

ANNEX 6.2

BOARD OF MANAGING DIRECTORS SECURITIES RULES OF CINEMA CITY INTERNATIONAL N.V. (the "Company")

These Board of Managing Directors Securities Rules shall govern the ownership interest of, and transactions in, securities (other than issued by the Company) by the managing directors. These Board of Managing Directors Securities Rules were adopted on, and are effective as of December 20, 2006.

Article 1 Status and objective

- 1.1 These Securities Rules form an integral part of the Rules of the Board of Managing Directors and only apply to managing directors.
- 1.2 The objective of these Securities Rules is to promote that managing directors in the execution of a transaction in other Dutch listed securities act in accordance with the law and with the codes which are applicable to the Company, including but not limited to the Dutch Corporate Governance Code (the "Code"), as well as to limit the risk that the good reputation of the Company as being an honorable enterprise be discredited as a result of the execution of one or more transactions in other Dutch listed securities.
- 1.3 These regulations shall be published on the Company's website: www.cinemacity.nl.

Article 2 Authorized and unauthorized transactions

- 2.1 As far as not prohibited by these Securities Rules and the Company's insider trading rules, if any, a managing director may freely execute a transaction in other Dutch listed securities.
- 2.2 In the event that it is likely that one or more managing directors can make a judgment of the developments concerning a company issuing other Dutch listed securities, which is better than a judgment which can be made on the basis of information that is publicly available (for instance: certain suppliers or customers of the Company), the chairman of the Board of Supervisory Directors may determine that managing directors cannot execute transactions in certain designated other Dutch listed securities.

Article 3 Procedure

A managing director shall, within two weeks after the end of each quarter, report changes in his/her holdings of other Dutch listed securities to the chairman of the Board of Supervisory Directors. A managing director who invests exclusively in listed investment funds or who has transferred the discretionary management of his or her securities portfolio to an independent third party by means of a written mandate agreement is exempted from compliance with this last provision.
