



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Cineplex Inc. (the “**Corporation**”) will be held at 10:30 a.m. Eastern Daylight Time on Wednesday, May 14, 2014 at the Scotiabank Theatre, 259 Richmond Street West, Toronto, Ontario, for the following purposes:

- (a) to receive the consolidated financial statements of the Corporation for the period ended December 31, 2013 and the report of the auditors thereon;
- (b) to elect directors for the coming year;
- (c) to appoint PricewaterhouseCoopers LLP as auditors of the Corporation for the coming year and to authorize the directors to fix the remuneration to be paid to the auditors;
- (d) to consider, and if deemed advisable, pass a resolution ratifying the adoption of By-Law No. 2, amending the Corporation’s By-Law No. 1, which increases the quorum requirement for meetings of Shareholders and introduces advance notice provisions for the election of directors; and
- (e) to transact such other business as may properly come before the Meeting and any and all adjournments thereof.

The Corporation’s Management Information Circular provides additional information relating to matters to be dealt with at the Meeting and forms part of this Notice of Annual and Special Meeting of Shareholders.

The Corporation is utilizing the “notice-and-access” process that came into effect on February 11, 2013, under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 - *Continuous Disclosure Obligations*, for distribution of the Meeting materials to Shareholders.

Notice-and-access is a new set of rules that allows issuers to post electronic versions of meeting materials, including circulars and annual financial statements, online via SEDAR at www.sedar.com and one other website, rather than mailing paper copies of such meeting materials to shareholders. Notice-and-access may be used by issuers in respect of meetings that occur on or after March 1, 2013. Electronic copies of the Management Information Circular and the Corporation’s consolidated financial statements and management’s discussion and analysis for the year ended December 31, 2013 may be found on SEDAR at www.sedar.com and also on the Corporation’s corporate website at www.cineplex.com, under “Investor Relations”.

The Corporation anticipates that utilizing the notice-and-access process will directly benefit the Corporation through a substantial reduction in both postage and printing costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. It also provides Shareholders with faster access to information about the Corporation.

Shareholders with questions about notice-and-access may contact the Corporation's Chief Legal Officer by e-mail at anne.fitzgerald@cinplex.com. Shareholders may obtain paper copies of the Management Information Circular and the Corporation's 2013 financial statements free of charge by contacting the Corporation's Chief Legal Officer at the e-mail address noted above.

A request for paper copies before the Meeting should be sent well in advance, so that it is received by the Corporation by May 1, 2014, in order to allow sufficient time for the Shareholders to receive the paper copies and to return the proxy form or voting instruction form by its due date. The Corporation will mail the paper copies within three business days of any request, provided the request is made prior to the Meeting. Shareholders will receive a "notice package", by prepaid mail, which includes a proxy form or voting instruction form together with this Notice of Annual and Special Meeting of Shareholders. Shareholders should follow the instructions for completion and delivery contained in the voting instruction form. **Shareholders are reminded to review the Management Information Circular before voting.**

DATED at Toronto, Ontario this 31st day of March, 2014.

By Order of the Directors
"Ellis Jacob"
President and Chief Executive Officer

Note: If you are a Shareholder and you are not able to be present at the Meeting, please exercise your right to vote by signing and returning the enclosed form of proxy to CST Trust Company so as to arrive not less than 48 hours before the time set for the holding of the Meeting or any reconvened meeting after an adjournment or postponement thereof (excluding Saturdays, Sundays and holidays). The enclosed form of proxy may be returned by facsimile to (416) 368-2502 or toll-free at (866) 781-3111, or by mail: (a) in the enclosed envelope; or (b) in an envelope addressed to Cineplex Inc., c/o Proxy Department, CST Trust Company, P.O. Box 721, Agincourt, Ontario, M1S 0A1. The Directors of the Corporation have fixed the record date for the Meeting as March 31, 2014 (the "**Record Date**"). Only Shareholders of record at the close of business on the Record Date will be entitled to notice of the Meeting.

