



**RELATED PERSON TRANSACTION POLICY
OF
LIONS GATE ENTERTAINMENT CORP.**

The Code of Business Conduct and Ethics of Lions Gate Entertainment Corp. (the “**Company**”) provides that employees, officers and directors of the Company, including all divisions and subsidiaries must avoid any private interest that influences such person’s ability to act in the interests of the Company or that makes it difficult for such person to perform his or her work objectively and effectively.

The Board of Directors of the Company (the “**Board**”) recognizes that Related Person Transactions (as defined below) present a heightened risk of actual or potential conflicts of interest. In addition, under applicable Securities and Exchange Commission (the “**SEC**”) and Canadian Securities Administrators (“**CSA**”) rules, the Company is required to disclose related person transactions as defined in the SEC and CSA rules. Accordingly, the Board has adopted this Related Person Transaction Policy (this “**Policy**”) to set forth the policies and procedures for the review and approval or ratification of Related Person Transactions (as defined below).

1. Definitions

For the purposes of this Policy, a “Related Person” is:

- a) any person who is or was an executive officer (as defined under Rule 3b-7 of the Securities Act of 1934, as amended), director, or director nominee of the Company at any time since the beginning of the Company’s last fiscal year; or
- b) a person who is or was an Immediate Family Member of an executive officer, director, or director nominee at any time since the beginning of the Company’s last fiscal year; or
- c) any person who, at the time of the occurrence or existence of the transaction, is known to be the beneficial owner of more than 5% of any class of the Company’s voting securities (i.e., the Company’s Class A voting shares) (a “**Significant Shareholder**”); or
- d) any person who, at the time of the occurrence or existence of the transaction, is an Immediate Family Member of a Significant Shareholder of the Company; or
- e) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position, or in which all the Related Persons, in the aggregate, have a 10% or greater beneficial ownership interest.

An “**Immediate Family Member**” of a person is any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, or any other person sharing the household of such person, other than a tenant or an employee.

A “**Related Person Transaction**” is any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in which the Company was, is or will be a participant, the amount involved exceeds \$120,000, and a Related Person had, has or will have a direct or indirect material interest. Except as otherwise set forth in this Policy, “Related Person Transaction” specifically includes, without limitation, purchases of goods or services by or from the Related Person or entities in which the Related Person has a material interest, indebtedness, guarantees of indebtedness, and employment by the Company of a Related Person. Contributions to any charitable organization in which a Related Person has a material interest constitute a “transaction, arrangement or relationship” for purposes of this Policy.

2. Policies and Procedures for Review, Approval or Ratification of Related Person Transactions

Any Related Person Transaction proposed to be entered into by the Company must be reported by any Related Person, director, officer or employee of the Company who knows of the transaction to the Company's General Counsel at the earliest practicable time, and shall be reviewed and approved by the Audit & Risk Committee of the Board (the "**Committee**") in accordance with the terms of this Policy, prior to the effectiveness or consummation of the transaction, or, if it is not practicable for the Company to wait for the entire Committee to consider the matter, the Committee Chair (who will possess delegated authority to act between Committee meetings). In the event the Company's Chief Executive Officer, Chief Financial Officer or General Counsel becomes aware of a Related Person Transaction that was not previously approved or ratified under this Policy, such person shall promptly notify the Committee Chair, and the Committee or, if it is not practicable or desirable for the Company to wait for the entire Committee to consider the matter, the Committee Chair shall consider whether the Related Person Transaction should be ratified or rescinded or other action should be taken. The Committee Chair shall report to the Committee at the next Committee meeting any actions taken under this Policy pursuant to the above delegated authority. If the Committee becomes aware of any transaction that potentially could be a Related Person Transaction and involves a Significant Shareholder, then the Company will attempt to collect the information regarding the transaction that is required in order to assess whether the transaction is a Related Person Transaction.

In addition, any Related Person Transaction previously approved by the Committee or otherwise already existing that is ongoing in nature, the terms of which have materially changed, shall be reviewed by the Committee to ensure that such Related Person Transaction has been conducted in accordance with the previous approval granted by the Committee, if any, and that all required disclosures regarding the Related Person Transaction are made.

No member of the Committee shall participate in any consideration of a Related Person Transaction with respect to which such member or any of his or her Immediate Family Members is a Related Person, except that such member shall be counted for purposes of a quorum and shall provide such information with respect to the transaction as may be reasonably requested by other members of the Committee.

Transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee in the manner specified in the charter of the Compensation Committee and do not need to be approved by the Committee under this Policy.

Directors, officers and employees should consult with the General Counsel as to any questions regarding whether a particular transaction constitutes a Related Person Transaction.

3. Standards for Review, Approval or Ratification of Related Person Transactions

A Related Person Transaction reviewed under this Policy will be considered approved or ratified if it is authorized by the Committee or the Committee Chair, as applicable, in accordance with the standards set forth in this Policy after full disclosure of the Related Person's interests in the transaction. As appropriate for the circumstances, the Committee or the Committee Chair, as applicable, shall review and consider:

- the nature of the Related Person's interest in the Related Person Transaction;
- the approximate dollar value of the amount involved in the Related Person Transaction;

- the approximate dollar value of the amount of the Related Person’s interest in the transaction without regard to the amount of any profit or loss;
- whether the transaction was or will be undertaken in the ordinary course of business of the Company;
- whether the transaction with the Related Person is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Company of, the transaction;
- in the event the Related Person is a director, an Immediate Family Member of a director or an entity in which a director is a partner, stockholder or executive officer, the impact of the transaction on a director’s independence;
- the availability of other sources for comparable products or services;
- whether it is a single transaction or a series of ongoing, related transactions;
- whether entering into the transaction would be consistent with the Company’s Code of Business Conduct and Ethics; and
- any other information regarding the Related Person Transaction or the Related Person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Committee will review all relevant information available to it about the Related Person Transaction. The Committee, or the Committee Chair, as applicable, may approve or ratify the Related Person Transaction only if the Committee, or the Committee Chair, as applicable, determines in good faith that, under all of the circumstances, the transaction is fair as to the Company. The Committee may, in its sole discretion, impose such conditions as it deems appropriate on the Company or the Related Person in connection with approval of the Related Person Transaction.

The review, approval or ratification of a transaction, arrangement or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement or relationship is required to be disclosed under Item 404(a) of Regulation S-K.

4. Standing Pre-Approval for Certain Transactions

The Committee has reviewed the types of Related Person Transactions described below and determined that each of the following Related Person Transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$120,000.

- a) Executive compensation. Any compensation paid to an executive officer of the Company if:
 - i. the person is a “named executive officer” (as defined under SEC rules) and the compensation to the person will be reported in the Company’s Annual Report on Form 10-K or its proxy statement; or
 - ii. (A) the person is an executive officer but is not a “named executive officer” (as defined under SEC rules), (B) the person is not an Immediate Family Member of a Related Party, (C) the Compensation Committee of the Board approved (or recommended that the Board approve) the compensation paid to the person, and (D) the compensation to the person would be reported in the Company’s Annual Report on Form 10-K or its proxy statement if the executive officer was a “named executive officer.”

- b) Director compensation. Any compensation paid to a director of the Company if the compensation is required to be reported in the Company's Annual Report on Form 10-K or its proxy statement under the SEC's compensation disclosure requirements.
- c) Transactions where all stockholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of the Company's common shares (which can be either through ownership of Class A voting shares, Class B non-voting shares or Class A voting shares and Class B non-voting shares on a combined basis) and all holders of the common shares received the same benefit on a pro rata basis (e.g., dividends).
- d) Transactions involving competitive bids. Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.
- e) Regulated transactions. Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- f) Certain banking-related services. Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- g) Indemnification and advancement of expenses. Payments for indemnification and advancement of expenses made pursuant to the Company's organizational documents or pursuant to any agreement or instrument.
- h) Other. Other categories of transactions that may be identified by the Committee from time to time as having no significant potential for an actual, or the appearance of a, conflict of interest or improper benefit to a Related Person.

5. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the SEC, as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy shall be disclosed in the Company's Annual Report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.