

ANNEX 5.2.B

CHARTER OF THE RULES GOVERNING THE REMUNERATION COMMITTEE OF CINEMA CITY INTERNATIONAL N.V. (the "Company")

This charter shall indicate the role and responsibility of the Remuneration committee, its composition and the manner in which it discharges its duties.

Article 1 Composition, expertise and competences, Chairman

- 1.1. The Remuneration committee shall consist of three (3) members of which at least one (1) member shall be independent as defined in article 2 of the Profile of the Board of Supervisory Directors of the Company.
- 1.2. Without prejudice to the Rules of the Board of Supervisory Directors, the following requirements must be observed in composing the Remuneration committee:
 - a) the Remuneration committee shall not be chaired by the chairman of the Board of Supervisory Directors or by a former member of the Board of Managing Directors of the Company, or by a supervisory director who is a member of the management board of another listed company;
 - b) no more than one member of the Remuneration committee shall be a member of the management board of another Dutch listed company.
- 1.3 The Board of Supervisory Directors shall appoint one of the committee members as chairman. The chairman shall be primarily responsible for the adequate performance of the Remuneration committee. He or she shall act as the spokesman of the Remuneration committee and shall be the main contact for the Board of Supervisory Directors.
- 1.4 This charter and the composition of the Remuneration committee shall be published on the Company's website: www.cinemacity.nl

Article 2 Responsibilities

- 2.1. Without prejudice to the Rules of the Board of Supervisory Directors, the Remuneration committee shall make all necessary preparations in order to facilitate the decision-making process by the Board of Supervisory Directors in relation to the matters set forth in this charter.
- 2.2. The Remuneration committee shall in any event focus on supervising the activities of the Board of Managing Directors with respect to:
 - a) drafting a proposal to the Board of Supervisory Directors for the remuneration policy to be pursued;
 - b) drafting a proposal for the remuneration of the individual members of the Board of Managing Directors, for adoption by the Board of Supervisory Directors; such proposal shall, in any event, deal with: (i) the remuneration structure and (ii) the amount of the fixed remuneration, the shares and/or

options to be granted and/or other variable remuneration components, pension rights, redundancy pay and other forms of compensation to be awarded, as well as the performance criteria and their application;

- c) preparing the remuneration report as referred to in best practice provision II.2.9 of the Code.
- 2.3 The Remuneration committee is entitled to investigate any matters, belonging to the domain entrusted to the Remuneration committee. The Remuneration committee is authorized to request all necessary information from the chairman of the Board of Managing Directors and to seek external advice.
- 2.4 The Remuneration committee shall at least annually send to the Board of Supervisory Directors a report of its deliberations and findings. The Remuneration committee shall also provide the Board of Supervisory Directors with the information required for it to prepare its report, including general information on how the Remuneration committee has carried out its duties, the number of meetings and the main items discussed.

Article 3 Remuneration committee meetings (agenda, attendance, minutes)

- 3.1. The Remuneration committee will hold at least 1 meeting per year and whenever one or more of its members have requested a meeting. Remuneration committee meetings are generally held at the offices of the Company, but may also take place elsewhere.
- 3.2 Remuneration committee meetings shall be convened by the member(s) requesting the meeting. Where practically possible, notices convening a meeting and its agenda, including documentation of items to be considered and discussed therein, shall be dispatched ultimately five (5) days before the meeting to each member of the Remuneration committee.
- 3.3 Minutes of the meeting shall be prepared. The minutes shall be adopted no later than subsequent meeting. If all members of the Remuneration committee agree on the contents of the minutes they may be adopted earlier. The minutes shall be signed for adoption by the chairman and shall be dispatched to the other members of the Remuneration committee as soon as practically possible.
- 3.4 The secretary of the Board of Supervisory Directors shall act as the secretary of the Remuneration committee.
