Each Member will:

- a) become and remain knowledgeable of the Corporation's products, services, and industry;
- b) develop and maintain a thorough understanding of the role of the Corporation within its industry;
- c) develop and maintain an understanding of the regulatory, legislative, business, social and political environments within which the Corporation operates;
- d) develop and maintain financial literacy sufficient to carry out his or her responsibilities as a Member;
- d) participate in and receive on-going training and education when asked;
- e) become acquainted with the members of the executive management team and other key management of the Corporation;
- f) remain knowledgeable about the Corporation's facilities and visit them when appropriate; and
- g) be an effective ambassador and representative of the Corporation, but will not speak on behalf of the Corporation without appropriate authority.

2.7 Potential Grounds For Dismissal

The following are potential grounds for the Corporation to require that a Member offer his or her resignation as a Member:

- a) meeting and/or committee attendance at levels below 75% of regularly scheduled meetings, except under extenuating circumstances;
- b) perceived failure to discharge duties listed in this Charter;

- c) incapacity or diminished capacity;
- d) poor peer evaluations that are not remedied;
- e) employment or board appointment at a competitive organization;
- f) membership on more than four (4) public company boards;
- g) loss of confidence in the Member's level of commitment, competence, judgment or integrity;
- h) attaining an age of seventy-five (75) or older; or
- i) any other criteria that the Board, acting reasonably, should determine appropriate.

Approved: January 1, 2011