



CINEMAONE CORPORATE GOVERNANCE OVERVIEW

October 2018

Agenda

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A graphic design featuring the "IMAX" logo in large, blue, bold letters. Below the logo is a pair of black 3D glasses. The left lens shows a close-up of a green dinosaur's mouth with sharp teeth. The background is white with blue and green geometric shapes and text. The text includes "INSPIRADOR", "EXPERIENCIA", "ENVOLVENTE", "FANTASTICA", and "CINEMA MADE SPECIAL".

INSPIRADOR

EXPERIENCIA

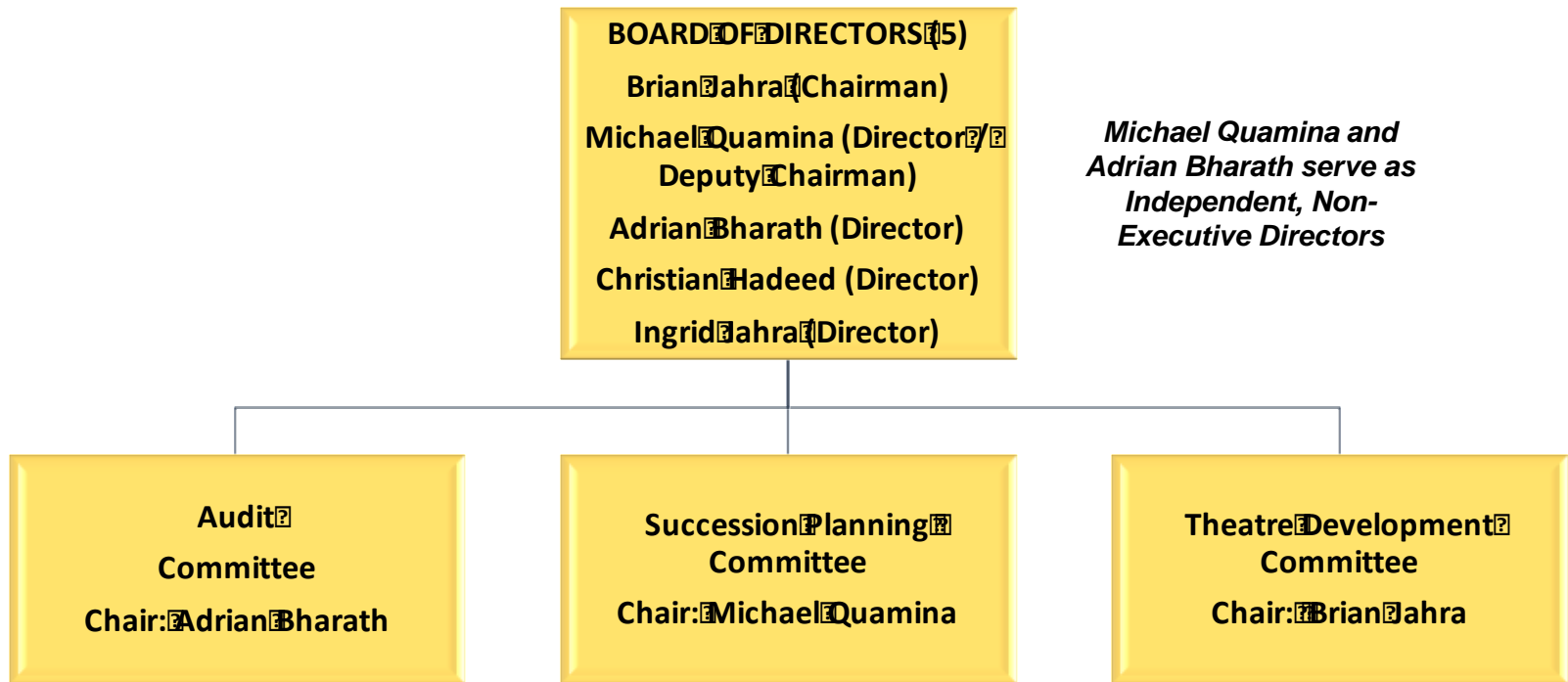
ENVOLVENTE

FANTASTICA

CINEMA MADE SPECIAL

CINEMA ONE
GEMSTONE
CINEMA MADE SPECIAL

CinemaONE Governance Structure



Summary of Identified Risks & Mitigation Strategies

IDENTIFIED INVESTOR GROUP RISKS	MITIGATION STRATEGY / ACTION PLAN	TIMETABLE
1. Death of Key Senior Executives	Key Man Insurance Policies to Cover Brian and Ingrid Jahra in the amount which matches projected 2020 profitability of \$16M , with each executive covered for \$8M , respectively	Nov. 1, 2018 (Prior to IPO Listing)
2. Other departure of Key Senior Executives	Succession / Nomination Committee to adopt a Succession Policy / Plan which is to be periodically reviewed and embellished	Plan presented at Oct Board Meeting and ratified in Nov. 2018

Summary of Identified Risks & Mitigation Strategies

IDENTIFIED INVESTOR GROUP RISKS

MITIGATION STRATEGY / ACTION PLAN

TIMETABLE

3. Protection of Minority Shareholder Rights (*tag along and drag along rights*)

Upon Successful Closing of CinemaONE's IPO and listing on the SME Stock Exchange, CINE1 and the Investor Group will be subject to minority shareholder protections codified in the Securities Industries TakeOver Bylaws, 2005.

Although already classified as a "Reporting Issuer" by the SEC, CINE1's planned SME Listing Date is November 21, 2018

4. InterCredit Agreements

Only FirstCaribbean International Bank (CIBC) maintains a charge over the fixed and floating assets of CinemaONE. The other debt is by way of shareholder loans, and is neither registered nor carries a specific charge over

Not Applicable

1. Key Man Insurance Plan

- OBJECTIVE:** To protect Cine1 against loss of the management skills and assets of Brian Jahra and Ingrid Jahra, and to support ongoing business continuity
- ACTION PLAN:** CINE1 has secured quotes for \$5M, \$8M and \$10M from Sagacor and Guardian Life and shall secure minimum combined initial coverage of \$16M, which represents Projected Year 2 Profitability in the IPO Prospectus (\$8M for each executive); *Policy to be reviewed annually by the Board of Directors to ensure adequacy and continued matching of future growth and the expansion of coverage*

1. Key Man Insurance Plan - Continued

COVERAGE: AT Key Person's time of death, the cash will be received immediately, free from income tax, and will be applied to:

- Stabilize the business and ensure continuity of operations
- Assure investors, creditors and consumers of business continuity
- Offset any potential profit deviation
- Hire and train a successor
- Retire pressing obligations, if needed
- Any way the Board determines may be useful to offsetting the loss of the key person

2. Succession Planning Committee

Background:

The Board of CinemaOne Limited (“The Company”) has an action plan for successful transition of key executives to ensure that investors do not suffer due to sudden or unplanned gaps in leadership. As the Company prepares for being listed on the SME Stock Exchange the plan will allow for an orderly succession for appointment to the Board of Directors and senior management.

The Company shall convene a Succession Planning Committee with the mandate to develop a succession plan for the Board and senior management

Accordingly, this succession plan (“Succession Plan”) for the appointment of the Directors on the Board and Key Managerial Personnel shall be **ratified at the Board Meeting scheduled in November 2018**

2. Succession Planning Committee - Continued

Objective:

- To identify and nominate suitable candidates for the Board's (including Nomination and Remuneration/Compensation Committee approval to fill the vacancies which arises in the Board for Public Interest Directors and or Shareholders' Directors from time to time
- To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives.
- To identify the key job incumbents in Senior Managerial positions and recommend whether the concerned individual be granted service extension or be replaced by internal or external suitable candidate
- To ensure the systematic and long-term development of individuals at the senior management level and to replace when the need arises due to deaths, disabilities, retirements, and other unexpected occurrences.

3. Key TTSEC Minority Shareholder Protections

As Enshrined in the Securities Industry Take Over Bylaws, 2005

- A “Take Over Bid” is defined as an offer to acquire thirty percent (30% or more) of the outstanding securities of a Public Company
- A Take Over Bid requires that a Bid Circular or other Circular be dispatched to all shareholders and that same disclose (inter alia), Name of Offeror, Valuation, Terms, Arrangements, and other extensive disclosures
- Take Over ByLaws require equal consideration for pre Take-Over Bid and post Take-Over Bid transactions for pricing and percentage of securities offered
- Take Over ByLaws Section 26 requires an acquirer of 90% of the Securities of any class to bid for 100%.

CINEMAONE
Digicel
IMAX GEMSTONE 4DX



First Citizens

THANK YOU