

ANNEX 5.2.C

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

This charter shall indicate the role and responsibility of the selection and appointment committee of the Company (the "Selection and Appointment Committee"), its composition and the manner in which it discharges its duties.

Article 1 Composition, expertise and competences, Chairman

- 1.1. The Selection and Appointment 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. The Board of Supervisory Directors shall appoint one of the Selection Appointment Committee members as chairman. The chairman shall be primarily responsible for the adequate performance of the Selection and Appointment Committee. The Chairman shall act as the spokesman of the Selection and Appointment Committee and shall be the main contact for the Board of Supervisory Directors.
- 1.3 This charter and the composition of the Selection and Appointment Committee shall be published on the Company's website: www.cinemacity.nl.

Article 2 Responsibilities

- 2.1. Without prejudice to the Board of Supervisory Directors' Rules, the Selection and Appointment 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 Selection and Selection and Appointment Committee shall in any event focus on supervising the activities of the Board of Managing Directors with respect to:
 - a) drawing up selection criteria and appointment procedures for supervisory directors and managing directors;
 - b) periodically assessing the size and composition of the Board of Supervisory directors and the Board of Managing Directors, and making a proposal for a composition profile of the Board of Supervisory Directors;
 - c) periodically assessing the performance of individual Board of Supervisory Directors members and managing directors, and reporting on this to the Board of Supervisory Directors;
 - d) making proposals for appointments and reappointments of supervisory directors and managing directors;
 - e) supervising the policy of the Board of Managing Directors on the selection criteria and appointment procedures for senior management.

- 2.3 The Selection and Appointment Committee is entitled to investigate any matters, within the responsibilities of the Selection and Appointment Committee. The Selection and Appointment 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 Selection and Appointment Committee shall at least annually send to the Board of Supervisory Directors a report of its deliberations and findings. The Selection and Appointment 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 Selection and Appointment Committee has carried out its duties, the number of meetings and the main items discussed at each meeting.

Article 3 Selection and Appointment Committee meetings (agenda, attendance, minutes)

- 3.1. The Selection and Appointment Committee will hold at least 1 meeting per year and whenever one or more of its members have requested a meeting. Selection and Appointment Committee meetings are generally held at the offices of the Company, but may also take place elsewhere.
- 3.2 Selection and Appointment 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 at least five (5) days before the meeting to each member of the Selection and Appointment Committee.
- 3.3 Minutes of each meeting shall be prepared and shall be adopted no later than the subsequent meeting. If all members of the 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 Selection and Appointment Committee as soon as practically possible.
