

ANNEX 9.3

WHISTLEBLOWER RULES OF CINEMA CITY INTERNATIONAL N.V. (the "Company")

These whistleblower rules (the "Whistleblower Rules") shall ensure that Employees have the opportunity, without jeopardizing their employment position, to report alleged irregularities of a general, operational and financial nature within the Company and/or to report alleged irregularities that relate to the performance of the members of the Management. These Whistleblower Rules were adopted on, and are effective as of December 20, 2006.

Article 1 Definitions

- 1.1 In these Whistleblower Rules the following terms shall have the following meanings:
- Employee(s): (a) person(s), working for the Company and its group companies;
 - Manager: the person directly managing the Employee(s);
 - Confidential Adviser: the person designated by the chairman of the Board of Managing Directors to act in that capacity for the Company and its group companies;
 - Suspected Irregularity: a suspicion based on irregularities of general, operational and financial nature in connection with:
 - a. an actual or imminent criminal offence;
 - b. an actual or imminent violation of laws and regulations;
 - c. an actual or imminent intention provision of incorrect information to public bodies;
 - d. violation of rules of conduct applicable within the Company;
 - e. actual or imminent intentional suppression, destruction or manipulation of information regarding those facts.
- 1.2 These regulations shall be published on the Company's website: www.cinemacity.nl

Article 2 General reporting procedure

- 2.1 Unless an exception applies as referred to in article 4 paragraph 2, Employees shall report Suspected Irregularities internally to their Manager or, if they consider reporting to the Manager inappropriate, , to the Confidential Adviser.
- 2.2 The Manager or Confidential Adviser shall on request make a written record of the report and of the date of its receipt and shall have the Employee concerned sign the record for approval. The Employee shall receive a copy of the record. The Manager or Confidential Adviser shall procure that the chairman of the Board of Managing Directors shall be informed immediately of a Suspected Irregularity and of the date on which it was reported, and he shall procure that the chairman of the Board of Managing Directors receives a copy of the record.

- 2.3 The chairman of the Board of Managing Directors shall send a confirmation of receipt to the Employee who reported the Suspected Irregularity. The confirmation shall refer to the original report. This shall also apply where the Employee has reported his suspicions to the Confidential Adviser rather than his Manager.
- 2.4 After the Employee's report, the Board of Managing Directors shall start an investigation into the Suspected Irregularity, if such investigation is deemed necessary by the Board of Managing Directors.
- 2.5 The Employee who has reported the Suspected Irregularity and the person to whom he has reported shall keep such report confidential. No information shall be provided to third parties in or outside the company and its group companies without the consent of the chairman of the Board of Managing Directors.

Article 3 Duration general reporting procedure

- 3.1 Within four weeks from the date of his or her internal report, the Employee shall be informed in writing, by or on behalf of the chairman of the Board of Managing Directors, of the position of the Board of Managing Directors with regard to the Suspected Irregularity and the action taken or contemplated to be taken as a consequence of the Employee's report.
- 3.2 If no position can be given within four weeks, the Employee shall be notified thereof by or on behalf of the chairman of the Board of Managing Directors and be given an indication as to when he will be informed of the position of the Board of Managing Directors.

Article 4 Extraordinary reporting procedure

- 4.1 The Employee may report the Suspected Irregularity to the chairman of the Board of Supervisory Directors, if:
 - a. he or she disagrees with the position of the Board of Managing Directors referred to in article 3;
 - b. he or she has not been given a position of the Board of Managing Directors within the requisite period, as referred to in article 3.1 and 3.2;
 - c. the period as referred to in article 3.2 is, given all circumstances, unreasonably long and the Employee has objected against this to the chairman of the Board of Managing Directors, but the latter has not indicated a shorter, reasonable period;
 - d. the Suspected Irregularity concerns a Managing Director of the Company, or
 - e. an exception as referred to in article 4.2 applies.
- 4.2 An exception as referred to in article 4.1 e. applies if there is:
 - a. a situation in which the Employee has reasonable grounds to fear that an internal report would lead to countermeasures;
 - b. a previous, duly submitted, internal report about essentially the same irregularity, which has not removed the irregularity.
- 4.3 The chairman of the Board of Supervisory Directors shall on request make a written record of the report and of the date of its receipt and shall have the Employee

concerned sign the record for approval. The Employee shall receive a copy of the record.

- 4.4 The chairman of the Board of Supervisory Directors shall send a confirmation of receipt to the Employee who reported the Suspected Irregularity. If the Employee has previously reported the Suspected Irregularity, the confirmation shall refer to the original report.
- 4.5 Immediately after the Employee's report, the Board of Supervisory Directors shall start an investigation into the Suspected Irregularity, if such investigation is deemed necessary by the Board of Supervisory Directors.
- 4.6 The Employee who has reported the Suspected Irregularity and the person to whom he has reported shall keep such report confidential. No information shall be provided to third parties in or outside the Company and its group companies without the consent of the chairman of the Board of the Supervisory Directors.

Article 5 Duration extraordinary reporting procedure

- 5.1 Within four weeks from his internal report, the Employee shall be informed in writing, by or on behalf of the chairman of the Board of Supervisory Directors, of the position of the Board of Supervisory Directors with regard to the Suspected Irregularity and the action taken as a consequence of the Employee's report.
- 5.2 If no position can be given within four weeks, the Employee shall be notified thereof by or on behalf of the chairman of the Board of Supervisory Directors and be given an indication as to when he will be informed of the position of the Board of Supervisory Directors.

Article 6 Legal protection and counsel

- 6.1 The employment position of an Employee who has reported a Suspected Irregularity in accordance with these rules shall not be affected in any way as a result of the report.
- 6.2 The Employee involved can ask for advice, in confidence, with legal counsel, however, any costs in this respect incurred by the Employee shall not be borne by the Company and shall be for the Employee's own account.
