

# IMAX CORPORATION

## LEAD INDEPENDENT DIRECTOR CHARTER

### *Purpose*

When the Chairman of the Board of Directors of the Company is not an independent director, the independent directors shall appoint an independent director to serve as the Lead Independent Director with the authority and responsibilities described in this Charter and as the Board may determine from time to time.

### *Authority and Responsibilities*

The Lead Independent Director shall have the following authority and responsibilities:

1. Meetings and Executive Sessions; Oversight.
  - a. Have the opportunity to review and approve Board meeting schedules, agendas and materials.
  - b. Preside at meetings of the Board at which the Chair is not present, including executive sessions.
  - c. As requested, facilitate discussion among independent directors during Board meetings, executive sessions, and outside of Board meetings.
  - d. Have the ability to call meetings of the independent directors.
2. Liaisons with Chair and Management.
  - a. Be available to serve in an advisory capacity to the Chair, and, as appropriate, serve as a liaison between the chair and the CEO, on the one hand, and the independent directors, on the other.
  - b. As appropriate, communicate to the Chair and management views expressed by the independent directors in executive sessions or otherwise.
3. Other.
  - a. Perform such other duties or functions as the Board may from time to time delegate.

### *Qualifications and Appointment*

The Lead Independent Director shall be an independent director as determined by the Board in accordance with all applicable legal, regulatory, and stock exchange requirements.

The Lead Independent Director shall be appointed annually by a majority vote of the independent directors, and shall serve until his or her successor is duly appointed and qualified, or until his or her earlier removal or resignation or such time as he or she is no longer an independent Director of the Board. Although appointed annually, the Lead Independent Director is generally expected to serve for more than one year.

## ***General***

These Guidelines are not intended to establish legally binding obligations by their own force and are to be interpreted in the context of the flexible nature and framework by which the Lead Independent Director assists the Board with its oversight of the business and affairs of the Company.

The Governance Committee shall periodically assess the adequacy of this Charter and recommend any changes to the Board.

*October 2018*