

NATIONAL CINEMEDIA, INC.**COMPENSATION AND LEADERSHIP 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 Compensation and Leadership Committee (the “Committee”).

I. Statement of Purpose

The purposes of the Committee are (a) to assist the Board in discharging its responsibilities relating to compensation of the Corporation’s executive officers, (b) to administer the Corporation’s equity incentive plans (other than any such plan applicable only to non-employee directors), (c) to have overall responsibility for evaluating and approving all compensation plans, policies and programs of the Corporation that affect the executive officers of the Corporation and (d) assist management with the Corporation’s executive succession planning process (collectively, the “Compensation Determinations”).

II. Committee Membership

The Committee will consist of at least three members, each of whom shall meet the independence requirements of the rules of the Nasdaq Stock Market (“Nasdaq”) and all other applicable laws, rules and regulations governing director independence. Each member of the Committee must qualify as a non-employee director for purposes of Rule 16b-3 (“Rule 16b-3”) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The members of the Committee will be appointed annually, and may from time to time be removed with or without cause, by the Board. The Board will take into account any recommendations of the Nominating and Corporate Governance Committee in making such appointments. 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.

I. Functions and Responsibilities

In furtherance of the purposes set forth above, the Committee will perform the functions and responsibilities enumerated herein as appropriate and will have all the powers of the Board necessary or desirable to perform such functions and responsibilities as may be delegated to a committee of the Board under Delaware law. The Compensation Determinations shall be made by the Committee, subject to consultation with, and ratification and approval by, the Board unless by doing so either the Corporation or National CineMedia, LLC (“NCM LLC”), or both, would not be eligible for the benefits afforded by Rule 16b-3.

Notwithstanding the enumeration of specific functions and responsibilities herein, the Board believes that the Committee policies and procedures should remain flexible to facilitate the ability of the Board to respond to changing circumstances and conditions in fulfilling its

responsibilities to the Corporation and its stockholders.

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. 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.

1. Compensation and Incentive Plans

a. Review and approve annually the corporate goals and objectives relevant to the compensation of the Chief Executive Officer (the “CEO”), evaluate annually the performance of the CEO in light of those goals and objectives and determine and approve the CEO’s compensation level based on that evaluation, as well as the short-term and long-term performance of the Corporation. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

b. Review and approve the compensation of all other executive officers.

c. Review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans of the Corporation, and administer such plans, with authority to make and modify grants under, and to approve or disapprove participation in, such plans.

d. Review the Corporation’s and NCM LLC’s compensation policies and practices to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, assess whether such compensation policies, and practices and programs could lead to excessive risk-taking behavior that would be reasonably likely to have a material adverse effect on the Company, and, if determined to be necessary or advisable, evaluate compensation policies and practices that could mitigate any such risk.

e. Make regular reports to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee shall also annually review the performance of the Committee and, at least annually, assess the adequacy of the Compensation and Leadership Committee Charter and recommend changes as needed to the Board for approval.

f. Review and approve employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits.

2. Compliance and Governance

a. Review and discuss the Compensation Discussion and Analysis (the “CD&A”) with management, and based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the annual proxy statement and Form 10-K for the Corporation. Additionally, the Committee shall produce the annual Committee Report for inclusion in the annual proxy statement and Form 10-K for the Corporation.

b. Review executive officer compensation for compliance with Section 16 of the Exchange Act, as amended from time to time, and any other applicable laws, rules and regulations.

c. Annually report to the Board on share usage, dilution and annual proxy statement disclosures.

d. Oversee the Corporation's compliance with Securities and Exchange Commission rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, stockholders approve equity compensation plans.

e. Review and approve the implementation of, or revision to, any clawback policy allowing the Company to recoup compensation paid to the Company employees and administer and enforce any clawback policy consistent with the terms of the policy.

3. Talent Management

a. In consultation with the CEO, review the talent development process within the Corporation periodically to ensure that the process is effectively managed.

b. In consultation with the Board and the CEO, either the Committee as a whole or a subcommittee thereof shall, as part of its executive succession planning process, evaluate and nominate potential successors to the CEO and other executive officers and key employees if and as necessary.

II. **Outside Advisors**

In the performance of the functions and responsibilities of the Committee, the Committee may obtain advice and assistance, as needed, from internal or external legal counsel, consulting firms, or other advisors with the sole authority to retain, terminate and negotiate the terms and conditions of retention, including approval of fees payable to and expenses of such counsel, firms or advisors. The Committee may select an advisor only after taking into consideration all factors relevant to that advisor's independence from members of the Committee and management, including the factors set forth in Nasdaq Listing Rule 5605(d)(3). However, the Committee may retain, or receive advice from, any compensation advisor the Committee prefers, including ones that are not independent, after considering the specified factors. The Committee shall not be required to implement or act consistently with the advice or recommendations of a compensation consultant, legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Corporation will provide to the Committee appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any external legal counsel, consulting firms, or other advisors and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its functions and responsibilities.

III. **Delegation of Duties**

The Committee is authorized to form and delegate responsibility to subcommittees of the Committee as it deems 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 on February 1, 2024.