

CODE OF BUSINESS CONDUCT AND ETHICS
FOR
CINEMARK HOLDINGS, INC.

TABLE OF CONTENTS

	<u>Page</u>
Forward	iii
Introduction	iv
Special Notice for Senior Financial Personnel	v
1. Compliance with Laws, Rules and Regulations	1
2. Conflicts of Interest.....	1
3. Insider Trading.....	2
4. Corporate Opportunities.....	3
5. Antitrust Laws.....	3
6. Discrimination and Harassment.....	4
7. Health and Safety.....	4
8. Record Retention	4
9. Accounting Policies	5
10. Confidentiality	6
11. Protection and Proper Use of Company Assets	6
12. Payments to Government Personnel	6
13. Purchasing Philosophy.....	7
14. Bartering Cinemark Passes	7
15. Waivers of the Code of Business Conduct and Ethics.....	7
16. Reporting any Illegal or Unethical Behavior	8
17. Compliance Procedures	8

Note: In adopting and publishing these guidelines, you should note that (1) in some respects our policies may exceed minimum legal requirements or industry practice, (2) nothing contained in this code should be construed as a binding definition or interpretation of a legal requirement or industry practice, and (3) any action by our employees or agents in violation of the law or this code is beyond the scope of such person's authority or duty and is not an act by us or on our behalf.

To obtain copies of this code, you may contact the Human Resources Department or access it from the web at <http://www.cinemark.com>.

INTRODUCTION

All of our employees, officers and directors must read and use this code of conduct to ensure that each business decision follows our commitment to the highest ethical standards and the law. Several provisions in this code refer to more detailed policies that either (1) concern more complex company policies or legal provisions or (2) apply to select groups of individuals within our company. If these detailed policies are applicable to you, it is important that you read, understand, and be able to comply with them. If you have questions as to whether any detailed policies apply to you, contact your supervisor or our compliance officer. Adherence to this code and to our other official policies is essential to maintaining and furthering our reputation for fair and ethical practices among our customers, shareholders, communities and employees.

Situations that involve ethics, values and violations of certain laws are often very complex. No single code of conduct can cover every business situation that you will encounter. Consequently, we have implemented the compliance procedures outlined in this code. The thrust of our procedures is *when in doubt, ask*. If you do not understand a provision of this code, or are confused as to what actions you should take in a given situation, you should follow the compliance procedures outlined in this code. Those procedures will generally direct you to talk to either your immediate supervisor or our Vice President of Human Resources. Most situations can be resolved if you discuss them with your supervisor or our Vice President of Human Resources in an open and honest manner.

After reading this code, you should:

- Have a thorough knowledge of the code's terms and provisions.
- Be able to recognize situations that present legal or ethical dilemmas.
- Be able to deal effectively with questionable situations in conformity with this code.

In order to be able to accomplish these goals, we recommend that you take the following steps:

- Read the entire code of conduct thoroughly.
- Think about how the provisions of this code apply to your job, and consider how you might handle situations to avoid illegal, improper or unethical actions.
- If you have questions, ask your supervisor or our Vice President of Human Resources.

When you are faced with a situation and you are not clear as to what action you should take, ask yourself the following questions:

- Is the action legal?
- Does the action comply with this code?

- How will your decision affect others, including our customers, shareholders, employees and the community?
- How will your decision look to others? If your action is legal but can result in the appearance of wrongdoing, take alternative steps.
- How would you feel if your decision was made public? Could the decision be honestly explained and defended?
- Have you contacted your supervisor or our Vice President of Human Resources regarding the action?

To reiterate, *when in doubt, ask.*

Please note that this code is not an employment contract and does not modify the employment relationship between Cinemark and you. We do not create any contractual rights by issuing these policies, and we reserve the right to amend, alter and terminate policies at any time as circumstances warrant.

Special Notice for Senior Financial Personnel

Our senior financial personnel, including our chief financial officer, controllers and financial analysts, hold a special relationship of trust as stewards of our financial statements. Like all of our other employees, our senior financial personnel are expected to familiarize themselves with all sections of this code. Nevertheless, they should pay particular attention to the sections of this code titled “Conflicts of Interests,” “Compliance with Laws, Rules and Regulations,” “Record Retention” and “Accounting Policies,” as well as any more detailed policies concerning those matters.

CODE OF BUSINESS CONDUCT AND ETHICS CINEMARK HOLDINGS, INC.

INTRODUCTION

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of Cinemark Holdings, Inc. and its subsidiaries (the “*Company*” or “*Cinemark*”). All of our employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom, business practice or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action. *If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 16 of this Code.*

1. Compliance with Laws, Rules and Regulations

We strive to comply with all laws and governmental regulations applicable to us. All employees must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel or sources.

2. Conflicts of Interest

Employees should avoid any situation that may involve a conflict between their personal interests and our interests. Examples of possible conflicts of interest are when an employee or a member of his or her family has a financial or other interest in, or seeks personal loans or services from, a company that does business with us. In general, conflicts of interest may arise when an employee has interests that may make it difficult to perform his or her work for us objectively and effectively. In dealing with current or potential customers, film distributors, suppliers, contractors and competitors, employees should act in our best interests to the exclusion of personal advantage. Employees are expected to make prompt and full disclosure of any possible conflicts of interest in writing to our Vice President of Human Resources or consult the procedures described in Section 16 of this Code. This provision does not apply to situations where an employee has loans, brokerage or investment accounts with banks or investment companies with whom the Company does business.

Employees should avoid the receipt of gifts, gratuities, favors or other benefits that might affect or appear to affect the exercise of their judgment on our behalf. Any substantial gift or favor offered by an actual or potential client, contractor, or provider of goods or services, lender, security holder, or other affiliate, whether it be in tangible form or in the form of a service or

individual benefit, should be refused unless acceptance of such gift or favor has been approved by the Vice President of Human Resources or the President of the Company. This prohibition is not intended to apply to ordinary courtesies of business life, such as token gifts of insubstantial value, modest entertainment incidental to a business relationship, or the giving or receipt of normal hospitality of a social nature.

- Any actual or perceived violation of this Code of Ethics must be immediately reported as provided in Section 16 of this Code of Ethics. Upon evaluation of the reported violation and a determination that the reported act does, in fact, constitute a violation of this Code of Ethics, the Company's board of directors shall determine the appropriate measures to be taken which may include, but are not limited to, further investigation of the matter, consultation with outside counsel and disciplinary measures up to and including dismissal.

3. Insider Trading

Employees who have access to confidential information about the Company are not permitted to use or share that information for securities trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company and information which an investor would likely consider to be important in making a decision whether to buy, sell or hold our stock or other securities should be considered confidential information. Buying or selling our stock or other publicly-traded securities when you are in possession of confidential information is prohibited. You are also prohibited from disclosing such information to anyone else (including friends or family members) in order to enable them to trade on the information. In addition, if you acquire confidential information about another company due to your relationship with us or due to your relationship with someone who has confidential information regarding that other company, you may not buy or sell that other company's stock or other securities until such information is publicly disclosed. Using non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult our General Counsel.

The following are general guidelines to help you comply with our insider trading policy:

- Do not share material inside information with people within our company whose jobs do not require them to have the information.
- Do not disclose any non-public information, material or otherwise, concerning our company to anyone outside the Company.
- If you have material inside information regarding us or regarding any other publicly traded company that you obtained from your employment with us, you must not buy or sell, or advise anyone else to buy or sell, our securities or that other company's securities, until such information is publicly disclosed.

Penalties for trading on or communicating material inside information are severe. If you are found guilty of an insider trading violation, you can be subject to civil and even criminal

liability. In addition to being illegal, we believe that insider trading is unethical and will be dealt with firmly, which may include terminating your employment with us and reporting violations to appropriate authorities.

For more information about our policies concerning the securities laws, you should refer to our more detailed Policy Prohibiting Insider Trading and Unauthorized Disclosure of Information to Others. Our directors, executive officers and certain other designated employees are also subject to a Supplemental Policy Concerning Insider Trading. These policies are available from our compliance officer. If you have any questions concerning the securities laws or about our policies with regard to those laws, or regarding the correct ethical and legal action to take in a situation involving material inside information, please contact your immediate supervisor or our compliance officer.

4. Corporate Opportunities

Employees, officers and directors are prohibited from taking advantage of opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for your own personal gain. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Sometimes our employees desire to take additional part-time jobs or do other work after hours, such as consulting or other fee-earning services. This kind of work does not in and of itself violate our code. However, the second job must be strictly separated from your job with us, and must not interfere with your ability to devote the time and effort needed to fulfill your duties to us as our employee. You cannot engage in any outside activity that causes competition with us or provides assistance to our competitors or other parties (such as suppliers) with whom we regularly do business. You should avoid outside activities that embarrass or discredit us or that affect your impartiality, objectivity and efficiency in performing your duties for us. Outside work may never be done on company time and must not involve the use of our supplies or equipment. Additionally, you should not attempt to sell services or products from your second job to us.

Before engaging in an outside occupation, you should disclose your plans to your supervisor to confirm that the proposed activity is not contrary to our best interests. You may also contact our Human Resources Department for more information.

5. Antitrust Laws

We and our subsidiaries do business globally in a very highly competitive industry. Our activities are subject to the antitrust and competition laws of the United States and the various states and countries in which we do business. In general, those laws prohibit agreements or actions that may restrain trade or reduce competition. Examples of possible violations of these laws include agreements with competitors to fix or control prices, to boycott specified suppliers or to allocate products, territories or markets. Special care should be taken to ensure that any contact with representatives of our competitors, film distributors, suppliers and others with whom we do business will not be viewed as a violation of any antitrust law.

You should also avoid making inaccurate or misleading statements about competitors, suppliers, customers or their offerings. Antitrust laws may also apply in other circumstances, like trade association meetings or strategic alliances involving competitors. Foreign countries often have their own body of antitrust laws, so international operations may be subject to antitrust laws of either the United States or foreign countries.

Unlawful agreements need not be written or even consist of express commitments. Agreements can be based on informal discussions or the mere exchange of information with a competitor. If you believe that a conversation with a competitor enters an inappropriate area, end the conversation at once. Whenever any question arises as to the significance or application of antitrust laws, you should consult with our General Counsel, and any agreements with possible antitrust implications should be made only with the prior approval of our General Counsel.

6. Discrimination and Harassment

The diversity of the Company's employees is a tremendous asset. Our company is committed to equal opportunity for all team members and applicants without regard to race, color, religion, gender, sexual orientation, age, national origin, disability or veteran status. We are committed to providing a workplace free from all forms of discrimination, including sexual and other forms of workplace harassment. We respect the right of individuals to achieve professional and personal balance in their lives. We will not tolerate any illegal discrimination or harassment of any kind. Examples include, but are not limited to, derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances.

7. Health and Safety

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace will not be tolerated.

8. Record Retention

All information you record or report on our behalf, whether for our purposes or for third parties, must be done accurately and honestly. All of our records (including accounts and financial statements) must be maintained in reasonable detail, must be kept in a timely fashion and must appropriately reflect our transactions. All employees are expected to timely disclose all necessary information to ensure that all transactions are recorded properly so that our books and records are complete and accurate. Recording data in a timely and truthful manner protects our company resources and meets the expectations of those people, including investors and customers, who rely on the accuracy of our books and records to perform their jobs. Falsifying records or keeping unrecorded funds and assets is a severe offense and will result in disciplinary action which may include prosecution or loss of employment.

We will retain all books, records and statements in accordance with our record retention policies and all applicable laws and regulations. From time to time we are involved in legal proceedings that may require us to make some of our records available to third parties. Our General Counsel and retained outside legal counsel will assist us in releasing appropriate information to third parties and provide you (or your supervisor) with specific instructions. It is a crime to alter, destroy, modify or conceal documentation or other objects that are relevant to litigation or a government investigation. In the event of litigation or governmental investigation, consult with our General Counsel prior to releasing any information. The law applies equally to all of our records, including not only formal reports but all less formal data such as email, expense reports and internal memos. If you are informed that information in your possession is the subject of litigation or a governmental investigation, or if you have other reason to believe that such information may be involved in a judicial proceeding or governmental investigation, no matter whether you think it is relevant or not, you are prohibited from making any effort to alter, destroy, modify or conceal that information. Your supervisor and our General Counsel will be able to help you if you have any questions. For further information, you should also refer to our Document Retention Policy. You may request a copy of the Document Retention Policy from our Vice President of Human Resources.

9. Accounting Policies

Consistent with our general record retention policy of maintaining records in reasonable and appropriate detail, we must maintain accounting records of the highest possible quality. We expect that you will record all financial transactions (such as sales, leases or purchases) truthfully, accurately and in sufficient detail so that our accounting records are reliable and fairly reflect the nature of the transactions. The information derived from these records is provided to our shareholders and investors as well as government agencies. Thus, our accounting records must follow generally accepted accounting principles and other laws and regulations such as those of the Internal Revenue Service and the Securities and Exchange Commission.

All revenues, expenses, assets and liabilities must be entered into our books and records in an accurate and timely fashion. You may not maintain any unrecorded or secret fund, asset or account for any purpose. No false, fictitious or misleading entries may be made in our books, records or accounts for any reason. You may not make any payment or transfer of funds or assets with the intent that any portion is to be used for any purpose other than that described in the documents supporting the payment or transfer. No invoices believed to be false or fictitious may be paid. All accounting personnel, financial officers and executive officers should follow generally accepted accounting principles and administer company books and accounts in accordance with our other established accounting policies and internal controls. The reports we file with the Securities and Exchange Commission and other government agencies should contain information that is full, fair, accurate, timely and understandable in light of the circumstances surrounding disclosure.

Our internal and external auditing functions are integral components that help ensure that our financial books, records and accounts are accurate. Therefore, you should provide our accounting department, internal auditing staff, audit committee and independent public accountants with all pertinent information that they may request. We encourage open lines of communication with our audit committee, accountants and auditors and require that all our

personnel cooperate with them to the maximum extent possible. It is unlawful for you to fraudulently induce, coerce or mislead our public accountants for the purpose of making our financial statements misleading.

If you are unsure about the accounting treatment of a transaction or believe that a transaction has been improperly recorded or you otherwise have a concern regarding a questionable accounting practice or audit matter, you should confer with your supervisor, the corporate controller or our chief financial officer, or you may submit your concern, on an anonymous basis, to our General Counsel or the audit committee of our board of directors.

10. Confidentiality

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, except when disclosure is authorized by the Legal Department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company, its employees or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

11. Protection and Proper Use of Company Assets

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, unless approved by the Vice President of Human Resources or the President, though incidental personal use of telephones, fax machines, copy machines, computers, email and similar equipment is generally allowed if there is no significant added cost to the Company, it does not interfere with your work responsibility and is not related to an illegal activity or outside business. Our assets may never be used for any unlawful purpose.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

12. Payments to Government Personnel

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of

these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. Our General Counsel can provide guidance to you in this area.

13. Purchasing Philosophy

It is a good business practice to have more than one person involved in vendor relationships and when making a purchase or soliciting proposals for professional services. Accordingly, the Company's Purchasing department will assist in reviewing any material business relationships. The role of the Purchasing department is to lend negotiating support and expertise and to minimize the potential for conflict of interest situations. Cinemark team members must actively work to ensure that any vendor he or she is primarily responsible for also has relationships and contacts outside of the primary contact's department. No negotiations or "requests for services" should be conducted in an exclusive manner.

Any major order, purchasing or leasing contract or agreement (one time or commitment to expenditures of greater than \$25,000) must be reviewed by the Senior Vice President-Purchasing, the President, or the CFO. Expenditures, or commitment to expenditures of greater than \$1,000 and less than \$25,000 must be reviewed by the Senior Vice President-Purchasing.

Any questions regarding purchasing practices should be directed to Senior Vice President-Purchasing.

14. Bartering Cinemark Passes

Cinemark complimentary passes may be traded out for business services only upon approval of the region leader at the theatre level or the Vice President-Marketing or the Senior Vice President-Purchasing for corporate transactions. Approvals may also be obtained from the President, Vice President-Director of Operations, or the Vice President-Assistant Director of Operations. It is expressly forbidden to barter passes or concession items or any other Company asset for personal favors or services without the prior approval of the President.

15. Waivers of the Code of Business Conduct and Ethics

Because our commitment to this code is so strong, we will only grant waivers of it under the most unusual or compelling circumstances. Therefore, we expect that waivers will be granted very infrequently. If you would like to request a waiver of this code for any reason, you must submit a detailed written statement to our Vice President of Human Resources describing the nature of your request and explaining why you believe the waiver is appropriate. Our Vice President of Human Resources may deny a request for a waiver, but cannot approve one; only the independent non-employee members of our board of directors may approve a request for waiver. Our Vice President of Human Resources will forward appropriate waiver requests to the independent members of our board of directors for consideration, and they will have the ultimate authority to decide whether to grant the waiver. We will publicly disclose all waivers of this code as required by law or other applicable regulations.

16. Reporting any Illegal or Unethical Behavior

Employees are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct.

17. Compliance Procedures

Asking for Help and Reporting Concerns

We take this code seriously and consider its enforcement to be among our highest priorities, but we also acknowledge that it is sometimes difficult to know right from wrong. That is why we encourage open communication. ***When it doubt, ask.*** Whenever you have a question or concern, are unsure about what the appropriate course of action is, or if you suspect that a violation of the law or this code has occurred:

- Please talk with your immediate supervisor. He or she may have the information you need, or may be able to refer the matter to an appropriate source, including our General Counsel as circumstances warrant.
- If you are uncomfortable talking with your immediate supervisor, you may also contact any manager in the Company with whom you feel comfortable or the Vice President of Human Resources. Your supervisor or manager is responsible for alerting other appropriate corporate personnel as necessary.
- In addition, if you have concerns about questionable accounting practices or audit matters, we will not retaliate against anyone who, in good faith, notifies us of a possible violation of law or this code, nor will we tolerate any harassment or intimidation of any employee who reports a suspected violation. Additionally, we will initiate a prompt investigation following any credible indication that a breach of law or this code may have occurred. We will also initiate appropriate corrective action as we deem necessary, which may include notifying appropriate authorities.
- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself. What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question with which you are faced, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, contact our Human Resources Department or the General Counsel's office at (972) 665-1000. If that is also not

appropriate, call the Business Help Line at (800) 461-9330 for callers in the U.S. and Canada. For persons outside the U.S. and Canada, call collect at (720) 514-4400. Callers should follow normal collect call procedures in their country. The Business Help Line is a toll-free telephone line or collect call, as applicable, dedicated solely to accepting anonymous complaints, questions and concerns from employees. All calls to the Business Help Line are centrally answered by an independent third-party service. This service is available 24 hours a day, seven days a week. For those employees that do not speak English, there are operators available who speak other languages. The Business Help Line is an important resource for employees. Employees are encouraged to use it. If you prefer to write, address your concerns to: Cinemark Holdings, Inc., Attn: General Counsel, 3900 Dallas Parkway, Suite 500, Plano, Texas 75093.

- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. However, please remember that anonymous calls sometime make it difficult to conduct investigations, answer questions and solve problems. The Company does not permit retaliation of any kind against employees for good faith reports of violations of this Code of Conduct.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

If you violate any provision of this code, you may be subject to disciplinary action, up to and including discharge. Please be aware that we may seek civil remedies from you, and if your violation results in monetary loss to us, you may be required to reimburse us for that loss.

CONFIRMATION CERTIFICATE

I have been provided with a copy of the Code of Business Conduct and Ethics of Cinemark Holdings, Inc. I acknowledge that I have read the code and understand my responsibilities under it. I further acknowledge that I should follow the compliance procedures described in the code if I have any questions or concerns.

Printed Name: _____

Date: _____