

IMAX CORP  
Form DEF 14A  
August 25, 2010

**Table of Contents**

**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 Rule 14a-11(c) or Rule 14a-12

**IMAX CORPORATION**

(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 the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transactions applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction.

(5) Total fee paid:

Fee paid previously with preliminary materials.

Edgar Filing: IMAX CORP - Form DEF 14A

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

---

**Table of Contents**

IMAX Corporation  
2525 Speakman Drive  
Mississauga, Ontario, Canada, L5K 1B1

To our shareholders:

August 25, 2010

IMAX Corporation's Board of Directors recently increased the size of the Board from seven to nine directors in order to further expand the Board's expertise and knowledge as the Company continues to execute on its operating strategy going forward. The September 28, 2010 Special Meeting of Shareholders is being called to elect two directors to fill the vacancies created by this increase in the number of directors on the Board.

The nominees for election are I. Martin Pompadur and Eric A. Demirian. With proven track records growing and managing global companies and extensive experience in media, technology and finance, Messrs. Pompadur and Demirian bring valuable expertise and knowledge to IMAX.

Messrs. Demirian and Pompadur qualify as independent directors within the meaning of the Marketplace Rules of the Nasdaq Stock Market, LLC and, if elected, will serve as Class II and III directors, respectively.

/s/ Richard L. Gelfond

Richard L. Gelfond

Chief Executive Officer

---

**Table of Contents**

IMAX Corporation  
2525 Speakman Drive  
Mississauga, Ontario, Canada, L5K 1B1

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON  
September 28, 2010**

NOTICE IS HEREBY GIVEN that the Special Meeting of Shareholders of **IMAX Corporation** (the Company ) will be held at Cleary Gottlieb Steen & Hamilton LLP, 450 Park Avenue, 28<sup>th</sup> Floor, Room 3, New York, New York, U.S.A. 10022 on Tuesday, September 28, 2010 at 11:00 a.m. (the Special Meeting ), for the purposes of:

- (1) electing directors to fill vacancies which were created by the recent expansion of the Board of Directors; and
- (2) transacting such other business as may properly be brought before the Special Meeting or any adjournments thereof.

The foregoing items of business are more fully described in the proxy circular and proxy statement accompanying this Notice of Special Meeting of Shareholders.

Only shareholders of record as of the close of business on August 23, 2010 are entitled to notice of and to vote at the Special Meeting.

By Order of the Board of Directors,

/s/ G. MARY RUBY

G. MARY RUBY

Executive Vice President, Corporate Services

& Corporate Secretary

Mississauga, Ontario

August 25, 2010

**YOUR VOTE IS IMPORTANT. Shareholders who are unable to attend the Special Meeting in person are requested to complete and return the accompanying Form of Proxy in the envelope provided for that purpose. Proxies must be deposited with Computershare Investor Services Inc., c/o Stock and Bond Transfer Dept., 9th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1 or at the Corporate Headquarters of the Company noted above on or before 11:00 a.m. (Eastern Time) on Friday, September 24, 2010. Shareholders may also vote by following the instructions for voting by telephone or over the internet in the accompanying proxy circular.**

---

**Table of Contents**

Proxy Circular  
and  
Proxy Statement  
August 25, 2010

**IMAX CORPORATION**

2525 Speakman Drive, Mississauga, Ontario, Canada, L5K 1B1  
tel: 905-403-6500 fax: 905-403-6540  
[www.IMAX.com](http://www.IMAX.com)

---

**Table of Contents****TABLE OF CONTENTS**

<u>GENERAL INFORMATION</u>	1
<u>Important Notice Regarding the Availability of Proxy Materials for the Special Meeting to Be Held on September 28, 2010</u>	1
<u>INFORMATION ON VOTING</u>	1
<u>Who can Vote</u>	1
<u>Difference between a Shareholder of Record and a Street Name Holder</u>	1
<u>VOTING BY SHAREHOLDERS OF RECORD</u>	1
<u>Voting in Person</u>	1
<u>Voting by Proxy</u>	1
<u>What is a Proxy?</u>	2
<u>How do you Appoint a Proxyholder?</u>	2
<u>How will a Proxyholder Vote?</u>	2
<u>How do you Revoke your Proxy?</u>	2
<u>Confidentiality of Voting</u>	2
<u>Quorum</u>	3
<u>Solicitation of Proxies</u>	3
<u>VOTING BY STREET NAME HOLDERS</u>	3
<u>Voting in Person</u>	3
<u>Voting through an Intermediary</u>	3
<u>Householding</u>	4
<u>Information for U.S. Street Name Holders</u>	4
<u>PROCEDURE FOR CONSIDERING SHAREHOLDER PROPOSALS FOR THE COMPANY S 2011</u>	
<u>SPECIAL MEETING</u>	4
<u>SHAREHOLDER COMMUNICATION</u>	4
<u>PRINCIPAL SHAREHOLDERS OF VOTING SHARES</u>	4
<u>MATTERS TO BE CONSIDERED AT THE 2010 SPECIAL MEETING</u>	5
<u>ELECTION OF DIRECTORS</u>	5
<u>Nominees for Election</u>	5
<u>EXECUTIVE OFFICERS</u>	7
<u>SECURITY OWNERSHIP OF DIRECTORS AND MANAGEMENT</u>	9
<u>EQUITY COMPENSATION PLANS</u>	10
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	10
<u>MANAGEMENT CEASE TRADE ORDER</u>	10
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	10
<u>Overview</u>	10
<u>Compensation Philosophy and Objectives</u>	10
<u>Summary of 2009 Performance and Results</u>	11
<u>Executive Compensation Process</u>	11
<u>Scope and Authority of the Compensation Committee</u>	11
<u>Role of the Compensation Committee in Determining CEO Compensation</u>	11
<u>Role of the CEO in Executive Compensation Decisions</u>	11
<u>Use of Compensation Survey Data</u>	12
<u>Comparator Group</u>	12
<u>Employment and Change in Control Agreements</u>	13

<u>Executive Compensation Components</u>	13
<u>Annual Base Salary</u>	13
<u>Performance-Based Incentive Compensation</u>	13
<u>Bonus Awards</u>	13
<u>Sales Commission Plans</u>	14
<u>Long-Term Incentive Compensation</u>	15
<u>Stock Options</u>	15
<u>Stock Appreciation Rights</u>	15
<u>Retirement and Pension Plans</u>	16
<u>Other Personal Benefits and Perquisites</u>	17
<u>Tax and Accounting Considerations</u>	17
<u>SUMMARY COMPENSATION TABLE</u>	17
<u>GRANTS OF PLAN-BASED AWARDS</u>	19
<u>OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END</u>	20
<u>STOCK OPTIONS EXERCISED</u>	21
<u>SARs EXERCISED</u>	21
<u>PENSION BENEFITS</u>	21
<u>EMPLOYMENT AGREEMENTS AND POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE-IN-CONTROL</u>	22
<u>COMPENSATION OF DIRECTORS</u>	29
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	29
<u>CORPORATE GOVERNANCE</u>	30
<u>Director Independence</u>	30
<u>Board Size and Composition</u>	30
<u>Risk Management</u>	31
<u>Nomination Process</u>	31
<u>Board of Directors Mandate</u>	32
<u>Meetings of the Board of Directors and its Committees</u>	32
<u>Committees of the Board</u>	32
<u>Audit Committee</u>	32
<u>Compensation Committee</u>	33
<u>Corporate Governance Committee</u>	33
<u>Nominating Committee</u>	33
<u>Option Committee</u>	33
<u>Orientation and Education</u>	33
<u>Board Self-Assessment</u>	33
<u>Written Position Descriptions</u>	33
<u>CODE OF ETHICS</u>	34
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	34
<u>REVIEW, APPROVAL OR RATIFICATION OF TRANSACTIONS WITH RELATED PERSONS</u>	35
<u>AVAILABLE INFORMATION</u>	35
<u>APPROVAL BY BOARD OF DIRECTORS</u>	35



## **Table of Contents**

IMAX Corporation  
2525 Speakman Drive  
Mississauga, Ontario, Canada, L5K 1B1

### **GENERAL INFORMATION**

This proxy circular and proxy statement (the **Circular**) is furnished in connection with the solicitation by the management of the Company of proxies to be used at the Special Meeting of Shareholders (the **Special Meeting**) of IMAX Corporation (the **Company**), which will be held at Cleary Gottlieb Steen & Hamilton LLP, 450 Park Avenue, 28<sup>th</sup> Floor, Room 3, New York, New York, U.S.A. 10022, on Tuesday, September 28, 2010 at 11:00 a.m., or at any continuation, postponement or adjournment thereof.

The Notice of Special Meeting, this document and the form of proxy (the **Form of Proxy**) will be released on or about August 25, 2010 to holders of the Company's common shares (the **Common Shares**).

### **Important Notice Regarding the Availability of Proxy Materials for the Special Meeting to Be Held on September 28, 2010**

Pursuant to a new requirement promulgated by the United States Securities and Exchange Commission (the **SEC**), the Company has elected to provide access to our proxy materials by sending you this full set of proxy materials, including a form of proxy or voting instruction form. You are encouraged to access and review all of the important information contained in the proxy materials before submitting a proxy or voting at the Special Meeting. The proxy materials are also available on the internet at [www.IMAX.com/Corporate/InvestorRelations/ShareholderMeeting](http://www.IMAX.com/Corporate/InvestorRelations/ShareholderMeeting).

Regardless of the number of Common Shares you hold, your role as a shareholder is very important and the Board of Directors strongly encourages you to exercise your right to vote.

### **INFORMATION ON VOTING**

#### **Who can Vote**

The Board of Directors has fixed August 23, 2010 as the record date for the Special Meeting. Holders of Common Shares at the close of business on that date will be entitled to vote at the Special Meeting. Each Common Share entitles the holder to one vote on all matters presented at the Special Meeting. As of August 23, 2010, the Company had 63,744,680 Common Shares issued and outstanding. You are entitled to vote if you were a holder of record of Common Shares as of the close of business on August 23, 2010. You are entitled to one vote on each proposal for each Common Share you held on the record date. Your Common Shares may be voted at the Special Meeting only if you are present in person or your Common Shares are represented by a valid proxy.

#### **Difference between a Shareholder of Record and a Street Name Holder**

If your Common Shares are registered directly in your name, you are considered the shareholder of record with respect to those Common Shares.

If your Common Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the shareholder of record with respect to those Common Shares. However, you are still considered the beneficial owner of those Common Shares, and your Common Shares are said to be held in **street name**. Street name holders generally cannot submit a proxy or vote their Common Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Common Shares using the methods described below in **Voting by Street Name Holders**.

### **VOTING BY SHAREHOLDERS OF RECORD**

The following instructions are for shareholders of record only. **If you are a street name holder, please follow your broker's instructions on how to vote your Common Shares.** See description below in **Voting by Street Name Holders**.

#### **Voting in Person**

Shareholders of record may vote by attending the Special Meeting and voting the Common Shares registered in their name on resolutions put before the Special Meeting. If you are a shareholder of record who will attend and vote in person at the Special Meeting, you do not need to complete or return the Form of Proxy. Please register your attendance with the scrutineer, Computershare Investor Services Inc. (**Computershare**), upon your arrival at the Special Meeting.

#### **Voting by Proxy**

Edgar Filing: IMAX CORP - Form DEF 14A

If you are a shareholder of record but do not plan to attend the Special Meeting in person, you may vote by proxy. There are three ways to vote by proxy:

**Mail** You may vote by completing, dating and signing the enclosed Form of Proxy and promptly returning it, in the preaddressed envelope provided to you, to Computershare, no later than 11:00 a.m. (Eastern Time) on Friday, September 24, 2010, or on the second last business day prior to any postponed or adjourned meeting.

## **Table of Contents**

**Telephone** You may vote by telephone from within the United States or Canada by calling the toll free number shown on the Form of Proxy no later than 11:00 a.m. (Eastern Time) on Friday, September 24, 2010, or on the second last business day prior to any postponed or adjourned meeting. **Please refer to the holder account number and access number provided on the Form of Proxy.**

**Internet** You may vote over the internet by following the login and voting procedures described on the Form of Proxy. **Please refer to the holder account number and access number provided on the Form of Proxy.** Detailed voting instructions will then be provided via the internet to those who have completed the login procedure. You may vote (and revoke a previous vote) over the internet at any time before 11:00 a.m. (Eastern Time) on Friday, September 24, 2010, or on the second last business day prior to any postponed or adjourned meeting.

The internet voting procedure is designed to authenticate shareholders' identities, to allow shareholders to vote their Common Shares and to confirm that shareholders' votes have been recorded properly. Shareholders who submit a proxy through the internet should be aware that they may incur costs to access the internet, such as usage charges from telephone companies or internet service providers and that these costs must be borne by the shareholder. Also, please be aware that the Company is not involved in the operation of the internet voting procedure and cannot take responsibility for any access or internet service interruptions that may occur or any inaccuracies, erroneous or incomplete information that may appear.

### **What is a Proxy?**

A proxy is a document that authorizes another person to attend the Special Meeting and cast votes on behalf of a shareholder of record at the Special Meeting. If you are a shareholder of record, you can use the accompanying Form of Proxy. You may also use any other legal form of proxy.

### **How do you Appoint a Proxyholder?**

Your proxyholder is the person you appoint to cast your votes for you at the Special Meeting. The persons named in the enclosed Form of Proxy are directors and officers of the Company. **You have the right to appoint one of the persons designated as proxyholders in the accompanying Form of Proxy or any other person, who need not be a shareholder of the Company, to attend and act on your behalf at the Special Meeting.**

Your proxy authorizes the proxyholder to vote and otherwise act for you at the Special Meeting, including any continuation of the meeting if it is adjourned.

### **How will a Proxyholder Vote?**

If you mark on the proxy how you want to vote on a particular issue (by checking FOR or WITHHOLD), your proxyholder must cast your votes as instructed. By checking WITHHOLD on the proxy, you will be abstaining from voting, though you will be treated as present for the purposes of determining a quorum.

The person appointed as proxyholder has discretionary authority and may vote the Common Shares represented thereby as such person considers best with respect to amendments or variations to matters identified in the Notice of Special Meeting, and with respect to any other matter which may properly come before the Special Meeting. As of the date of this Circular, the management of the Company is not aware of any such amendment, variation or other matter proposed or likely to come before the Special Meeting. If any amendments are proposed to these matters, or if any other matters properly arise at the Special Meeting, your proxyholder can generally vote your Common Shares as he or she sees fit.

**When you submit your proxy, if you do NOT mark on the proxy how you intend to vote on a particular matter, your proxyholder is entitled to vote your Common Shares as he or she sees fit. If your proxy does not specify how you intend to vote on any particular matter, and if you have authorized a director or officer of the Company to act as your proxyholder, your Common Shares will be voted at the Special Meeting FOR the election of the nominees named in this Circular as directors.**

For more information, please see **Election of Directors** beginning on page 5.

### **How do you Revoke your Proxy?**

Any proxy given pursuant to this solicitation may be revoked by the person giving it any time before the Special Meeting by depositing an instrument in writing (including another proxy) executed by the shareholder or the shareholder's attorney authorized in writing at: (i) the registered office of the Company, IMAX Corporation, 2525 Speakman Drive, Mississauga, Ontario, Canada, L5K 1B1, Attention: Corporate Secretary, at any time up to and

including 11:00 a.m., Eastern Time, on the second last business day prior to the date of the Special Meeting or any adjournment or postponement thereof; or (ii) with the chairman of the Special Meeting on the day of the Special Meeting or at any adjournment or postponement thereof; or (iii) in any other manner permitted by law, including attending the Special Meeting in person. If you revoke your proxy and do not replace it with another form of proxy that has been properly deposited, you may still vote Common Shares registered in person at the Special Meeting.

**Confidentiality of Voting**

Computershare counts and tabulates proxies in a manner that preserves the confidentiality of your votes. Proxies will not be submitted to management unless:

## **Table of Contents**

there is a proxy contest;  
the proxy contains comments clearly intended for management; or  
it is necessary to determine a proxy's validity or to enable management and/or the Board of Directors to meet their legal obligations to shareholders or to discharge their legal duties to the Company.

### **Quorum**

The Special Meeting requires a quorum, which for the purposes of the Special Meeting means:  
at least two persons personally present, each being a shareholder entitled to vote at the Special Meeting or a duly appointed proxyholder for a shareholder, and  
persons owning or representing by proxy not less than 33 1/3% of the total number of Common Shares entitled to vote at the Special Meeting.

As of August 23, 2010, the Company had 63,744,680 Common Shares issued and outstanding, each carrying the right to one vote at all meetings of the shareholders of the Company.

### **Solicitation of Proxies**

While management intends to solicit most proxies by mail, some proxies may be solicited by telephone or other personal contact by directors, officers or employees of the Company. Directors, officers and employees will not receive any additional compensation for such activity. The Company will, upon request, pay brokers and certain other persons who hold the Company's Common Shares for others their reasonable expenses for sending proxy materials to the beneficial owners of the Company's Common Shares. The cost of solicitation will be borne by the Company. While the Company has not chosen to engage the services of a proxy solicitor to aid in the solicitation of proxies and verify records relating to the solicitation at this time, should the Company decide to do so, it will bear all costs of such solicitation.

### **VOTING BY STREET NAME HOLDERS**

Copies of this solicitation have been distributed to your broker, bank or other intermediary who are required to deliver them to, and seek voting instructions from, shareholders who hold our Common Shares in street name. Intermediaries often use a service company such as Broadridge Investor Communications (Broadridge) to forward meeting materials to street name holders. If you are a street name holder, you can vote your Common Shares through your intermediary by following the instructions your intermediary provides you with or at the Special Meeting. As a street name holder, while you are invited to attend the Special Meeting, you will not be entitled to vote at the Special Meeting unless you make the necessary arrangements with your intermediary to do so.

#### **Voting in Person**

A street name holder who receives a Voting Instruction Form and who wishes to attend and vote at the Special Meeting in person (or have another person attend and vote on his or her behalf), should strike out the appointees named in the Voting Instruction Form and insert his or her name (or such other person's name) in the blank space provided or follow the corresponding instructions provided by the intermediary.

#### **Voting through an Intermediary**

**Through an Intermediary** As a street name holder, you will be given a Voting Instruction Form by your intermediary which must be submitted in accordance with the instructions provided by the intermediary. You *must* follow the intermediary's instructions (which allow the completion of the Voting Instruction Form by mail, telephone or internet). Occasionally, as a street name holder you may be given a form of proxy that has been signed by the intermediary and which is restricted to the number of Common Shares owned by you as the beneficial shareholder but that is otherwise not completed. This form of proxy does not need to be signed by you. In this case, you can complete the form of proxy and vote by following the instructions provided by the intermediary.

**Mail** You may vote by completing, dating and signing the Voting Instruction Form and promptly returning it, in the preaddressed envelope provided to you no later than 11:00 a.m. (Eastern Time) on Friday, September 24, 2010, or on the second last business day prior to any postponed or adjourned meeting.

**Telephone** You may vote by telephone from within the United States or Canada by calling the toll free number shown on the Voting Instruction Form no later than 11:00 a.m. (Eastern Time) on Friday, September 24, 2010, or on the second last business day prior to any postponed or adjourned meeting. **Please refer to the 12 digit control number provided on the Voting Instruction Form.**

**Internet** If your intermediary is registered with Broadridge, whom we have retained to manage street name holder internet voting, you may vote over the internet by following the login and voting instructions on your Voting Instruction Form. **Please refer to the 12 digit control number provided on the Voting Instruction Form.**

**Table of Contents****Householding**

Some brokers, banks or other intermediaries may be participating in the practice of householding proxy circulars. This means that only one copy of the Circular may have been sent to multiple shareholders in the same household. Each shareholder will continue to receive a separate voting instruction form. The Company will promptly deliver a separate copy to you if you request one by writing or calling as follows: IMAX Corporation, 110 East 59th Street, Suite 2100, New York, New York, U.S.A., 10022, Attention: Investor Relations at 212-821-0100. If you want to receive separate copies of the circular in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your intermediary.

**Information for U.S. Street Name Holders**

If you are a street name holder with an intermediary, you must instruct your U.S. intermediary how to vote your Common Shares. If you do not provide voting instructions, your Common Shares will not be voted on any proposal on which the U.S. intermediary does not have discretionary authority to vote. This is called a broker non-vote. In these cases, the broker can register your Common Shares as being present at the Special Meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which specific authorization is required.

**There is an important change this year regarding broker non-votes and director elections. Unlike in prior years when U.S. intermediaries had discretionary voting authority on the election of directors, this year, U.S. intermediaries may not vote in the election of directors if they have not received instructions from the street name holder. Accordingly, it is particularly important that street name holders instruct their U.S. intermediaries how they wish to vote their Common Shares.**

**PROCEDURE FOR CONSIDERING SHAREHOLDER PROPOSALS FOR THE COMPANY'S 2011  
SPECIAL MEETING**

If a shareholder wishes to propose any matter for a vote by the Company's shareholders at the Company's 2011 annual meeting of shareholders he or she must send his or her proposal to the Corporate Headquarters of the Company at IMAX Corporation, 2525 Speakman Drive, Mississauga, Ontario, Canada, L5K 1B1, Attention: Corporate Secretary. The Company may omit the proposal from next year's proxy circular and proxy statement under applicable Canadian corporate law and U.S. securities laws if it is not received by the Company's Corporate Secretary at the address noted above by December 30, 2010.

**SHAREHOLDER COMMUNICATION**

Shareholders or other interested parties wishing to communicate with the Board of Directors, or any individual director, may do so by sending a written communication to IMAX Corporation, 2525 Speakman Drive, Mississauga, Ontario, Canada, L5K 1B1, addressed to the Board of Directors or any individual director, Attention: Corporate Secretary. The Secretary forwards all such communications to the Board of Directors.

**PRINCIPAL SHAREHOLDERS OF VOTING SHARES**

The Company is not aware of any persons who as of August 23, 2010, beneficially owned or exercised control or direction over more than 5% of the Company's Common Shares except:

Name and Address of Beneficial Owner of Common Shares	Amount and Nature of Beneficial Ownership of Common Shares	Percent of Outstanding Common Shares
<b>Douglas Group</b>		
Kevin and Michelle Douglas	8,626,447 <sup>(1)</sup>	13.5%
James E. Douglas, III		
K&M Douglas Trust		
Douglas Family Trust		
James Douglas and Jean Douglas Irrevocable Descendants Trust		
125 E. Sir Francis Drake Blvd., Suite 400, Larkspur, CA, 94939		

**Tremblant Capital Group**

767 Fifth Avenue

New York, NY, 10153

4,475,796<sup>(2)</sup>

7.0%

The percentage of outstanding Common Shares is based on dividing the number of Common Shares beneficially owned by such person by 63,744,680 Common Shares outstanding as of August 23, 2010.

- (1) Based solely on information reported in an amended Schedule 13G filed jointly by Kevin Douglas, Michelle Douglas, James E. Douglas, III, the Douglas Family Trust, the K&M Douglas Trust, and James Douglas & Jean Douglas Irrevocable Descendants Trust on February 17, 2009 with the SEC. As reported in such filing, Kevin Douglas has shared voting power with respect to 6,038,513 Common Shares. (Kevin Douglas and his wife, Michelle Douglas, hold 3,709,372 Common Shares jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 2,329,141 Common Shares.) Kevin Douglas has shared dispositive power with respect to 8,626,447 Common Shares. (Kevin Douglas has dispositive power with respect to 862,645 Common Shares held by James E. Douglas, III and 1,725,289 Common Shares held by the Douglas Family Trust.)
- (2) Based solely on information reported in an amended Schedule 13G filed by Tremblant Capital Group ( Tremblant ) on February 16, 2010 with the SEC. As reported in such filing, Tremblant has sole voting power with respect to 4,475,796 Common Shares and sole dispositive power with respect to 4,475,796 Common Shares. Tremblant does not hold shared voting/dispositive power with respect to any of its Common Shares.



**Table of Contents****MATTERS TO BE CONSIDERED AT THE 2010 SPECIAL MEETING****ELECTION OF DIRECTORS**

The Company's articles provide that the Board of Directors may be comprised of a minimum of one and a maximum of 15 directors, with the actual number determined from time to time by resolution of the Board of Directors. The Board of Directors recently increased the size of the Board from seven to nine directors in order to further expand the Board's expertise and knowledge as the Company continues to execute on its operating strategy going forward.

At the Special Meeting, shareholders will be asked to approve the election of directors by ordinary resolution, which requires that a majority of the votes cast at the Special Meeting be in favor of the resolution for the election of the nominees. **In the absence of any instruction on the accompanying Form of Proxy, it is the intention of the persons named by management in the Form of Proxy to vote the Common Shares represented by the proxy in favor of the resolution. If any of the nominees is for any reason unable to serve as a director, proxies in favor of management will be voted for another nominee in their discretion unless the shareholder has specified in the Form of Proxy that such shareholder's Common Shares are to be withheld from voting on the election of directors.**

The Board of Directors is divided into three classes, each of which serves for a three-year term. The Board of Directors is currently composed of Neil S. Braun, Kenneth G. Copland, Richard L. Gelfond, Garth M. Girvan, David W. Leebron, Marc A. Utay, and Bradley J. Wechsler. The term of Class II directors expires in 2011. The term of Class I directors expires in 2012. The term of Class III directors expires in 2013.

The nominees for election as directors have indicated to the Company that they will serve if elected. Each director elected will hold office until the earlier of the annual meeting of shareholders in 2011; until his successor is elected or appointed; or until the date of his resignation or termination.

Shareholders who wish to have the Board of Directors consider the nomination of any person for director at the 2011 meeting of shareholders should communicate with the Company's Corporate Secretary at the Company's corporate office (see description below in "Nomination Process").

**Nominees for Election**

**The Board of Directors unanimously recommends a vote FOR the election of each of these nominees as directors.**

The individuals noted below are to be nominated for election to the Board of Directors of the Company.

The following table lists certain information concerning the persons to be nominated for election to the Board of Directors of the Company in Classes II and III and the directors whose terms continue after the Special Meeting.

<b>Nominee for Election as Class II Director for a Term Expiring in 2011</b>	<b>Current Position with the Company</b>
<p><b>Eric A. Demirian</b>, 52, Toronto, Ontario, Canada</p> <p>Eric A. Demirian is President of Parklea Capital, Inc. Prior to Mr. Demirian's position at Parklea Capital, he held the position of Executive Vice President of Group Telecom from 2000 to 2003. Mr. Demirian's previous positions include, partner and head of Information and Communication Practice at PricewaterhouseCoopers (1983-2000) and internal auditor at the Ontario Lottery and Gaming Corporation (1980-1983). Mr. Demirian serves on the boards and is the chair of the audit committee of Enghouse Systems Ltd. and Menu Foods Income Fund. Mr. Demirian is a director of Leisure Canada Inc. Mr. Demirian is a former director and chair of the audit committee of Keystone North America Inc. (2007-2010) and former director and chair of the audit committee of Granby Industries Income Fund (2006-2007). Mr. Demirian is a Canadian citizen. He is a Chartered Accountant and a Certified General Accountant. Mr. Demirian's accounting experience combined with his substantial business and transaction experience make him well suited to assist the Board in its assessment of financial</p>	n/a

and accounting matters. Mr. Demirian will qualify as an independent director within the meaning of the Marketplace Rules of the Nasdaq Stock Market, LLC. Mr. Demirian previously served as Executive Vice President of Group Telecom Inc. ( GT Inc. ) and its operating subsidiary GT Group Telecom Services Inc. ( GT Services ) from January, 2000 to February, 2003 and a Director of GT Inc. from June, 2002 to August, 2002. GT Inc. was a publicly traded telecommunications corporation listed on the TSX and NASDAQ. In June 2002, GT Inc. and GT Services made an application under the *Corporation Creditors Arrangement Act (Canada)* and under Chapter 11 in the United States. In February 2003, GT Services and all of the operations of the Corporation were sold to a competitor and GT Inc. underwent bankruptcy proceedings.

**Table of Contents**

<b>Nominee for Election as Class III Director for a Term Expiring in 2011</b>	<b>Current Position with the Company</b>
<p><b>I. Martin Pompadur</b>, 75, New York, New York, U.S.A</p> <p>Martin Pompadur is the Chairman of Metan Development Group. In June 1998, Mr. Pompadur joined News Corporation as Executive Vice President of News Corporation, President of News Corporation Eastern and Central Europe and a member of News Corporation's Executive Management Committee. He was appointed Chairman of News Corp Europe in January 2000, a position he held until 2008. Mr. Pompadur was Chairman and Chief Executive Officer of RP Companies from 1982 to 2007 and has held executive positions at several other media companies including American Broadcasting Companies, Inc. Mr. Pompadur is the principal owner of Caribbean International News Corporation and Montana Coffee. Mr. Pompadur serves on the board of Nexstar Broadcasting Group Inc. and is Senior Advisor to Oliver Wyman and Global Vice Chairman Media and Entertainment, Macquarie Capital Advisors. Mr. Pompadur brings to the Board his broad international perspective gained from many years of experience as a senior executive and board member of large media companies. Mr. Pompadur's deep knowledge of business development and media strategy will be a valuable addition to the Board. Mr. Pompadur will qualify as independent directors within the meaning of the Marketplace Rules of the Nasdaq Stock Market, LLC.</p>	n/a
<b>Directors who Continue in Office after the Special Meeting</b>	<b>Expiry of Term of Office</b>
<p><b>Neil S. Braun</b>, 57, New York, New York, U.S.A.</p> <p>Neil S. Braun has been a director of the Company since June 2003 and is the Dean of Pace University, Lubin School of Business. Mr. Braun held the position of Chief Executive Officer of The Carbon Neutral Company from 2008 to June 2010 and Chairman &amp; Chief Executive Officer of The GreenLife Organization from 2007 to 2008. Mr. Braun held the position of President, Distribution &amp; Marketing of Starz Media since it acquired IDT Entertainment in August 2006, President, Feature Films and Television of IDT Entertainment from 2005 to 2007 and the President of Vanguard Animation, LLC from 2001 to 2005. He was the President of Vast Video Inc. prior to this and was President of iCast Corporation a wholly-owned subsidiary of CMGI, Inc. during 1999. From 1994 to 1998, Mr. Braun was President of NBC Television Network. Mr. Braun also sits on the Share our Strength and Westhampton Beach Performing Arts Center boards of directors and is a member of the University of Pennsylvania School of Arts and Sciences Board of Overseers, all non-profit organizations. Mr. Braun has received his Certificate of Director Education through the National Association of Corporate Directors and is a member of KPMG Audit Committee Institute. Mr. Braun is a member of the Company's Audit, Compensation and Nominating Committees. Mr. Braun's experience as a senior executive of a number of entertainment technology and other companies allows him to provide valuable insight into issues and opportunities facing the Company and has given him financial expertise which is valuable to the Audit Committee.</p>	2012
<b>Kenneth G. Copland</b> , 72, Toronto, Ontario, Canada	2012

Kenneth G. Copland has been a director of the Company since June 1999 and is the Chairman of KGC Ltd. Mr. Copland was the Vice-Chairman of BMO Nesbitt Burns Inc. from 1994 to May 2001. Mr. Copland is a director of Allbanc Split Corp. II. Mr. Copland serves as the Chairman of the Audit Committee of the Company and is a member of the Company's Compensation and Nominating Committees. Mr. Copland is a Canadian citizen. Mr. Copland's tenure as Vice-Chairman of a major bank and his other prominent positions in the investment banking industry for more than 40 years have given Mr. Copland a knowledge and understanding with respect to generally accepted accounting principles and auditing standards and how they should be applied to budgeting and financial reporting systems. With his strong financial background, Mr. Copland serves as the Chair of the Audit Committee and meets the SEC definition of an Audit Committee financial expert.

**Richard L. Gelfond**, 54, New York, New York, U.S.A.

2013

Effective April 1, 2009, Mr. Gelfond assumed the role of sole Chief Executive Officer of the Company. Mr. Gelfond served as Co-Chairman of the Company with Mr. Wechsler from June 1999 to March 31, 2009 and Co-Chief Executive Officer with Mr. Wechsler from May 1996 to March 31, 2009. From March 1994 to June 1999, Mr. Gelfond served as Vice Chairman of the Company. Mr. Gelfond serves as Chairman of the Board of Trustees of the Stony Brook Foundation, Inc., which is affiliated with Stony Brook University, and is on the Board of Directors for Brookhaven Science Associates, which is the management company of Brookhaven National Laboratories. Mr. Gelfond is a member of the Board of Directors of the Atlantic Council. He is also Vice Chairman of the New York Historical Society and a Member of the Motion Picture Academy of Arts & Science. Mr. Gelfond served as the Chairman of the Columbia Shuttle Memorial Trust Steering Committee, which was established in co-operation with NASA to support the families of the seven crew members of the STS-107 mission of the Space Shuttle Columbia, which came to a tragic end on February 1, 2003. Mr. Gelfond's long service as Chief Executive Officer of the Company (formerly Co-Chief Executive Officer), as well as his financial, legal and capital markets expertise, combined with his extensive knowledge of the business and operations of the Company and his relationships with studios, exhibitors and senior management with the Company, are valuable assets to the Board. Due to Mr. Gelfond's long-time leadership role in the Company and in the marketplace, he brings to the Board a practical understanding of the organization, its processes, strategy, risk management and optimal methods to drive change and growth.

**Garth M. Girvan**, 61, Toronto, Ontario, Canada

2012

Garth M. Girvan has been a director of the Company since March 1994 and is a partner of McCarthy Tétrault LLP. Mr. Girvan is a director of Entertainment One Ltd. Mr. Girvan serves as the Chairman of the Compensation Committee of the Company and is a member of the Company's Corporate Governance and Option Committees. Mr. Girvan is a Canadian citizen. Mr. Girvan brings to the Board his extensive background as legal counsel to public and private companies, including having provided recognized leadership in complex public and private equity and debt financings, which makes him well-suited to assist the Board in addressing the legal, financial and governance issues which it faces.

**Table of Contents**

<b>Directors who Continue in Office after the Special Meeting</b>	<b>Expiry of Term of Office</b>
<p><b>David W. Leebron</b>, 55, Houston, Texas, U.S.A.</p> <p>David W. Leebron has been a director of the Company since September 2003 and has been the President of Rice University since July 1, 2004. Prior to July 1, 2004, Mr. Leebron held the position of Dean and Lucy G. Moses Professor of Law at Columbia University School of Law since 1996 and Professor of Law since 1989. Mr. Leebron is on the Council on Foreign Relations, and on the board of the Greater Houston Partnership and KIPP Foundation. Mr. Leebron serves as Chairman of the Corporate Governance and Nominating Committees of the Company and is a member of the Company's Audit and Compensation Committees. Mr. Leebron brings his broad legal experience, leadership and management skills as President of Rice University and former Dean of Columbia Law School to the Board which makes him well suited to assess legal risks and other challenges faced by the Company, as well as to apply his experience to governance issues facing the Board.</p>	2011
<p><b>Marc A. Utay</b>, 50, New York, New York, U.S.A.</p> <p>Marc A. Utay has been a director of the Company since May 1996 and has been the Managing Partner of Clarion Capital Partners, a private equity investment firm, since November 1999. Prior to joining Clarion, Mr. Utay was a Managing Director of Wasserstein Perella &amp; Co. Inc. and a member of Wasserstein Perella's Policy Committee. Mr. Utay was co-head of Wasserstein Perella's Leveraged Finance, Retailing and Media, Telecommunication and Entertainment groups. Until December 2002, Mr. Utay was also a Senior Advisor to Dresdner Kleinwort Wasserstein. Mr. Utay is a director of P&amp;F Industries, Inc. Mr. Utay serves as Chairman of the Option Committee of the Company and is a member of the Company's Corporate Governance and Compensation Committees. Mr. Utay is a seasoned entrepreneur who has more than 25 years of experience in investment banking and in direct investment in public and private companies and funds. He also brings particular expertise to the Board in the areas of financial planning, the capital markets and operating experience that strengthens the Board's skill in those areas.</p>	2011
<p><b>Bradley J. Wechsler</b>, 58, New York, New York, U.S.A.</p> <p>Effective April 1, 2009, Bradley J. Wechsler assumed the role of sole Chairman of the Company's Board of Directors. Mr. Wechsler served as Co-Chief Executive Officer of the Company with Mr. Gelfond from May 1996 to March 31, 2009. From March 1994 to June 1999, Mr. Wechsler served as Chairman of the Company and served as Co-Chairman with Mr. Gelfond from June 1999 to March 31, 2009. Mr. Wechsler serves on the boards of the American Museum of the Moving Image, Math for America, the Ethical Culture Fieldston Schools and Apollo Investment Corporation. Mr. Wechsler also serves on the board of the NYU Hospital and Medical Center, where he is a Vice Chairman and member of the Executive Committee. Mr. Wechsler is a Member of the Motion Picture Academy of Arts &amp; Science. Mr. Wechsler's long service as Co-Chief Executive Officer of the Company, as well as his financial, legal and capital markets expertise, combined with his extensive knowledge of the business and operations of the Company, are valuable assets to the Board. Due to Mr. Wechsler's long-time leadership role in the Company and in the marketplace, he brings to the Board a practical understanding of the organization, its processes, strategy, risk management and the optimal methods to drive change and growth. In addition, Mr. Wechsler brings</p>	2013

particular expertise in board leadership and governance given his long service as Co-Chairman of the Board.

### EXECUTIVE OFFICERS

The following table sets forth certain information regarding the executive officers of the Company as of August 25, 2010.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Richard L. Gelfond	55	Chief Executive Officer and Director
Joseph Sparacio	50	Executive Vice President & Chief Financial Officer
Gary Moss	51	Chief Operating Officer
Greg Foster	48	Chairman & President, Filmed Entertainment
Robert D. Lister	41	Senior Executive Vice President & General Counsel
Brian Bonnick	53	Executive Vice President, Technology
David B. Keighley	62	Executive Vice President & President, David Keighley Productions 70MM Inc.
Larry O Reilly	48	Executive Vice President, Theatre Development
G. Mary Ruby	52	Executive Vice President, Corporate Services & Corporate Secretary
Mark Welton	47	Executive Vice President, Corporate and Digital Development & Theatre Operations
Edward MacNeil	45	Senior Vice President, Finance
Jeffrey Vance	39	Vice President, Finance & Controller

**Richard L. Gelfond** assumed the role of sole Chief Executive Officer of the Company effective April 1, 2009, and remains a member of the Company's Board of Directors. Mr. Gelfond served as Co-Chairman of the Company with Mr. Wechsler from June 1999 to March 31, 2009 and Co-Chief Executive Officer with Mr. Wechsler from May 1996 to March 31, 2009. From March 1994 to June 1999, Mr. Gelfond served as Vice Chairman of the Company. Mr. Gelfond serves as Chairman of the Board of Trustees of the Stony Brook Foundation, Inc., which is affiliated with Stony Brook University, and is on the Board of Directors for Brookhaven Science Associates, which is the management company of Brookhaven National Laboratories. Mr. Gelfond is a member of the Board of Directors of the Atlantic Council. He is also Vice Chairman of the New York Historical Society and a Member of the Motion Picture Academy of Arts & Science. Mr. Gelfond served as the Chairman of the Columbia Shuttle Memorial Trust Steering Committee, which was established in co-operation with NASA to support the families of the seven crew members of the STS-107 mission of the Space Shuttle Columbia, which came to a tragic end on February 1, 2003.

**Table of Contents**

**Joseph Sparacio** joined the Company in May 2007 as Executive Vice President and was appointed Chief Financial Officer ( CFO ) in August 2007. Prior to joining the Company, Mr. Sparacio served as Senior Vice President and Chief Financial Officer for the programming company iN Demand L.L.C. from June 2002 until his employment with the Company. From 1998 to 2002, Mr. Sparacio served as Vice President of Finance and Controller for Loews Cineplex Entertainment Corporation. From 1994 to 1998, Mr. Sparacio served as Vice President, Finance and Controller of Loews Theater Management Corp., and from 1990 to 1994, he served as Controller. Prior to joining Loews, Mr. Sparacio spent eight years with Ernst & Young. Mr. Sparacio is a certified public accountant and is a member of the American Institute of Certified Public Accountants and the New York State Society of Certified Public Accountants.

**Gary Moss** joined the Company in July 2009 as Chief Operating Officer. Prior to joining the Company, Mr. Moss was an independent consultant from 2008 until his employment with the Company and served as Chief Operating Officer and Chief Financial Officer of Concert Productions International (CPI), a major promoter of rock concerts and tours in North America, and an operating subsidiary of Live Nation Inc. from 2004 to 2008. Mr. Moss worked with EMI Group Canada Inc., as Vice President, Finance from 1995 to 2004, and with Sega of Canada, Inc. as Vice President of Finance from 1993 to 1995. Mr. Moss is a Chartered Accountant and received his Bachelors of Commerce from University of KwaZulu-Natal, South Africa.

**Greg Foster** joined the Company in March 2001 as President, Filmed Entertainment and was appointed Chairman & President, Filmed Entertainment in September 2004. Prior to joining the Company, Mr. Foster was Executive Vice-President of Production at MGM/UA. Prior to that, Mr. Foster held other senior positions including Senior Vice-President of Motion Picture Marketing Research during his 15 years at MGM/UA. In 1999, Mr. Foster founded uMogul, a financial services company and held the position of Chairman, Co-Founder and President.

**Robert D. Lister** joined the Company in May 1999 as Senior Vice President, Legal Affairs & General Counsel, and was appointed Senior Executive Vice President & General Counsel in December 2007. Previous to that, Mr. Lister held the position of Executive Vice President, Business & Legal Affairs, Corporate Communications & General Counsel since January 2006 and was Executive Vice President, Legal and Business Affairs & General Counsel, a position he held from May 2001 to January 2006. Prior to joining the Company, Mr. Lister was Vice President, General Counsel and Secretary of Clearview Cinemas, a film exhibitor, from March 1998 until his employment with the Company. Prior to that, Mr. Lister served as Associate General Counsel of Merit Behavioral Care Corporation, a behavioral healthcare company, from 1996 to 1998. Mr. Lister is a member of the Board of Directors of 3D Net, a joint venture of Sony, Discovery Communications, and the Company. Mr. Lister is a member of the New York State Bar Association.

**Brian Bonnick** joined the Company in January 1999 as Vice President, Research & Technology and was appointed Executive Vice President, Technology in June 2006. Previous to that, Mr. Bonnick held the position of Senior Vice President, Technology, a position he held since August 2001. Prior to joining the Company, Mr. Bonnick was Vice President, Engineering and Operations for Electrohome Corporation. Prior to that Mr. Bonnick was Vice President and General Manager at TSB International Inc., a telecommunications company. Mr. Bonnick is registered as a professional engineer by the Association of Professional Engineers of Ontario.

**David B. Keighley** joined the Company in February 1988 and was appointed Executive Vice President of the Company in July 2007. Previous to that, Mr. Keighley held the position of Senior Vice President, a position he held since July 1997. Mr. Keighley is President of David Keighley Productions 70MM Inc., a subsidiary of the Company. Mr. Keighley is responsible for motion picture and digital post-production and image quality assurance.

**Larry O Reilly** joined the Company in March 1994 as the Sales Manager, Film Distribution and was appointed Executive Vice President, Theatre Development in September 2004. Mr. O Reilly has held various positions within the Company including Manager, Business Development, Film; Director, Strategic Partnerships; Director, Commercial Marketing: The Americas; Vice President, Sales, The Americas; and Senior Vice President, Theatre Development & Film Distribution.

**G. Mary Ruby** joined the Company in October 1987 as Associate General Counsel and was appointed Executive Vice President, Corporate Services (Legal, Human Resources and Administration) & Corporate Secretary in January 2008. Previous to that Ms. Ruby held the position of Senior Vice President, Human Resources and

Administration since May 2007 and Senior Vice President, Legal Affairs & Corporate Secretary since July 2001. Ms. Ruby held the position of General Counsel of the Company from February 1989 to February 1997. Ms. Ruby is also Deputy General Counsel and acts as Corporate Secretary to the Board of Directors. In November 2004, Ms. Ruby was appointed by the Company's Audit Committee as Chief Compliance Officer, responsible for oversight of the Company's Whistle Blower Program. Ms. Ruby is a member of the Ontario Bar Association. Ms. Ruby is a Governor and past Chairperson of the Governance Committee of Branksome Hall.

**Mark Welton** joined the Company in July 1997 as Director, Business Affairs and was appointed Executive Vice President, Corporate and Digital Development & Theatre Operations in April 2007. From September 2001 to October 2003, Mr. Welton held the position of Senior Vice President, Business Affairs, and from October 2003 to June 2006, Mr. Welton held the position of Senior Vice President, Theatre Operations and from June 2006 to April 2007 held the position of Executive Vice President, Theatre Operations & General Manager, Digital. Prior to joining the Company Mr. Welton was an associate lawyer at the law firm Stikeman, Elliot from 1994 until his employment with the Company.



**Table of Contents**

**Edward MacNeil** joined the Company in April 1994 as Director, Taxation & Treasury and was appointed Senior Vice President, Finance in August 2007. Mr. MacNeil served as interim Chief Financial Officer from August 2006 to August 2007. From October 1999 to August 2001, Mr. MacNeil held the position of Director and Senior Vice President of Digital Projection Limited, a former subsidiary of the Company. From September 2001 to September 2006, Mr. MacNeil held the position of Vice President Finance, Tax and Special Projects. Prior to joining the Company, Mr. MacNeil was a Taxation Manager at PricewaterhouseCoopers. Mr. MacNeil is a member of the Canadian Institute of Chartered Accountants.

**Jeffrey Vance** joined the Company in October 2004 as Manager, Business Operations and was appointed Vice President, Finance and Controller in February 2008. Mr. Vance served as Co-Controller from November 2006 and previous to that, Mr. Vance held the position of Director, Finance and Treasurer. Prior to joining the Company, Mr. Vance was employed in the Audit and Business Advisory Division at Arthur Andersen LLP from 1994 to 2002, most recently as Audit Manager, and was the Assistant Director, Financial Administration at FedEx Trade Networks Transport and Brokerage (Canada) Inc. from 2002 to 2003 and Eastern Region Controller and Manager of Administration at Comstock Canada Ltd. from 2003 to 2004. Mr. Vance is a member of the Canadian Institute of Chartered Accountants.

**SECURITY OWNERSHIP OF DIRECTORS AND MANAGEMENT**

The following table sets forth information with respect to the beneficial ownership of the Company's Common Shares as of August 23, 2010 or as otherwise indicated in the notes below, including (i) all persons to be nominated for election to the Board of Directors, individually; (ii) all directors and the named executive officers, individually; and (iii) all directors and officers as a group. The Company's named executive officers are the individuals who served during 2009 as Chief Executive Officers, Chief Financial Officer and the three most highly compensated executive officers of the Company, other than the Chief Executive Officers and the Chief Financial Officer, who were serving as executive officers as of December 31, 2009 (collectively, the Named Executive Officers).

Name of Beneficial Owner of Common Shares	Common Shares Beneficially Owned, Controlled or	Stock Options Exercisable within 60 days	Total	Percent of Outstanding Common Shares (2)
	Directed (1)			
Richard L. Gelfond	525,500	1,280,000	1,805,500	2.8%
Bradley J. Wechsler	632,800	1,050,000	1,682,800	2.6%
Neil S. Braun	Nil	16,000	16,000	*
Kenneth G. Copland	25,804	73,138	98,942	*
Eric A. Demirian	Nil	Nil	Nil	*
Garth M. Girvan	57,702	53,519	111,221	*
David W. Leebron	7,300	67,690	74,990	*
I. Martin Pompadur	Nil	Nil	Nil	

Edgar Filing: IMAX CORP - Form DEF 14A

Marc A. Utay	1,098,131	57,815	1,155,946	1.8%
Joseph Sparacio	Nil	26,250	26,250	
Robert D. Lister	9,000	Nil	9,000	*
Greg Foster	26,000	185,898	211,898	*
Larry O Reilly	5,000	8,500	13,500	*
All directors and executive officers as a group (18 persons)	2,401,439	2,865,010	5,266,449	7.9%