

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

NATIONAL CINEMEDIA, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11



Your **Vote** Counts!

NATIONAL CINEMEDIA, INC.

2024 Annual Meeting

Vote by May 08, 2024

11:59 PM ET



Hextone, Inc.
P.O. Box 9142
Farmingdale, NY 11735

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717



FLASHID-JOB#

1 Of
322,224
148,294

2

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You invested in NATIONAL CINEMEDIA, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 09, 2024.**

Get informed before you vote

View the Notice & Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 25, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.

For complete information and to vote, visit www.ProxyVote.com

Control #



Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 09, 2024
9:30 AM MDT

National CineMedia, Inc,
6300 S. Syracuse Way, Suite 300
Centennial, CO 80111

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

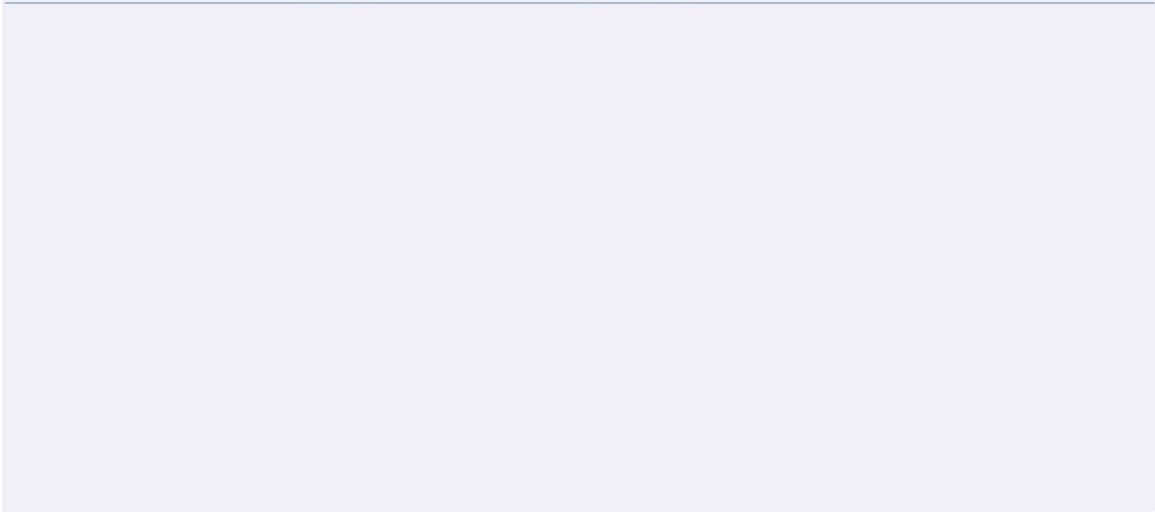
THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

NATIONAL CINEMEDIA, INC.
2024 Annual Meeting
Vote by May 08, 2024
11:59 PM ET

Voting Items	Board Recommendations
1. Election of Directors Nominees:	
01 Lauren Zalaznick	☑For
02 Bernadette Aulestia	☑For
03 Nicholas Bell	☑For
04 David E. Glazek	☑For
05 Juliana F. Hill	☑For
06 Thomas F. Lesinski	☑For
07 Tiago Lourenco	☑For
08 Jean-Philippe Maheu	☑For
09 Joseph Marchese	☑For
2. To approve, on an advisory basis, our executive compensation	☑For
3. To ratify the appointment of Grant Thornton LLP as our independent auditors for the fiscal year ending December 26, 2024	☑For

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.



Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**



ENDORSEMENT_LINE _____ SACKPACK _____



MR A SAMPLE
DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6



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Your vote matters - here's how to vote!

You may vote online or by phone instead of mailing this card.



Votes submitted electronically must be received by 1:00 a.m., (Mountain Time), on May 9, 2024.



Online
Go to www.envisionreports.com/NCMI or scan the QR code - login details are located in the shaded bar below.



Phone
Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada



Save paper, time and money!
Sign up for electronic delivery at www.envisionreports.com/NCMI

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



2024 Annual Meeting Proxy Card

1234 5678 9012 345

IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals – The Board of Directors recommend a vote FOR all the nominees listed, FOR Proposals 2 and 3.

1. Election of Directors:

	For	Withhold		For	Withhold		For	Withhold
01 - Lauren Zalaznick	<input type="checkbox"/>	<input type="checkbox"/>	02 - Bernadette Aulestia	<input type="checkbox"/>	<input type="checkbox"/>	03 - Nicholas Bell	<input type="checkbox"/>	<input type="checkbox"/>
04 - David E. Glazek	<input type="checkbox"/>	<input type="checkbox"/>	05 - Juliana F. Hill	<input type="checkbox"/>	<input type="checkbox"/>	06 - Thomas F. Lesinski	<input type="checkbox"/>	<input type="checkbox"/>
07 - Tiago Lourenço	<input type="checkbox"/>	<input type="checkbox"/>	08 - Jean-Philippe Maheu	<input type="checkbox"/>	<input type="checkbox"/>	09 - Joseph Marchese	<input type="checkbox"/>	<input type="checkbox"/>

2. To approve, on an advisory basis, our executive compensation

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. To ratify the appointment of Grant Thornton LLP as our independent auditors for the fiscal year ending December 26, 2024

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

B Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

/ /

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.



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2024 Annual Meeting Admission Ticket
2024 Annual Meeting of National CineMedia, Inc. Stockholders

May 9, 2024, 9:30 a.m., MT
6300 S. Syracuse Way, Suite 300
Centennial, CO 80111

Upon arrival, please present this admission ticket and photo identification at the registration desk.

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Stockholders.
The material is available at: www.envisionreports.com/NCMI



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

National CineMedia, Inc.



Notice of 2024 Annual Meeting of Stockholders

Proxy Solicited by Board of Directors for Annual Meeting – May 9, 2024

Thomas F. Lesinski and Maria V. Woods, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of National CineMedia, Inc. to be held on May 9, 2024 or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the shares represented by this proxy will be voted FOR the election of the Board of Directors, FOR Proposals 2 and 3.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

This proxy revokes all proxies with respect to the Annual Meeting of Stockholders and may be revoked prior to exercise.

(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

