



ANNUAL INFORMATION FORM

For the year ended December 31, 2022

March 30, 2023

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ANNUAL INFORMATION FORM

EXPLANATORY NOTES

The information in this Annual Information Form is stated as of December 31, 2022, unless otherwise indicated.

For an explanation of the capitalized terms and expressions, please refer to the “Glossary of Terms” at the end of this Annual Information Form. Unless otherwise indicated, or the context otherwise requires, “Corporation” refers to Cineplex Inc.; “Cineplex” refers to the Corporation and its subsidiaries; and “Cineplex Entertainment LP” or the “Partnership” refers to Cineplex Entertainment Limited Partnership. Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to “\$” are to Canadian dollars.

Certain information included in this Annual Information Form contains forward-looking statements within the meaning of applicable securities laws. These forward-looking statements include, among others, statements with respect to Cineplex’s objectives and goals, and the strategies to achieve those objectives and goals, as well as statements with respect to Cineplex’s beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words “may”, “will”, “could”, “should”, “would”, “suspect”, “outlook”, “believe”, “plan”, “anticipate”, “estimate”, “expect”, “intend”, “forecast”, “objective” and “continue” (or the negatives thereof), and words and expressions of similar import, are intended to identify forward-looking statements.

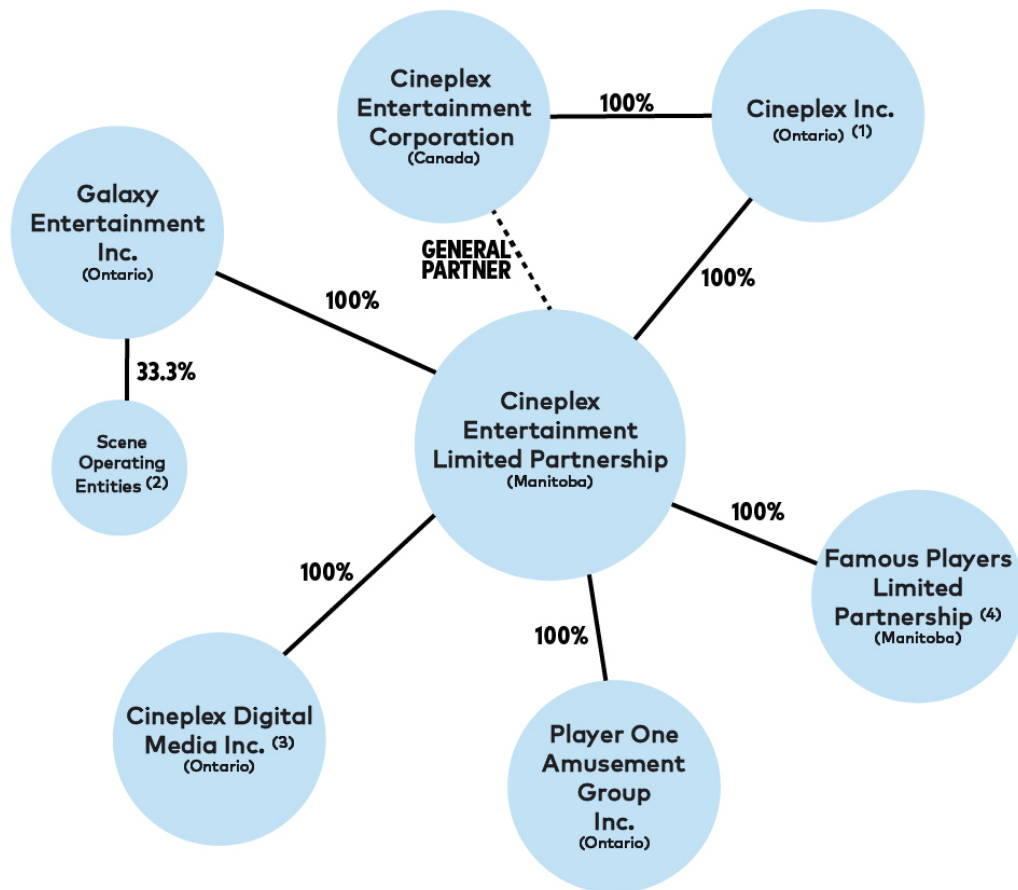
By their very nature, forward-looking statements involve inherent risks and uncertainties, including those described in the Corporation’s Annual Management’s Discussion and Analysis (“**Annual MD&A**”), which is incorporated herein by reference and available on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) (www.sedar.com). Those risks and uncertainties, both general and specific, give rise to the possibility that predictions, forecasts, projections and other forward-looking statements will not be achieved. Certain material factors or assumptions are applied in making forward-looking statements and actual results may differ materially from those expressed or implied in such statements. Cineplex cautions readers not to place undue reliance on these statements as a number of important factors, many of which are beyond Cineplex’s control, could cause actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements. These factors include, but are not limited to, Cineplex’s expectations with respect to liquidity and capital expenditures, including its ability to meet its ongoing capital, operating and other obligations, and anticipated needs for, and sources of, funds; Cineplex’s ability to execute cost-cutting and revenue enhancement initiatives in response to adverse economic conditions; risks generally encountered in the relevant industry, competition, customer, legal, taxation and accounting matters; the outcome of the litigation surrounding the termination of the Cineworld Transaction and Cineworld’s subsequent bankruptcy proceedings (described in further detail in this Annual Information Form); and the diversion of management’s time and attention on litigation related to the Cineworld Transaction and Cineworld’s bankruptcy proceedings.

The foregoing list of factors that may affect future results is not exhaustive. When reviewing Cineplex’s forward-looking statements, readers should carefully consider the foregoing factors and other uncertainties and potential events, including possible consequences of COVID-19, its variants, or other pandemics. Additional information about factors that may cause actual results to differ materially from expectations and about material factors or assumptions applied in making forward-looking statements may be found in the “*Risks and Uncertainties*” section of the Annual MD&A.

Cineplex does not undertake to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable Canadian securities law. Additionally, Cineplex undertakes no obligation to comment on analyses, expectations or statements made by third parties in respect of Cineplex, its financial or operating results or its securities. All forward-looking statements in this Annual Information Form are made as of the date hereof and are qualified by these cautionary statements. Additional information, including the Annual MD&A, can be found on SEDAR at www.sedar.com.

CORPORATE STRUCTURE

The Corporation is governed by the *Business Corporations Act* (Ontario) (the “**OBCA**”) pursuant to articles of arrangement dated January 1, 2011. The Corporation is a reporting issuer and its Common Shares are traded on the Toronto Stock Exchange (“**TSX**”) under the symbol “**CGX**” and the Convertible Debentures are listed on the TSX under the symbol “**CGX.DB.B**”. The Corporation directly owns all of the LP Units of Cineplex Entertainment LP, a limited partnership formed under the laws of the Province of Manitoba. The principal and head office of the Corporation is located at 1303 Yonge Street, Toronto, Ontario, M4T 2Y9. The chart below illustrates the structure of the Corporation and its principal subsidiaries as at December 31, 2022 (including jurisdiction of establishment/incorporation of the various entities):



1. Cineplex Inc. is the Borrower under the Credit Facilities and the issuer of both the Convertible Debentures and the Notes.
2. Galaxy Entertainment Inc. owns 50% of Scene General Partnership (Ontario), 33.33% of Scene GP Co. Inc. and 33.23% of Scene Limited Partnership (Ontario); the remaining shares are owned by Scotia Loyalty Ltd. and Empire Company Limited. Cineplex Entertainment LP owns 50% of Scene IP Corporation (the remaining interest being held by The Bank of Nova Scotia (“**Scotiabank**”).
3. Cineplex Digital Media Inc. is a wholly owned subsidiary of DDC Group International Inc., which is 100% owned by Cineplex Entertainment LP.
4. Famous Players Co. is the general partner of Famous Players Limited Partnership.

GENERAL DEVELOPMENT OF THE BUSINESS

History of the Corporation

Cineplex's history dates back to 1912 when Adolph Zukor founded the Famous Players Film Corporation. Subsequent decades have seen a series of mergers, acquisitions and growth that created today's corporate structure. Since its initial public offering in 2003, Cineplex has acquired theatres from Famous Players Limited Partnership, American Multi-Cinema Inc., Empire Theatres Limited, and others, creating a national coast-to-coast movie exhibition company. In recent years, Cineplex has also focused on diversification initiatives expanding its core competencies into digital place-based media, and amusement and leisure businesses.

Cineplex is a top-tier Canadian brand that operates in the Film Entertainment and Content, Amusement and Leisure, and Media sectors. Cineplex offers a unique escape from the everyday to millions of guests through its circuit of movie theatres and location-based entertainment venues. In addition to being Canada's largest and most innovative film exhibitor, Cineplex operates Canada's favourite destination for 'Eats & Entertainment' (The Rec Room), complexes specially designed for teens and families (Playdium), and a newly launched entertainment concept that brings movies, amusement gaming, dining, and live performances together under one roof (Cineplex Junxion). It also operates successful businesses in digital commerce (Cineplex Store), alternative programming (Cineplex Events), motion picture distribution (Cineplex Pictures), cinema media (Cineplex Media), digital place-based media (Cineplex Digital Media) and amusement solutions (Player One Amusement Group). Providing even more value for its guests, Cineplex is a partner in Scene+, Canada's largest entertainment and lifestyle loyalty program.

As at December 31, 2022, Cineplex owned, leased or had a joint venture interest in 1,637 screens in 158 theatres from coast to coast as well as 13 location based entertainment ("LBE") venues in six provinces.

Recent Developments

During the pandemic, to mitigate the negative impact of COVID-19 and support its long-term stability, Cineplex undertook a variety of measures including:

- the sale and leaseback of Cineplex's head office buildings in Toronto;
- the issuance of senior secured lien notes, due on February 26, 2026, for net proceeds of \$243.3 million (the "Notes Payable");
- temporary layoffs of part-time employees in December 2021 and the first quarter of 2022;
- the deferral or cancellation of various non-essential capital projects;
- a reduction of non-essential discretionary operational expenditures (such as spending on marketing, travel and entertainment); and
- the continued suspension of dividends.

During the second quarter of 2022, as COVID-19 cases declined, theatre and LBE closures and restrictions relating to capacity limits and the sale of food and beverages, vaccine passports and mask mandates were removed in all markets in which Cineplex operates theatres and LBE venues across Canada. Cineplex is currently operating at full capacity but is continuously monitoring for any government directives on operating capacities.

In August, 2022, due to the ongoing effects of the COVID-19 pandemic and in order to provide financial covenant relief, Cineplex entered into the fifth amendment of its long-term revolving and non-revolving credit facility, dated November 13, 2018 (the "Credit Agreement").

In December, 2022, Cineplex entered into the sixth amendment of the Credit Agreement, extending the maturity date of the credit facility from November 13, 2023 to November 13, 2024.

In March, 2023, Cineplex entered into the seventh amendment of the Credit Agreement, revising certain financial covenants throughout 2023.

During the third quarter of 2022, Cineplex and Scotiabank welcomed Empire Company Limited as a co-owner of the Scene+ loyalty program, bringing together the full benefits of SCENE with Scotia Rewards and Empire's family of brands. The Scene+ loyalty program provides Cineplex with significant data and a more comprehensive understanding of the demographics and behaviours of its audience. Membership in the Scene+ loyalty program increased to over 11 million members as at December 31, 2022.

On December 9, 2022, Cineplex opened its first-ever *Junxion* location at *Cineplex Junxion Kildonan* in Winnipeg, Manitoba. *Cineplex Junxion* is a new entertainment concept which features a cinema with reclining seats, an open lobby and stage for events and performances, amusement gaming and expanded food offerings. Cineplex will open its second *Junxion* location at the *Erin Mills Town Centre* in Mississauga, Ontario, scheduled to open during the second quarter of 2023.

On January 5, 2023, Cineplex Pictures entered into a theatrical distribution partnership with Lionsgate Entertainment to distribute its 2023 film slate in Canada. This includes *John Wick: Chapter 4*, *Are You There God? It's Me, Margaret*, and *Hunger Games: The Ballad of Songbirds and Snakes*.

For a complete discussion of the 2022 key developments in each of the Corporation's business initiatives, please refer to the Annual MD&A.

Cineworld

On December 15, 2019, Cineplex entered into an arrangement agreement (the "**Arrangement Agreement**") with Cineworld Group, plc ("**Cineworld**"), pursuant to which an indirect wholly-owned subsidiary of Cineworld agreed to acquire all of the issued and outstanding Common Shares of Cineplex for \$34 per share in cash (the "**Cineworld Transaction**").

In early 2020, the outbreak of COVID-19 was confirmed in multiple countries throughout the world and on March 11, 2020, it was declared a global pandemic by the World Health Organization. See the Annual MD&A for a detailed discussion about the Corporation's response to the COVID-19 pandemic.

On June 12, 2020, Cineworld delivered a notice (the "**Termination Notice**") to Cineplex purporting to terminate the Arrangement Agreement. Cineplex believed that Cineworld had no legal basis to terminate the Arrangement Agreement and that Cineworld had breached the Arrangement Agreement. On July 3, 2020, Cineplex announced that it had commenced an action in the Ontario Superior Court of Justice (the "**Court**") against Cineworld seeking damages arising from what Cineplex claimed was a wrongful repudiation of the Arrangement Agreement. On December 14, 2021, after a lengthy trial, the Court ruled in favour of Cineplex, finding that Cineworld repudiated the transaction to acquire Cineplex. The Court awarded damages for breach of contract to Cineplex in the amount of \$1.24 billion on account of lost synergies, and \$5.5 million for transaction costs, exclusive of pre-judgment interest (the "**Judgment**").

On January 12, 2022, Cineworld filed a Notice of Appeal with the Court of Appeal for Ontario and on January 27, 2022, Cineplex filed its Notice of Cross Appeal (the "**Appeal**"). The Appeal was originally scheduled to be heard on October 12 and 13, 2022. However, on September 7, 2022, Cineworld and certain of its subsidiaries (the "**Cineworld Parties**") filed a petition, in the United States Bankruptcy Court for the Southern District of Texas (the "**U.S. Bankruptcy Court**"), commencing bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code ("**Chapter 11**"). On September 8, 2022, the U.S. Bankruptcy Court granted relief requested by the Cineworld Parties in the Chapter 11 proceedings, including an order confirming and enforcing a worldwide stay of all enforcement proceedings by Cineworld's creditors. Cineworld took the position that the Appeal was therefore stayed. On September 9, 2022, Cineplex filed an emergency motion with the U.S. Bankruptcy Court, seeking to lift the stay with respect to the Appeal. Cineplex's emergency motion was heard on September 28, 2022, at which time the U.S. Bankruptcy Court declined Cineplex's requested relief, without prejudice to Cineplex's ability to seek such relief at a later date. On September 30, 2022, on consent of counsel for Cineplex and Cineworld, the Court of Appeal for Ontario adjourned the Appeal until a date to be determined. Accordingly, the hearing of the Appeal has been delayed.

Cineplex continues to evaluate and advance all options to maximize and monetize the value of the Judgment. As part of these ongoing efforts, Cineplex has engaged Moelis & Company, a leading global investment bank with significant expertise, in these areas, as financial advisors, and Goodmans LLP, as lead counsel. Cineplex has also been appointed a member of the unsecured creditors' committee in the Cineworld Parties' Chapter 11 proceedings.

While the Judgment and next steps are a key focus for Cineplex and its advisors, due to uncertainties inherent in appeals and Cineworld's insolvency proceedings, it is not possible for Cineplex to predict the timing or final outcome of the Appeal. Further, even if the Appeal by Cineworld is not successful, Cineplex's claim pursuant to the Judgment is an unsecured claim and Cineworld has a significant amount of secured claims which rank in priority to unsecured claims. Accordingly, Cineworld may not have the ability to pay all or any of the amount of any damages or costs awarded by the Court. Therefore, no amount has been accrued as a receivable.

CINEPLEX'S BUSINESSES

Cineplex's operations are primarily conducted in four main areas, all supported by the Scene+ loyalty program: (i) film entertainment and content; (ii) media; (iii) amusement and leisure; and (iv) location-based entertainment. These four reportable segments are business units offering differing products and services and are managed separately due to their distinct natures.

Corporate Strategy

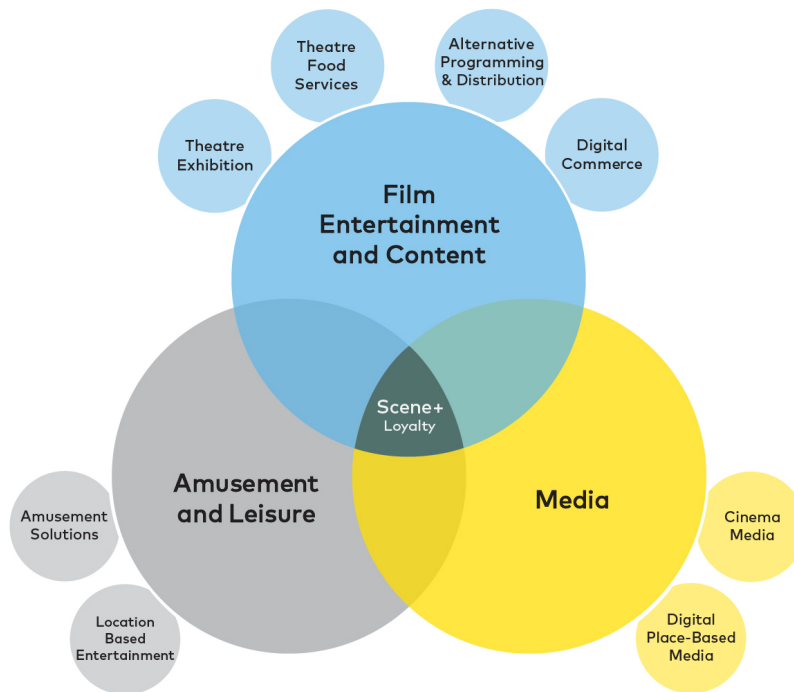
Cineplex's mission statement is "Passionately delivering exceptional experiences." All of its efforts are focused on this mission and it is Cineplex's goal to consistently provide guests and customers with exceptional experiences.

Cineplex's key strategic areas of focus include:

- Continue to enhance and expand Cineplex's presence as an entertainment destination for Canadians in-theatre, at-home and on-the-go;
- Capitalize on core media strengths and infrastructure to provide continued growth for Cineplex's media business both inside and outside theatres;
- Develop and scale amusement and leisure concepts by extending existing capabilities and infrastructure;
- Drive value within businesses by leveraging opportunities to optimize value, realize synergies, implement customer-centric technology and leverage big data across the Cineplex ecosystems; and
- Pursue opportunities that capitalize on Cineplex's core strengths.

Cineplex uses the Scene+ loyalty program and database as a strategic asset to link these areas of focus and drive customer acquisition and spending across all lines of business.

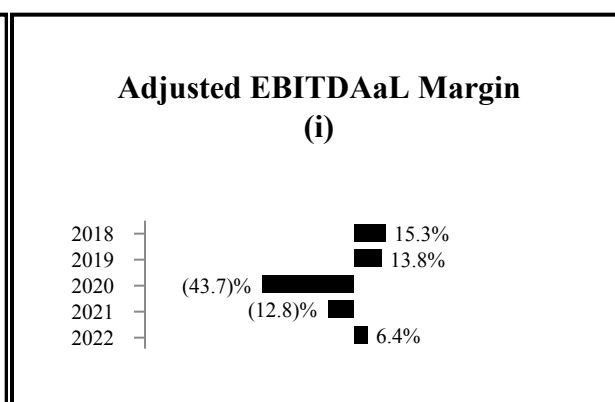
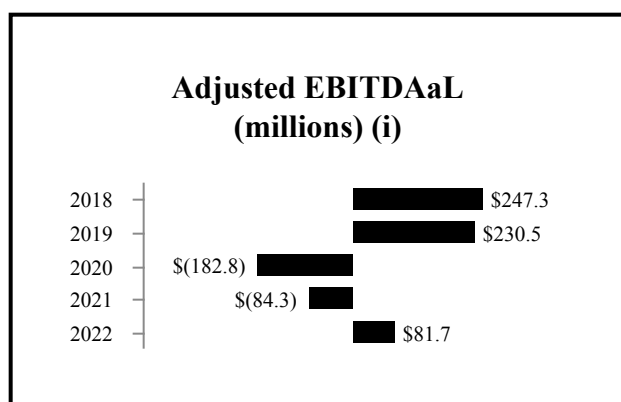
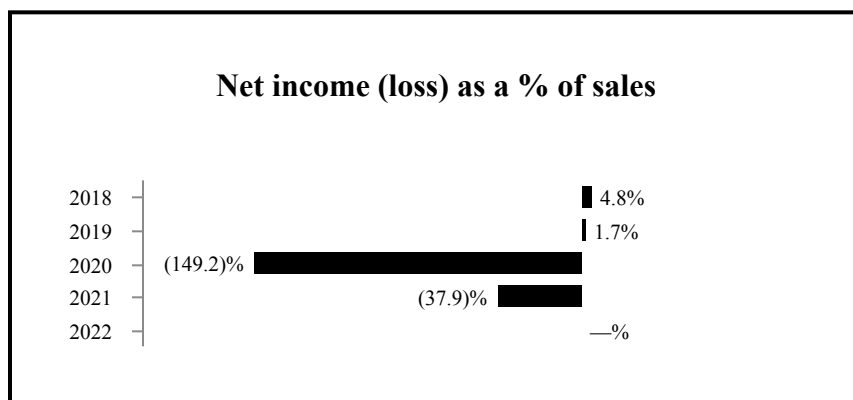
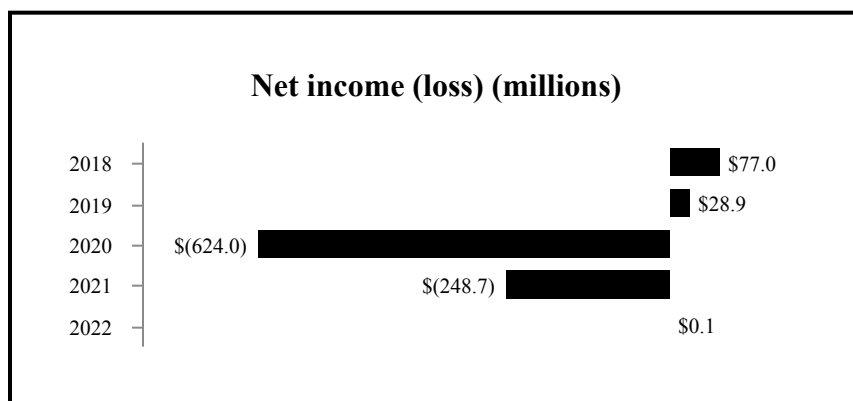
Diversified Entertainment & Media Company



Key elements of this strategy include going beyond movies to reach customers in new ways and maximizing revenue per patron. Cineplex has implemented in-theatre initiatives to improve the overall entertainment experience,

including increased premium offerings, enhanced in-theatre services, alternative pricing strategies, continued development of the Scene+ loyalty program and initiatives in theatre food service such as optimizing and adding product offerings and improving service execution. The ultimate goal of these in-theatre customer service initiatives is to maximize revenue per patron and increase the frequency of movie-going at Cineplex's theatres.

While box office revenues (which include alternative programming) typically account for the largest portion of Cineplex's revenues, Cineplex has diversified its revenue streams through expanded theatre food service offerings, cinema media, digital place-based media, amusement and leisure, Cineplex Pictures, the Cineplex Store, promotions and other revenue streams which have increased as a share of total revenues.



(i) 2022 includes expenses related to the Cineworld Transaction and associated litigation in the amount of \$3.6 million (2021 - \$11.4 million).

Cineplex's Revenues

Cineplex generates revenues primarily from box office and food service sales. These revenues are affected primarily by theatre attendance levels and by changes in BPP and CPP. Box office revenue represented 36.4% of revenue in 2022.

The following table presents the revenue mix for comparative years:

Revenue mix % by period	2022	2021	2020	2019	2018
Box office	36.4 %	36.0 %	31.8 %	42.4 %	44.9 %
Food service	30.1 %	28.5 %	26.0 %	29.0 %	29.5 %
Media	8.8 %	9.9 %	15.6 %	11.8 %	10.1 %
Amusement	19.4 %	20.5 %	18.6 %	13.7 %	12.8 %
Other	5.3 %	5.1 %	8.0 %	3.1 %	2.7 %
Total	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %

Cineplex has four reportable segments, film entertainment and content, media, amusement and leisure and location-based entertainment. The reportable segments are business units offering differing products and services. They are managed separately, due to their distinct natures, based on the information used by Cineplex's chief operating decision makers.

Revenue mix % by year	Full Year	
	2022	2021
Film Entertainment and Content	69.5 %	68.0 %
Media	8.7 %	9.9 %
Amusement and Leisure	13.1 %	15.3 %
LBE	8.7 %	6.8 %
Total	100.0 %	100.0 %

Theatre and Location-Based Entertainment Locations

As of December 31, 2022, Cineplex owned, leased or had a joint venture interest in 1,637 screens in 158 theatres from coast to coast as well as 13 LBE venues in six provinces. Cineplex's modern multiplex theatres are designed to provide guests with a premium movie-going experience and maximize profitability by matching the number and quality of auditoriums and seats with the size of the market served. In addition, Cineplex's auditorium seating capacities are varied within individual theatres, enabling it to maximize revenues by shifting films to smaller or larger auditoriums in response to changing attendance levels. Cineplex continues to focus on providing guests with a variety of premium viewing options by which to enjoy the theatre experience. Cineplex believes that these premium-priced offerings, which include 3D, 4DX, UltraAVX, VIP Cinemas, IMAX, ScreenX, D-BOX, Recliner auditoriums and the Clubhouse, generate higher revenues per patron and also expand the customer base.

In general, Cineplex leases theatres under long-term leases, with original terms typically ranging from 15 to 20 years (with lease payment increases typically every five years) and containing various renewal options, usually in intervals of five years and, in some cases, termination rights. Leases for 90 theatres expire within five years (77 of which have renewal or extension options). Cineplex's theatre leases generally provide for payment of minimum/base rent.

Theatre and Location-Based Entertainment Locations (Continued)

Cineplex									
Theatre locations and screens at December 31, 2022									
Province	Locations (i)	Screens	3D Digital Screens	UltraAVX	IMAX Screens (ii)	VIP Auditoriums	D-BOX Auditoriums	Recliner Auditoriums	Other Screens (iii)
Ontario	66	710	350	41	13	48	48	108	12
Québec	17	220	88	10	3	9	7	17	3
British Columbia	25	236	125	16	3	20	16	43	3
Alberta	20	213	114	20	2	16	17	83	6
Nova Scotia	10	87	43	1	1	—	2	—	1
Saskatchewan	6	54	28	3	1	3	3	16	1
Manitoba	5	49	26	2	1	3	3	6	1
New Brunswick	5	41	20	2	—	—	2	—	—
Newfoundland & Labrador	2	14	9	—	1	—	1	—	—
Prince Edward Island	2	13	6	—	—	—	1	—	—
TOTALS	158	1,637	809	95	25	99	100	273	27
Percentage of screens			49 %	6 %	2 %	6 %	6 %	17 %	2 %
(i) Includes <i>Junxion</i> theatre in Manitoba.									
(ii) All IMAX screens are 3D enabled. Total 3D screens including IMAX screens are 834 screens or 51% of the circuit.									
(iii) Other screens includes 7 4DX screens, 5 <i>Cineplex Clubhouse</i> screens and 15 ScreenX screens.									

Cineplex - Theatres, screens and premium offerings in the last eight quarters								
	2022				2021			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Theatres	158	158	159	159	160	161	160	161
Screens	1,637	1,637	1,640	1,640	1,652	1,656	1,651	1,657
3D Digital Screens	809	809	809	810	815	816	816	816
UltraAVX Screens	95	94	94	94	94	94	94	94
IMAX Screens	25	25	25	24	25	25	25	25
VIP Auditoriums	99	99	99	99	99	94	89	84
D-BOX Auditoriums	100	98	98	98	98	98	98	98
Recliner Auditoriums	273	267	267	267	267	262	258	253
Other Screens	27	23	22	22	22	19	19	19

Cineplex - LBE - at December 31, 2022 and 2021				
Province	2022		2021	
	<i>The Rec Room</i>	<i>Playdium</i>	<i>The Rec Room</i>	<i>Playdium</i>
Ontario	4	2	4	2
Alberta	3	—	3	—
Manitoba	1	—	1	—
Newfoundland & Labrador	1	—	1	—
British Columbia	1	—	1	—
Nova Scotia	—	1	—	1
TOTALS	10	3	10	3

For a complete discussion regarding the revenues and operations of the Corporation, please refer to the Annual MD&A.

Employees

As at December 31, 2022, the Corporation had in excess of 12,000 employees throughout Canada and the United States, of whom 14% are full-time employees and 86% are part-time employees. Due to the ongoing effects of COVID-19, many employees, including primarily part-time hourly employees, were subject to temporary layoffs during 2020, 2021 and early 2022. Approximately 7% of Cineplex's employees are represented by unions which are primarily located in the province of Québec and British Columbia; there are no unionized employees other than in the Corporation's film and entertainment content business.

Trademarks

Management believes the exhibition trademarks "Cineplex", "Cineplex Odeon", "Cineplex Store", Cineplex VIP Cinemas", "Galaxy", "SilverCity", "UltraAVX", "Outtakes", "Poptopia" and "XScape" enjoy significant brand awareness in the Canadian film exhibition market. Cineplex uses the "Scotiabank Theatre" brand under a license agreement with Scotiabank. Management also believes that the trademarks used in our location-based entertainment business are of growing value, including "Playdium", "Junxion" and "The Rec Room".

Competition

Cineplex competes for the public's leisure time and disposable income with alternative forms of entertainment, including in-home and online consumption of content and out-of-home entertainment such as other movie exhibitors, sporting events, live music concerts, family entertainment centres, live theatre and restaurants.

Cineplex focuses its in-theatre business on attracting customers to its facilities for their entertainment choice. Management believes that movie theatres compete well with alternative forms of out-of-home entertainment as a result of their lower cost and higher availability. Management also believes that the modern multiplex theatre has become a meeting place as well as an entertainment destination. Focusing on the competition from other exhibitors, Cineplex believes that the principal competitive factors are:

- The ability to maintain and grow theatre attendance and movie-going frequency;
- The seating capacity, location, quality and reputation of an exhibitor's theatre;
- The level of customer service and amenities such as recliner seating, VIP Cinemas, specialized auditoriums such as UltraAVX and variety of food service offerings;
- The quality of projection and sound equipment, including specialized projection systems such as 3D, 4DX, ScreenX, D-BOX and digital offerings;
- The ability to secure an appropriate variety of filmed content;
- Box office pricing strategy;
- Marketing and promotional programs, including CineClub and the Scene+ loyalty program;
- The ability to secure sites for potential new developments; and
- Cineplex's proven track record as a creative and innovative motion picture exhibitor.

Cineplex's theatres are also subject to varying degrees of competition in the locations in which they operate because competitors vary substantially in size, number and proximity at each location. Cineplex has a number of theatrical exhibition competitors, including Rainbow Cinemas, Imagine Cinemas, Cinemas Guzzo, Landmark Cinemas as well as independent operators. The building of new theatres, the addition of screens or conversion to recliner seating in existing theatres by competitors in areas in which Cineplex operates may reduce attendance levels at Cineplex's theatres. In addition to competing for guests at its existing theatres, Cineplex also faces competition in acquiring and developing new theatre sites and acquiring existing theatres.

Cineplex competes with other content consumption platforms and channels, including cable, satellite, internet and television, as well as TVOD (transactional video on demand), SVOD (subscription video on demand) and other "over the top" operators via the internet. A film's release date in other (non-theatrical) distribution channels such as "over the top" internet streaming, pay television and SVOD is at each distributor's discretion, and reduced theatrical release windows for these or alternative channels such as PVOD (premium video on demand) models could have a

negative impact on Cineplex’s theatre exhibition business. To that end, Cineplex has developed the Cineplex Store in an effort to attract its customers to enjoy new releases and a deep movie catalogue for their at-home entertainment in lieu of the multitude of other at-home viewing options. With its Scene+ loyalty program, Cineplex has the ability to communicate directly with movie-lovers to attract them to the Cineplex Store’s viewing options.

Cineplex’s amusement and leisure locations compete against other offerings for guests’ entertainment spending. In each of the local markets in which Cineplex operates, and will operate, it faces competition from local, national or international brands that also offer a wide variety of restaurant and/or amusement and gaming experiences, including sporting events, bowling alleys, entertainment centres, nightclubs and restaurants. Competition for guests’ entertainment time and spending also extends to in-home entertainment such as internet or video gaming and other in-home leisure activities. Cineplex’s failure to compete favourably in these markets could have a material adverse effect on Cineplex’s business, results of operations and financial condition.

Environmental, Social & Governance (“ESG”)

In addition to its overall strong corporate governance practices, Cineplex affects positive social, cultural, and environmental change at the national and local levels. Cineplex recognizes the importance of having a strong ESG framework integrated across its operations, benefiting not only its employees, guests and partners across Canada and the United States, but also driving and creating value for its Shareholders.

In 2022, Cineplex undertook a comprehensive materiality assessment survey to better understand the environmental, social and governance topics with the greatest importance to its stakeholders: employees, guests, Directors, motion picture distributors, landlords, suppliers, and B2B customers. Cineplex’s materiality assessment process was informed by the Global Reporting Initiative (GRI) and consisted of three stages: topics selection, prioritization and impact mapping, and validation on over 1,800 survey responses. The resulting topics were prioritized based on organizational capacity and available resources, and include, in order of priority:

- Guest health and Safety;
- Employee, health, safety and well-being;
- Business ethics and integrity;
- Privacy;
- Cybersecurity;
- Diversity, equity and inclusion;
- Waste and energy management;
- Responsible supply chain;
- Sustainable procurement; and
- Rights of indigenous peoples.

Cineplex’s approach to integrating ESG in its business and investment activities includes:

Environmental

Cineplex’s environmental initiatives are aimed at reducing its footprint and demonstrate an ongoing commitment to a sustainable future. Cineplex is taking steps across its business through three inter-connected environmental issues: waste, energy consumption and eco-friendly materials. Generally, Cineplex works to reduce its greenhouse gas emissions, use less paper and manage its resources and waste to minimize the impact it has on the communities in which it operates. The Corporation has adopted, among other initiatives, the following:

- **Waste:** Cineplex is taking steps to reduce the amount of waste generated at its theatres, location-based entertainment venues and corporate offices by increasing its landfill diversion rate and by operating more efficiently. Cineplex participates in the Electronic Products Recycling Association’s national program to responsibly dispose of its end-of-life electronics. Cineplex also works with a third party to recycle and repurpose all 3D glasses. Where supported by municipal waste facilities, Cineplex uses compostable packaging and separates organic waste.
- **Energy Efficiency:** Cineplex is taking steps to reduce its greenhouse gas emissions.
- **Eco-Friendly Materials:** Cineplex is taking steps to limit harmful chemicals in the products it uses and offers, through efforts like maximizing its use of Forest Stewardship Council (FSC) certified paper in its popcorn bags and drink cups, and purchasing environmentally friendly cleaning supplies.

Social

Cineplex is dedicated to good stewardship in the communities it serves. Cineplex acts in accordance with, and is guided by, its *Cineplex Values*, the Corporation's *Code of Business Conduct and Ethics* and its *Supplier Code of Conduct*. A copy of each of these documents can be found on Cineplex's corporate website by visiting <https://corp.cineplex.com>.

The *Code of Business Conduct and Ethics* addresses the ethical business standards and practices for its Board, leadership team, employees and contractors; each individual must read, understand and re-commit to the Code each year with training and sign-off. It outlines behaviours and practices to promote full compliance with laws as well as reaffirms Cineplex's commitment to integrity, honesty and respect when dealing with its team, partners, suppliers and the community.

Cineplex values its relationships with suppliers because they help it achieve its business objectives and contribute to its overall success. To that end, Cineplex has a *Supplier Code of Conduct* which sets forth the principles and ethical standards that it expects all its suppliers to work toward achieving throughout the course of their business relationship with Cineplex. This document provides, among other things:

- Ethical business practices;
- Responsible sourcing of its products;
- Responsible subcontracting;
- Responsible information security and adherence to best practices in privacy;
- Maintenance of human rights and labour standards;
- Provision of safe and healthy work environments; and
- Good stewardship.

Despite the current generally adverse economic conditions, Cineplex's commitment to being a good corporate citizen and partner in the communities in which it operates remains of the utmost priority. This is demonstrated through its ongoing commitment to health and safety, its focus on inclusivity and diversity, its attention to corporate culture, and support for charitable groups and local communities.

- **Health and Safety:** Cineplex continues to monitor the guidance of public health authorities regarding COVID-19 and its variants, and continues to implement policies and operational procedures designed to ensure that its employees and guests have a safe and comfortable experience at its locations.
- **Inclusivity and Diversity:** In addition to inclusive hiring practices across its ecosystem, and being a leader in spearheading employment opportunities for individuals with special needs, Cineplex's leadership team participates in comprehensive inclusivity and diversity training and makes regular training courses available to employees interested in learning. Under the guidance of Cineplex's cross-functional Inclusion Committee, the Corporation has been recognized for its initiatives in diversity and inclusion for its employees and guests.

In 2020, on behalf of the Corporation, Mr. Jacob signed the Black North Initiative CEO Pledge to acknowledge the existence of anti-Black systemic racism in Canada and to commit to ensuring that inclusion is core to Cineplex's workplace culture and that its businesses are representative of the communities it serves. This pledge includes a commitment to hire a minimum of one Black leader to fill an executive or Board member role by 2025.

In addition to its history of supporting Canada's Black storytellers, in 2022, in recognition of Black History Month, Cineplex curated a collection of important films and resources. The collection, which included films that elevate Black history, artists and filmmakers and spark discussion, was showcased on the Cineplex Store and in select theatres, during the month of February. For every Cineplex Store transaction or theatrical ticket purchased for one of the titles in the collection, Cineplex donated \$1 to The Black Academy to foster opportunities for young and emerging Black talent in Canada's entertainment industry.

Also in 2022, in recognition of National Indigenous Peoples Day on June 21, Cineplex donated \$1 from every movie ticket sold, as well as purchases on the Cineplex Store, at The Rec Room and Playdium to imagineNATIVE. Furthermore, in honour of National Day for Truth and Reconciliation on September 30, 2022, Cineplex created a pro

bono Pre-Show and media spot for the Orange Shirt Society to help raise awareness for the Society, and Cineplex also made a donation to the Society on behalf of its employees to mark the day. Cineplex also extended its support for imagineNATIVE and The imagineNATIVE Film + Media Arts Festival, the world's largest Indigenous film and media arts festival, held annually in Toronto in the month of October.

Cineplex was also an early adopter of the Catalyst Accord and is a proud member of the international Catalyst-affiliated “30% Club”. Cineplex has a *Board Diversity Policy* as well as a corporate *Diversity Policy* for employment across its businesses, both of which are available on its website. While these diversity policies do not have any set targets regarding the representation of women or other under-represented groups in management appointments, Cineplex, the Board and the Compensation, Nominating and Corporate Governance Committee (“CNCG”) consider the level of representation of women and under-represented groups, and diversity of the Board and in management when making such appointments. As at the date of this Annual Information Form, Cineplex proudly notes that the Board includes four women, who together represent 44% of the Directors or 50% of the independent Directors. The Board also currently includes four members of under-represented groups, who together represent 44% of the Directors. As at December 31, 2022, three members of the Corporation’s executive management, including its major subsidiaries, were women, which represents 28% of executive management and 29% of all of senior management were women.

- **Accessibility:** Cineplex strives to make its offices, theatres and location-based entertainment venues accessible to everyone, whether they be a guest, employee or partner. This commitment is, first and foremost, about doing the right thing – and Cineplex is proud of its position as a Canadian retail leader in accessibility. Cineplex offers programs that accommodate guests who are deaf, deafened, hard of hearing, visually impaired or live with physical or mobility challenges. Cineplex is a founding partner of, and proud participant in, the ‘Access 2’ program, administered by Easter Seals Canada, providing free or significantly reduced admission to support persons accompanying a person with a disability. Cineplex is proud to have been recognized by the Canadian Foundation for Physically Disabled Persons for its work in supporting Canadians with disabilities. In partnership with Autism Speaks Canada, Cineplex presents Sensory Friendly Screenings, providing a sensory-friendly environment for individuals with autism spectrum disorder or sensory-sensitivities, and their families, to view new release films in theatres across the country.
- **Charitable Activities:** Cineplex, its employees and partners have helped contribute tens of millions of dollars through a variety of partnerships with non-profit charitable organizations across Canada, including BCG Canada, formerly Boys and Girls Clubs of Canada. In 2022, Cineplex hosted its 10th annual Community Day event, an opportunity to enjoy a free movie and help raise money for BGC Canada. One dollar from every concession order of select items purchased throughout the day was donated to BGC Canada, raising over \$165,000. Cineplex was also proud to once again partner with Food Banks Canada in an employee fundraising campaign to support families in need. Food banks were severely impacted by COVID-19 and continue to face increased public demand for support while their operational capacity is strained. Cineplex exceeded its goal and provided over 20,000 meals to those who needed them the most.
- **Local Community Support:** Cineplex’s employees across the country have their fingers on the pulse of their communities and regularly support local events. When disaster strikes, Cineplex has a long history of helping Canadian communities. In addition to using corporate resources for communities in need, the Corporation has also leveraged its network of theatres and offices to help fundraise for the Canadian Red Cross.
- **Industry Support:** Cineplex has a long history of supporting the Canadian entertainment and media industries. Cineplex traditionally supports upwards of 35 film festivals every year from Nova Scotia to British Columbia. These festivals range in size from local community events like the Whistler Film Festival or Cinefest Sudbury, to week-long celebrations like the world-class Toronto International Film Festival. Cineplex also proudly supports the Academy of Canadian Cinema and Television, the Canadian Film Centre, Canada’s Walk of Fame, Canadian Picture Pioneers, Ciné-Québec, and Reel Canada.
- **Award-Winning Culture:** In 2022, Cineplex was inducted into the Waterstone Human Capital Hall of Fame for Canada’s most admired corporate cultures. Waterstone celebrates organizations that have cultures that drive performance and contribute to the bottom line. Cineplex is proud of its ongoing recognition for its dedication to employee engagement, its passion for the communities it serves and its strong leadership. Cineplex’s Board, leadership team and employees across North America all work under the guidance of the *Cineplex Values* of Teamwork, Innovation and Excellence, which are closely aligned with its approach to corporate governance, environmental sustainability and business and social responsibility.

Governance

Cineplex recognizes that sound corporate governance is fundamental to its long-term success and contributes to Shareholder value through increased investor confidence. The Board and management are committed to maintaining the highest standard of corporate governance and ensuring that the Corporation has the talent it needs to fulfill its goals and objectives.

Cineplex's Directors are knowledgeable, experienced and independent. The Board oversees significant corporate actions and makes decisions relating to, among other things, strategic planning and objective setting, capital allocation, succession planning, talent management and development, planning for growth (organic and acquired), financial reporting, the development of fundamental policies and systems, the control environment, the management of enterprise risk and the safeguarding and enhancement of the Corporation's brands.

Measures enacted to promote good governance include:

- The independence of the Chair of the Board and all Directors (except the CEO);
- The independence of the Board's committees;
- The CEO does not sit on any Board committee;
- The separation of the roles of Board Chair and CEO;
- The full authority of the Board to retain independent external advisors;
- The annual election of all directors;
- Voting for directors is on an individual basis - and not as a slate;
- The Corporation has a Majority Voting Policy for Director elections;
- Guidelines regarding Director equity ownership;
- Disclosure of Directors' equity holdings;
- Directors not serving on numerous other boards;
- No public company interlocking directorships;
- The equal entitlement of all Shareholders to vote;
- A robust Director orientation program and ongoing Director education;
- An annual Director peer and committee assessment; and
- Directors speaking with each other in-camera during each Board meeting.

Regulatory Environment

General

Cineplex's operations are subject to international, federal, provincial and local laws governing matters such as privacy, film classification, construction, renovation and operation of theatres, wages and working conditions, health and sanitation requirements as well as licensing (including business, gaming and liquor licensing). Management believes that Cineplex's operations are in material compliance with all such laws.

Environmental

Cineplex owns, leases and/or operates entertainment locations and other properties which are subject to certain federal, provincial and local laws and regulations relating to environmental protection, including those governing past or present releases of hazardous materials. Certain of these laws and regulations may impose liability on certain classes of persons for the costs of investigation or remediation of such contamination, regardless of fault or the legality of the original disposal. These persons include the present or former owner or a person in care or control of a contaminated property and companies that generated, disposed of or arranged for the disposal of hazardous substances found at the property. As a result, Cineplex may incur costs to clean up contamination present on, at or under its leased and owned properties, even if such contamination was present prior to the commencement of Cineplex's operations at the site and was not caused by its activities. Management is currently not aware of any such situation.

Human Rights

Cineplex continually works to ensure that its services are delivered with a focus on respecting the dignity of each of its guests so as to be in compliance with all human rights legislation and free from any form of discrimination. In that regard, Cineplex trains its employees on accessibility and human rights issues. Cineplex has a *Human Rights Policy* applicable to all of its operations, a copy of which is available on the corporate website.

Québec Cinema Act

In the province of Québec, film distributors and theatre operators must be licensed under the *Québec Cinema Act* and must obtain a permit for the exhibition of each film title. Generally, a permit will only be issued for English language prints if the distributor also makes the same number of French dubbed prints of the same film available to exhibitors for exhibition at the same time. However, distributors may obtain a provisional permit if a French dubbed version does not exist when an application is made, allowing a distributor to distribute any number of English language prints for an initial 45-day period. In Cineplex's experience, most major English language films are released simultaneously in both English and French.

Credit Facilities

Cineplex has bank facilities with a syndicate of lenders which includes a revolving facility (the "**Revolving Facility**") and non-revolving credit facility (the "**Term Facility**", and together with the Revolving Facility, the "**Credit Facilities**") pursuant to a seventh amended and restated credit agreement dated November 13, 2018 among Cineplex, the Partnership, the guarantors from time to time party thereto, and a syndicate of lenders (as further amended from time to time, the "**Credit Agreement**"). The Term Facility was repaid in full in the first quarter of 2021 and is no longer available for future borrowing.

At December 31, 2022, the Credit Facilities consisted of the following (in millions of dollars), subject to amendments to the Credit Agreement described below:

	Available	Drawn	Reserved	Remaining
Revolving Facility	\$ 541.2	\$ 327.0	\$ 10.1	\$ 204.1
Letters of credit outstanding at December 31, 2022 of \$10.1 million are reserved against the Revolving Facility.				

The Credit Facilities bear interest at a floating rate based on the Canadian dollar prime rate, U.S. Base Rate, SOFR (Secured Overnight Financing Rate) or bankers' acceptances rates plus, in each case, an applicable margin to those rates. The Revolving Facility matures in November, 2024. Borrowings on the Revolving Facility can be made in either Canadian or U.S. dollars.

Cineplex's Credit Facilities contain restrictive covenants that limit the discretion of Cineplex's management with respect to certain business matters. These restrictive covenants place limits and restrictions on, among other things: Cineplex's ability to create liens or other encumbrances, to pay dividends or make certain other payments; minimum liquidity covenants, anti-hoarding provisions; investments, loans and guarantees; the sale or other disposal of assets; and the merger or consolidation with another entity. The Credit Facilities are secured by all of Cineplex's assets. The Revolving Facility is drawn upon and repaid on a regular basis and, as such, is presented on a net basis in the Statement of Cash flows.

The Credit Agreement has been amended as follows:

- on June 29, 2020, Cineplex entered into the first amendment to the Credit Agreement (the "**First Credit Agreement Amendment**");
- on November 12, 2020, Cineplex entered into the second amendment to the Credit Agreement (the "**Second Credit Agreement Amendment**");
- on February 8, 2021, Cineplex entered into the third amendment to the Credit Agreement (the "**Third Credit Agreement Amendment**");
- on December 30, 2021, Cineplex entered into the fourth amendment to the Credit Agreement (the "**Fourth Credit Agreement Amendment**");
- on August 10, 2022, Cineplex entered into the fifth amendment to the Credit Agreement (the "**Fifth Credit Agreement Amendment**");
- on December 22, 2022, Cineplex entered into the sixth amendment to the Credit Agreement (the "**Sixth Credit Agreement Amendment**"); and
- on March 28, 2023, Cineplex entered into the seventh amendment to the Credit Agreement (the "**Seventh Credit Agreement Amendment**").

The Credit Agreement and all amendments thereto have been filed on SEDAR.

The amendments provided certain financial covenant relief in light of the COVID-19 pandemic and its effects on Cineplex's businesses, while applying additional restrictive covenants and required repayments under certain circumstances.

On August 10, 2022, Cineplex entered into the Fifth Credit Agreement Amendment, which provided for the suspension of financial covenant testing until the fourth quarter of 2022, and the extension of the liquidity covenant until March, 2023.

On December 22, 2022 Cineplex entered into the Sixth Credit Agreement Amendment, which extended the maturity date of the credit facility from November 13, 2023 to November 13, 2024, and amended various standard administrative provisions, including those related to the potential replacement of benchmark rates.

On March 28, 2023, Cineplex entered into the Seventh Credit Agreement Amendment, which provided for the suspension of the financial covenant testing of the Total Leverage Ratio until the end of Q3/2023 and the amendment thereof until the end of Q4/2023, amendment of the financial covenant testing of the Senior Leverage Ratio until the end of Q4/2023, and amendment of the Fixed Charge Ratio until the end of Q3/2023.

During the first quarter of 2021, Cineplex completed a sale-leaseback transaction for its head office buildings located at 1303 Yonge Street and 1257 Yonge Street, Toronto, Ontario for gross proceeds of \$57.0 million, recognizing a gain of \$30.1 million. Net proceeds from the sale, in addition to the net proceeds from the issuance of the Notes Payable (discussed below) were used to repay the Credit Facilities, a portion of which was permanent. As a result, Cineplex permanently repaid the remaining \$50.0 million balance of its outstanding Term Facility.

Additional transactions focused on enhancing Cineplex's liquidity included amendments to the Credit Facilities that have provided Cineplex with financial covenant relief in light of the COVID-19 pandemic and its effects on Cineplex's businesses, and the issuance of Notes Payable for gross proceeds of \$250.0 million. Cineplex used the

net proceeds from the issuance of the Notes Payable to permanently repay \$50.0 million of its Revolving Facility and \$50.0 million of its Term Facility. Cineplex remains focused on exploring other measures to maintain adequate liquidity.

One of the key financial covenants in the Credit Facilities is the Total Leverage Ratio which was calculated in accordance with IFRS in effect at November 13, 2018, which excluded the impact of the adoption of IFRS 16 – Leases (“IFRS 16”) on Cineplex’s financial reporting. The definition of debt in the Credit Facilities for the purposes of the Total Leverage Ratio included the Credit Facilities, financing leases and letters of credit but did not include Debentures, Notes Payable, the lease obligations arising on the adoption of IFRS 16 or a reduction for cash on hand. For the purposes of the Credit Facilities definition, EBITDA was adjusted for certain non-cash, non-recurring items, excluded subsidiaries and the annualized impact of new operating locations or acquisitions. As at December 31, 2022, Cineplex’s Total Leverage Ratio was 3.69x, compared to a covenant not to exceed 3.75x. Cineplex’s Senior Leverage Ratio was 2.15x, compared to a covenant not to exceed 2.75x. Cineplex’s fixed charge coverage ratio was 1.29x, compared to a minimum covenant requirement of 1.25x.

As at December 31, 2022, Cineplex was subject to a margin of 3.00% (2021 - 3.00%) on the prime rate and 4.00% (2021 - 4.00%) on the bankers’ acceptance rate, plus a 0.25% (2021 - 0.25%) per annum fee for letters of credit issued on the Revolving Facility. The average interest rate on borrowings under the Credit Facilities was 6.90% for the year ended December 31, 2022 (2021 - 6.90%). Cineplex pays a commitment fee on the daily unadvanced portion of the Revolving Facility, which will vary based on certain financial ratios and was 1.00% at December 31, 2022 (2021 - 1.00%).

Interest Rate Swap Agreements

Cineplex entered into interest rate swap agreements in which Cineplex agreed to pay fixed rates per annum, plus an applicable margin and to receive a floating rate of interest equal to the three-month Canadian deposit offering rate set quarterly in advance, with net settlements quarterly.

The following table outlines Cineplex’s current interest rate swap agreements as at December 31, 2022:

Interest rate swap agreements					
	Notional amount	Inception date	Effective date	Maturity date	Fixed rate payable
Swap - 1	\$200.0 million	13 November 2018	26 April 2021	14 November 2023	2.945%
Swap - 2	\$100.0 million	13 November 2018	13 November 2018	14 November 2023	2.830%
Swap - 3	\$150.0 million	13 November 2018	13 November 2018	13 November 2025	2.898%

The interest rate swaps are measured at fair market value at each reporting period with changes in fair market value recorded in interest expense - other, in the consolidated statement of operations.

Despite the termination of the Arrangement Agreement, the swaps can only be re-designated on a prospective basis for hedge accounting treatment.

Based on the Credit Agreement in effect at December 31, 2022, Cineplex’s effective cost of borrowing on the \$450.0 million hedged borrowings was 6.904% (December 31, 2021 - \$450.0 million hedged borrowings - 6.904%) before considering rate mitigation through the above swaps. Cineplex will consider its interest rate exposure in conjunction with its overall capital strategy.

Security and Guarantees

The obligations under the Credit Facilities are secured by a first ranking charge over all of the personal and real property owned by the Corporation, the Partnership and their subsidiaries other than certain excluded immaterial subsidiaries. The obligations of the Corporation and the Partnership under the Credit Facilities are guaranteed by such subsidiaries.

Events of Default

The Credit Facilities contain customary events of default, including an event of default upon certain circumstances constituting a change of control, as more specifically set out in the “Events of Default” section of the Credit Agreement.

Failure to comply with the terms of the Credit Facilities would entitle the lenders to accelerate all amounts outstanding under such facilities, and upon such acceleration, the lenders would be entitled to begin enforcement of security granted to the lenders by the Corporation or the Partnership to recover assets of the Corporation or the Partnership, including accounts receivable, inventory, equipment and material contracts. The lenders would then be repaid from the proceeds of such security, using all available assets. Only after such repayment and the payment of any other secured and unsecured creditors would the holders of Common Shares receive any proceeds from the liquidation of Cineplex's assets.

The Credit Facilities, in certain circumstances, restrict the Corporation's, the Partnership's and their subsidiaries' ability to make payments in respect of their securities, including the Common Shares, unless sufficient funds are available for the repayment of indebtedness and the payment of interest, expenses and taxes.

This summary of the Credit Agreement and each of the Credit Agreement Amendments is qualified in its entirety by reference to the provisions of the Credit Agreement which contains a complete statement of those terms and conditions. The Credit Agreement and each of the First, Second, Third, Fourth, Fifth, Sixth and Seventh Credit Agreement Amendment are filed on SEDAR, and dated November 13, 2018, June 30, 2020, November 13, 2020, February 8, 2021, January 4, 2022, August 10, 2022, December 22, 2022 and March 28, 2023, respectively.

CAPITAL STRUCTURE

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares of which 63,375,400 were issued and outstanding as at December 31, 2022. Holders of Common Shares are entitled to one vote per share at meetings of Shareholders of the Corporation, to receive dividends if and when declared by the Board and to receive the remaining property and assets of the Corporation upon its dissolution or winding-up, subject to the rights of shares having priority over the Common Shares. Holders of Common Shares may make use of the various shareholder remedies available pursuant to the OBCA. Additional information relevant to the Common Shares, the rights of holders thereof and the operation and conduct of the Corporation can be found in the Corporation's articles and by-laws, which have been filed under the Corporation's profile on SEDAR.

Preferred Shares

The Corporation is authorized to issue 10,000,000 Preferred Shares, issuable in series, none of which are outstanding. If issued, each series of Preferred Shares shall consist of such number of shares and having such rights, privileges, restrictions and conditions as may be determined by the Board prior to the issuance thereof. Holders of Preferred Shares, except as required by law, will not be entitled to vote at meetings of Shareholders of the Corporation. With respect to the payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the Preferred Shares are entitled to preference over the Common Shares and any other shares ranking junior to the Preferred Shares from time to time and may also be given such other preferences over the Common Shares and any other shares ranking junior to the Preferred Shares as may be determined at the time of creation of such series. The Preferred Shares are not, and may not be, created as an anti-takeover mechanism. Additional information relevant to the Preferred Shares, the rights of holders thereof and the operation and conduct of the Corporation can be found in the Corporation's articles and by-laws, which have been filed under the Corporation's profile on SEDAR.

Convertible Debentures

On July 17, 2020, Cineplex issued \$316.3 million aggregate principal amount of convertible unsecured subordinated debentures (the "**Debentures**"), which mature on September 30, 2025 (the "**Maturity Date**") and bear interest at a rate of 5.75% per annum, payable semi-annually in arrears on September 30 and March 31 of each year.

The Debentures are not redeemable by Cineplex prior to September 30, 2023. On or after September 30, 2023 and prior to September 30, 2024, Cineplex may, at its option, redeem the Debentures in whole or in part from time to time provided that the volume weighted average trading price of the share on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given is not less than 125% of the conversion price. On or after September 30, 2024, the Debentures may be redeemed in whole or in part from time to time at the option of Cineplex at a price equal to their principal amount plus accrued and unpaid interest. Redemption may be in the form of cash or in the form of shares, at the option of Cineplex.

At the holder's option, the Debentures may be converted into shares at a conversion price of \$10.94 per share at any time prior to the close of business on the earlier of: (i) five business days prior to the Maturity Date, and (ii) if called for redemption, five business days immediately preceding the dated fixed for redemption of the Debentures, at a conversion price to be determined at the time of pricing. Holders who convert their Debentures into shares will receive accrued and unpaid interest for the period from the date of the latest Interest Payment Date to the date of conversion. Conversion of outstanding Debentures will result in the issuance of shares from treasury.

The fair value of the liability component of the Debentures was assessed at inception based on an estimated market discount rate of 14.1% less the pro-rata portion of transaction costs, and will be accreted to the full face value over the term of the Debentures. Cineplex recorded cash interest expense on the Debentures during the quarter and annual period of \$4.6 million (2021 - \$4.6 million) and \$18.2 million (2021 - \$18.2 million), respectively. Furthermore, Cineplex recorded accretion expense during the quarter and annual period of \$4.6 million (2021 - \$3.9 million) and \$17.6 million (2021 - \$15.2 million), respectively, both of which are included as part of the interest expense in the consolidated statement of operations. As at December 31, 2022, Cineplex has \$316.3 million principal amount of

Debentures outstanding. The residual value was allocated to the equity component less the pro-rata portion of transaction costs as prescribed by IFRS 9 - *Financial instruments* and IAS 32 - *Financial instruments: Presentation*.

The foregoing is a summary of the key terms of the Debentures. This summary is qualified in its entirety by reference to the provisions of the Debentures trust indenture which contains a complete statement of those terms and conditions. The Debenture trust indenture was filed on SEDAR on July 15, 2020.

Senior Secured Second Lien Notes

On February 26, 2021, Cineplex completed the \$250.0 million Notes Payable offering. The Notes Payable mature on February 26, 2026 and bear interest at a rate of 7.50% per annum, payable semi-annually in arrears on January 31 and July 31 of each year, commencing July 31, 2021. The Notes Payable are subordinate to the security granted for the obligations under the Credit Facilities and are subject to the terms of an intercreditor agreement with the agent under the Credit Facilities.

Cineplex recorded cash interest expense on the Notes Payable during the quarter and annual period of \$4.7 million (2021 - \$4.7 million) and \$18.7 million (2021 - \$15.8 million), respectively. Furthermore, Cineplex recorded accretion expense during the quarter and annual period of \$0.2 million (2021 \$0.2 million) and \$1.0 million (2021 - \$0.8 million), respectively, both of which are included as part of interest expense in the consolidated statement of operations. As at December 31, 2022, Cineplex has \$250.0 million principal amount of Notes Payable outstanding. Cineplex's derivative financial instrument relates to the early prepayment option that fluctuates in value based on market interest rates. The fair value of the embedded derivative was determined using an option pricing model with observable market inputs and is consistent with accepted methods for valuing financial instruments. Cineplex has estimated the fair value of this embedded derivative at \$3.0 million as at December 31, 2022 (2021 - \$9.2 million), which is presented on the consolidated balance sheets as a derivative financial instrument.

The foregoing is a summary of the key terms of the Notes Payable. This summary is qualified in its entirety by reference to the provisions of the Notes Payable trust indenture which contain a complete statement of those terms and conditions. The Notes Payable trust indenture was filed on SEDAR on February 26, 2021.

Shareholder Rights Plan

Cineplex entered into a Shareholder Rights Plan, dated June 19, 2020, with AST Trust Company (Canada). Pursuant to its terms, the Shareholder Rights Plan must be reconfirmed by a resolution passed by a majority of greater than 50% of the votes cast by all Shareholders who vote in respect of such reconfirmation at every third annual meeting. Shareholders will be asked to reconfirm the Shareholder Rights Plan at the annual and special meeting of Shareholders to be held on May 24, 2023.

The following is a summary of the key features of the Shareholder Rights Plan. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the provisions of the Shareholder Rights Plan, the full text of which is available on SEDAR. Capitalized terms used in this section not otherwise defined herein have the meaning attributed to them in the Shareholder Rights Plan.

Issuance of Rights

One Right has been issued by the Corporation in respect of each Common Share outstanding at the Record Time and will continue to be issued in respect of each Common Share issued thereafter and prior to the earlier of the Separation Time (as defined below) and the Expiration Time. Each Right entitles the holder of the Right, after the Separation Time and prior to the Expiration Time, to purchase one Common Share for the Exercise Price as at the Business Day immediately preceding the day of exercise of the Right (which Exercise Price and number of Shares are subject to adjustment as set forth therein).

Under the Shareholder Rights Plan, the Corporation is not required to issue or deliver Rights or securities issuable upon the exercise of Rights, to Persons who are citizens, residents or nationals of any jurisdiction other than Canada or the United States, in which such issue or delivery would be unlawful without registration of the relevant Persons or securities.

Trading of Rights

Notwithstanding the effectiveness of the Shareholder Rights Plan, the Rights are not exercisable until the Separation Time and certificates representing the Rights will not be sent to the Shareholders. Certificates for the Common Shares issued after the effective date of the Shareholder Rights Plan will contain a notation incorporating the Shareholder Rights Plan by reference. Until the Separation Time, or earlier termination or expiry of the Rights, the Rights are evidenced by and transferred with the associated Common Shares and the surrender for transfer of any certificate representing Common Shares also will constitute the surrender for transfer of the Rights associated with those Common Shares. After the Separation Time, the Rights will become exercisable and begin to trade separately from the associated Common Shares. The initial “Exercise Price” under each Right in order to acquire a Common Share is three times the Market Price at the Separation Time. “Market Price” is generally defined as the average of the daily closing prices per Common Share on each of the 20 consecutive trading days through and including the trading day immediately preceding the Separation Time.

Separation of Rights

The Rights will become exercisable and begin to trade separately from the associated Common Shares at the Separation Time, which, unless deferred by the Board in the instances permitted by the Shareholder Rights Plan, is generally the close of business on the tenth Trading Day after the earlier of:

- (a) a public announcement that a person or a group of affiliated or associated persons has acquired beneficial ownership of 20% or more of the outstanding Voting Shares (i.e. become an “**Acquiring Person**”) other than as a result of, among other things;
 - i. a reduction in the number of Voting Shares outstanding;
 - ii. a “Permitted Bid” or a “Competing Permitted Bid” (each as defined below);
 - iii. certain specified “Exempt Acquisitions” (as defined below);
 - iv. an acquisition by a person of Voting Shares pursuant to a stock dividend, stock split, dividend reinvestment plan, rights offering or other “Pro Rata Acquisition”; and
 - v. an acquisition by a person of Voting Shares upon the exercise, conversion or exchange of a security convertible, exercisable or exchangeable into a Voting Share received by a person pursuant to (ii), (iii) or (iv), above;
- (b) the date of commencement of, or the first public announcement of an intention of any person (other than the Corporation or any of its subsidiaries) to commence, a Take-over Bid (other than a Permitted Bid or a Competing Permitted Bid) where the Voting Shares subject to the bid, together with the Voting Shares Beneficially Owned by that person (including affiliates, associates and others acting jointly or in concert therewith), would constitute 20% or more of the outstanding Voting Shares; and
- (c) the date upon which a Permitted Bid or a Competing Permitted Bid ceases to be such.

An “Exempt Acquisition” would include the acquisition of Voting Shares or securities convertible into Voting Shares (i) in respect of which the Board has waived the application of the Shareholder Rights Plan; (ii) pursuant to a distribution made under a prospectus or private placement provided that the person does not increase his, her or its ownership percentage in such transaction; (iii) pursuant to an amalgamation, plan of arrangement, merger or other statutory procedure requiring Shareholder approval; (iv) pursuant to such other written agreements in respect of a Voting Share acquisition from treasury entered into by the Corporation after the date of the Shareholder Rights Plan provided that the person does not increase his, her or its ownership percentage in such transaction; (v) which was made pursuant to a Dividend Reinvestment Plan or other plan made available by the Corporation to the Shareholders generally; and (vi) pursuant to the exercise of Rights.

As soon as practicable, following the Separation Time, separate certificates evidencing rights (“**Rights Certificates**”) will be mailed to the holders of record of the Common Shares as of the Separation Time and the Rights Certificates alone will evidence the Rights.

When Rights Become Exercisable

Subject to adjustment, each Right will entitle the holder, after the Separation Time and prior to the Expiration Time, to purchase one Common Share for the Exercise Price as at the Business Day immediately preceding the day of exercise of the Right (which Exercise Price and number of Shares are subject to adjustment). Following a transaction

that results in a person becoming an Acquiring Person (a “**Flip-in Event**”), the Rights entitle the holder thereof to receive, upon exercise, such number of Common Shares that have an aggregate market value (as of the date of the Flip-in Event) equal to twice the then Exercise Price for an amount in cash equal to the Exercise Price. In such event, however, any Rights Beneficially Owned by an Acquiring Person (including affiliates, associates and others acting jointly or in concert therewith), or certain transferees of any such person, will be null and void without any further action. By permitting holders of Rights other than an Acquiring Person to acquire Common Shares at a discount to the Market Price, the Rights have the potential to cause substantial dilution to an Acquiring Person. Accordingly, the Shareholder Rights Plan acts as a deterrent to potential Acquiring Persons and forces them to either make a Permitted Bid or negotiate with the Board to avoid application of the Shareholder Rights Plan.

Permitted Bids

The Shareholder Rights Plan includes a “Permitted Bid” concept whereby a Take-over Bid will not trigger a separation of the Rights (and will not cause the Rights to become exercisable) if the bid meets certain conditions. A “Permitted Bid” is defined as an offer to acquire Voting Shares made by means of a Take-over Bid circular where the Voting Shares (including Voting Shares that may be acquired upon conversion of securities convertible into Voting Shares) subject to the offer, together with Voting Shares Beneficially Owned by the offeror at the date of the offer (including its affiliates, associates and others acting jointly or in concert therewith), constitute 20% or more of the outstanding Voting Shares and that also complies with the following additional provisions:

- a. the Take-over Bid is made to all holders of Voting Shares on the books of the Corporation, other than the Offeror;
- b. the Take-over Bid shall contain, and the take-up and payment for securities tendered or deposited under the Take-over Bid shall be subject to, irrevocable and unqualified conditions that no Voting Shares shall be taken up or paid for pursuant to the Take-over Bid: (A) prior to the close of business not less than 105 days following the date of the Take-over Bid or such shorter minimum initial deposit period that a Take-over Bid (that is not exempt from the general takeover bid requirements contained in Part 2 of NI 62-104) must remain open for deposits of securities thereunder, in the applicable circumstances at such time, pursuant to NI 62-104; and (B) then only if, at the close of business on the date Voting Shares are first taken up or paid for pursuant to such Take-over Bid, more than 50% of then outstanding Voting Shares held by Independent Shareholders have been deposited or tendered pursuant to the Take-over Bid and not withdrawn;
- c. the Take-over Bid contains an irrevocable and unqualified provision that unless the Take-over Bid is withdrawn, Voting Shares may be deposited pursuant to such Take-over Bid at any time during the period of time between the date of the Takeover Bid and the date on which Voting Shares may be taken up and paid for and that any Voting Shares deposited pursuant to the Take-over Bid may be withdrawn until taken up and paid for; and
- d. the Take-over Bid contains an irrevocable and unqualified provision that if, on the date on which Voting Shares may be taken up and paid for, more than 50% of the Voting Shares held by Independent Shareholders shall have been deposited pursuant to the Take-over Bid and not withdrawn, the Offeror will make a public announcement of that fact and the Take-over Bid will remain open for deposits and tenders of Voting Shares for not less than ten Business Days from the date of such public announcement.

For purposes of the Shareholder Rights Plan, (A) should a Take-over Bid which qualified as a Permitted Bid when made cease to be a Permitted Bid because it ceases to meet any or all of the requirements mentioned above prior to the time it expires (after giving effect to any extension) or is withdrawn, any acquisition of Voting Shares made pursuant to such Takeover Bid shall not be a Permitted Bid Acquisition and (B) the term “Permitted Bid” shall include a Competing Permitted Bid.

“Independent Shareholders” is defined generally as holders of Voting Shares other than (i) an Acquiring Person, (ii) any offeror making a Take-over Bid, (iii) any affiliate or associate of an Acquiring Person or offeror, (iv) persons acting jointly or in concert with an Acquiring Person or offeror, and (v) any person holding Common Shares under any employee benefit, stock purchase or certain other plans or trusts for employees of the Corporation unless the beneficiaries of such plans or trusts direct the voting or tendering to a Take-over Bid of the Voting Shares.

Competing Permitted Bids

A “Competing Permitted Bid” is a Take-over Bid that is made by means of a Take-over Bid circular and which also complies with the provisions of a Permitted Bid, except the condition that no Voting Shares shall be taken up or paid for pursuant to the Take-over Bid prior to the close of business not less than 105 days following the date of the Take-over Bid or such shorter minimum initial deposit period that a Take-over Bid (that is not exempt from the general takeover bid requirements contained in Part 2 of NI 62-104) must remain open for deposits of securities thereunder, in the applicable circumstances at such time, pursuant to NI 62-104, and only if it contains, and the take-up and payment for securities tendered or deposited thereunder is subject to, an irrevocable and unqualified provision that no Voting Shares will be taken up or paid for pursuant to such Take-over Bid prior to the close of business on the last day of the minimum initial deposit period that such Take-over Bid must remain open for deposits of securities thereunder pursuant to NI 62-104 after the date of the Take-over Bid constituting the Competing Permitted Bid.

Redemption and Waiver

Under the Shareholder Rights Plan, the Board can (i) waive the application of the Shareholder Rights Plan to enable a particular Take-over Bid to proceed, in which case the Shareholder Rights Plan will be deemed to have been waived with respect to any other Take-over Bid made prior to the expiry of any bid subject to such waiver, or (ii) with the prior approval of the holders of Voting Shares or Rights, as the case may be, redeem the Rights at a redemption price of \$0.00001 per Right at any time prior to a Flip-in Event. Rights are deemed to have been redeemed if a bidder successfully completes a Permitted Bid or a Competing Permitted Bid.

Protection Against Dilution

The Exercise Price, the number and nature of Common Shares that may be purchased upon the exercise of Rights and the number of Rights outstanding are subject to adjustment from time to time to prevent dilution in the event of stock dividends, subdivisions, consolidations, reclassifications or other changes in the outstanding Common Shares, pro rata distributions to holders of Common Shares and other circumstances where adjustments are required to appropriately protect the interests of the holders of Rights.

Supplements and Amendments

The Corporation may, without the approval of the Shareholders or holders of Rights, make amendments to (i) correct clerical or typographical errors and (ii) to maintain the validity and effectiveness of the Shareholder Rights Plan as a result of any change in applicable law, rule or regulatory requirement. Any amendment referred to in (ii) must, if made before the Separation Time, be submitted for approval to the holders of Voting Shares at the next meeting of Shareholders and, if made after the Separation Time, must be submitted to the holders of Rights for approval.

At any time before the Separation Time, the Corporation may with prior written consent of the Shareholders amend, vary or rescind any of the provisions of the Shareholder Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the Rights generally, in order to effect any amendments, variations or rescissions of any of the provisions of the Shareholder Rights Plan which the Board, acting in good faith, considers necessary or desirable. At any time after the Separation Time, the Corporation may with prior written consent of the holders of Rights amend, vary or rescind any of the provisions of the Shareholder Rights Plan or the Rights, whether or not such action would materially adversely affect the interests of the Rights generally.

DIRECTORS AND OFFICERS

The following table identifies all individuals currently serving as Directors and executive officers of the Corporation as of the date hereof (or were in such roles as at December 31, 2022). The table sets out each individual's name, province or state of residence, positions with the Corporation (i.e., director and/or officer) and principal occupation. The term of office for each of the current Directors expires at the time of the next annual meeting of Shareholders.

Name and Residence	Position	Dates	Principal Occupation
Jordan Banks Ontario, Canada	Director	2013 – present	Corporate Director
Robert Bruce Ontario, Canada ⁽²⁾	Director	2010 – present	Corporate Director
Joan Dea California, USA ⁽⁴⁾	Director	2006 – present	Corporate Director
Janice Fukakusa Ontario, Canada ⁽¹⁾⁽²⁾	Director	2017 – present	Corporate Director
Donna Hayes Ontario, Canada ⁽²⁾	Director	2016 – present	Corporate Director
Ellis Jacob Ontario, Canada	Director/Officer	2003 – present	President & Chief Executive Officer
Sarabjit Marwah Ontario, Canada ⁽⁴⁾	Director	2009 – present	Senator & Corporate Director
Nadir Mohamed Ontario, Canada ⁽³⁾⁽⁴⁾	Director	2017 – present	Corporate Director
Phyllis Yaffe (Chair) Ontario, Canada ⁽⁴⁾⁽⁵⁾	Director	2020 – present	Corporate Director
Robert Cousins Ontario, Canada	Officer	2020 – present	SVP, Film
Allison Dell Ontario, Canada	Officer	2020 – present	SVP & Head of Human Resources
Scott Hughes Ontario, Canada	Officer	2020 – present	EVP & Chief Digital & Technology Officer
Dan McGrath Ontario, Canada	Officer	2003 – present	Chief Operating Officer
Sara Moore Ontario, Canada	Officer	2020 – present	EVP & Chief Marketing Officer
Gord Nelson Ontario, Canada	Officer	2003 – present	Chief Financial Officer
Thomas Santram Ontario, Canada	Officer	2022 – present	SVP, General Counsel & Corporate Secretary
Fabrizio Stanghieri Ontario, Canada	Officer	2018 – present	EVP & Managing Director, Media
Kevin Watts Ontario, Canada	Officer	2020 – present	EVP, Exhibition & LBE

Notes:

1. Chair of the Audit Committee of the Corporation.
2. Member of the Audit Committee of the Corporation.
3. Chair of the Compensation, Nominating and Corporate Governance Committee.
4. Member of the Compensation, Nomination and Corporate Governance Committee.
5. Ms. Yaffe previously served as a Trustee of Cineplex Galaxy Income Fund from 2008 through 2011 and a Director of the Corporation from 2011 through 2016.

As of December 31, 2022, the Directors and executive officers of the Corporation identified above collectively beneficially owned, directly or indirectly, or exercised control and direction over 476,327 Common Shares, representing, in the aggregate less than 1% of the issued and outstanding Common Shares. As at that same date, the Directors and executive officers of the Corporation identified above collectively beneficially owned, directly or indirectly, or exercise control and direction over a total of 1,220,886 Common Shares plus share equivalents, representing, in the aggregate approximately 1.93% of the issued and outstanding Common Shares.

Penalties or Sanctions

To the Corporation's knowledge, no director or executive officer: (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the Corporation's knowledge, no director or executive officer has an existing or potential material conflict of interest with the Corporation or any of its subsidiaries.

Biographies

The following are brief profiles of the Directors of the Corporation, as at December 31, 2022.

- **Jordan Banks.** Mr. Banks is a Corporate Director, having previously served as President of Rogers Sports & Media, Managing Director of Facebook & Instagram Canada, CEO at JumpTV, Managing Director of eBay Canada, and working as an executive at the National Hockey League Players' Association in its international business and licensing group. Mr. Banks also practiced corporate law at Goodmans LLP and was the co-founder of Thunder Road Capital where he provided investment and advisory services to tech companies. Mr. Banks sits on the Board of Directors for SickKids Foundation, the Canadian Children's Literacy Foundation, Black North Initiative and Cineplex Inc., and has spent the past two decades raising money and awareness for Alzheimer's research and care.
- **Robert Bruce.** Mr. Bruce is a Corporate Director. He was Executive Chairman and Founding Partner of Mobile Klinik, a Canada-wide 80-store chain of professional smartphone repair stores, until July 2020 when it was sold to TELUS. He started Mobile Klinik and served as Mobile Klinik CEO from early 2015 through late 2018. Prior to founding Mobile Klinik in 2015, Mr. Bruce served as President, Communications running the Wireless and Cable Divisions for Rogers Communications Inc. He served in that capacity from 2009 through 2014, having previously served from 2005 through 2009 as President, Rogers Wireless. Mr. Bruce joined Rogers Wireless in 2001 as Executive Vice President and Chief Marketing Officer of Rogers Wireless and President, Wireless Data Services. Prior to joining Rogers Wireless, Mr. Bruce was Senior Vice President, Marketing at Bell Mobility. Previously, he held senior operating and marketing roles with Pepsi-Cola Canada, Oshawa Foods Limited and Warner Lambert. In addition to his role as a Director of the Corporation, Mr. Bruce currently sits as a Director on Grant Thornton LLP Partnership Board. In the past he has sat on numerous boards, including but not limited to United Way Board of Trustees for Toronto and York, Canadian Marketing Association and Canadian Wireless Telecom Association. He holds a Master of Science from University of Waterloo and a Master of Business Administration from Queen's University.
- **Joan Dea.** Ms. Dea is the Founder and Managing Director of Beckwith Investments, LLC, which invests in and advises innovative, leading companies. Previously, Ms. Dea served as Executive Vice President, Head of Strategic Management and Corporate Marketing with BMO Financial Group. As a member of the Executive Committee, she developed and managed BMO's strategic and change agendas. Ms. Dea was also a partner at the Boston Consulting Group where she was a leader in the Global Financial Services and Consumer Goods, Retail and Media Practices, co-founded BCG Ventures and held several internal leadership positions. In addition to her role as a Director of the Corporation, she serves as a Director of Charles Schwab Corporation (serving on the Nominating and Governance and the Compensation Committees) and Charles Schwab Bank. Her past board experience includes Torstar Corporation (from 2009 to 2015) and Performance Sports Group (from 2015 to 2017). In October 2016, Performance Sports

Group instituted proceedings under the Canadian *Companies' Creditors Arrangement Act* and the U.S. Bankruptcy Code (Chapter 11). Ms. Dea also serves as Chair of the Board of Directors of LEAP, a Canadian venture philanthropy. She is past Chair of Women's Initiative, Vice Chair of the National Ballet of Canada, Trustee of Marin Academy and member of a number of advisory boards. Ms. Dea holds a Bachelor of Arts degree from Yale University and Master of Science degree in Economics with Distinction from the London School of Economics. She was previously named one of Canada's Most Powerful Women.

- **Janice Fukakusa, C.M.** Ms. Fukakusa is The Chancellor of Toronto Metropolitan University and a corporate Director. She was formerly the Chief Administrative Officer and Chief Financial Officer of Royal Bank of Canada, from which she retired in January 2017 following a distinguished 31-year career. Ms. Fukakusa currently serves on the boards of a number of corporate and not-for-profit organizations, including University Health Network. She was inducted into Canada's Most Powerful Women Hall of Fame and previously selected as Canada's CFO of the Year by Financial Executives Canada, PwC and Robert Half. In 2016, she was named one of the 25 Most Powerful Women in Banking by American Banker magazine for the fourth consecutive year. Ms. Fukakusa holds the professional designations of Fellow Chartered Professional Accountant (FCPA) as well as Certified Public Accountant (CPA). She obtained a Bachelor of Arts from University of Toronto and a Master of Business Administration from Schulich School of Business, and in 2016 was awarded an Honorary Doctorate of Laws from York University.
- **Donna Hayes.** Ms. Hayes is the retired Publisher and Chief Executive Officer of Harlequin, one of the world's leading publishers of books for women, and now part of Harper Collins Publishing. She spearheaded Harlequin's industry leading level of innovation by incorporating forward looking technology (eBooks, downloadable audio, mobile applications) into their business model. Recognition of Harlequin under Hayes' leadership included a Levy Home Entertainment Award for best mass market publisher, the Canadian Public Relations Society's Gold Award of Excellence for communications management, a YWCA "W" Award for promoting the empowerment of women and Book Business Magazine's Publishing Innovator of the Year. In addition, in 2021 Ms. Hayes was presented with the McGill Distinguished Leader Award, which is presented to a graduate who has demonstrated exemplary leadership in their chosen field. Ms. Hayes has served on the Board of Directors of the Pelee Island Bird Observatory (PIBO), the American Association of Publishers, the Toronto Public Library Foundation, the Toronto Wildlife Centre, and the TD Financial Group (Toronto-Dominion Bank), where she served on both the Audit and Corporate Governance Committees. Ms. Hayes holds an Honours Degree in English Literature and Communications from McGill University and has completed the Professional Publishing Course at Stanford University as well as the Executive Management Program at the Richard Ivey School at The University of Western Ontario.
- **Ellis Jacob, C.M., O.Ont.** Mr. Jacob has worked in the motion picture exhibition industry since 1987. Prior to assuming his current position as President and Chief Executive Officer in 2003, Mr. Jacob co-founded Galaxy Entertainment Inc. in 1999, and served as its CEO. Mr. Jacob previously served in senior roles at Cineplex Odeon Corporation, including Chief Financial Officer and Chief Operating Officer. In addition to his role as a Director of the Corporation, Mr. Jacob serves as a Director of ASM Global and Boat Rocker Media Inc. He is a member of the Executive Committee of the National Association of Theatre Owners (NATO), an Executive Committee member of the Global Cinema Federation and a Director of the Movie Theatre Association of Canada. Mr. Jacob is an active community member, volunteering his expertise with Baycrest Centre for Geriatrics, Mount Sinai Hospital and the Canadian Children's Literacy Foundation. He holds an MBA from the Schulich School of Business and is a Fellow Chartered Professional Accountant (FCPA), Fellow Certified Management Accountant (FCMA), and Fellow Chartered Accountant (FCA) and holds the ICD.D designation from the Institute of Corporate Directors. In 2010, Mr. Jacob was appointed a Member of the Order of Canada; in 2013 he was recognized as Canada's Most Innovative CEO by Canadian Business Magazine; in 2014, he was recognized as Canada's Most Admired CEO, Enterprise, by Waterstone Human Capital; in 2019 he received the ICTA Global Cinema Innovation Award; in 2021 he was appointed a Member of the Order of Ontario; in June 2021 he received an Honorary Doctorate Degree from The Ontario College of Art & Design University (OCADU); and most recently, he received the 2022 NATO Marquee Award.

- **Sarabjit S. Marwah.** Mr. Marwah is the former Vice-Chairman and Chief Operating Officer of Scotiabank. In that capacity, he was responsible for many of Scotiabank's corporate, financial and administrative functions and was actively involved in developing Scotiabank's strategic plans and priorities. He joined Scotiabank's Finance Division in 1979 and held successively more senior positions, including Senior Vice-President & Comptroller and Executive Vice-President Finance. He was appointed Chief Financial Officer in 1998, and Vice-Chairman and Chief Operating Officer in 2008. Mr. Marwah is also a member of the Board of Directors of George Weston Ltd., and ONEX Ltd., and was previously on the Board of Directors of TELUS and Torstar Corporations. He also served as Chair of the Hospital for Sick Children, the Chair of the Humber River Regional Hospital, and member of the Board of Directors of the C.D. Howe Institute, the Toronto International Film Festival and the 2008 and 2009 United Way Cabinets. In 2016, he was appointed to the Senate of Canada.
- **Nadir Mohamed, C.M.** Mr. Mohamed began his communications career more than 30 years ago. He joined Rogers Communications in August 2000 and was President and CEO of Rogers Wireless from 2001 through 2005 when he was appointed President and COO of Rogers Communications Group. He was appointed the President and CEO of Rogers Communications Inc. in March 2009 and retired in December 2013. Mr. Mohamed has been engaged in a spectrum of community organizations and over the past few years has focused on Canada's innovation and entrepreneurship agenda. He is the Co-Founder and Chair of Scale Up Ventures and Chair of Toronto Metropolitan University's DMZ Ventures Inc. Mr. Mohamed serves on the Board of TD Bank Financial Group and is the Chair of Alignvest Management Corporation. Mr. Mohamed was named by Bloomberg as one of the world's most successful immigrants and in October 2013 was honoured by the UN Association in Canada at their 2013 Global Citizens Dinner. In 2019, Mr. Mohamed was appointed a Member of the Order of Canada.
- **Phyllis Yaffe, C.M.** Ms. Yaffe has held a number of strategic positions in film and television in Canada since the 1980s including Chief Executive Officer and Chief Operating Officer of Alliance Atlantis Communications Inc. and Chief Executive Officer of Alliance Atlantis Broadcasting Inc. Most recently, she served as Consul General in New York for the Government of Canada from September 2016 through December 2019. In addition to serving as Chair of the Board of the Corporation, she currently serves on the Board of Directors and is Chair of the Human Resources and Corporate Governance Committee of Blue Ant Media, a privately held Canadian media company and serves as Chair of the Board of Directors for Baycrest Health Sciences. She has previously served on the boards of Lions Gate Entertainment Corporation, Torstar Corporation and Astral Media Inc. In 1999, Ms. Yaffe was selected as the Canadian Women in Communications Woman of the Year and received the Lifetime Achievement Award from Women in Film and Television in 2000. In 2006, she was included in the Women's Executive Network's list of Canada's 100 Most Powerful Women; in 2007, she was inducted into the Canadian Association of Broadcasters' Broadcast Hall of Fame; in 2015, she was honoured as a recipient of the Order of Canada. Ms. Yaffe has previously volunteered her time as Chair on the Board of Directors of Women Against Multiple Sclerosis and served as Chair on the Board of Governors for Ryerson University.

In addition to Mr. Jacob, who serves as the President and Chief Executive Officer of the Corporation, the following are brief profiles of additional executive officers of the Corporation.

- **Robert Cousins, Senior Vice President, Film.** Mr. Cousins oversees all Film and Event Cinema programming for Cineplex. He has been with the company for over 18 years and was instrumental in the development of Cineplex's international programming bringing Hindi, Punjabi, Chinese and Filipino films to Canadian audiences. An industry veteran for over 30 years, he has worked in government, production and distribution prior to joining Cineplex in 2002.
- **Allison Dell, Senior Vice President & Head of Human Resources.** Ms. Dell oversees the company's Human Resources function, creating and aligning the Cineplex people strategy to drive business strategy and promote a strong culture. She is responsible for Recruitment, Talent Management, Learning & Development, HR Consulting, HR Operations, Labour & Employee Relations, Compensation and Benefits for all employees as well as overseeing the employee experience, workspace strategy, and Cineplex's culture and diversity, equity and inclusion work. Along with the Chair and CEO, Ms. Dell manages CNCG Committee agendas and deliverables and oversees executive and board compensation, and proxy disclosures. Ms. Dell attended Queen's University in Kingston, Ontario, has over 20 years of international talent management, learning, and organizational development experience.

- **Scott Hughes, Executive Vice President & Chief Digital and Technology Officer.** Mr. Hughes joined Famous Players in 2002 and Cineplex in 2005 holding various technology leadership roles across the organization during this time. Mr. Hughes currently leads all aspects of Technology across the Cineplex ecosystem of businesses. He is responsible for driving digital & technology strategy and innovation focussing on Enterprise Technologies, Digital Products & Experience, Data Centre Operations, Cybersecurity, and Data & Analytics. Mr. Hughes has almost 25 years of industry leading experience across various Technology practice areas. He is a graduate of Ryerson University with a Degree in Administration & Information Management.
- **Dan McGrath, Chief Operating Officer.** Mr. McGrath joined COC in 1987 and held various financial and operational roles from 1987 to 2000. Upon joining Galaxy in 2000, he held the position of Executive Vice President and held that position with the Corporation until 2011 when he was named Chief Operating Officer. In his current role, Mr. McGrath oversees theatre operations and food service, digital commerce (Cineplex Store), amusement solutions (PIAG), location-based entertainment (The Rec Room, Playdium, Junxion), design and construction, real estate, strategic planning, as well as the company's media businesses (Cineplex Media and CDM). He is a member of the Board of Directors of Scene+, the Movie Theatre Association of Canada (where he also is Treasurer) and Canada's Walk of Fame. He also chairs the Corporate Relations Committee for Covenant House. Mr. McGrath graduated from Brock University with a BAdmin (Honours) and holds the accounting designations of Chartered Professional Accountant (CPA) and Chartered Accountant (CA).
- **Sara Moore, Executive Vice President & Chief Marketing Officer.** Ms. Moore oversees all marketing strategies and brand initiatives, including creative services, content and social marketing, loyalty, consumer insights and guest services. With over 25 years of experience in a wide variety of industries and with strong results in both start-up environments and multi-national organizations, she brings a strong track record and a wealth of resources and skills to Cineplex. She has spent the last 10 years of her career in the sports and entertainment world, building strong emotional and profitable connections between guests and brands. She has a BA (Honours) from Queen's University.
- **Gord Nelson, Chief Financial Officer.** Mr. Nelson joined COC in 1988 and has held various successive financial roles. He was appointed CFO of the Fund (predecessor entity to the Corporation) in 2004. He oversees the finance, purchasing, risk management, legal, investor relations and corporate development areas of the Corporation. He also serves as a Director of Baycrest Hospital and The Baycrest Day Care Centre where he is a member of the Executive Committee and serves as Chair of its Audit and Finance Committee. He graduated from the University of Toronto with an MBA and holds the accounting designations of Fellow of Chartered Professional Accountants Ontario (FCPA), Chartered Professional Accountant (CPA), Chartered Accountant (CA) and ICD.D from the Institute of Corporate Directors. Mr. Nelson has previously been named Canada's CFO of the Year.
- **Thomas Santram, Senior Vice President, General Counsel & Corporate Secretary, Cineplex Inc.** Mr. Santram joined Cineplex in 2008 and oversees all legal, corporate, governance and securities matters for Cineplex and its subsidiaries. Prior to joining Cineplex, he practiced corporate-commercial law, representing public and private companies, large financial institutions, crown corporations and the federal, provincial and municipal levels of government. Mr. Santram sits on the Board of Directors of the Academy of Canadian Cinema and Television, and serves as the Academy's Vice-Chair. He also a member of the Board of Directors of the Movie Theatre Association of Canada. Mr. Santram has a B.F.A. (Honours) from York University and an LL.B. from The University of Western Ontario. He was called to the Bar in 1995 and is a member of the Law Society of Ontario.
- **Fabrizio Stanghieri, Executive Vice President & Managing Director, Media.** Mr. Stanghieri joined Cineplex in 1996 and has held various roles ranging from Planning, Business Development, Senior Vice President Real Estate and Construction, and most recently as Executive Vice President and Managing Director of Cineplex Digital Media, a business that was merged with Cineplex Media in July of 2020. In his current role, Mr. Stanghieri is responsible for defining and executing the strategic direction of Media and leading the company's focus on delivering its objectives to capitalize on the rapid growth of the out-of-home and media industries. Mr. Stanghieri is a member of the National Association of Theatre Owners, the International Council of Shopping Centers and the Digital Place Based Advertising Association. He also serves on the board of the ICSC Foundation. He is a graduate of Ryerson University with a degree in Urban and Regional Planning.

- **Kevin Watts, Executive Vice President, Exhibition & Location Based Entertainment.** Mr. Watts joined COC in 1994 and held roles in Planning and Finance until 1999 when he left the company to join Alliance Atlantis. In 2001 he rejoined Cineplex resuming his career in Finance, Tax and Treasury roles. In 2007 he moved out of Finance into operating roles including positions in, Business Development, Film Programming and Theatre Food Service and Operations. In 2018 he was promoted to SVP Exhibition, overseeing the Exhibition business unit and in 2020 was promoted to EVP with the LBE business unit added to his responsibilities. In his current role he has overall responsibility for the Exhibition and LBE Business units including strategic planning, concept execution/development, guest experience and profitability of all theatres, restaurants, and entertainment centres. Mr. Watts is a board member of the Movie Theatre Association of Canada and holds the accounting designation of Chartered Professional Accountant (CPA) and Certified management Accountant (CMA).

Committees of the Board of Directors of the Corporation

The Board has two committees, an Audit Committee and a Compensation, Nominating and Corporate Governance Committee.

Audit Committee

Terms of Reference of the Audit Committee of the Corporation

The Terms of Reference of the Audit Committee of the Board, as confirmed on March 8, 2023, are set out in Schedule A to this Annual Information Form. The members of the Audit Committee are listed below. Each member of the Audit Committee is independent and financially literate as defined by Canadian securities laws.

Education and Experience

This section describes the education and experience of Cineplex's Audit Committee members that is relevant to the performance of their responsibilities. Each member of the Audit Committee currently is, or has previously been, in charge of, or an advisor or a consultant to, a significant business operation, often as president, chief executive officer, chief financial officer or chief operating officer of a public company. Given the breadth and complexity of a financial institution's accounting issues, the Audit Committee members participate from time to time in internal or external sessions related to accounting matters or developments. Further detail on the education and experience of each Audit Committee member is set out below.

Composition of the Audit Committee of the Corporation

The Audit Committee of the Corporation is currently composed of three Directors, namely Janice Fukakusa (Chair), Robert Bruce and Donna Hayes. Each member of the Audit Committee is independent and financially literate within the meaning of applicable securities laws.

Relevant Education and Experience of Audit Committee Members

In addition to each member's general business experience, the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee are set forth below:

- **Janice Fukakusa (Chair).** Ms. Fukakusa retired as Chief Administrative Officer and Chief Financial Officer of Royal Bank of Canada in January 2017. As a member of RBC's Group Executive, she was one of eight executives responsible for setting the overall strategic direction of RBC. In addition, she chaired Group Operating Committee. Having joined RBC in 1985, she held positions in retail and business banking, corporate banking, account management, corporate finance, treasury, strategic development and corporate functions. Ms. Fukakusa currently serves on the boards of a number of corporate and not-for-profit organizations, including University Health Network. Prior to joining the bank, Ms. Fukakusa worked at PricewaterhouseCoopers LLP and she holds the professional designation of Fellow Chartered Professional Accountant (FCPA and CPA). Ms. Fukakusa obtained her Bachelor of Arts from University of Toronto and holds a Master of Business Administration from Schulich School of Business and an Honorary Doctorate of Laws from York University.

- **Robert Bruce.** Mr. Bruce is the retired the Executive Chairman and Founding Partner of Mobile Klinik where he was responsible for overseeing all financial and operating aspects of the company. Prior to that he served as President, Communications for Rogers Communications Inc., having responsibility for marketing, sales, distribution, retail stores, customer care and all aspects of operations for both cable and wireless, with substantial financial management obligations. His role at Rogers, as well as past roles at BCE Mobile Communications, Pepsi-Cola Canada and Oshawa Foods Limited, have provided him significant experience with operational and financial aspects of each of these businesses. Mr. Bruce graduated from Queen’s University with a Masters of Business Administration and University of Waterloo with a Master of Science.
- **Donna Hayes.** Ms. Hayes is the retired Publisher and Chief Executive Officer of Harlequin, one of the world’s leading publishers of books for women, and now part of Harper Collins Publishing. As Publisher and CEO, Hayes widened the scope of Harlequin’s focus from romance fiction to publisher of books (fiction and nonfiction) for women. Many of the company’s most successful lines were developed under her leadership. She also spearheaded Harlequin’s industry-leading level of innovation by incorporating forward-looking technology (eBooks, downloadable audio, mobile applications) into their business model. Ms. Hayes graduated in 1978 with an honours degree in English literature and communications from McGill University. She has served on the Board of Directors of the American Association of Publishers, the Toronto Public Library Foundation, the Toronto Wildlife Centre, and the TD Financial Group (Toronto-Dominion Bank), where she served on both the Audit and Corporate Governance Committees.

Audit Fees

The aggregate amounts paid or accrued by the Corporation or Cineplex Entertainment LP with respect to fees, excluding expenses, payable to PricewaterhouseCoopers LLP, the auditors of the Corporation, for audit, audit-related, tax and other services in the fiscal years ended December 31, 2022 and December 31, 2021 were as follows:

<u>Type of Service</u>	<u>Year ended December 31, 2022</u>	<u>Year ended December 31, 2021</u>
Audit	\$1,023,000	\$1,209,000
Tax	\$236,000	311000

The nature of each category of 2022 fees is described below.

Audit.

Audit fees include \$10,000 incurred with respect to the specified audit procedures for funding received under the Ontario Tourism Recovery Program.

Tax.

Tax fees were paid for tax compliance services (\$229,000) and tax consulting and planning (\$7,000).

Pre-Approval Policies and Procedures

The Audit Committee has adopted guidelines identifying *Procedures for Approval of Audit and Non-Audit Services by the External Auditors* to govern when management may engage the auditors for non-audit and non-compliance tax services. PricewaterhouseCoopers LLP provides audit services to Cineplex and is also authorized to provide specific audit-related services as well as prescribed tax services. PricewaterhouseCoopers LLP may also provide other services provided that its engagement for such services is pre-approved by the Audit Committee. This policy is available on the Cineplex Investor Relations website at <https://corp.cineplex.com/investors>.

RISK FACTORS

Cineplex is exposed to a number of risks in the normal course of business that have the potential to affect operating performance. Cineplex has operating and risk management strategies and insurance programs to help minimize these operating risks. In addition, Cineplex has entity level controls and governance procedures including a corporate code of business conduct and ethics, whistle-blowing procedures, clearly articulated corporate values and detailed policies outlining the delegation of authority within Cineplex.

Cineplex conducts an annual enterprise risk management assessment which is overseen by Cineplex's executive management team and the Audit Committee, and is reported to the Board. The enterprise risk management framework sets out principles and tools for identifying, evaluating, prioritizing and managing risk effectively and consistently across Cineplex. On an annual basis, all members of senior management participate in a detailed review of enterprise risk in four major categories: environmental risks, process risks, information risks and business unit risks. The results of such analysis are presented to the Audit Committee for their review and then reviewed with the entire Board. In addition, Cineplex monitors risks and changing economic conditions on an ongoing basis and adapts its operating strategies as required.

For a complete discussion of the risks to which Cineplex is exposed, please refer to the Annual MD&A.

DIVIDENDS

Cineplex historically had a practice of paying monthly dividends, subject to the discretion of the Board, noting that such practice may vary depending on, among other things, Cineplex's results of operations, cash requirements, financial condition, contractual restrictions, business opportunities, provisions of applicable law and other factors that the Board may deem relevant. Pursuant to the terms of the Arrangement Agreement, Cineplex paid its previously declared monthly dividend of \$0.150 per Common Share up to and including the cash dividend on the Common Shares declared in January, 2020 and paid on February 28, 2020, to shareholders of record on January 31, 2020. In light of the repudiation of the Arrangement Agreement by Cineworld, the COVID-19 pandemic and the subsequent amendments to the Credit Facilities, the Corporation does not expect to pay dividends in the immediate future. Dividends previously paid or deemed to be paid were designated by Cineplex as "eligible dividends" for purposes of subsection 89(14) of the *Income Tax Act* (Canada), and similar provincial and territorial legislation.

The following table sets forth total amount of the dividends paid by the Corporation on the Common Shares during each of the last three financial years.

<u>Year</u>	<u>Total Amount of Dividends Paid (per Common Share)</u>	
2022	Nil	
2021	Nil	
2020	\$0.30	(dividends paid in Jan and Feb only)

MARKET FOR SECURITIES

The outstanding Common Shares of the Corporation are listed for trading on the TSX under the symbol "CGX" and the Convertible Debentures are listed on the TSX under the symbol "CGX.DB.B".

TRADING PRICE AND VOLUME

The following table shows the monthly range of high and low prices per Common Share and total monthly volumes traded on the TSX during the year ended December 31, 2022.

<u>Month</u>	<u>Price per Common Share Monthly High</u>	<u>Price per Common Share Monthly Low</u>	<u>Total Monthly Volume</u>
January	\$13.78	\$11.96	8,628,103
February	\$13.99	\$12.34	9,274,028
March	\$14.10	\$12.12	9,286,965
April	\$13.92	\$12.45	6,320,604
May	\$13.23	\$11.17	7,080,006
June	\$13.07	\$10.35	6,675,329
July	\$11.65	\$10.58	4,917,962
August	\$12.23	\$8.89	8,476,456
September	\$9.83	\$8.12	6,448,057
October	\$9.38	\$8.18	4,973,174
November	\$10.83	\$9.12	5,673,726
December	\$10.45	\$7.30	6,155,828

The following table shows the monthly range of high and low prices per Convertible Debenture and total monthly volumes traded on the TSX during the year ended December 31, 2022.

<u>Month</u>	<u>Price per Convertible Debenture Monthly High</u>	<u>Price per Convertible Debenture Monthly Low</u>	<u>Total Monthly Volume</u>
January	\$132.37	\$121.00	122,600
February	\$134.00	\$124.75	58,630
March	\$134.00	\$125.00	2,490
April	\$132.00	\$125.00	21,040
May	\$127.00	\$120.00	2,420
June	\$127.58	\$112.38	33,730
July	\$116.86	\$112.48	15,400
August	\$120.00	\$103.00	40,660
September	\$104.90	\$99.00	51,445
October	\$104.50	\$97.48	230
November	\$108.00	\$101.04	1,310
December	\$107.04	\$94.50	40,640

ACCOUNTING MATTERS

Some measures included in this Annual Information Form do not have a standardized meaning under generally accepted accounting principles (“GAAP”) and may not be comparable to similar measures provided by other issuers. In its 2022 reporting, the Corporation included the following non-GAAP measures because management believes that they assist investors in assessing financial performance.

Management defines EBITDA as earnings before interest income and expense, income taxes and depreciation and amortization expense. Adjusted EBITDA excludes the change in fair value of financial instrument, (gain) loss on

disposal of assets, foreign exchange, impairment of long-lived assets, goodwill and investments, the equity loss (income) of CDCP, and depreciation, amortization, interest and taxes of Cineplex's other joint ventures and associates. Adjusted EBITDAaL modifies adjusted EBITDA to deduct current period cash rent paid or payable related to lease obligations net of quantified savings negotiated with landlords as a result of the COVID-19 closures, including savings negotiated after the period end. This includes agreements with landlords that are evidenced by way of written confirmation of the terms agreed upon to the date of approval of the Annual MD&A, and are in the process of being formally documented.

Cineplex's management believes that adjusted EBITDAaL is an important supplemental measure of Cineplex's profitability at an operational level and provides analysts and investors with comparability in evaluating and valuing Cineplex's performance period over period. EBITDA, adjusted for various unusual items, is also used to define certain financial covenants in Cineplex's Credit Facilities. Management calculates adjusted EBITDAaL margin by dividing adjusted EBITDAaL by total revenues.

EBITDA, adjusted EBITDA and adjusted EBITDAaL are non-GAAP measures generally used as an indicator of financial performance and they should not be seen as a measure of liquidity or a substitute for comparable metrics prepared in accordance with GAAP. Cineplex's EBITDA, adjusted EBITDA and adjusted EBITDAaL may differ from similar calculations as reported by other entities and accordingly may not be comparable to EBITDA, adjusted EBITDA or adjusted EBITDAaL as reported by other entities.

For a complete discussion and reconciliation of the Corporation's results in accordance with GAAP measures, please refer to the Annual MD&A.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Corporation, or a subsidiary of the Corporation, is a defendant in various lawsuits arising in the ordinary course of business. From time to time, Cineplex is involved in disputes with landlords, suppliers, contractors, past employees and other third parties. Other than the Cineworld litigation detailed below, neither the Corporation nor its subsidiaries are involved in any other material legal proceeding or regulatory action.

On June 12, 2020, Cineworld delivered the Termination Notice to Cineplex purporting to terminate the Arrangement Agreement. In the Termination Notice, Cineworld alleged that Cineplex took certain actions that constituted breaches of Cineplex's covenants under the Arrangement Agreement, including failing to operate its business in the ordinary course. Cineworld purported to rely upon alleged adverse impacts of COVID-19 on Cineplex's business to terminate the Arrangement Agreement. In addition, Cineworld alleged that a material adverse effect had occurred with respect to Cineplex. Cineworld's repudiation of the Arrangement Agreement was acknowledged by Cineplex and the Cineworld Transaction did not proceed. Cineplex vigorously denied Cineworld's allegations. The Arrangement Agreement explicitly excluded any "outbreaks of illness or other acts of God" from the definition of material adverse effect and all of Cineworld's allegations stemmed from an outbreak of illness and act of God (COVID-19). Cineplex believed that Cineworld had no legal basis to terminate the Arrangement Agreement and that Cineworld intentionally breached the Arrangement Agreement and its other contractual obligations, including its obligation to obtain ICA Approval. If Cineworld had complied with its obligation to obtain ICA Approval, Cineplex believed the ICA Approval would have been obtained and the Cineworld Transaction would have closed well before the outside date for completion in the Arrangement Agreement. No amounts are due to be paid by Cineplex as a result of the Termination Notice and no amounts have been accrued in the financial statements with respect to the Termination Notice.

On July 3, 2020, Cineplex announced that it had commenced an action in the Ontario Superior Court of Justice (the "Court") against Cineworld and 1232743 B.C. Ltd. seeking damages arising from what Cineplex claimed was a wrongful repudiation of the Arrangement Agreement. On July 6, 2020, Cineworld announced that it would defend Cineplex's claim, and on September 2, 2020, filed its Statement of Defence and Counterclaim in which it denied Cineplex's claims and advanced a counterclaim seeking reimbursement of £32 million for costs incurred with respect to the transaction and an unspecified amount for punitive damages. Cineplex responded to Cineworld's defence and counterclaim on September 15, 2020, denying all claims levied by Cineworld.

A trial of the action commenced before the Court in September, 2021, and continued until November 4, 2021.

On December 14, 2021, the Court released its decision in the action (the “**Decision**”). The Court held that Cineplex did not breach any of its covenants in the Arrangement Agreement and that Cineworld had no basis for terminating the Arrangement Agreement. The Court held that Cineworld breached the Arrangement Agreement and repudiated the transaction to acquire Cineplex, which actions precluded Cineplex from seeking specific performance and entitled Cineplex to monetary damages. The Court awarded damages for breach of contract to Cineplex in the amount of \$1.24 billion on account of lost synergies, and \$5.5 million for transaction costs, exclusive of pre-judgment interest. The Court also held that Cineplex’s shareholders did not have any rights under the Arrangement Agreement to enforce the agreement or sue Cineworld for any breach. The Court also denied Cineworld’s counterclaim against Cineplex.

On January 12, 2022, Cineworld filed a Notice of Appeal with the Court of Appeal for Ontario and on January 27, 2022, Cineplex filed its Notice of Cross Appeal.

The Appeal was originally scheduled to be heard on October 12 and 13, 2022. On September 7, 2022, the Cineworld Parties filed a petition, in the U.S. Bankruptcy Court, commencing bankruptcy proceedings under Chapter 11. On September 8, 2022, the U.S. Bankruptcy Court granted relief requested by the Cineworld Parties in the Chapter 11 proceedings, including an order confirming and enforcing a worldwide stay of all enforcement proceedings by Cineworld’s creditors. Cineworld took the position that the Appeal was therefore stayed. On September 9, 2022, Cineplex filed an emergency motion with the U.S. Bankruptcy Court, seeking to lift the stay with respect to the Appeal. Cineplex’s emergency motion was heard on September 28, 2022, at which time the U.S. Bankruptcy Court declined Cineplex’s requested relief, without prejudice to Cineplex’s ability to seek such relief at a later date. On September 30, 2022, on consent of counsel for Cineplex and Cineworld, the Court of Appeal for Ontario adjourned the Appeal until a date to be determined. Accordingly, the hearing of the Appeal has been delayed.

Due to uncertainties caused by the Cineworld bankruptcy proceedings and also inherent in appeals, it is not possible for Cineplex to predict the timing or final outcome of the appeal of the Decision announced by Cineworld. Further, even if Cineworld’s Appeal is not successful, Cineworld may not have the ability to pay the full amount of any damages or costs awarded by the Court. Therefore no amount has been accrued as a receivable.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

To the knowledge of the Directors, no “informed person” has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction (or any proposed transaction) with Cineplex Entertainment LP, Cineplex Entertainment Corporation and the Corporation, in the past five years, except with respect to the Cineworld Transaction as described in the Arrangement Information Circular. “Informed person” means: (a) a Director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person who, or company which, beneficially owns or controls or directs, directly or indirectly, 10% or more of the outstanding voting securities of the Corporation.

TRANSFER AGENT AND REGISTRAR

TSX Trust Company (Canada) acts as transfer agent and registrar for Cineplex. The *Register of Transfers* of the securities of the Corporation is located at TSX Trust Company (Canada)’s principal transfer office in Toronto.

MATERIAL CONTRACTS

Except for those contracts entered into in the ordinary course of business of the Corporation and the Partnership, the Corporation and/or the Partnership have entered into the following material contracts, each of which is available on SEDAR: (1) the Credit Agreement, including the First Credit Agreement Amendment, Second Credit Agreement Amendment, Third Credit Agreement Amendment, Fourth Credit Agreement Amendment, Fifth Credit Agreement Amendment, Sixth Credit Agreement Amendment and Seventh Credit Agreement Amendment (See “Cineplex’s Businesses - Credit Facilities”); (2) the Debentures trust indenture (See “Capital Structure – Convertible Debentures”); and (3) the Notes Payable (See “Capital Structure – Senior Secured Second Lien Notes”).

INTERESTS OF EXPERTS

PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, Toronto, Ontario, is the external auditor which prepared the independent auditors' reports of registered public accounting firm to shareholders in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States) (PCAOB) – which includes the reports on the Corporation's consolidated financial statements and internal control over financial reporting. PricewaterhouseCoopers LLP is independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario, and is an independent registered public accounting firm with respect to Cineplex within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario. PricewaterhouseCoopers LLP has prepared an independent auditors' report dated February 6, 2023 in respect of the Corporation's consolidated balance sheets as at December 31, 2022 and December 31, 2021 and the consolidated statements of operations, comprehensive income, changes in equity and cash flows and the notes therein for the years then ended.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on SEDAR. Additional information, including remuneration and indebtedness of Directors and officers of the Corporation and the principal holders of Common Shares, is contained in the Corporation's information circular dated April 20, 2023 for its May 24, 2023 annual and special meeting of Shareholders, as filed by the Corporation on SEDAR. Additional financial information is provided in the Corporation's financial statements and the Annual MD&A. This Annual Information Form and the materials listed in the preceding paragraph are available for download on Cineplex's investor relations website <http://ir.cineplex.com> or, to request a paper copy, please contact:

Cineplex Inc.
1303 Yonge Street
Toronto, Ontario M4T 2Y9
Attention: Investor Relations

Telephone: (416) 323-6600
Fax: (416) 323-7245
Email: investorrelations@cinplex.com

GLOSSARY OF TERMS

“**Adjusted EBITDA**” means EBITDA adjusted to exclude the change in fair value of financial instrument, (gain) loss on disposal of assets, foreign exchange, impairment of long-lived assets, goodwill and investments, the equity loss (income) of CDCP, the non-controlling interests’ share of adjusted EBITDA of TG-CPX Limited Partnership, and depreciation, amortization, interest and taxes of Cineplex’s other joint ventures and associates;

“**Adjusted EBITDAaL**” means adjusted EBITDA to deduct current period cash rent paid or payable related to lease obligations net of quantified savings negotiated with landlords as a result of the COVID-19 closures, including savings negotiated after the period end. This includes agreements with landlords that are evidenced by way of written confirmation of the terms agreed upon to the date of approval of the Annual MD&A, and are in the process of being formally documented.

“**Annual MD&A**” means the Corporation’s year-end Management’s Discussion and Analysis dated February 6, 2023 for the fiscal year ended December 31, 2022;

“**Appeal**” has the meaning ascribed to it under “General Development of the Business – Developments regarding Cineworld”;

“**Arrangement Agreement**” means the arrangement agreement made as of December 15, 2019, among the Corporation, Cineworld Group plc, and 1232743 B.C. Ltd (including the schedules thereto) as it may be amended, modified or supplemented from time to time in accordance with its terms;

“**Board**” means the board of directors of the Corporation;

“**BPP**” means total box office revenues divided by total paid theatre attendance;

“**CDCP**” means Canadian Digital Cinema Partnership;

“**CDM**” means Cineplex Digital Media Inc.;

“**Chair**” means the committee-appointed member to act as Chair of the committee;

“**Chapter 11**” has the meaning ascribed to it under “General Development of the Business – Developments regarding Cineworld”;

“**Cineplex**” means Cineplex Inc. and its subsidiaries;

“**Cineplex Entertainment LP**” means Cineplex Entertainment Limited Partnership;

“**Cineplex Store**” means www.cineplexstore.com;

“**Cineworld**” means Cineworld Group, plc;

“**Cineworld Parties**” has the meaning ascribed to it under “General Development of the Business – Developments regarding Cineworld”;

“**Cineworld Transaction**” has the meaning ascribed to it under “General Development of the Business – Developments regarding Cineworld”;

“**CNCG**” has the meaning ascribed to it under “Cineplex’s Businesses – Environmental, Social and Governance”;

“**COC**” means Cineplex Odeon Corporation;

“**Code**” has the meaning ascribed to it under “Cineplex’s Businesses – Environmental, Social and Governance”;

“**Common Shares**” means common shares of the Corporation;

“**Corporation**” means Cineplex Inc.;

“**COVID-19**” has the meaning ascribed to it under “Explanatory Notes”;

“**CPP**” means total theatre food service revenues divided by total paid theatre attendance;

“**Credit Agreement**” has the meaning ascribed to it under “General Development of the Business – Other Developments”;

“**Credit Agreement Amendments**” means, collectively, the First Credit Agreement Amendment, the Second Credit Agreement Amendment, the Third Credit Agreement Amendment, the Fourth Credit Agreement Amendment, the Fifth Credit Agreement Amendment, Sixth Credit Agreement Amendment and the Seventh Credit Agreement Amendment;

“**Credit Facilities**” means the Revolving Facility and the Term Facility under the Credit Agreement;

“**Debentures**” has the meaning ascribed to it under “Capital Structure – Convertible Debentures”;

“**Decision**” has the meaning ascribed to it under “Legal Proceedings and Regulatory Action”;

“**Director**” or “**Directors**” means the directors of the Corporation or any one of them;

“**EBITDA**” means earnings before interest income and expense, income taxes, depreciation and amortization expense;

“**ESG**” has the meaning ascribed to it under “Cineplex’s Businesses – Environmental, Social and Governance”;

“**Fifth Credit Agreement Amendment**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**First Credit Agreement Amendment**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**Fourth Credit Agreement Amendment**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**GAAP**” means generally accepted accounting principles;

“**Galaxy**” means Galaxy Entertainment Inc.;

“**ICA Approval**” means approval required to be obtained under the *Investment Canada Act* pursuant to the terms of the Arrangement Agreement;

“**IFRS 16**” has the meaning ascribed to it under “Credit Facilities”;

“**Judgment**” has the meaning ascribed to it under “General Development of the Business”;

“**LBE**” has the meaning ascribed to it under “Explanatory Notes”;

“**LP Units**” means the limited partnership units of Cineplex Entertainment LP;

“**Maturity Date**” has the meaning ascribed to it under “Capital Structure – Convertible Debentures”;

“**Notes Payable**” has the meaning ascribed to it under “General Development of the Business – Other Developments”;

“**OBCA**” means the *Business Corporations Act (Ontario)*;

“**PIAG**” has the meaning ascribed to it under “General Development of the Business – History of the Corporation”;

“**Partnership**” means Cineplex Entertainment Limited Partnership;

“**Preferred Shares**” means preferred shares of the Corporation;

“**Revolving Facility**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**SCENE**” and/or “**Scene+**” means the entertainment and lifestyle loyalty program known as Scene+ (formerly known as SCENE);

“**Scotiabank**” means the Bank of Nova Scotia;

“**Second Credit Agreement Amendment**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**Seventh Credit Agreement Amendment**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**Sixth Credit Agreement Amendment**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval at www.sedar.com;

“**Shareholders**” means the holders of Common Shares;

“**Society**” has the meaning ascribed to it under “Cineplex’s Businesses – Environmental, Social and Governance”;

“**Term Facility**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**Termination Notice**” means the notice delivered by Cineworld on June 12, 2020, purporting to terminate the Arrangement Agreement.

“**Third Credit Agreement Amendment**” has the meaning ascribed to it under “Cineplex’s Businesses – Credit Facilities”;

“**TSX**” means the Toronto Stock Exchange;

“**U.S. Bankruptcy Court**” has the meaning ascribed to it under “General Development of the Business”; and

“**Waterstone**” has the meaning ascribed to it under “Cineplex’s Businesses – Environmental, Social and Governance”.

SCHEDULE “A”

CINEPLEX INC.

AUDIT COMMITTEE - TERMS OF REFERENCE

The following Audit Committee (“**Committee**”) terms of reference (the “**Terms of Reference**”) have been adopted by the Board of Directors (the “**Board**”) of Cineplex Inc. (collectively, with its subsidiaries and affiliates, the “**Corporation**”).

1. **Mandate**

The Committee consists of members of the Corporation’s Board to assist the Board in fulfilling its responsibilities, which include the oversight and supervision of the:

- a. integrity of the Corporation’s accounting and financial reporting practices and procedures;
- b. adequacy of the Corporation’s internal accounting controls and procedures;
- c. quality and integrity of the Corporation’s financial statements;
- d. sufficiency of the Corporation’s insurance coverage;
- e. oversight of the Corporation’s Environmental, Social and Corporate Governance (“ESG”) practices;
- f. integrity of the Corporation’s privacy practices;
- g. integrity of the Corporation’s information technology systems; and
- h. independence and performance of the Corporation’s external auditors (the “**Auditors**”).

2. **Composition**

The Board shall elect the Committee annually from among its members. The Committee shall be composed of at least three members of the Board, who are each: (i) “independent directors” (as defined below) and (ii) “financially literate” (as defined below), or who will become so within a reasonable period of time following their appointment to the Committee.

If a member of the Committee ceases to be an independent director for reasons outside that member’s reasonable control, that member is exempt from the requirement to be an independent director until the later of: (a) the next annual meeting of the Board; or (b) the date that is six months from the occurrence of the event which caused the member to not be an independent director, provided that the Board has determined that appointing such member to the Committee will not materially adversely affect the ability of the Committee to act independently.

Where the death, disability or resignation of a member of the Committee has resulted in a vacancy on the Committee that the Board is required to fill, a member appointed to fill such vacancy is exempt from the requirements to be independent and financially literate for a period ending the later of: (a) the next annual meeting of the Corporation’s shareholders; and (b) the date that is six months from the day the vacancy was created, provided that the Board has determined that appointing such member to the Committee will not have a material, adverse effect on the ability of the Committee to act independently.

3. **Reports**

The Committee shall report to the Board on a regular basis and, in any event, before the public disclosure by the Corporation of its quarterly and annual financial results. The reports of the Committee shall include any issues of which the Committee is aware with respect to the quality or integrity of the Corporation’s financial statements, its compliance with legal or regulatory requirements, and the performance and independence of the Auditors.

4. Responsibilities

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board:

i. **Financial Statements and Other Financial Information**

The Committee shall:

- a. review the Corporation's annual audited financial statements and related documents prior to any public disclosure of such information;
- b. review the Corporation's interim unaudited financial results and related documents prior to any public disclosure;
- c. following a review, with the Corporation's management and Auditors, of the annual and interim financial statements and related documents, recommend to the Board the approval of such financial statements and related documents;
- d. review, with the Corporation's management and/or Auditors, all critical policies and practices used, as well as significant management estimates and judgments and any changes in accounting policies or financial reporting requirements, that may affect the Corporation's financial statements;
- e. review, with the Corporation's management and/or Auditors, the treatment in the financial statements of any significant transactions, and other potentially difficult matters;
- f. review a summary, provided by the Corporation's legal counsel, of the status of any material pending or threatened litigation, claims and assessments;
- g. discuss the annual financial statements and the Auditors' report thereon with officers of the Corporation and the Auditors; and
- h. review the other annual financial reporting documents, as well as the Corporation's management's discussion and analysis and earnings press releases prior to any disclosure to the public.

ii. **Financial Reporting Control Systems**

The Committee shall:

- a. require the Corporation's management to implement and maintain appropriate internal controls, and use reasonable efforts to satisfy itself as to the adequacy of the Corporation's policies for the management of risk, the preservation of assets and the fulfillment of legislative and regulatory requirements;
- b. annually review and report to the Board on the development and adequacy of the Corporation's enterprise risk management processes;
- c. annually, in consultation with management, the Auditors and, if applicable, the officer or employee responsible for the internal audit function, review, evaluate and assess the adequacy and integrity of the Corporation's financial reporting processes and internal controls;
- d. discuss significant financial risk, exposures and the steps that the Corporation's management has taken to monitor, control and report such exposures;
- e. if applicable, meet separately with the officer or employee of the Corporation (or a subsidiary or affiliate of the Corporation) responsible for the internal audit function to discuss any matters that the Committee or Auditors believe should be discussed in private;
- f. annually review and report to the Board on organizational structure and succession planning and management development matters for the finance department of the Corporation;

- g. submit to the Board any recommendations the Committee may have, from time to time, with respect to financial reporting, accounting procedures, policies and internal controls;
- h. review reports from senior officers of the Corporation outlining any significant changes in financial risks facing the Corporation;
- i. review the management letter of the Auditors and the responses to suggestions made;
- j. review any new appointments to senior positions within the Corporation (or a subsidiary or affiliate of the Corporation) with financial reporting responsibilities;
- k. satisfy itself that adequate procedures are in place for review of the disclosure of the Corporation's financial information extracted or derived from the Corporation's financial statements (other than the financial statements, management's discussion and analysis and earnings press releases) and periodically assess the adequacy of those procedures;
- l. establish procedures for: (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation (or a subsidiary or affiliate of the Corporation) of concerns regarding questionable accounting or auditing matters;
- m. review and approve the Corporation's hiring policies regarding employees and former employees of the Corporation's present and former Auditors; and
- n. obtain assurance from Auditors regarding the overall control environment and the adequacy of accounting system controls.

iii. **Information and Liability Risks**

The Committee shall:

- a. review annually with management and the Board, the Company's privacy policy and practices to ensure the adequacy of the steps that management has taken to monitor and mitigate privacy risks;
- b. review annually with management and the Board, the Company's insurance procurement to ensure the adequacy of coverage for standard risk exposure;
- c. review ESG metric disclosures and the processes, systems and controls that support these disclosures; and
- d. review on a quarterly basis with management and the Board the Company's information technology and cyber security risk exposures identified by management, and the adequacy of the steps that management has taken to monitor and mitigate such information technology and cyber security risks.

iv. **Independent External Auditor**

The Committee shall:

- a. review the audit plan with the Auditors;
- b. discuss in private with the Auditors matters affecting the conduct of their audit and other corporate matters;
- c. review the Auditors' performance and their remuneration;
- d. recommend to the Board, each year, the retention or replacement of the Auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation;
- e. if there is a plan to change Auditors, review all issues related to the change and the steps planned for an orderly transition;
- f. annually review and recommend for approval by the Board, the terms of engagement and

the remuneration of the Auditors;

- g. oversee the work of the Auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the Auditors regarding financial reporting;
- h. discuss with the Auditors the quality of the Corporation's accounting principles;
- i. meet with the Auditors on a regular and in-camera basis, without management being present;
- j. relay its expectations to the Auditors, from time to time, including its expectations that: (i) any disagreements of a material nature with management be brought to the attention of the Committee; (ii) the Auditors are accountable to the Committee and the Board, as representatives of the shareholders and must report directly to the Committee; (iii) any irregularities in the financial information must be reported to the Committee; (iv) the Auditors explain the process undertaken by them in auditing or reviewing the Corporation's financial disclosure; (v) the Auditors disclose to the Committee any significant changes to accounting policies or treatment of the Corporation; (vi) the Auditors disclose to the Committee any reservations they may have about the financial statements or their access to materials and/or persons in reviewing or auditing such statements; and (vii) the Auditors disclose any conflict of interest that may arise in their engagement;
- k. review, at least annually, the non-audit services provided by the Auditors for the purposes of receiving assurance that the performance of such services will not compromise the independence of the Auditors; and
- a. pre-approve all non-audit services to be provided to the Corporation or its subsidiary or affiliated entities by the Auditors¹ provided that the Committee may delegate to one or more of its independent members the authority to pre-approve non-audit services in satisfaction of this requirement. The pre-approval of non-audit services by any member of the Committee to whom authority has been delegated must be presented to the full Committee at its first scheduled meeting following such pre-approval.

5. Structure

- a. The Committee shall appoint one of its members to act as Chair of the Committee (the "Chair"). The Chair will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a member of the Board and can be changed by simple notice from the Chair;
- b. The Committee will meet as many times as is necessary to carry out its responsibilities but in no event will the Committee meet less than four times per year. Meetings will be at the call of the Chair. Notwithstanding the foregoing, the Auditors or any member of the Committee may call a meeting of the Committee on not less than 48 hours' notice;
- c. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum provided that if the number of members of the Committee is an even number one half of the number of members plus one shall constitute a quorum;
- d. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee as soon as such member ceases to be a member of the Board. Subject to the foregoing, each member of the Committee shall hold

¹ The Committee may satisfy the pre-approval requirement if: (a) the aggregate amount of all the non-audit services that were not pre-approved constitutes no more than five per cent (5%) of the total amount of revenues paid by the Corporation to its Auditors during the fiscal year in which the services are provided; (b) the services were not recognized by the Corporation at the time of the engagement to be non-audit services; and (c) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

- such office until the next annual meeting of the Corporation's shareholders after their election as a member of the Committee;
- e. The Auditors shall be entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation, to attend and be heard thereat;
 - f. The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board at such times as the Board may, from time to time, require;
 - g. The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meeting shall be determined by the Committee, unless otherwise provided for in the bylaws of the Corporation, or otherwise determined by resolution of the Board; and
 - h. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

6. Independent Advice

In discharging its mandate, the Committee shall have the authority to retain, authorize the payment by the Corporation of, and receive advice from, special legal, accounting or other advisors.

7. Annual Evaluation

At least annually, the Committee shall, in a manner it determines to be appropriate:

- a. review and evaluate the performance of the Committee and its members, including the compliance of the Committee with these Terms of Reference; and
- b. review and assess the adequacy of these Terms of Reference and recommend to the Board any improvements to the Terms of Reference that the Committee determines to be appropriate.

8. Definitions

1. "**financially literate**" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.
2. "**independent director**" means a Director who has no direct or indirect "material relationship" (as defined below) with the Corporation.
3. "**material relationship**" means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment. Without limiting the generality of the foregoing, the following persons are considered to have a material relationship with the Corporation:
 - a. a person who is, or has been within the last three years, an employee or executive officer of the Corporation, or any of its predecessor, subsidiary or affiliated entities;
 - b. a person whose immediate family member is, or has been within the last three years, an executive officer of the Corporation, or any of its predecessor, subsidiary or affiliated entities;
 - c. a person who is: (i) a partner² of the Corporation's internal or external auditor; (ii) is employed by the firm that is the Corporation's internal or external auditor; or (iii) was within the last three years a partner or employee of the Corporation's internal or external

² "partner" does not include a fixed income partner whose interest in the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with an internal or external auditor if the compensation is not contingent in any way on continued services.

auditor and personally worked on the Corporation's audit (or that of its predecessor entity) within that time;

- d. a person whose spouse, minor child or stepchild, or child or stepchild who shares a home with a person who: (i) is a partner of the firm that is the Corporation's internal or external auditor; (ii) is an employee of the firm that is the Corporation's internal or external auditor and participates in its audit, assurance or tax compliance (but not tax planning) practice; or (iii) was within the last three years a partner or employee of the firm that is the Corporation's internal or external auditor and personally worked on the Corporation's audit (or that of its predecessor entity) within that time;
- e. a person who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity for which any of the Corporation's current executive officers serves or served at that same time on such entity's compensation committee;
- f. a person who has a relationship with the Corporation or its subsidiary or affiliated entities pursuant to which such person may accept, directly or indirectly³, any consulting, advisory or other compensatory fee from the Corporation or any subsidiary or affiliated entity of the Corporation, other than as remuneration for acting in their capacity as a member of the Board or any other Board committee, or as part-time chair or vice chair of the Board or any Board committee;
- g. a person who received, or whose immediate family member who is employed as a member of executive management of the Corporation or any of its subsidiary entities received, more than \$75,000 in direct compensation from the Corporation or its subsidiary or affiliated entities during any 12 month period within the last three years, other than: (i) as remuneration for acting in their capacity as member of the Board or any Board committee; or (ii) as fixed amounts of compensation under a retirement plan for prior service with the Corporation or any of its subsidiary or affiliated entities if the compensation is not contingent in any way on continued service; and
- h. a person who is an affiliated entity of the Corporation or any of its predecessor or subsidiary entities.

Confirmed: March 8, 2023

³ The indirect acceptance by a person of a consulting, advisory or other compensatory fee includes acceptance of a fee by: (a) a person's spouse, minor child or stepchild or a child or stepchild who shares the person's home; or (b) an entity in which such person is a partner, member, an officer such as a managing director occupying a comparable position or executive officer or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in such case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Corporation or any subsidiary or affiliated entity of the Corporation.