

**SECOND AMENDED AND RESTATED
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS
OF CINEMARK HOLDINGS, INC.**

I. PURPOSES

The Nominating and Corporate Governance Committee (the “*Committee*”) is appointed by the Board of Directors (“*Board*”) of Cinemark Holdings, Inc. (the “*Company*”) for the purposes of, subject to the Company’s obligations under that certain Director Nomination Agreement, dated as of April 9, 2007, as amended from time to time (the “*Nomination Agreement*”), among the Company and the stockholders party thereto, (a) assisting the Board in identifying individuals qualified to serve as members of the Board, (b) making recommendations to the Board concerning committee appointments, (c) developing and recommending to the Board a set of corporate governance principles for the Company, (d) overseeing the Board’s annual self-evaluation process and the Board’s evaluation of management, (e) succession planning for the CEO and senior executives, (f) overseeing the Company’s position on corporate social responsibilities and public interest issues of significance that affect investors and other key Company stakeholders and (g) overseeing the Company’s environmental, health and safety issues.

II. COMPOSITION

The Committee shall be comprised of at least two members (including a Chairperson), all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the New York Stock Exchange (the “*NYSE Rules*”) for so long as the Company is not a “controlled company” as such term is defined in the NYSE Rules subject to any permitted phase-in rules adopted by the NYSE. 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.

III. 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 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.

IV. RESPONSIBILITIES

A. Board Responsibilities

In addition to such other duties as the Board may from time to time assign, subject to the Company's obligations under the Nomination Agreement, the Committee shall:

- review and assess, on an annual basis, the independence of the members of the Board in accordance with applicable listing, governance and other regulatory requirements;
- identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- after review with the Chairman of the Board and the Lead Director, the Committee will distribute the list of prospective Board members and their qualifications to the Board for review and discussion;
- based on Board comments and Committee evaluation, the Committee shall select the individuals to be interviewed by the Chairman of the Board, the Lead Director, the Chair of the Committee, Committee members and the CEO;
- recommend to the Board the director nominees for election by the stockholders at each meeting of stockholders at which directors will be elected and recommend to the Board nominees to fill any vacancies and newly created directorships on the Board;
- nominate for election by the Board the Chairman of the Board and in consultation with the Chairman of the Board, any Vice-Chairman of the Board or acting Chairman of the Board to act in the absence of the Chairman of the Board;

- identify Board members qualified to fill any vacancies on a committee of the Board and select and recommend that the Board appoint the identified member to the respective committee;
- review and recommend to the Board for approval, policies to enhance the Board's effectiveness;
- develop and implement a periodic review process of the Corporate Governance Guidelines to ensure the accountability and effectiveness of the Company's Board, taking into account changes in relevant laws, current trends and best practices in corporate governance for similarly situated companies, develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review and reassess the adequacy of such guidelines at least annually and recommend any proposed changes to the Board for approval;
- periodically review the criteria for the selection of new directors to serve on the Board and recommend any proposed changes to the Board for approval;
- evaluate candidates for Board membership, including those recommended by stockholders in compliance with the Company's Bylaws;
- periodically review and make recommendations regarding the composition and size of the Board;
- periodically review and make recommendations regarding the composition, size, purpose, structure, operations and charter of each of the Board's committees, including the creation of additional committees or elimination of existing committees;
- annually recommend to the Board the chairpersons and members of each of the Board's committees;
- collaborate with the Company's Compensation Committee to review the compensation of the directors and recommend director compensation plans to the Board for approval; and
- recommend to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under the Company's By-laws and Corporate Governance Guidelines.

B. Succession Planning Responsibilities

- Oversee CEO and executive officer succession planning process;
- in collaboration with the CEO, develop a candidate profile and qualifications (including experience, competencies and personal characteristics) for the position of the CEO and the process for developing the profile and qualifications for other senior executives to meet the leadership needs of the Company taking into account its strategic plan as in effect from time to time;

- review with the CEO the information provided by management relating to internal candidates against the profile, including the state of readiness of the identified individuals to assume a larger role;
- review with the CEO the development opportunities to be provided to identified internal candidates to overcome deficiencies in experience and/or education; and
- if the Committee deems it appropriate, evaluate potential external candidates identified by the CEO or members of the Committee and benchmark against internal candidates.

C. Environmental and Social Responsibilities

- Evaluate emergent environmental, social, and governance-related risks and the Company's social and environmental goals, including policies and programs instrumental in achieving short- and long-term targets, a review of which management will prepare and present to the Committee periodically; and
- oversee the Company's strategy relating to its on-going commitment to human resources management and diversity and inclusion efforts, corporate social responsibility, sustainability, philanthropy, environmental and other public policy matters.

D. Other Responsibilities

- conduct an annual performance evaluation of the Committee;
- review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval;
- monitor compliance by both directors and executive offices with their applicable ownership guidelines, address all non-compliance issues, including determining whether to grant waivers or exceptions to the guidelines on a case-by-case basis due to personal financial reasons or other reasons as the Committee deems appropriate; and
- Perform any other activities consistent with this Charter, the Company's By-laws, the Company's Corporate Governance Guidelines and applicable law, as the Committee deems appropriate or as requested by the Board.

V. **AUTHORITY**

The Committee has the authority, to the extent it deems appropriate, to retain one or more search firms to be used to identify director candidates. The Committee shall have the sole authority to retain and terminate any such consulting firm, and to approve the firm's fees and other retention terms. The Committee shall also have the authority, to the extent it deems

necessary or appropriate, to retain legal, accounting, or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee also has the authority to obtain advice and assistance from internal legal, accounting or other advisors.

Nothing contained in this Charter is intended to alter or impair the operation of the “business judgment rule” as interpreted by the courts under Delaware General Corporation Law. Further, nothing contained in this Charter is intended to alter or impair the right of the members of the Committee to rely, in discharging their oversight role, on the records of the Company and on other information presented to the Committee, the Board or the Company by its officers or employees, or by outside experts.

Approved and adopted by the Board on February 17, 2022.