



**CHARTER OF THE COMPENSATION COMMITTEE  
OF  
THE BOARD OF DIRECTORS  
OF  
LIONS GATE ENTERTAINMENT CORP.**

- 1. Introduction.** The Board of Directors (the “Board”) of Lions Gate Entertainment Corp. (the “Company”) has established a Compensation 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.
- 2. Purpose.** The purpose of the Committee is to:

  - Assist the Board in its oversight of the Company’s compensation policies, plans and programs and overall compensation philosophy;
  - Review and approve (or recommend to the Board for approval) the compensation to be paid to the Company’s Chief Executive Officer, other executive officers and other members of senior management (in the Committee’s discretion), and the Company’s directors; and
  - Administer the Company’s incentive compensation plans, to the extent provided for thereunder, equity-based plans and such other benefit plans as designated from time to time by the Board, in each case in accordance with the terms of such plans.
- 3. Membership.** The Committee will be comprised of three (3) or more directors. All members of the Committee will, as determined in the business judgment of the Board, qualify as (a) “independent” under the independence requirements of the NYSE and shall satisfy such additional eligibility requirements for membership on the Committee as may be required from time to time by the rules of the NYSE, and (b) non-employee directors under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “1934 Act”). The Board, upon the recommendation of the Company’s Nominating and Corporate Governance Committee, will appoint the members of the Committee who 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 appointed annually for terms of one (1) year. Vacancies will be filled by majority vote of independent directors, subject to such new committee member(s) satisfying the independence requirements established by the laws and regulations in Canada and the United States. The Board, upon the recommendation of the Nominating and Corporate Governance Committee, will appoint the Chair of the Committee.
- 4. Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Company’s charter documents:

  - (a) Compensation Policies.** Review, evaluate and make recommendations to the Board with respect to the management’s proposals regarding the Company’s overall compensation policies and practices and oversee the development and implementation of such policies and practices. The scope of the Committee’s review and evaluation shall include, but not be limited to, consideration of whether the policies and practices encourage excessive risk.
  - (b) Chief Executive Officer (the “CEO”) and Vice Chairman Compensation and Goals.** Review and approve corporate goals and objectives relevant to the CEO’s and the Vice Chairman’s

compensation, evaluate the CEO's and the Vice Chairman's performance in light of those goals and objectives, and approve the CEO's and the Vice Chairman's compensation level (including, but not limited to, salary, long and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, change in control or other severance plans, as the Committee deems appropriate) based on this evaluation. In determining the long-term incentive component of the CEO's and Vice Chairman's compensation, the Committee will consider individual and corporate performance and competitive, economic and other factors deemed relevant by the Committee, including relative shareholder return, the value of similar incentive awards to CEOs and Vice Chairmen at comparable companies, and the awards given to the CEO and the Vice Chairman in past years. The CEO and Vice Chairman shall not be present during voting or deliberations on their respective compensation.

- (c) **Executive Officers and Other Employees.** In consultation with the CEO, consider and approve the selection, retention and remuneration arrangements for other executive officers and employees with compensation arrangements that meet the requirements for Committee review, and establish, review and approve compensation plans in which such executive officers and employees are eligible to participate. Such remuneration arrangements can include long- and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, change in control or other severance plans, as the Committee deems appropriate.
- (d) **Incentive Compensation Plans.** Make recommendations to the Board with respect to the Company's adoption, amendment or termination, as appropriate, of incentive-compensation plans and equity-based compensation plans, recommend, when required, the approval of such plans by the Company's shareholders and administer such plans, establish guidelines, interpret plan documents, select participants, and approve award grants thereunder to eligible persons (other than grants to members of the Board who are not otherwise employed with the Company or any of its subsidiaries, any of which grants shall be determined by the Board) and exercise such other power or authority as may be permitted or required under such plans. Meet periodically to discuss and review the relationship between the Company's risk management policies and practices and the incentive-compensation and equity-based plans applicable to executive officers and other employees. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law.
- (e) **Overall Review of other Plans.** Except as otherwise determined by the Board, review, adopt, amend and terminate, as appropriate the other compensation plans of the Company in light of Company and plan objectives, needs, and current benefit levels, including any pension and profit-sharing plans, incentive plans, deferred compensation plans and similar programs, including perquisites pertaining to executive officer, such as the Committee deems appropriate or as otherwise required under such plans. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards and exercise such other power or authority as may be permitted or required under such plans. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law.
- (f) **Board.** Review and make recommendations to the Board with respect to the compensation for the non-management directors and Committee members.

- (g) **CD&A and Compensation Committee Report.** Review and discuss with management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s Annual Report on Form 10-K (the “Form 10-K”) or proxy statement and determine whether to recommend to the Board that the CD&A be included in the Form 10-K or proxy statement. Produce a Compensation Committee report for inclusion in the Form 10-K or proxy statement, as required pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”).
- (h) **Annual Self-Evaluation.** Annually evaluate the Committee’s own performance.
- (i) **Review and Publication of Charter.** Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. Publish this charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
- (j) **Other Actions.** Perform any other activities consistent with this charter, the Company’s charter documents and governing law as the Committee or the Board deems necessary or appropriate.
- (k) **Recommendations; Reports.** Make recommendations and report to the Board and other Board committees with respect to the compensation policies and practices of the Company or any of the foregoing matters. The Committee’s review may include, to the extent the Committee deems appropriate and without limiting other factors the Committee may consider relevant in the circumstances, the results of say-on-pay advisory votes by the Company’s shareholders.
- (l) **Compensation Clawback Policy and Stock Ownership Guidelines.** Periodically review and approve any compensation clawback policy or stock ownership guidelines of the Company, or any amendment thereto, that is applicable to the Company’s executive officers as a group or individually.

The foregoing does not limit any authority conferred on the Committee pursuant to the terms of any compensation or benefit plan or, to the extent the Committee is the administrator of any compensation or benefit plan, as the administrator of such plan in accordance with the terms of the plan.

5. **Possible Recusal.** If any member of the Committee (a) is required to recuse himself or herself with respect to any matter that might otherwise be properly acted upon by the Committee, whether by reason of applicable law or the Company’s charter documents and policies or otherwise, (b) after consultation with counsel for the Company, determines that it is in the best interests of the Company for the director to recuse himself or herself from any such matter whether to facilitate reliance on an exemption from short swing profit liability under Rule 16b-3 under the 1934 Act or otherwise, or (c) deems it appropriate in his or her judgment to recuse himself or herself with respect to any such matter; then such matter will be referred to the remaining members of the Committee for disposition.
6. **Meetings.** The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. 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 prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's charter documents applicable to meetings of the Board will govern meetings of the Committee.

7. **Minutes.** Minutes of each meeting will be kept with the regular corporate records.
8. **Miscellaneous.** 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 (which may include electronic consent) 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. Notwithstanding the foregoing, the Committee may, as it deems appropriate in order to carry out its responsibilities, exclude from its meetings any persons, including but not limited to, any non-employee director who is not a member of the Committee.
9. **Subcommittees.** The Committee has the power to appoint subcommittees, each subcommittee to consist of one or more members of the Committee who are independent directors, but no subcommittee will have any final decision making authority on behalf of the Board, unless the Board so authorizes. 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.
10. **Reliance; Experts; Cooperation.**
  - 10.1 **Retention of Compensation Consultant, Independent Legal Counsel and Advisors.** The Committee may, in its sole discretion after considering such independence factors as may be required by the NYSE rules or applicable SEC rules, retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor as it determines necessary or appropriate to assist in the full performance of its functions, including the sole authority to retain and terminate compensation consultants to assist in the evaluation of director, CEO or other senior executive compensation. The Committee may select, or receive advice from, a compensation consultant, legal counsel (other than in-house legal counsel), or other adviser only after taking into consideration the independence factors prescribed by NYSE rules. However, nothing in this provision requires that any such advisors be independent. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee, including sole authority to approve the consultant's, legal counsel's or advisor's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other advisor retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any advisor or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

**10.2 Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

**10.3 Investigations.** 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.

**9.4 Participation of Employees and Outside Experts.** 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 request any officer or employee of the Company or the Company's outside counsel or any other party or independent public accountants to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.