

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

NATIONAL CINEMEDIA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11



Your **Vote** Counts!

NATIONAL CINEMEDIA, INC.
2022 Annual Meeting
Vote by May 03, 2022
11:59 PM ET



Hextone, Inc.
P.O. Box 9142
Farmingdale, NY 11735

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717

1 OF 2
322,224
148,294

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FLASHID-JOB#

You invested in NATIONAL CINEMEDIA, INC. and it's time to vote!
You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 04, 2022.**

Get informed before you vote

View the Notice & Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 20, 2022. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxymaterial.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #



Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 04, 2022
9:00 AM EDT

Hogan Lovells US LLP
390 Madison Avenue
New York, NY 10017

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

NATIONAL CINEMEDIA, INC.
2022 Annual Meeting
Vote by May 03, 2022
11:59 PM ET

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1A Mark B. Segall	✔ For
1B David E. Glazek	✔ For
1C Lawrence A. Goodman	✔ For
1D Kurt C. Hall	✔ For
1E Juliana F. Hill	✔ For
1F Thomas F. Lesinski	✔ For
1G Donna Reisman	✔ For
1H Renana Teperberg	✔ For
1I Mark Zoradi	✔ For
2 To approve, on an advisory basis, our executive compensation.	✔ For
3 To adopt the Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to increase the number of authorized shares.	✔ For
4 To approve an increase in the number of shares available under the 2020 Omnibus Incentive Plan.	✔ For
5 To ratify the appointment of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 29, 2022.	✔ For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**



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ENDORSEMENT_LINE _____ SACKPACK _____
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MR A SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6



C 1234567890



Online



Go to www.envisionreports.com/NCMI or scan the QR code – login details are located in the shaded bar below.



Votes submitted electronically must be received by 1:00 a.m., (Mountain Time), on May 4, 2022.

Stockholder Meeting Notice

1234 5678 9012 345

Important Notice Regarding the Availability of Proxy Materials for the National CineMedia, Inc. Stockholder Meeting to be held on May 4, 2022

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The 2022 Proxy Statement and Annual Report for the fiscal year ended December 30, 2021 to stockholders are available at:

www.envisionreports.com/NCMI



Easy Online Access – View your proxy materials and vote.

- Step 1:** Go to www.envisionreports.com/NCMI.
- Step 2:** Click on **Cast Your Vote or Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before April 24, 2022 to facilitate timely delivery.



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C O Y



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Stockholder Meeting Notice

You are cordially invited to attend the Annual Meeting of Stockholders of National CineMedia, Inc., which will be held at Hogan Lovells US LLP, 390 Madison Avenue, New York, NY 10017 on May 4, 2022 at 9:00 a.m., Eastern Standard Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommend a vote **FOR** all the nominees listed and **FOR** Proposals 2, 3, 4 and 5:

1. Election of Directors:

Nominees: 01 - Mark B. Segall	02 - David E. Glazek	03 - Lawrence A. Goodman
04 - Kurt C. Hall	05 - Juliana F. Hill	06 - Thomas F. Lesinski
07 - Donna Reisman	08 - Renana Teperberg	09 - Mark Zoradi
2. To approve, on an advisory basis, our executive compensation;
3. To adopt the Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to increase the number of authorized shares
4. To approve an increase in the number of shares available under the 2020 Omnibus Incentive Plan
5. To ratify the appointment of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 29, 2022

In their discretion, the named proxies are authorized to vote upon such other matters as may properly come before the meeting.

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** – Go to www.envisionreports.com/NCMI. Click Cast Your Vote or Request Materials.
- **Phone** – Call us free of charge at 1-866-641-4276.
- **Email** – Send an email to investorvote@computershare.com with "Proxy Materials National CineMedia, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by April 24, 2022.