

THE COMPANIES ACT 2006

---

PRIVATE COMPANY LIMITED BY SHARES

---

WRITTEN RESOLUTION

of

ODEON AND UCI CINEMAS GROUP LIMITED

(the "Company")

2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "**Resolution**"):-

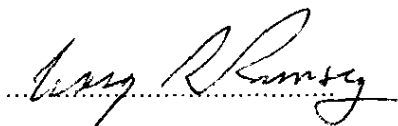
**SPECIAL RESOLUTION**

1. **THAT** 99,312,849 ordinary shares of £1.00 each in the capital of the Company be cancelled and extinguished such that the issued share capital of the Company shall be reduced to 1 ordinary share of £1.00.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

I, the undersigned, was at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution:-



Director

18 September 2017

Date

For and on behalf of **Odeon and UCI Cinemas Holdings Limited**



## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
  - **By hand:** delivering the signed copy to Victoria Jew at Pinsent Masons LLP, 3 Hardman Street, Manchester M3 3AU;
  - **Post:** returning the signed copy by post to Victoria Jew at Pinsent Masons LLP, 3 Hardman Street, Manchester M3 3AU; or
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [victoria.jew@pinsentmasons.com](mailto:victoria.jew@pinsentmasons.com)

*If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.*
2. You must indicate your agreement to the Resolution within the period of 15 days from the date of the solvency statement accompanying the Resolution (irrespective of the lapse date referred to in note 4).
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by the date which is 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.