

**READING INTERNATIONAL, INC.**

AMENDED AND RESTATED  
SUPPLEMENTAL POLICY  
CONCERNING TRADING IN  
COMPANY SECURITIES  
BY CERTAIN DESIGNATED PERSONS

**(Amended as of  
November 5, 2019)**

This policy supplements our general Insider Trading Policy. This supplemental policy applies to certain designated persons. If you are subject to this supplemental policy, we will notify you and provide you with a copy of this supplemental policy. After you have read this policy, please sign the Certification that is attached to this supplemental policy and return it to the **Company's Compliance Officer**. You will also be asked to recertify your compliance with this supplemental policy from time to time.

**Persons subject to this supplemental policy:**

This supplemental policy applies to

- each Director of the Company,
- each Officer of the Company who has been designated by our Board of Directors as an "Executive Officer" for purposes of the reporting requirements and trading restrictions of Section 16 of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), and
- any additional persons that the Company may from time to time designate as being subject to this supplemental policy because of their position with the Company and access to material non-public information.

We will notify you if you are subject to this supplemental policy. We refer to persons subject to this supplemental policy as "*Designated Persons*."

If you are a Designated Person, then this supplemental policy also applies to your family members who reside with you, anyone else who lives with you, any family members who do not live with you but whose transactions in Company securities are subject to your influence or control (such as parents or children who consult with you before they trade in Company securities) and any other entity whose transactions in Company securities are controlled by you. You are responsible for making sure that these other persons and entities comply with this supplemental policy.

## **Additional trading restrictions that apply to Designated Persons**

If you are a Designated Person, you are subject to all of the requirements of our general Insider Trading Policy. In addition, you are subject to the following restrictions:

- **You may not trade in Company securities outside of a trading window.**  
For purposes of this supplemental policy, a "trading window" will commence after the close of the second full day during which the NASDAQ Capital Market is open for trading in the Company's securities (a "trading day") following the day during which the Company publicly releases its quarterly/yearly operating results via a widespread Earnings Press Release and will end at the close of trading on the fifth (5) business day prior to the quarter/year end. As a matter of clarification, the second "full day" following release would begin at 12:01, A.M., New York City local time, on the second trading day following the day during which such release was made. For purposes of this supplemental policy, the term "business day" means any day on which National Banks are open for the acceptance of deposits and the making of withdrawals in the City of New York and the term "National Bank" means a bank chartered by the Controller of the Currency.
- **Even during a trading window, you may not trade during a blackout period.**  
You may not trade in Company securities during any special blackout periods that the Compliance Officer may designate with the prior written approval of the Chief Executive Officer (or the Chief Financial Officer if the Chief Executive Officer is unavailable). You may not disclose to any outside third party that a special blackout period has been designated.
- **You may not trade during a trading window without prior written notice.** If you decide to engage in a transaction involving Company securities during a trading window, you must notify the Compliance Officer in writing of the amount and nature of the proposed trade(s) at least two business days prior to the proposed transaction, and certify in writing that you are not in possession of material non-public information concerning the Company by delivery of a notice and certification (the "Trading Notice") in the form attached as Schedule 1, hereto. No such Trading Notice shall be effective for a period exceeding thirty (30) days from the date that Trading Notice is delivered to the Compliance Officer. Any Designated Person delivering a Trading Notice shall immediately update such Trading Notice in the event of any material change in the information and/or certification set forth in such Trading Notice by deliver of an amended trading notice to the Compliance Officer. Any Designated Person who is not obligated to file a Form 4 with the Securities and Exchange Commission with respect to trading in Company securities shall deliver to the Compliance Officer within 48 hours of each trade a written notice including the same information as would be included in such a Form 4 if such Designated Person had been obligated to file such a Form 4 with the Securities and Exchange Commission. The foregoing functions of the Compliance Officer will be undertaken by the Chief Executive Officer in the case of proposed trades by the Compliance Officer.

- **You may not trade in puts or calls or engage in short sales with respect to Company securities.** Trading in "puts" and "calls" (publicly traded options to sell or buy stock) and engaging in short sales are often perceived as involving insider trading and they may focus your attention on the Company's short-term performance rather than its long-term objectives. In addition, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales. Therefore, transactions in puts, calls and other derivative securities with respect to Company securities on an exchange or in any other organized market are prohibited by this supplemental policy, as are short sales of Company securities.
- **You may not engage in certain hedging transactions with respect to Company securities.** Certain forms of hedging transactions, such as zero-cost collars, equity swaps, prepaid variable forward contracts and exchange funds, are designed to hedge or offset a decrease in market value of a person's stock holdings. The stockholder is then no longer exposed to the full risks of stock ownership and may no longer have the same objectives as the Company's other stockholders. Therefore, such hedging transactions are prohibited under this supplemental policy.
- **You may not hold Company securities in a margin account or pledge Company securities as collateral for any other loan without prior written notice.** Because a broker is permitted to sell securities in a margin account if the customer fails to meet a margin call, the securities can be sold at a time when the customer is aware of material non-public information about the Company. Also, a foreclosure sale under any other loan could also occur at a time when the borrower has non-public information about us. Therefore, you may not hold Company securities in a margin account or pledge Company securities as collateral for any other loan without prior written notice to the Compliance Officer and the Chair of the Audit and Conflicts Committee.

### **Exceptions to this Supplemental Policy**

The trading restrictions in this supplemental policy (other than the trading restrictions set forth in the last three bullet points of the preceding section) do not apply to those transactions discussed in our general Insider Trading Policy under the heading "Exceptions to This Policy."

In addition, specific exceptions to this supplemental policy may be made when the person does not possess material non-public information, personal circumstances warrant the exception and the exception would not otherwise contravene the law or the purposes of this supplemental policy. An exception as to the requirements for margin accounts and other loans secured by Company securities also will be made for such accounts and loans that the person can show existed prior to the date of this supplemental policy. Any request for an exception should be directed to the Compliance Officer.

An exception shall be made to the first three bullets under "Additional trading restrictions that apply to Designated Persons" above for trading by a Designated Person under an "RDI Approved 10b5-1 Plan." To constitute an RDI Approved 10b5-1 Plan, the following steps must be taken and the approval of the Compliance Officer hereunder must be in place at all relevant times:

1. A Designated Person must submit in writing such person's proposed 10b5-1 trading plan (the "Proposed Plan") in final form to the Compliance Officer for this Policy, requesting pre-approval.
2. Upon receipt, the Compliance Officer will undertake to review the Proposed Plan, subject however, to such Designated Person timely supplying all relevant information requested by the Compliance Officer to enable the review and consideration of such Proposed Plan. By submitting the Proposed Plan, the Designated Person agrees to pay all out-of-pocket expenses incurred by the Company, if in the opinion of the Compliance Officer, outside advisors (such as outside legal counsel) are necessary to assist in the review and consideration of the Proposed Plan or if the Compliance Officer, on behalf of the Company incurs any other expenses that may be required by the Compliance Officer to review the Proposed Plan. The Compliance Officer will collect all such expenses from the Designated Person prior to approving or disapproving the Proposed Plan.
3. The Proposed Plan must contain the following elements to be an "RDI Approved 10b5-1 Plan."
  - a. The Proposed Plan may only be adopted during an open trading window.
  - b. The Proposed Plan must provide that no trading activity of any kind can commence until not less than thirty (30) days have passed after the written approval of the Proposed Plan by the Compliance Officer.
  - c. The Designated Person must undertake to timely file all SEC Forms 4, amendments to Schedules 13D (if applicable) and any other SEC form applicable, with respect to trades or other actions made under the RDI Approved 10b5-1 Trading Plan. In all such filings, the Designated Person must disclose that trades are made pursuant to the RDI Approved 10b5-1 Trading Plan, if such statement is accurate. The Designated Person must also undertake to timely file on an SEC Form 4, or an amendment thereto, any future amendment, termination or modification to such RDI Approved 10b5-1 Trading Plan.
  - d. The Proposed Plan must contain trading limits in compliance with the volume restrictions under Securities Act of 1933, Rule 144 (e)(1) (17 CFR 230.144 (e)(1)), as then in effect.
  - e. The Designated Person must affirm to the Company that at the time of submission of the Proposed Plan and as of the date of approval hereunder, the Designated Person is in compliance with all applicable requirements of Securities Exchange Act of 1934 Rule 10b5-1 (17 CFR 240.10b5-1), as then in effect, including not having any material nonpublic information.

- f. The Proposed Plan must have a minimum term of three (3) months, and may only be terminated, amended, modified or voluntarily suspended by the Designated Person (i) in good faith as a result of unusual circumstances, (ii) during an open trading window, (iii) when not in possession of any material nonpublic information and (iv) subject to pre-approval of the Compliance Officer. Notice of termination, amendment, modification or voluntary suspension must be submitted to the Compliance Officer for pre-approval at least ten (10) days (or shorter period if approved by the Compliance Officer) in advance of the effective date of such termination, amendment, modification or voluntary suspension. No trading activity may re-commence under the RDI Approved 10b5-1 Plan until not less than thirty (30) days have passed after the effective date of any such approved amendment, modification or voluntary suspension. In the event of an approved termination, the Designated Person must agree that he/she will not propose a new or additional Proposed Plan that would be effective prior to the later to occur of: (x) two (2) trading days after the next quarterly or annual earnings press release, or (y) thirty (30) days. Notwithstanding the foregoing, the expiration of an RDI Approved 10b5-1 Plan upon (i) the sale of all of the securities covered by such plan, (ii) the end of the stated term of such Plan, or (iii) due to another expressly stated expiration event shall not constitute a “termination, amendment, modification or voluntary suspension” by such Designated Person.
  - g. Notwithstanding item (f) above, to allow the Designated Person to make decisions in connection with extraordinary corporate transactions and to avoid potential problems under other provisions of the federal securities laws, the RDI Approved 10b5-1 Plan may include a provision that automatically terminates or suspends trading under the plan if certain events occur, such as the Company's public announcement (or receipt of notice from the Company's general counsel or the Compliance Officer) of a pending or proposed merger, acquisition or other extraordinary corporate transaction or an underwritten public offering.
  - h. The Designated Person must execute a form of indemnification agreement in the form attached to this Supplemental Policy, under which the Designated Person indemnifies and holds the Company, each executive officer, each director, and each agent, employee and consultant, harmless for any claims or damages that may be asserted against such persons arising out of the Designated Person's trading in the Company's securities pursuant to a RDI Approved 10b5-1 Plan.
4. Until the Proposed Plan is approved in writing by the Compliance Officer, the Designated Person will have no right to claim that such person is eligible for any exceptions to the first three bullets under "Additional trading restrictions that apply to Designated Persons" above.

5. The Compliance Officer may elect to deny the request hereunder in his or her reasonable discretion; provided that the Designated Person may appeal such decision to the Company's Board of Directors to be determined by majority vote of the directors. After such approval is issued, if, in the best interests of the Company as determined by the vote of the Company's Board of Directors, such approval may be rescinded and demand will be made to the Designated Person to take all appropriate measures in good faith to terminate such plan.
6. Upon issuance of approval of the Proposed Plan by the Compliance Officer, the Company shall publicly disclose such Plan.

### **Interpretation and Administration**

The Company's Audit and Conflicts Committee is hereby delegated exclusive authority to interpret and administer this supplemental policy (including, without limitation, the granting of exceptions). Any determination by the Audit and Conflicts Committee shall be final and binding. For purposes of the interpretation and administration of this Policy (including, without limitation, the granting of exceptions), the Compliance Officer shall report to and operate under the instructions of the Audit and Conflicts Committee.

### **Information about the Compliance Officer**

We have designated Craig Tompkins as the Compliance Officer for this policy. His telephone number is (213) 235-2232. If you have any questions about this policy, you should contact him.

**CERTIFICATION**

I hereby acknowledge receipt of the Reading International, Inc. Supplemental Policy Concerning Trading in Company Securities by Certain Designated Persons and agree to abide by its terms and conditions.

NAME

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE OF SIGNATURE

Return this Certification to Compliance Officer with a copy to: Susan Villeda, Legal Department.

