



**LIONS GATE ENTERTAINMENT CORP.
STANDARDS FOR DIRECTOR INDEPENDENCE**

It is the policy of the Board of Directors (the "Board") of Lions Gate Entertainment Corp. (the "Company") that a majority of directors be independent of the Company and of the Company's management. For a director to be deemed "independent," the Board shall affirmatively determine that the director has no material relationship with the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) or its affiliates or any member of the senior management of the Company or his or her affiliates. In making this determination, the Board shall apply, at a minimum and in addition to any other standards for independence established under applicable statutes and regulations, including the independence requirements set forth by the New York Stock Exchange Listing Standards, the following standards, which it may amend or supplement from time to time whether:

- A director who is, or has been, within the last three (3) years, an employee of the Company, or whose Immediate Family Member is, or has been within the last three (3) years an Executive Officer, of the Company must not be deemed independent. Employment as an interim Chairman or Chief Executive Officer or other Executive Officer will not disqualify a director from being considered independent following that employment.
- A director who has received, or who has an Immediate Family Member who has received, during any twelve-month period within the last three (3) years, more than \$120,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), must not be deemed independent. Compensation received by a director for former service as an interim Chairman or Chief Executive Officer or other Executive Officer and compensation received by an Immediate Family Member for service as an employee of the Company (other than an Executive Officer) will not be considered in determining independence under this test.
- (A) A director who is a current partner or employee of a firm that is the Company's internal or external auditor; (B) a director who has an Immediate Family Member who is a current partner of such a firm; (C) a director who has an Immediate Family Member who is a current employee of such a firm and personally works on the Company's audit; or (D) a director who was, or whose Immediate Family Member was, within the last three (3) years a partner or employee of such a firm and personally worked on the Company's audit within that time must not be deemed independent.
- A director who is, or whose Immediate Family Member is, or has been within the last three (3) years, employed as an Executive Officer of another company where any of the Company's present Executive Officers at the time serves or served on that company's compensation committee must not be deemed independent.
- A director who is a current employee, or whose Immediate Family Member is a current Executive Officer, of an entity that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the greater of \$1 million or 2% of such other entity's consolidated gross revenues, must not be deemed independent. In applying this test, both the payments and the consolidated gross

revenues shall be those reported in the last completed fiscal year of such other entity. Contributions to tax exempt organizations shall not be considered payments for purposes of this test, provided however that the Company shall disclose either on or through its website or in its annual proxy statement that any such contributions made by the Company to any tax exempt organization in which any independent director serves as an executive officer if, within the preceding three (3) years, contributions in any single fiscal year from the Company to the organization exceeded the greater of \$1 million, or 2% of such tax-exempt organization's consolidated gross revenues. If this disclosure is made on or through the Company's website, the Company must disclose that fact in its annual proxy statement, and provide the website address. The Company's board should consider the materiality of any such relationship in determining director independence.

For purposes of these Guidelines, the terms:

- "Executive Officer" means an "officer" within the meaning of Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.
- "Immediate Family Member" means spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than employees) sharing a person's home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation.
- "Company" means Lions Gate Entertainment Corp. or any parent or subsidiary in a consolidated group with Lions Gate Entertainment Corp.

The Board shall undertake an annual review of the independence of all non-employee directors. In advance of the meeting at which this review occurs, each non-employee director shall be asked to provide the Board with full information regarding the director's business and other relationships with the Company and its affiliates and with senior management and their affiliates to enable the Board to evaluate the director's independence.

Directors have an affirmative obligation to inform the Nominating and Corporate Governance Committee of any material changes in their circumstances or relationships that may impact their designation by the Board as "independent." This obligation includes all business, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships between, on the one hand directors or members of their immediate family, and, on the other hand, the Company and its affiliates or members of senior management and their affiliates, whether or not such relationships are subject to the approval requirement set forth in the following provision.