

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name NATIONAL CINEMEDIA, INC.		2 Issuer's employer identification number (EIN) 20-5665602	
3 Name of contact for additional information TOM MORRISON	4 Telephone No. of contact 303-792-8793	5 Email address of contact TOM.MORRISON@NCM.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 6300 S. SYRACUSE WAY, SUITE 300		7 City, town, or post office, state, and Zip code of contact CENTENNIAL, CO 80111-6723	
8 Date of action 2023 - SEE LINE 14		9 Classification and description COMMON STOCK	
10 CUSIP number 635309107	11 Serial number(s)	12 Ticker symbol NCMI	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ NATIONAL CINEMEDIA, INC. PAYS A QUARTERLY DIVIDEND THE AMOUNTS ARE AS FOLLOWS FOR 2023.

DATE OF RECORD	DIVIDEND AMOUNT
NO DISTRIBUTION MADE IN Q1 2023	

PLEASE SEE THE ATTACHED STATEMENT REGARDING THE COMPANY'S REVERSE STOCK SPLIT ON AUGUST 3, 2023

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ 2007-2022 HISTORICAL PERCENTAGES ARE LISTED BELOW.

TAX YEAR	TAXABLE DIVIDEND	NON-TAXABLE DISTRIBUTION	TAX YEAR	TAXABLE DIVIDEND	NON-TAXABLE DISTRIBUTION
2007	80.01%	19.99%	2015	0.00%	100.00%
2008	27.64%	72.36%	2016	0.00%	100.00%
2009	21.69%	78.31%	2017	0.00%	100.00%
2010	33.45%	66.55%	2018	0.00%	100.00%
2011	33.86%	66.14%	2019	0.00%	100.00%
2012	0.00%	100.00%	2020	0.00%	100.00%
2013	31.12%	68.88%	2021	0.00%	100.00%
2014	0.00%	100.00%	2022	0.00%	100.00%

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE CHANGE IN THE STOCKHOLDER'S BASIS IS THE PERCENTAGE OF EACH DISTRIBUTION THAT DOES NOT COME FROM EITHER ACCUMULATED OR CURRENT EARNINGS & PROFITS ("E&P"). THE AMOUNT NOT COMING FROM ACCUMULATED OR CURRENT E&P IS CONSIDERED A NON-TAXABLE DISTRIBUTION.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC 301(c)(2) AND IRC 301(c)(3)

18 Can any resulting loss be recognized? ▶ THE TAX TREATMENT OF THE NON-TAXABLE DISTRIBUTION NEEDS TO BE DETERMINED BY EACH SHAREHOLDER IN CONSULTATION WITH THEIR TAX ADVISOR.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ 8/10/2023
Print your name ▶ Ronnie Ng Title ▶ Chief Financial Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

On August 3, 2023 (the “Effective Date”), National CineMedia, Inc., (the “Company”) filed a Certificate of Amendment to its Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect a 1-for-10 reverse stock split of the Company’s issued and outstanding common stock, par value \$0.01 per share (the “Common Stock”), effective upon the filing of the Certificate of Amendment. The Common Stock will be quoted on the Nasdaq Stock Market on a post-split basis at the open of business on August 4, 2023.

The Reverse Stock Split reduced the total number of issued and outstanding shares of Common Stock by a ratio of 1-for-10. Accordingly, each stockholders will own fewer shares of Common Stock as a result of the Reverse Stock Split. However, the Reverse Stock Split affects all stockholders uniformly and does not affect any stockholder’s percentage ownership interest in the Company, except to the extent that the Reverse Stock Split would result in an adjustment to a stockholder’s ownership of Common Stock due to the treatment of fractional shares in the Reverse Stock Split as outlined below.

In connection with the Reverse Stock Split, the CUSIP number for the Common Stock will change to 635309206. The trading symbol for the Company, NCMI, will remain unchanged.

On the Effective Date, the total number of shares of Common Stock held by each stockholder of the Company was converted automatically into the number of shares of Common Stock equal to: (i) the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Stock Split divided by (ii) 10.

The Company does not intend to issue fractional shares in the event that a stockholder owns a number of shares of Common Stock that is not evenly divisible by the Reverse Stock Split ratio. When the Reverse Stock Split is effected, each fractional share of Common Stock will be:

- rounded up to the nearest whole share of Common Stock after all of the fractional interests of a holder have been aggregated, if such shares of Common Stock are held directly; or
- rounded down to the nearest whole share of Common Stock, if such shares are subject to an award granted under the Incentive Plan, in order to comply with the requirements of Sections 409A and 424 of the Internal Revenue Code of 1986, as amended, and the regulations issued thereunder.

As a result, no fractional shares will be issued in connection with the Reverse Stock Split and no cash or other consideration will be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split.

Also on the Effective Date, all options, warrants and other convertible securities of the Company outstanding immediately prior to the Reverse Stock Split will be adjusted by dividing the number of shares of Common Stock into which the options, warrants and other convertible securities are exercisable or convertible by 10 and multiplying the exercise or conversion price thereof by 10, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities.

In general, under the U.S. Tax Code a reverse stock split is not a taxable event for the shareholder but please consult your tax advisor if you should have any questions.