

**NATIONAL CINEMEDIA, INC.**

**NOMINATING AND GOVERNANCE  
COMMITTEE CHARTER**

There will be a committee of the Board of Directors (the "Board") of National CineMedia, Inc. (the "Corporation") that will be called the Nominating and Governance Committee.

**1. Statement of Purpose**

The purposes of the Nominating and Governance Committee are (a) to identify individuals qualified to become Board members, and to recommend that the Board select the director nominees for the next annual meeting of stockholders; (b) to oversee the evaluation of management of the Corporation and the Board; (c) to develop and maintain the Corporation's corporate governance policies and procedures and recommend to the Board such changes as it may deem appropriate; and (d) to address any related matters required by the federal securities laws.

**2. Committee Membership**

The Nominating and Governance Committee will consist of four members, each of whom shall meet the independence requirements of the Marketplace Rules for Listed Issuers of The NASDAQ Stock Market LLC ("Nasdaq") and all other applicable laws, rules and regulations governing director independence. The members of the Nominating and Governance Committee will be appointed annually, and may from time to time be removed, by the Board. The Board may designate a chairperson from among the members of the Committee or, if no such designation is made, a chairperson may be selected by the affirmative vote of the majority of the Committee members.

The Committee shall meet as frequently as is necessary to fulfill its duties and responsibilities, but not less frequently than twice each year.

**3. Functions and Responsibilities**

The following functions and responsibilities shall be the ordinary recurring activities of the Committee in carrying out its responsibilities outlined in the Statement of Purpose above. These functions and responsibilities should serve as a guide, with the understanding that the Committee may carry out additional functions or responsibilities and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the Statement of Purpose.

The Committee shall:

- (a) Review and assess the adequacy of the Corporation's policies and practices on corporate governance including the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
- (b) Review and assess the adequacy of the Corporation's Business Code of Conduct and Ethics and other internal policies and guidelines.
- (c) Review requests for any waiver of the Corporation's Business Code of Conduct and Ethics and recommend to the Board whether a particular waiver should be granted.
- (d) Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
- (e) Develop appropriate criteria and make recommendations to the Board regarding the independence of directors and nominees.
- (f) Recommend to the Board the number, identity and responsibilities of Board committees and the Chair and members of each committee.
- (g) Review the adequacy of the charters adopted by each committee of the Board, and recommend changes as necessary.
- (h) Assist the Board in developing qualification criteria for selecting director candidates.
- (i) Recommend to the Board the slate of nominees for election to the Board at the Corporation's annual meeting of stockholders.
- (j) As the need to fill vacancies arises, actively seek individuals qualified to become Board members for recommendation to the Board.
- (k) Consider nominations for Board membership recommended by security holders.
- (l) Periodically review and recommend to the Board the compensation structure for non-employee directors for Board and committee service.
- (m) Develop, subject to approval by the Board, a process for the annual evaluation of the Board and its committees and oversee the conduct of this evaluation.
- (n) Report annually to the Board with an assessment of the Board's performance.
- (o) Conduct an annual review of the Board's committees' performance and report the results to the Board.
- (p) Review adherence by directors to corporate guidelines regarding transactions with the Corporation.

- (q) Monitor the orientation and continuing education programs for directors.
- (r) Regularly report to the Board on the Committee's activities.
- (s) Oversee the evaluation of management of the Corporation and make recommendations to the Board as appropriate.
- (t) Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
- (u) Assist management in the preparation of disclosure in the Corporation's annual proxy statement regarding director independence and the operations of the Committee.

In the performance of the Committee's functions and responsibilities, the Committee may obtain advice and assistance, as needed, from internal or external legal counsel, accounting firms, search firms or other advisors, with the sole authority to retain, terminate and negotiate the terms and conditions, including approval of fees payable to and expenses of such counsel, firms or advisors.

The Committee is also authorized to delegate responsibility to subcommittees of the Committee as necessary or appropriate, provided, however, that any such subcommittees shall meet all applicable independence requirements and that the Committee shall not delegate to persons other than independent directors any functions that are required – under applicable law, regulation or Nasdaq rule – to be performed by independent directors.

**APPROVED** by the Board this 24<sup>th</sup> day of January, 2018.