



**CHARTER OF THE NOMINATING AND CORPORATE  
GOVERNANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
LIONS GATE ENTERTAINMENT CORP.**

**I. INTRODUCTION**

The Board of Directors (the “Board”) of Lions Gate Entertainment Corp. (the “Company”) has established a Nominating and Corporate Governance Committee (the “Committee”) based on Canadian securities laws, rules, policies and instruments, as applicable, the Sarbanes-Oxley Act of 2002 and the New York Stock Exchange (“NYSE”). The Committee is a standing committee of the Board.

**II. PURPOSE**

The principal purpose of the Committee shall be to provide assistance to the Board in fulfilling its responsibility to shareholders, potential shareholders and the investment community by:

- A. Identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board,
- B. Considering and recommending to the Board the director nominees for each annual meeting of shareholders, the Board committees and the Chairpersons thereof,
- C. Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company,
- D. Overseeing the evaluation of the Board and management, and
- E. Taking such other actions within the scope of this charter (this “Charter”) as the Committee deems necessary or appropriate.

**III. COMPOSITION**

The Committee shall be comprised of three (3) or more directors. All members of the Committee will be, in the business judgment of the Board, “independent” under the independence requirements of the Sarbanes-Oxley Act of 2002, securities laws and regulations in Canada and the United States and the NYSE.

The members of the Committee shall be appointed by and serve at the discretion of the Board, upon the recommendation of the Committee, and shall serve until their successors are appointed. Committee members may be removed at any time by a majority vote of independent directors. Committee members will be elected annually for a term of one (1) year. Vacancies will be filled by a majority vote of independent directors, subject to such new committee members(s) satisfying the independence requirements established by laws and regulations in Canada and the United States. The Board, upon the recommendation of the Committee, shall designate one (1) member of the Committee as its Chairperson. Except as expressly provided in this Charter or the Articles of the Company, the Committee shall fix its own rules of procedure. In order to discharge its responsibilities, the Committee shall establish a schedule of meetings on an annual basis.

#### **IV. MEETINGS**

The Committee shall meet with such frequency, and at such times, as the Chairman of the Committee, or a majority of the Committee determines, and notice of such meetings shall be given to Committee members.

A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two (2) Committee members.

The agenda of each meeting will be prepared by the Chairperson and circulated to each member of the Committee prior to the meeting date.

At all meetings of the Committee, the presence of a majority of the members will constitute a quorum for the transaction of the business and the vote of a majority of the members present shall be the act of the Committee.

Members of the Committee may participate in a meeting of the Committee by conference telephone or similar communications equipment by means of which all people participating in the meeting can hear each other and participation in such a meeting will constitute presence in person at such a meeting.

Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, without prior notice and with a vote, if all of its members consent in writing to the action, and such writing is filed with the records of proceedings of the Committee.

Directors not on the Committee may attend meetings at their discretion. At the invitation of the Chairman, members of management and outside consultants shall attend Committee meetings.

#### **V. COMMITTEE RESPONSIBILITIES AND DUTIES**

The Committee shall have specified purpose, responsibilities and duties as are more particularly set forth below. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to and as required by changing business, legislative, regulatory, legal or other conditions. The following shall be the principal responsibilities of the Committee:

- A. The Committee shall evaluate the size and composition of the Board, develop criteria for Board membership, and evaluate the independence of existing and prospective directors.
- B. The Committee shall actively seek and evaluate qualified individuals to become new directors as needed. The Committee shall review and develop the Board's criteria for selecting new directors, including standards for director independence. The Committee shall establish procedures to solicit, review, and recommend to the Board, potential director nominees proposed by shareholders. The Committee shall recommend that the Board select the director nominees for the annual meeting of shareholders, as well as new directors to fill vacancies on the Board occurring between annual meetings of shareholders.
- C. With regard to diversity, the Company is committed to considering candidates for the Board regardless of gender, ethnicity and national origin. Any search firm retained to assist the Committee in seeking candidates for the Board will affirmatively be instructed to seek to include diverse candidates from traditional and nontraditional candidate groups.
- D. The Committee shall promptly review the suitability of each Board member for continued service when his or her term expires, when he or she retires or materially changes his or her job responsibility or business association or experiences other changed circumstances that could pose a conflict of interest, diminish his or her effectiveness as a Board member or otherwise be

detrimental to the Company, and when he or she fails to meet minimum attendance requirements.

- E. The Committee shall evaluate the nature, structure and operations (including the authority to delegate to subcommittees) of other Board committees. The Committee shall make recommendations to the Board as to qualifications of members of the Board's committees, each committee chair appointment, committee member appointment and removal, and committee reporting to the Board.
- F. The Committee shall take such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of the Board, management and each Board committee and make recommendations to the Board, as appropriate.
- G. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- H. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall publish this Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
- I. The Committee shall annually review its own performance. The Committee may report the results of its performance evaluation to the Board through an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.
- J. The Committee shall make recommendations and report to the Board and other Board committees with respect to nominating and corporate governance policies of the Company or any of the foregoing matters.
- K. The Committee shall oversee and review the Company's process for providing information to the Board, assessing the channels through which information is received, and the quality and timeliness of the information received.
- L. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board following the end of each fiscal year.
- M. The Committee shall develop with management and monitor the process of orienting new directors and continuing education for existing directors.
- N. The Committee shall perform any other activities consistent with this Charter, the Company's Articles and governing law as the Committee or the Board deems necessary or appropriate.
- O. The Committee shall require compliance with the Company's Code of Business Conduct and Ethics (the "Code") and review the adequacy and effectiveness of any procedures that may ensure proper compliance.
- P. The Committee shall monitor and make recommendations with respect to succession planning for the Company's Chief Executive Officer and other officers. The plan shall address both emergency CEO succession and CEO succession in the ordinary course of business.

- Q. The Committee shall review the Board's leadership structure in light of the specific characteristics of the Company and recommend any changes to the Board for approval, and discuss the effect on the Board's leadership structure of the Board's role in risk oversight of the Company.
- R. The Committee shall reconsider any shareholder proposal that was not supported by the Board but received approval of a majority of the votes cast at the relevant shareholders meeting (at which a quorum was present) and recommend any action to be taken with respect thereto. Such action may include a member of the Committee meeting with the shareholder proponent of such a proposal.
- S. The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance, the role of public company directors, as well as the Company's compliance with its Corporate Governance Guidelines and applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any action to be taken, as the Committee may deem appropriate.
- T. The Committee shall approve the disclosure with respect to the Committee, its operations and director independence required by the rules of the Securities and Exchange Commission and NYSE to be included in the Company's proxy statement.

## **VI. MINUTES**

The Committee will keep minutes of each meeting.

## **VII. SUBCOMMITTEES**

The Committee may form and delegate authority to subcommittees when appropriate, each subcommittee to consist of only independent directors. Subcommittees shall not have final decision-making authority on behalf of the Committee or the Board. Each subcommittee shall have its own published charter to the extent applicable and keep regular minutes of its meetings and report the same to the Committee or the Board as required.

## **VIII. RELIANCE; EXPERTS; COOPERATION**

- A. The Committee has the power, in its sole discretion, to retain at the Company's expense such independent counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties.
- B. In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors and outside advisors and experts, as it deems necessary or appropriate.
- C. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
- D. The Committee will have unrestricted access to the independent public accountants, the internal auditors internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or the Company's outside counsel or any other party or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.
- E. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.