



**CHARTER OF THE COMPENSATION AND STOCK OPTIONS
COMMITTEE OF THE BOARD OF DIRECTORS
OF READING INTERNATIONAL, INC.**

I. PURPOSES

The Compensation And Stock Options Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Reading International, Inc. (the “*Company*”) for the purposes of (a) discharging the Board’s responsibilities relating to the compensation of the Company’s chief executive officer (the “*CEO*”) and other hereinbelow identified executive officers, (b) administering the Company’s equity-based compensation plans and (c) reviewing the disclosures in the Compensation Discussion and Analysis and producing an annual compensation committee report for inclusion in the Company’s proxy statement.

II. RESPONSIBILITIES

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

- in consultation with senior management, establish the Company’s general compensation philosophy and objectives;
- review and approve all compensation, including salary, bonus, incentive and equity compensation, for the CEO and hereinbelow identified executive officers and any employment agreements, severance arrangements, change in control provisions and agreements and any special or supplemental benefits applicable to the Company’s CEO and other identified executive officers; the CEO may not be present during voting or deliberations on his or her compensation;
- approve all employment agreements, severance arrangements, change in control provisions and agreements and any special or supplemental benefits applicable to the Company’s CEO and other executive officers;
- approve and adopt on behalf of the Board, incentive compensation and equity-based compensation plans. In the case of plans requiring stockholder approval, review and recommendation of any such plan to the stockholders;
- review and discuss with management and the Company’s counsel and auditors, the disclosures made in Compensation Discussion and Analysis and advise the Board whether, in the view of the Committee, the Compensation Discussion and Analysis is, in form and substance, satisfactory for inclusion in the Company’s annual report on Form 10-K and proxy statement for the annual meeting of stockholders;

- 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 ("**SEC**");
- periodically review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval;
- administer the Company's equity-based compensation plans, including the grant of stock options and other equity awards under such plans, the exercise of any discretion accorded to the administrator of all such plans and the interpretation of the provisions of such plans and the terms of any awards made under the plans; and
- consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934 when determining compensation policies and making decisions on executive compensation.
- As used in this Charter, "executive officer" shall mean the chief executive officer, president, chief financial officer, chief operating officer, general counsel, principal accounting officer, any executive vice president of the Company and any managing Director of Reading Entertainment Australia Pty Ltd and/or Reading New Zealand, Ltd.; provided, however, that any compensation determinations pertaining to Ellen Cotter, James Cotter, Jr. and/or Margaret Cotter will be subject to review and approval by the Board of Directors.

III. COMPOSITION

The Committee shall be comprised of two or more members (including a Chairperson), all of whom shall be "independent directors," in accordance with the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. Notwithstanding the foregoing, the compensation committee may have as one of its members a 'non-independent director' who is not a current officer or employee or a family member of an officer or employee for a period not to exceed two years due to exceptional and limited circumstances pursuant to the rules and regulations of the Nasdaq Stock Market. In addition, at least two Committee members shall be "Non-Employee Directors" 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 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 in the determination of the Committee, 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. The Committee, in addition, 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 Company's Secretary or other designee of the Chairperson shall serve as the secretary of the Committee and shall attend Committee meetings and prepare minutes. 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. The Chairperson shall have the authority to retain such outside advisors as the Committee may from time to time determine, and to execute engagement letters, contracts or other agreements on behalf of the Committee binding upon the Company.

V. AUTHORITY

The Committee has the authority, in its sole discretion, to retain or obtain the advice of one or more compensation consultants, outside counsel and other advisers as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have the sole authority to appoint, compensate and oversee the work of any such compensation consultants, outside counsel and other advisers. At any time that the Company is not a "Controlled Company" for purposes of the rules and regulations of the NASDAQ Stock Market, prior to selecting or receiving advice from compensation consultants, outside counsel and other advisers, the Committee must consider the factors specified in Rule 10C 1(b)(4) under the Exchange Act and applicable rules and regulations of the NASDAQ Stock Market and any such compensation consultant, outside counsel or other advisor retained by the Committee shall be independent as determined in the discretion of the Committee. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Company will provide appropriate funding, as determined by the Committee, for payment of

reasonable compensation to any compensation consultant, outside counsel or any other advisers retained by the Committee.

Adopted by the Compensation and Stock Options Committee and approved by the Board of Directors on March 10, 2016.