

**FIRST AMENDMENT TO
AMENDED AND RESTATED CHARTER
OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF CINEMARK HOLDINGS, INC.**

I. PURPOSES

The Compensation Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Cinemark Holdings, Inc. (the “*Company*”) for the purpose of discharging the Board’s responsibilities relating to the compensation of the Company’s chief executive officer (the “*CEO*”), executive officers other than the CEO and such senior officers it deems appropriate. Through this Amended and Restated Charter of the Committee, the Board delegates certain responsibilities to the Committee to assist the Board in fulfilling the Board’s responsibilities to the Company and its stockholders.

II. RESPONSIBILITIES

In addition to such other duties as the Board may from time to time assign, the Committee shall:

Compensation Strategy, Implementation and Oversight Responsibilities

- conduct a periodic review and recommend to the Board for approval the Company’s general compensation philosophy and objectives;
- establish certain business criteria and performance targets relevant to compensation, including equity and incentive bonus plans, for the CEO and other non-CEO executive officers and evaluating their performance against such business criteria and performance targets;
- review and approve the Company’s goals and objectives relevant to the compensation of the CEO, the non-CEO executive officers and other senior executive officers it deems appropriate, annually evaluate their respective performances in light of those goals and objectives and based on this evaluation determine the compensation levels, including salary, bonus, incentive compensation and equity compensation. In determining the long-term incentive component of their compensation, the Committee may consider, among other factors, the Company’s performance and relative stockholder return, the value of similar incentive awards to executives with similar positions at comparable companies, and the awards given to such executives in past years;
- identify, in consultation with the management of the Company, those individuals who are “covered employees” under Section 162(m) of the Internal Revenue Code or officers and directors under Section 16(b) of the Exchange Act (collectively “*Section 162(m) Executives*”);

- review and approve all employment agreements, severance arrangements, change in control provisions and agreements and any special supplemental benefits applicable to Section 162(m) Executives and other executive officers;
- review and recommend to the Board any changes with respect to incentive compensation and equity-based plans and any modifications of such plans;
- administer and monitor compliance with the rules and guidelines of the Company's equity-based compensation plans, including the grant of stock options and other equity awards under such plans;
- subject to the terms of any existing employment agreements, administer any incentive compensation and bonus plans that cover Section 162(m) Executives, including to set performance criteria, performance targets and the amount of performance based bonuses, to approve bonus awards to Section 162(m) Executives and to other eligible executive and senior officers, and to certify the attainment of any such performance targets and approve the payment of bonuses pursuant to the awards and the terms of the plans; and
- recommend to the Board compensation policies for non-management directors.

Compensation Disclosure Responsibilities

- review and discuss with management the disclosures made in the Compensation Discussion and Analysis (“CD&A”) prior to the filing of the Company's annual report on Form 10-K and proxy statement for the annual meeting of stockholders, and recommend to the Board to include the CD&A in the annual report on Form 10-K and proxy statement; and
- prepare an annual compensation committee report for inclusion in the Company's proxy statement for the annual meeting of stockholders in accordance with the applicable rules of the Securities and Exchange Commission.

Compensation Consultant and Adviser Responsibilities

- in its sole discretion, retain or obtain the advice of any compensation consultant, independent legal counsel or other adviser;
- have direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee;
- receive from the Company appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee; and

- conduct an independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel, taking into consideration all factors relevant to that person's independence from management, including the factors required to be considered under the rules and regulations of the New York Stock Exchange (the "**NYSE Rules**"). The Committee shall conduct the independence assessment prior to the receipt of advice from any compensation consultant, legal counsel or other adviser.

Succession Planning Responsibilities

- in collaboration with the CEO, develop a candidate profile and qualifications (including experience, competencies and personal characteristics) for the position of the CEO and other senior positions to meet the leadership needs of the Company taking into account its strategic plan as in effect from time to time;
- in collaboration with the CEO, identify and evaluate internal candidates against the profile, including the state of readiness of the identified individuals to assume a larger role;
- in collaboration with the CEO, determine development opportunities to be provided to identified internal candidates to overcome deficiencies in experience and/or education;
- if the Committee deems it appropriate, evaluate potential external candidates identified by the CEO or members of the Committee and benchmark against internal candidates;
- perform the functions listed above in collaboration with the CEO at least annually and update as needed;
- present the results of the Committee's work to the Board annually for review and discussion; and
- identify and recommend to the Board permanent replacements for the CEO and other senior leadership positions, whether in emergency situations or for planned transition, as appropriate.

Other Responsibilities

- conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee at least annually;
- conduct an annual self-evaluation of the performance of the Committee; and
- review and reassess the adequacy of this First Amendment to the Amended and Restated Committee Charter on an annual basis and recommend any proposed changes to the Board for approval.

III. COMPOSITION

Except as otherwise permitted by the NYSE Rules, the Committee shall be comprised of two or more members of the Board (including a Chairperson), each of whom the Board has determined to be: (1) “independent” as such term is defined in the NYSE Rules for so long as the Company is not a “controlled company” as such term is defined in the NYSE Rules, (2) a “non-employee director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 (with each member’s status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b-3) and (3) an “outside director” as defined by Section 162(m) of the Internal Revenue Code. The members of the Committee and the Chairperson shall be selected not less frequently than annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairperson) may be removed at any time, with or without cause, by the Board. The Board may designate one or more independent directors as alternate members of the Committee, who may replace any absent or disqualified member or members at any meetings of the Committee.

IV. MEETINGS AND OPERATIONS

The Committee shall meet as often as necessary, but at least once each year, to enable it to fulfill its responsibilities. The Committee shall meet at the call of its Chairperson. The Committee may meet by telephone conference call or by any other means permitted by law or the Company’s Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company’s Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the Chairperson, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Secretary of the Company shall be the Secretary of the Compensation Committee unless the Committee designates otherwise. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee may from time to time deem appropriate.

The Chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee’s actions to the Board from time to time but at least once each year as requested by the Board.

Adopted and approved by the Board on August 30, 2013.