IN THE SUPREME COURT OF THE STATE OF NEVADA

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JAMES J. COTTER, JR., derivatively on behalf of Reading International, Inc., Appellant, v. DOUGLAS MCEACHERN, EDWARD KANE, JUDY CODDING, WILLIAM GOULD, MICHAEL WROTNIAK, and nominal defendant READING INTERNATIONAL, INC., A NEVADA CORPORATION Respondents.	Supreme Court Case No. 75053 Consolidated with Case Nos. 76981, 77648 & 77733 District Court Case No. A-15-719860-B Coordinated with: Case No. P-14-0824-42-E

Appeal (77648 & 76981)
Eighth Judicial District Court, Dept. XI
The Honorable Elizabeth G. Gonzalez

JOINT APPENDIX TO OPENING BRIEFS FOR CASE NOS. 77648 & 76981
Volume IV
JA751 – JA1000

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CERTIFICATE OF SERVICE

I certify that I am an employee of MORRIS LAW GROUP; I am familiar with the firm's practice of collection and processing documents for mailing; that, in accordance therewith, I caused the following document to be e-served via the Supreme Court's electronic service process. I hereby certify that on the 28th day of August, 2019, a true and correct copy of the foregoing **JOINT APPENDIX TO OPENING BRIEFS FOR CASE NOS. 77648 & 76981**, was served by the following method(s):

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coming groups after architecting/launching new, contemporary lifestyle brand: Venu Hotels.

- Conceptualized and dove all commercial processes to increase market share and the brand's profile, including successful launch of a stand-alone restaurant division: Jumeirah Restaurant Group Dubai.
- Enabled highest levels of effectiveness to be maintained by examining all the group's systems and processes and established respect/credibility between management, board of directors, shareholders.
- Ensured management and teams receive full support and resources to execute responsibilities and credited for creating cohesive, top performing teams and major improvements in staff productivity.
- Gained lasting business relationships due to integrity, energy, and diplomatic skills; respected as trusted partner with global boards, known as 'Face of Jumeirah' and frequently profiled by the media.
- Acclaimed for double-digit, year over year profitability increase and major expansion of the group portfolio.

2006 to 2011
Viceroy Hotel Group LLC
Los Angeles, California

President

Provided strategic leadership for the 18 property luxury hotel management group, with oversight of all

disciplines.

- Conceptualized and executed strategies for three distinct brands: Viceroy, The Tides, and Urban Retreat Collection, facilitating the business to expand from a regional to an international hotel management company.
- Developed powerful performance management system which significantly enhanced key market share, financial and quality goals.

2001 to 2006
Mandarin Oriental Hotel Group Limited
Wan Chai, Hong Kong

Mandarin Oriental Hotel Group Limited operates luxurious hotels, resorts, and residences in the Asia-Pacific, the Americas, Europe, the Middle East, and North Africa.

Senior Vice President, Operations, Asia Pacific and Europe
Los Angeles, California

Head of operations for 18 prestigious hotels throughout Asia and Europe, establishing the world-class service culture of a 'legendary quality experience.' Over-site of corporate F&B, rooms, engineering, and spa disciplines.

- Enhanced operational effectiveness by creating new systems and group competencies, resulting in a uniquely differentiated product within a highly competitive marketplace.
- Skillfully managed owner and partner relations for the brand.

- Member of Mandarin Oriental Hotel Group Board of Directors.

1988 to 2001
The Ritz-Carlton Company, L.L.C

The Ritz-Carlton Company, L.L.C operates hotels and resorts. Its amenities include guest rooms, suites, restaurants, bars, a spa, meetings, and golf facilities, as well as facilities for weddings and social celebrations.

1998 to 2001
Managing Director, The Ritz-Carlton Millenia Singapore

- Created exemplary service standards for the hotel's 750 employees, resulting in the property being named "Best Business Hotel" in the world.
- Markedly improved market share, customer satisfaction and profit retention during tenure.

1996 to 1998
Director of Operations, The Ritz-Carlton Hotels Of Australia

- Guided operating teams for two Five-star Ritz-Carlton hotels in the Sydney market, achieving significantly higher market share and profit margins.
- Responsible for owner relations, sales and marketing, and new hotel development within the region.

1994 to 1996

General Manager, The Ritz-Carlton Marina Del Ray

Led all operations, including financial goals, strategic planning and customer satisfaction initiatives for the property, bringing it from worst to best performing hotel within the group.

- Recruited and developed highly motivated senior leadership team.
- Spearheaded new creative promotions and concepts for the hotel.
- Member of Marina Del Rey Chamber of Commerce Board of Directors.

1991 to 1994
General Manager, The Ritz-Carlton Mauna Lani

- Substantially increased market share among Asian and Pacific Rim markets for this 550-room, 32-acre resort.
- Strong community leadership role as Vice President of Kohala Coast Resort Association.

1990 to 1991
Resident Manager, The Ritz-Carlton San Francisco

Led and managed pre-opening activities, including planning operations and process development. Prepared the hotel to achieve Five-Star, Five-Diamond status.

1988 to 1990
The Ritz-Carlton Houston, Rancho Mirage, and Phoenix

Senior leadership positions establishing quality standards in service, provide strategic planning, staff training, development of department heads and front-line colleagues.

1988 to 1990
The Ritz Carlton Bali
Seoul, South Korea; Hong Kong

Pre-opening Leadership Director

Pre-opening leadership training including vision sessions within key departments. Established highest caliber of service which melded local service culture with overall group philosophies and standards.

1983 to 1987
Four Seasons Hotels and Resorts
Toronto, Canada

Four Seasons Hotels and Resorts owns and operates a chain of hotels and resorts in the Americas, the Asia Pacific, Europe, the Middle East, and Africa. The company offers accommodation, spa, and catering services for weddings, events, and corporate meetings. It also provides leisure activities, including golfing, skiing, tennis, fishing, cooking schools, fitness facilities, family travel, dining, sailing, scuba, and water sports.

Four Seasons Las Colinas and Mandalay Bay

- Held a range of front-of-house leadership positions, each with increasing responsibility.
- Refined and streamlined operating procedures, resulting in higher levels of efficiency and improved customer response time.

PROFESSIONAL ATTRIBUTES

Nicholas Clayton is a dynamic, results-oriented leader who has spent his entire career in the hospitality sector, working his way from the front desk to a President role. The experience in hospitality has many direct applications to a hybrid consumer entertainment and real estate platform. Furthermore, his mix of operating experience and financial acumen make a strong combination for the Chief Executive Officer role at Reading International.

Nick has a uniquely broad and deep set of global leadership experiences. His success in Hotel and General Manager roles from 1988 to 1996, led to the attention of the CEO of Ritz-Carlton, and to a subsequent series of high profile international roles. In Australia from 1996 to 1998, he drove higher margins and improved market share during a two year stint, preventing the loss of two management contracts in the company's 100-key properties there. In 1998, Nick took the opportunity to move to Singapore to become Managing Director for the Ritz Carlton Millenia. During his tenure, the hotel was named "Best Business Hotel in the World."

In 2001, the Chief Executive Officer of Mandarin Oriental recruited Nick to oversee rooms, spa, food & beverage, spa and engineering for the Asia Pacific and European region. He spent six years with Mandarin Oriental, helping to transform

the company during a period of strong growth, increasing brand equity through a relentless drive for quality.

In 2006, Nick left Mandarin Oriental to take an opportunity with The Kor Group, the Los Angeles based developer and operator of Viceroy Hotels. Nick joined the management company. When the real estate industry took a deep dive in 2007, the company began dramatically down-sizing. For the first time, Nick plied his leadership skills to a difficult restructuring challenge. He shrunk headcount by 60% and rationalized the company into one division. At this point, an Abu Dhabi company bought half the company, and ultimately moved the founder aside, with Nick taking over as Chief Executive Officer.

Nick left Viceroy to join a better-capitalized growth platform and pursue a CEO succession opportunity in Dubai, with Jumeriah Hotels. As de facto Chief Operating Officer , he had ultimate accountability for the operations side of a rapidly growing $1.5 billion revenue operating business, managing a team of over 1400.

PERSONAL ATTRIBUTES

Nick is a personable, engaging and dynamic executive. He enjoys sharing his vision and his interest in the business. He blends his intellectual side with his social side well. Nick likes to address issues, solve problems, and rolls his sleeves up when necessary and drives results. He loves to "win" and brings that competitive spirit to his leadership style.

GAP ANALYSIS

Nick has had limited exposure to real estate development.

Within the "asset lite" business models of hotel management companies, Nick had minimal input with regard to the entitlement, design, and construction aspects of new hotels. At Jumeirah, however, the company built, owned, and operated hotels, and Nick provided input to the design and underwriting of multiple new hotel projects.

MOTIVATION

Nick was recruited to the Jumeirah Group as Chief Operating Officer. The stated plan was for the Chief Executive Officer to groom Nick as his successor over a three year period, which was a major motivator in Nick and his wife's decision to relocate to Dubai. When it became clear over the last 18 months that the CEO had no desire to step aside, Nick negotiated his exit from the company and returned to Los Angeles.

At this stage, Nick is pursuing Chief Executive Officer opportunities. He is very interested in Reading International, in that it would leverage his consumer orientation on the cinema side, but also draw from his exposure to real estate.

This report has been prepared for the exclusive use of Reading International, Inc. in conjunction with a search for a Chief Executive Officer. It is recommended that circulation be limited to designated executives concerned with the candidate selection process. The information contained herein has been voluntarily provided by Nicholas Clayton and is subject to verification by Korn Ferry.

Wizelman, Marcia E.

Subject: FW: Draft CEO Success Profile
Attachments: RDI success profile draft 111315.docx

From: Gould, William D.
Sent: Saturday, November 14, 2015 9:58 AM
To: Wizelman, Marcia E.
Subject: FW: Draft CEO Success Profile

From: Jim Aggen [mailto:Jim.Aggen@KornFerry.com]
Sent: Friday, November 13, 2015 6:07 PM
To: dmceachern@deloitte.com; Gould, William D.; Margaret Cotter (margaret.cotter@readingrdi.com)
Cc: Ellen Cotter (Ellen.Cotter@readingrdi.com); Sidney Cooke; Robert Mayes
Subject: Draft CEO Success Profile

Hello Margaret, Doug, Bill:

Thank you for the productive conversation this afternoon, and the valuable feedback you provided on the candidates. Please find attached the draft success profile I referenced at the end of the meeting. We would appreciate your review of the traits and drivers, in particular, and comments on the rest of the document are also welcome. Your input on this list of characteristics will inform the next step in the assessment and evaluation process.

Kind Regards,
Jim

Jim Aggen
Managing Principal, Leadership & Talent Consulting

READING INTERNATIONAL

Chief Executive Officer

TARGET JOB

Strategic Context

- Holistic thinking and action is needed to drive growth. The next CEO of RDI will need to focus on growth through real estate development and investments, and nurture the historic cash-generating, but growth-limited, cinema exhibition business.
- The Live Theatre business provides significant opportunities for property

Competencies

DIFFERENTIATING

- **Financial acumen:** Has a 'Wall St' appreciation for the metrics of the real estate development business (e.g., understands and appreciates real estate portfolio management and risk-adjusted return, leverage and liquidity). Skilled communicator with CFO and Board, redefining metrics to align to changes in strategy.
- **Strategic mindset** ⊙: Can communicate a compelling vision

ADDITIONAL REQUIRED

- **Business judgment:** Makes quality decisions in complex situations.
- **Accountability:** Holds self and others accountable to meet commitments. Acts decisively to uphold culture of commitments.
- **Situational adaptability** ★ ⊙: Adapts approach and demeanor in real time to match the shifting demands of different situations.
- **Plans and aligns:** Plans and prioritizes activities within the broad

Experiences

- **Track record of success:** Has demonstrated positive leadership impact and business results; credible and confidence-inspiring.
- **Relationships:** Can form or has existing, positive relationships with major RDI stakeholder groups (financial markets, local and regional government entities in key markets, customers/leaseholders)
- **Deal Making:** Has broad exposure

Traits

- **Integrity:** Engenders trust and confidence, and makes the right choices. No red flags or questionable ethics/morals in past.
- **Passion:** Brings a visible commitment and energy to work, and cares about RDI's stakeholders and employees.
- **Humility:** Recognizes and acknowledges the strengths of others as complementary to own profile, and

Drivers

- **Challenge:** Seeks out difficult problems, and draws energy from collaborating to solve them.
- **Learning:** Pushes self and others to 'figure out' ambiguous, new situations. Looks for opportunities for continuous improvement.

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Chief Executive Officer

TARGET JOB

Strategic Context

- Holistic thinking and action is needed to drive growth. The next CEO of RDI will need to focus on growth through real estate d and investments, and nurture the historic cash-generating, but growth-limited, cinema exhibition business.
- The Live Theatre business provides significant opportunities for property redevelopment/divestiture, or ongoing property mana
- Active portfolio managementof significant propertyholdings in the US and AU/NZ provides the greatest upside for company sh and requires significant expertise and development experience.
- CEO will need to unify and align the leadership team and majority shareholders to create a cohesive and performance driven

Competencies

DIFFERENTIATING

- **Financial acumen:** Has a 'Wall St' appreciation for the metrics of the real estate development business (e.g., understands and appreciates real estate portfolio management and risk-adjusted return, leverage and liquidity). Skilled communicator with CFO and Board, redefining metrics to align to changes in strategy.
- **Strategic mindset ⊙:** Can communicate a compelling vision for the future of RDI and it's niche in real estate development; able to translate the vision into choices on how to execute (which partnerships, alliances, customers, geographies).
- **Drives collaboration and engagement ★:** Creates a motivating climate within the RDI team; open and transparent, relatable and credible; earns respect; delegates and empowers.
- **Courage ★:** Brings ideas and champions them to the board and majority shareholders. Challenges the RDI management team to bring their best forward.
- **Interpersonal savvy:** Relates openly and comfortably with diverse groups of people.

ADDITIONAL REQUIRED

- **Business judgment:** Makes quality decisions in comp situations.
- **Accountability:** Holds self and others accountable to commitments. Acts decisively to uphold culture of com
- **Situational adaptability ★ ⊙:** Adapts approach and real time to match the shifting demands of different sit
- **Plans and aligns:** Plans and prioritizes activities withi range of RDI deals to meet commitments aligned with organizational goals.
- **Develops talent ★:** Guides development of people tc their career goals and the organization's goals.

★ Indicates lower skill / supply for senior execu
⊙ Indicates hardest to develop

Experiences

- **Track record of success:** Has demonstrated positive leadership impact and business results; credible and confidence-inspiring.
- **Relationships:** Can form or has existing, positive relationships with major RDI stakeholder groups (financial markets, local and regional government entities in key markets, customers/leaseholders)
- **Deal Making:** Has broad exposure and success in complex deal making; has honed negotiating skills, and appreciation for the complexities and value of partnerships.
- **Global:** Has appreciation for complexities of international real estate, including legal and financial operating differences.
- **Change leadership:** Has proactively and successfully led organization change. Appreciates and can influence organization culture.
- **Governance and Boards:** Has held significant public company leadership roles and direct Board participation and interaction.

Traits

- **Integrity:** Engenders trust and confidence, and makes choices. No red flags or questionable ethics/morals in
- **Passion:** Brings a visible commitment and energy to v cares about RDI's stakeholders and employees.
- **Humility:** Recognizes and acknowledges the strength as complementary to own profile, and situationally lets lead to best accomplish objectives. Is not threatened b ambition within team. Willing to roll up sleeves and co
- **Self-Awareness:** Knows personal strengths, weakne vulnerabilities; able to check emotions to prevent asse inappropriately and in non-value creating ways.
- **Restless curiosity:** Looks for alternatives to the statu seeks out ways to make them work.
- **Inclusion:** Listens, questions, and incorporates altern of view from others.
- **Persuasiveness:** Sells and brings others around to it overcoming objections or avoiding distractions.

Drivers

- **Challenge:** Seeks out difficult problems, and draws energy from collaborating to solve them.
- **Learning:** Pushes self and others to 'figure out' ambiguous, new situations. Looks for opportunities for continuous improveme
- **Entrepreneurial:** In keeping with RDI's heritage, enjoys creating new opportunities, and working to realize the full potential of assets and resources.
- **Unifier:** Relishes aligning and bridging differences and creating a cohesive team

EXHIBIT 11

READING
INTERNATIONAL

Minutes of the
Board of Directors
of
Reading International, Inc.
CEO Search Committee

December 29, 2015

On December 29, 2015, a duly noticed telephonic meeting of the CEO Search Committee (the "Committee") was held, commencing at approximately 2:30 p.m. Attending the meeting were Members William Gould (Chair), Margaret Cotter and Doug McEachern. Present at the invitation of the Committee were Craig Tompkins, Recording Secretary, and Mark Ferrario, outside counsel.

Chair Gould stated that, all of the candidates having been interviewed, the purpose of this meeting was to determine the individual, if any, to be recommended by the Committee to the Board for the position of President and Chief Executive Officer, to serve at the pleasure of the Board.

Before considering the recommendation of a candidate, the Committee discussed whether it was appropriate for Margaret Cotter to vote on the matter. In its considerations, the Committee discussed the facts that Margaret Cotter was the sister of Ellen Cotter, was part of a "group" with Ellen Cotter for SEC reporting purposes, was the President of Liberty Theaters and would thereby be reporting to Ellen Cotter (should Ellen Cotter be appointed as President and Chief Executive Officer) and held a variety of other fiduciary duties and obligations as a Co-Executor of the James J. Cotter, Sr. Estate and as a Co-Trustee of the James J. Cotter, Sr. Trust. The Committee concluded that, given her position as Co-Executor of the James J. Sr. Estate and as Co-Trustee of the Cotter Trust, as a practical matter, Margaret Cotter's support of any candidate was critical: this was one of the reasons that she had been selected to participate on the Committee in the first place and she had been elected to the Committee by the Board with full knowledge of these facts and relationships. The Committee concluded that, ultimately, whether or not Margaret Cotter should vote on the matter would be left for Margaret Cotter to determine.

The Committee next took up the recommendation to the Board of candidate for President and Chief Executive Officer of the Company to serve at the pleasure of the Board. The Committee noted that the candidates presented by Korn Ferry had varying backgrounds, skill sets and compensation requirements, but were all of the highest caliber, and that any of them would likely be competent to run a company such as Reading.

The Committee discussed, among other things, but not necessarily in the order set forth below (as the discussion took up a number of topics on more than one occasion during the discussion), and without attempting to assign any particular order of importance or significance, the following:

- The benefits of selecting a President/CEO who has the confidence of the existing senior management team;

EXH 389
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WIT Gould
PATRICIA HUBBARD

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- The benefits of selecting a President/CEO who knows the Company, its assets, personnel and operations and who could "hit the ground running;"
- The fact that it would be beneficial to the Company and to the interests of stockholders generally to have a period of management stability, so that management could focus on the implementation of the Company's mixed entertainment/real estate development business plan;
- The fact that the compensation demands of certain of the President/CEO candidates seemed to reflect the erroneous belief on their part that the Company was in extremis and needed to be turned around or redirected, when, in fact, the Company is doing well from an operating point of view and the Board is comfortable with the Company's mixed entertainment/real estate business plan;
- The fact that the bulk of the Company's cash flow is derived from its entertainment activities, and that the maintenance and growth of that cash flow is of primary importance for the Company to execute on its business plan;
- The fact that, as a practical matter, the nominee will need to be acceptable to Ellen Cotter and Margaret Cotter as representatives of the controlling stockholder of the Company;
- The benefits and detriments of having a Chairman/CEO and of having a Chairman/CEO who is also a controlling stockholder of the Company;
- The performance of Ellen Cotter in uniting the current senior management team behind her leadership under the unusual and stressful circumstances of recent months;
- The scope and extent of Ellen Cotter's knowledge of the Company, its assets, personnel and operations, including its overseas and real estate assets, personnel and operations;
- Ellen Cotter's experience and performance as a senior executive of the Company, and her performance since June 12, 2015 as the Company's interim President and Chief Executive Officer;
- Ellen Cotter's experience and involvement in the Company's public reporting activities and working in a public company environment;
- The fact that Ellen Cotter had demonstrated her competency and experience in dealing with real estate matters in her handling of the Cannon Park and Sundance matters and her activities in connection with the development/refurbishment of a variety the Company's cinemas.
- The practical difficulties of having an executive management structure where two of the executives reporting up to a new outside chief executive officer would be members of the Board and controlling stockholders of the Company;

- Ellen Cotter's plan for transitioning out of her current position as chief of operations of the Company's domestic cinemas in order to be able to appropriately handle the duties of President and Chief Executive Officer;

- The scope and extent of the other demands upon Ellen Cotter's time, given her other duties and responsibilities with respect to the administration of her father's estate and the other assets included within that Estate (including, by way of example, the Estate's interest in Cecelia Packing, Sutton Hill Associates, Shadow View Land & Farming, and the 86th Street Cinema) and the various conflicts of interest arising due to her, at times, potentially conflicting duties in her capacity as an officer and director of the Company and as a Co-Executor of the James J. Cotter, Sr. Estate and a Co-Trustee of the James J. Cotter, Sr. Trust;

- The scope and extent of her personal financial interest in the Company, and the scope and extent of her control over the Company given her position as Co-Executor of the James J. Cotter, Sr. Estate, and as a Co-Trustee of the James J. Cotter, Sr. Trust, and the likely impact of such interests and obligations on her performance as President and Chief Executive Officer;

- The qualifications, experience and compensation demands of the other candidates;

- The fact that her appointment would likely be opposed by James J. Cotter, Jr., and would likely be made an issue in the pending derivative litigation being prosecuted by James J. Cotter, Jr.; and

- The need, for the stability of the Company, to bring the CEO search to a conclusion.

After discussion in which all members participated and during which a variety of questions were asked and advice provided by counsel regarding the fiduciary obligations of the Committee Members and the Committee, on motion duly made and seconded, the Committee resolved to recommend to the Board Ellen Cotter as President and Chief Executive Officer (no longer serving as "Interim President and Chief Executive Officer"), to serve at the pleasure of the Board. Messrs. Gould and McEachern each voted Yes. Margaret Cotter, for a variety of reasons, as outlined above, elected to Abstain, but stated her concurrence with and support of the Committee's recommendation.

Although it was the consensus of the Committee that, if she is appointed by the Board as the President and Chief Executive Officer, Ellen Cotter's compensation should be revisited in light of her increased duties and responsibilities, the Committee determined that the negotiation of her employment terms had not been delegated to it, and that this would be a matter more properly addressed by the Company's Compensation and Stock Options Committee and Board.

Mr. Tompkins was directed to prepare minutes for the Committee and to prepare a draft report of the Committee's actions and determinations for review and approval by the Committee and submission to the Board.

There being no further action, the meeting was adjourned at approximately 3:15 P.M.



S. Craig Tompkins, Recording Secretary

EXHIBIT 12

READING
INTERNATIONAL

Minutes of the
Meeting of the Board of Directors
of
Reading International, Inc.

August 4, 2015

A duly noticed meeting of the Board of Directors (the "Board") of Reading International, Inc. (the "Company") was held on August 4, 2015 at the Courtyard Marriott Hotel, located at 6333 Bristol Parkway, Culver City, California, 90230. Attending in person were Directors Ellen Cotter (Chairperson), Margaret Cotter (Vice Chairperson), Guy Adams, James J. Cotter, Jr., William Gould, Edward Kane and Tim Storey.

Also present at the invitation of the Board were Dev Ghose (Chief Financial Officer), William Ellis (General Counsel), Mathew Bourke (Director of Real Estate, Australia & New Zealand), Wayne Smith (Managing Director, Australia & New Zealand), Andrzej Matyczynski, and S. Craig Tompkins. Attending by telephonic conference set up were Director Doug McEachern and, at the invitation of the Board Robert Smerling (President US Cinemas/Real Estate) and Michael Buckley (Partner at Edifice Realty). Mr. Tompkins was appointed Recording Secretary for the meeting.

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Call to Order

The meeting was called to order at Noon (Los Angeles time). Chairperson Cotter took a roll call and confirmed that all of those participating by telephone could hear all of the other participants. Chairperson Cotter advised the Directors that the meeting was confidential and not to be recorded, confirmed with each of the Directors that they were not recording the meeting, and confirmed with each of the Directors participating by telephone that no other person was or would be present with them during the course of the meeting.

Director James Cotter asked that the meeting be recorded, and then asked Mr. Tompkins whether such a procedure would be common or customary at board meetings. Mr. Tompkins advised that, in his experience, this would be highly unusual, and could hamper the free flow of information, ideas and options between the Directors, an assessment with which Mr. Gould agreed. No motion was made, and no further action taken in this regard. Mr Tompkins' advice on this matter was subsequently confirmed by Frank Reddick, Esq. later in the afternoon after his joining the meeting.

EXHIBIT
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Q2 2015 Review – Australia/New Zealand Cinema Operations

Beginning at approximately 12:10 PM, Wayne Smith commenced a presentation on the status of the movie exhibition industry in Australia/New Zealand and of our cinema operations in those countries. At various points during his presentation and at the conclusion of his presentation, Mr. Smith responded to various questions posed by the Directors. A copy of his presentation is included in the board book for this meeting, as maintained in the records of the Company (the "Meeting Board Book").

Mr. Smith also presented his report to the Board on the Q2 2015 results of the Australian and New Zealand cinema operations and answered questions to the satisfaction of the Directors.

At the conclusion of Mr. Smith's presentation, the Chairperson adjourned the Meeting for a ten minute break.

Q2 2015 Review – US Cinema Operations

Beginning at approximately 1:20 PM, Chairperson Cotter and Robert Smerling discussed the Q2 2015 results of the Company's domestic cinema operations and, together with Mr. Ghose and Mr. Matyczynski, responded to various questions posed by the Directors.

Included in the discussion were, among other things:

- A preliminary presentation regarding Project Kid. The Company has put in an indicative proposal, has been moved into the second round of bidding, and is currently doing due diligence. The Company's indicative price, pre-due diligence, was 6.5X theater level cash flow or approximately $33.0 million. Mr. Matyczynski is heading up the due diligence program;

- A discussion of the possible addition of an IMAX screen to the Company's Valley Plaza cinema, including a brief discussion of the pros and cons of the addition of such a screen at this location;

- A status update regarding Union Market (highly unlikely that project would proceed as originally contemplated, but we are working with Edens, the landlord, to find an alternative location); and

- An explanation by Chairperson Cotter and Mr. Smerling as to the reasons for our box office performance being proportionately lower than the overall industry box office. They explained that (i) the specialty film market did not perform as well as the commercial market during Q2 2015 and (ii) the strength of the blockbuster pictures in premium screens in our competitors.

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In response to Director questions, Mr. Ghose advised the Directors, among other things, that:

- He believed that the Company has access to sufficient funding and will be generating sufficient cash flow to carry out the capital investment plan currently contemplated by the US Cinemas and Real Estate operations groups.

- The Company would be looking largely to borrowed money to fund any Project Kid deal, and that we have sufficient funds available for such a transaction on our Bank of America credit facility. The Company would be looking to construction financing for the vast majority of its contemplated Union Square and Cinemas 123 redevelopment projects.

- It would be best, if possible, to rely on domestic sources of funding, due to the potentially negative tax impact of bringing funds from Australia and/or New Zealand to the United States and current currency exchange rates. He noted, however, that we have approximately $[redacted] million in inter-company loans to Australia that could be paid down without material adverse consequences (subject to exchange rate implications) and used as a source of funding for domestic activities.

During this discussion, General Counsel William Ellis reminded the Directors that any communications made, information provided or action taken at the meeting (i) was confidential, (ii) could include material non-public information, and (iii) should not be disclosed absent approval of the Company. He further reminded them that disclosure of material non-public information could, in addition to being a breach of the Directors' fiduciary obligations to the Company, be illegal under applicable securities laws.

<u>Q2 2015 Review – Real Estate Operations – Australia/New Zealand</u>

At approximately 1:35 PM, Mathew Bourke began his presentation regarding the status of our real estate activities in Australia and New Zealand. He discussed the structure of his group, their goals and direction.

Mr. Bourke reviewed with the Directors in some detail the status of the Company's projects in Auburn, Newmarket and Courtenay Central, identifying pipeline projects, the status of various new tenancies, and responded to questions. In each case, he provided information as to anticipated costs and returns on investment (calculated with regard to legacy land costs).

Mr. Bourke presented his report to the Board on the Q2 2015 results of the Australian and New Zealand real estate operations, and he then answered questions to the satisfaction of the Directors.

DRAFT

At approximately 2:35 PM, the Chairperson adjourned the meeting for a brief break.

Q2 2015 Review – Real Estate Operations – US

At approximately 2:50 PM, Margaret Cotter presented the Board with information regarding the status of the Company's Union Square and Cinema 123 redevelopments. Among other things, she advised the Directors that:

- Liberty Theaters, LLC has entered into contracts with Edifice Realty, for development management services, and with Newmark, to provide broker services. These agreements were reviewed with the Executive Committee prior to execution. They are, in essence, terminable at will.

- The kick off meeting with Newmark is next week, and we will have better information as to the intended leasing plan for the next Board meeting.

- Sutton Hills Properties, LLC has sent a proposal to the owners of the corner property to do a feasibility study for a joint development project. They have orally agreed to the concept of such a feasibility study, to be funded on a 70/30 basis, with Sutton paying 70% and the adjoining owners paying the 30% of an anticipated $80,000 cost. The principals of the adjoining owners have been out of the country, returning this week.

- Sutton Hill Capital, LLC (a 25% member in Sutton Hill Properties) has given its consent to proceed with the redevelopment of the Cinemas 123 property.

- Management will come back to the Board for approval of the Union Square and Cinema 123 projects before any major commitment (such as a construction contract or financing agreement) is entered into.

In response to Director questions, Mr. Ghose and Mr. Matyczynski advised that the plan was to attempt to borrow 100% of the hard and soft development costs for the redevelopment of the Union Square project. This may mean that we would need to have the property substantially leased up by that time. It was not presently management's intention to propose to the Board a speculative development of the property.

Michael Buckley advised that that the development was on time and that ownership intended to be working in the premises doing remediation and demolition work early in the first quarter of next year. Additional information regarding rental revenues is being obtained from Newmark, and we anticipate having our Variance Application (seeking a change in allowable use for a portion of the property) in to the applicable governmental agencies by the end of the month. Ms. Margaret Cotter advised that we are working to have all tenants vacate the building by the end of the year, based on this schedule.

DRAFT

Ms. Margaret Cotter presented her report to the Board on the Q2 2015 results of the live theatres, and she answered questions to the satisfaction of the Directors.

2Q 2015 Review – Financial Results, Debt Obligations and Other Matters

At approximately 3:30 PM, Mr. Ghose reviewed the financial condition and results of operation of the Company with the Board, and responded to questions. The Board congratulated management on the Company's performance for the three and six-month periods covered by the Company's 10Q for the period ended June 30, 2015.

Mr. Ghose discussed with the Board management's intention and recommendation that, in light of the Company's cash available in Australia, New Zealand and the US, the Company have a policy of providing for an indefinite reinvestment of its income in Australia. On motion made by Mr. McEachern and seconded by Mr. Storey, the Board adopted the following resolution: At this time, the Company will commit to an indefinite reinvestment of its earnings in Australia.

Mr. Ghose next discussed with the Directors the status of the Company's stock buyback program and the Company's cash situation in the US, noting that approximately $3 million remained available to management under the current authorization from the Board. The Board agreed that no modifications to the plan were needed at this time, and management would retain the ability to buy back stock in its discretion.

On motion made by Mr. Adams and seconded by Mr. Gould, Mr. Ghose was unanimously appointed as the Company's Chief Financial Officer and Principal Accounting Officer and Treasurer.

2Q 2015 Review – Litigation and Legal Costs

At approximately 4:00, Mr. Ellis presented his litigation report and responded to questions.

Director's Session

At approximately 4:15 the Board went into its Directors' Session, at which time Mr. Reddick, partner at Akin Gump Strauss Hauer & Feld, a law firm retained by the Company, joined the meeting, and Messrs. Bourke, Ghose, Matyczynski, Smerling, Smith, and Buckley departed the meeting.

There followed a discussion of Mr. Reddick's participation in the meeting, with various Directors expressing differing views. Ultimately, it was determined that Mr. Reddick would participate in this session of the meeting, serving as company counsel.

DRAFT

Approval of Minutes

Thereafter, the Board took up the approval of the minutes for the Board meetings held on May 21, 2015, May 29, 2015, June 12, 2015, and June 30, 2015. Mr. Cotter objected to the minutes, expressing the view that they did not correctly reflect what took place at those meetings. Mr. Cotter indicated that he did not think sufficient time had been given Directors to review and comment on the minutes and suggested that consideration of the minutes be tabled until the next regularly scheduled meeting. Directors expressed the desire to have minutes presented more promptly and Chairperson Cotter commited to endeavor to have draft minutes of Board meetings within three business days of meetings. After discussion, upon motion duly made and seconded, the minutes of each of the aforementioned meetings of the Board were approved in the form submitted by a vote of 6 to 1, with Mr. Cotter voting against and Mr. Storey abstaining on the ground that, given the amount of time that had passed, he could not be certain whether the minutes were completely accurate. Chairperson Cotter invited Mr. Cotter to submit such specific changes as he might suggest to the minutes, noting that any requested amendments to the minutes could be considered by the Board at a future meeting.

Discussion about Executive Committee

At approximately 4:40 PM, Mr. Ellis reviewed with the Board his memo regarding the Company's Executive Committee and responded to questions. Also responding to Director questions were Messrs. Reddick and Tompkins. Assurances were given that the current charter and structure of the Executive Committee were in accordance with applicable Nevada Law. Following discussion in which various general changes to the Executive Committee charter were discussed, the Board determined to make no modifications in the charter or membership of the current Executive Committee at this time. Chairperson Cotter suggested that, if any directors had specific modifications to suggest to the Executive Committee charter, they should send them to her, and she would include them for consideration at the next Board meeting.

CEO Search

At approximately 5:10 PM, Chairperson Cotter updated the Board on the progress of the executive search for a new CEO. She advised that the Company had retained Korn Ferry to assist the Company in this executive search. An executive search committee was formed, comprised of Chairperson Cotter and directors Margaret Cotter, Gould and McEachern.

Insider Trading Policy

At approximately 5:20 PM, Mr. Ellis reviewed with directors the proposed insider trading policy and responded to questions. Messrs. Reddick and Tompkins also

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responded to questions. The adoption of the insider trading policy as presented to the meeting was moved by Mr. Storey and seconded by Mr. Kane, and approved by a vote of 7-1, with Mr. Cotter voting against.

General Counsel and Special Legal Counsel to the Company

At approximately 5:35 PM, Messrs Ellis and Tompkins left the meeting. Chairperson Cotter served as recording secretary.

Chairperson Cotter and Mr. Reddick reviewed actions taken by the Executive Committee with respect to the appointment of Mr. Tompkins as Special Legal Counsel to the Chief Executive Officer and as Recording Secretary, the allocation of responsibilities between Mr. Tompkins and Mr. Ellis, and certain modifications to Mr. Ellis' employment agreement, and the reasons for those changes, and responded to questions. She advised the Board that Mr. Tompkins had agreed to undertake these new duties and responsibilities and that the Executive Committee would be negotiating a new employment contract with Mr. Tompkins. The Directors had an opportunity to ask questions, to which Chairperson Cotter and Mr. Reddick responded to the satisfaction of the Directors.

Annual Shareholders Meeting

Chairperson Cotter next addressed the need for an annual meeting of stockholders and the steps being taken by the Company to ensure that a meeting would be held satisfying the parameters of applicable Nevada Law. The Board agreed without objection that our Company should hold a shareholders meeting within the time frame specified by Nevada law and that the Executive Committee should set the record date and meeting date for that meeting.

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Vacancy on Board of Directors

Ms. Cotter informed the Board that the candidate she proposed for the Board to consider to fill the vacant seat, Mr. Fehmi Karahan, had withdrawn his candidacy because of concerns about the Company's litigation.

Adjournment

There being no further business, the meeting adjourned at approximately 5.45pm.

.....

S. Craig Tompkins, Recording Secretary

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EXHIBIT 13



Minutes of the
Meeting of the Board of Directors
of
Reading International, Inc.

March 19, 2015

A duly noticed meeting of the Board of Directors (the "Board") of Reading International, Inc. (the "Company") was held in the Company's office in Los Angeles on March 19, 2015 at approximately 10:00 a.m. Los Angeles local time.

Present at the first part of the meeting were Ellen M. Cotter, Chairman of the Board, and Board members Margaret Cotter, Vice Chairman, James J. Cotter, Jr., William D. Gould (telephonically), Edward L. Kane, Doug McEachern, Tim Storey and Guy Adams. In attendance at the invitation of the directors were Andrzej J. Matyczynski, S. Craig Tompkins, William D. Ellis, Wayne Smith (telephonically), Matthew Bourke (telephonically). Michael Buckley of Edifice Real Estate Partners joined the meeting, as described below, to make a presentation on the development projects at the Union Square Theater and Cinemas 123.

Call to Order

Ms. Ellen Cotter, Chairman of the Board, called the meeting to order at approximately 10:00 a.m. local time and did a roll call of the attendees.

Financial and Liquidity Review

Mr. Matyczynski referenced his reports regarding the financial results as presented in the 2014 10-K and Earnings Release, together with a summary of the Company's debt obligations.

The Board asked a few questions on the documents, which Mr. Matyczynski answered to their satisfaction.

Audit Committee Minutes

Mr. McEachern moved that the Audit and Conflicts Committee minutes for the March 9, 2015 meeting be approved with minor corrections. Mr. Kane seconded the motion, and the Board unanimously approved the minutes, with such corrections.

Report of Operations

Worldwide

Mr. James J. Cotter, Jr. provided an update on the worldwide results for 2014 operations during his Executive Summary report to the Board. The Board asked a few questions, which Mr. Cotter answered to their satisfaction.

US Cinema Operations

Ms. Ellen Cotter presented her report to the Board on the results for 2014 US cinema operations. The Board asked a few questions, which Ms. Cotter answered to their satisfaction.

Australia and New Zealand Cinema Operations

Mr. Smith presented his report to the Board on the results for 2014 Australia and New Zealand cinema operations. The Board asked a few questions, which Mr. Smith answered to their satisfaction.

Real Estate Operations

Shadow View/Coachella, California Project

Mr. Ellis presented his report to the Board on the current status of the development of the Shadow View project in Coachella, California. The Board asked a few questions, which Mr. Ellis answered to their satisfaction.

NYC Development Projects

Ms. Margaret Cotter provided a brief update to the Board on the Union Square and Cinemas 123 re-development projects, and then introduced Michael Buckley of Edifice Real Estate Partners, the Company's project manager for these projects, who had just joined the meeting.

Mr. Buckley made a detailed description, and the Board asked several questions, about the re-development projects, which Mr. Buckley answered to their satisfaction.

Litigation/Legal Costs

No major issues were raised by the Board regarding litigation matters or on the 2014 legal costs. The Board requested to receive the Legal Cost Report on a quarterly basis, as opposed to a monthly basis.

William D. Ellis, Corporate Secretary

Directors' Session

At approximately 3:15 p.m., the meeting re-convened with all directors present. Ellen Cotter acted as the recording secretary for this portion of the meeting.

The Board discussed various matters regarding the Company's employees and executive personnel. The following issues were discussed, and Mr. Cotter, our Chief Executive Officer, agreed to review such issues and report back to the Board at its next meeting:

1) The implementation of formal performance and compensation review of the employees of the Company;
2) The status of Ms. Margaret Cotter as an employee or an independent contractor;
3) The compensation and contractual issues with respect to Bob Smerling and Craig Tompkins;
4) The search for a Chief Financial Officer and status of Andrzej Matyczynski;
5) Potential compensation for Tim Storey who will be assisting with planning and governance issues over the next three months; and
6) The current level of compensation of the directors.

Adjournment

There being no further business, this portion of the meeting was adjourned at approximately 5:30 p.m. (Los Angeles local time).

Ellen M. Cotter, Chairman and Recording Secretary

EXHIBIT 14

DRAFT

READING INTERNATIONAL

Minutes of the
Board of Directors
of
Reading International, Inc.

January 8, 2016

A duly noticed special telephonic meeting of the Board of Directors (the "Board") of Reading International, Inc. (the "Company") was held on January 8, 2016. Attending in person at the Company's corporate headquarters in Los Angeles, California was Chair Ellen Cotter. Attending the meeting by telephone conference were Vice-Chair Margaret Cotter, and Directors Guy Adams, Judy Codding, James J. Cotter, Jr., William Gould, Edward L. Kane, Doug McEachern, and Michael Wrotniak. Attending in person at the invitation of the Chair were William Ellis, General Counsel, and S. Craig Tompkins, who served as recording secretary for the meeting. Chair Cotter called the meeting to order at approximately 10:00, Los Angeles Local Time.

Chair Cotter reminded the Directors that there was to be no recording of the meeting and that only the persons listed above should be listening to the meeting, and verified with the Directors that no one was recording the meeting, and that none of the Directors participating by telephone had anyone, other than the above listed persons, with them or listening to the meeting.

Mr. Ellis reminded the Directors of their obligations of confidentially and advised that no one should disclose the action considered or taken by the Board until an appropriate press release and securities filing had been made.

Chair Cotter advised the Board that the sole item of business for the Special Meeting was the receipt and consideration by the Board of the report (the "Report") containing the recommendation of the CEO Search Committee regarding the appointment of a permanent President and CEO, and the taking of such action on that Report and recommendation as the Board might determine. Chair Cotter then turned the meeting over to William Gould, as the Lead Independent Director and Chair of the CEO Search Committee, and left the meeting.

Committee Chair Gould next reviewed with the Board the Report and the recommendation of the CEO Search Committee, going through in some detail the procedures followed by the CEO Search Committee, and invited the other members of the CEO Search Committee to share their respective views. Vice-Chair Margaret Cotter noted that the process had been complicated by the existence of Mr. Cotter, Jr's derivative suit against the Company, and the fact that such litigation was seeking his reinstatement as President and CEO, and that the outside candidates had expressed concern and asked a number of questions about the status and possible resolution of the litigation. It was noted that the existence of this litigation and the relief sought had likely impacted the salary and contract requirements of the outside CEO candidates interviewed. Each of the other members of the CEO Search Committee stated their concurrence with Mr. Gould's report, noting that they believed that, notwithstanding such litigation challenges, they were of the

view that the Company's search firm, Korn Ferry, had done a good job in finding strong CEO candidates.

The CEO Search Committee next responded to questions from other members of the Board. Director Cotter, Jr. expressed his view that, among other things, the search process had been inadequate, that insufficient time had been given the Board to make a decision of this magnitude, and that the search process had been biased to appoint Ellen Cotter as President and Chief Executive Officer. Attached to these minutes, at the request of Director Cotter, Jr., is a written statement of his position, which he read into the record of the meeting (the "Cotter Statement").

A discussion ensued in which all of the Directors participated.

Among other things, the following were noted:

- Director McEachern advised that while he was Chairman of Pasadena-based Community Bank in 2013/2014, an executive search had been conducted to find a new CEO for the Bank. In his view, the process followed by the Company's CEO Search Committee compared favorably to the process followed by the Bank.

- Director Codding advised that in the past year alone, she had participated (as a committee member or director) in three CEO searches, and that the process followed by the Company was consistent with her past experience.

- Director Cotter Jr. advised the Board that he (Mr. Cotter, Jr), had no prior experience in conducting a CEO search.

- The two internal candidates (Andrzej Matyczynski and Wayne Smith) had withdrawn in favor of Ellen Cotter when she stated her interest in pursuing the position. So, the field was effectively limited to Ellen Cotter and the various outside candidates interviewed by the CEO Search Committee. Both Andrzej Matyczynski and Dev Ghose had recommended to members of the CEO Search Committee that, if she would take the positon, Ellen Cotter would in their view be the best candidate for the job, and that the Company should save time and money and move to the consideration of her appointment.

- Directors Adams and Kane advised the Board that independent of the Report and the recommendation of the CEO Search Committee, based on their own interaction and experience as Directors with Ellen Cotter, they believed that she was qualified and the right candidate for the job and that her appointment as President and Chief Executive Officer was in the best interests of the Company and its stockholders.

- Directors Codding and Wrotniak concurred that, based on their own more limited interaction and experience as Directors with Ellen Cotter, they too believed that she was qualified and the right candidate for the job, and that her appointment as President and Chief Executive Officer was in the best interests of the Company and its stockholders.

At the end of the discussion regarding the search procedures followed by the Company and the CEO Search Committee, Director Kane made a motion (seconded by Vice-Chair Cotter) to the

effect that the Board disagreed with and did not accept as true, accurate or correct, the purported statements of fact and conclusions contained in the Cotter Statement. The motion passed 7 to 1 with Director Cotter voting No. Chair Cotter was not present for the vote.

Thereafter, a motion was made by Director Kane and seconded by Director Adams to accept the CEO Search Committee's Report and recommendation to appoint Ellen Cotter as permanent President and Chief Executive Officer, to serve at the pleasure of the Board of Directors. Further discussion ensued as to both the procedures followed, the appropriateness of such procedures, and the appropriateness of the appointment of Ellen Cotter as permanent President and Chief Executive Officer. Mr. Tompkins, acting as recording secretary, clarified for the Board that, as a practical matter, if a Director had an issue with either the procedure followed and/or the recommendation made, such Director could vote "No," and that if less than a majority of the Directors voted "Yes," the process and/or recommendation could then be revisited by the Board.

Thereafter, Lead Independent Director and Committee Chair Gould called the question and took a vote. The Board voted 7 to 1, with Director James Cotter voting no and Ellen Cotter not participating in the vote, to appoint Ellen Cotter as permanent President and Chief Executive Officer, to serve at the pleasure of the Board.

No action was taken by the Board with respect to compensation issues, such matters being the province of the Compensation and Stock Option Committee.

Mr. Tompkins advised that the appointment of Ellen Cotter to these positions on a permanent basis constituted confidential non-public information, and no disclosure should be made by any Director with respect to such Board action until an appropriate press release and 8K filing had been made. This would occur next week.

Ellen Cotter was then asked to rejoin the meeting, and upon rejoining, confirmed her acceptance of the appointment.

There being no further action, the meeting was adjourned at approximately 10:50 a.m.

.....
S. Craig Tompkins
Recording Secretary

* **Attachment – written statement by James Cotter**

STATEMENT OF JAMES J. COTTER, JR.

I object, and each of the four other members of the Board not on the search committee also should object, to being asked to make a decision on a matter as important as the selection of a President and CEO of the Company on two days' notice.

That inadequate notice, the inadequate if not misleading information provided by the search committee in the form of Craig Tompkins' memo, and the wholesale process failures described in my email of yesterday, make it impossible for at least the five directors not on the search committee to act today and still fulfill their fiduciary duties.

That is not to say that the four members on the search committee satisfied their fiduciary duties.

The fact that the search committee shut down Korn Ferry, so that neither the search committee nor the full Board has the benefit of Korn Ferry's assessments of final candidates, necessarily means that selecting Ellen today, as the search committee recommends, will be acting with inadequate information. That is the case measured by the questionable standard set at the outset of this process.

The same is true for the decision to preclude the full Board from interviewing the three final candidates. In other words, for that reason too, selecting Ellen today necessarily will be acting with inadequate information. That is the case measured by the questionable standards set at the outset of this process.

That is not to say that the entire process was not inadequate, if not manipulated, from the outset. I'm referring to the subject of candidate search criteria, among other issues mentioned in my e-mail.

Whether the information provided by the search committee also has been manipulated is another question, which cannot be answered without an informed review of what the committee did and did not do, undertaken with the benefit of appropriate professionals.

All of these comments go to the subject of the process, not the merits of Ellen's candidacy. On that subject, the search committee has made clear its view, which is that the sole qualification the President and CEO of the Company must possess is to be acceptable to Ellen and Margaret, because the search committee expects them to exercise control of a majority of the class B voting stock. The amounts to taking the position that the directors of this Company owe fiduciary duties only to the presumed controlling shareholders, and the presumed controlling shareholders owe fiduciary duties to no one. I disagree with that position.

..... Date:.....

James J. Cotter, Jr.

EXHIBIT 15

DRAFT
11/3/15

READING INTERNATIONAL

Minutes of Special
Telephonic Meeting of the Board of Directors
of
Reading International, Inc.

October 5, 2015

A duly called and noticed meeting of the Board of Directors (the "Board") of Reading International, Inc. (the "Company"), was held on Monday, October 5, 2015. In attendance in person at the Company's corporate headquarters in Los Angeles were Chairperson Ellen Cotter and Directors Guy Adams and James Cotter, Jr. In attendance by conference call were Vice Chairperson Margaret Cotter, and Directors William Gould, Edward L. Kane, Douglas McEachern and Tim Storey. Present at the invitation of the Chair were Dev Ghose, Andrzej Matyczynski, William D. Ellis, Gilbert Avanes, and S. Craig Tompkins. Mr. Ellis served as recording secretary.

Following a roll-call by the Chairperson, the meeting was called to order at approximately 1:00 (Pacific Time), each participant verifying that he or she could hear each of the other participants on the call. Chairperson Cotter verified with the participants that the meeting was not being recorded by any of the participants and that there were no participants other than the individuals identified above. Chairperson Cotter also confirmed with the participants that no additional participants would be added to the meeting without being introduced to the meeting.

Amendment of Bylaws

Chairperson Cotter stated that the first item of business was a proposal to reduce the number of directors from ten to nine. She explained the background of the current number and the need to reduce it going forward.

On motion made by Director Kane, seconded by Director Adams, and approved by a seven-to-one vote (Director James J. Cotter, Jr. voting no), the Directors determined that reducing the number of directors from ten to nine was in the best interests of the Company and its stockholders and resolved as follows:

RESOLVED, that Article II, Section 2 of the Company's Bylaws is hereby amended and restated as follows:

> "The number of directors, which shall constitute the whole board, shall be nine (9). Thereafter, the number of directors may from time to time be increased or decreased to not less than one nor more than ten by action of the Board of Directors. The directors shall be elected by the holders of shares entitled to vote thereon at the annual meeting of stockholders, and except as provided in Section 4 of this Article, each director elected shall hold office

until his successor is elected and qualified. Directors need not be stockholders."

Appointment of Dr. Judy Codding

Chairperson Cotter stated that the second item on the meeting agenda was to consider Dr. Judy Codding as a candidate to fill the vacant Director seat left when Al Villasenor, Jr. retired from the Board in 2014.

Chairperson Cotter referenced and summarized the background information provided to the Board in the Board materials circulated prior to the meeting.

Directors Guy Adams, Ed Kane and Doug McEachern advised the Board that they had each met personally with Dr. Codding and that they believed that she would be a fine addition to the Board. On motion made by Director Adams, seconded by Director Kane, and approved by a six-to-one vote (with James J. Cotter, Jr. voting no, and Director Storey abstaining), the Directors determined that Dr. Codding's election to the Board was in the best interests of the Company and she was so elected.

Nomination Committee

Chairperson Cotter stated that the next item on the meeting agenda was the consideration of the appointment of a nominating committee to select the Directors to be considered by the shareholders at the November 10, 2015 annual meeting (the "Annual Meeting"). Ms. Cotter reviewed with the Board the Company's prior Director selection process and the recommendation of the Company's outside counsel that a nominating committee comprised of three outside Directors be appointed to select the Board's nominees for the next Annual Meeting, with full authority to do so without further Board approval. At the request of the Chairman, the following resolution was read into the record by Mr. Tompkins:

Resolution Regarding the Formation
Of
The Special Nominating Committee of
Reading International, Inc.

Whereas, Reading International, Inc. (the "Company") as a "controlled company" under Section 5615(c)(1) of the listing rules of The NASDAQ Capital Stock Market (the "NASDAQ Listing Rules" and the "NASDAQ," respectively) is not required to maintain an independent nominating committee and has historically not had such a committee.

Whereas, the Board of Directors (the "Board") has determined that it would be nevertheless in the best interests of the Company and its stockholders (the "Stockholders") to form a special nominating committee for purposes of determining the individuals to be nominated by the Board for election to the Board at the upcoming 2015 Annual Meeting of Stockholders,

Now, therefore, it is hereby resolved as follows:

1. The Board hereby forms a special committee of the Board, to be known as the "Special Nominating Committee" and hereby delegates to the Special Nominating Committee authority to interview and review the backgrounds of potential candidates and to select the individuals to be designated as the Board's nominees in the proxy materials distributed by the Board of Directors for the 2015 Annual Meeting of Stockholders (the "Annual Meeting").

2. The Board hereby appoints directors Guy Adams, Edward L. Kane and Doug McEachern to serve as the members of the Special Nominating Committee.

3. The Special Nominating Committee will endeavor to interview, to complete background checks and to consider any candidates suggested by any one or more directors. In determining the Board's nominees, the members of the Special Nominating Committee shall exercise their business judgment, and may consider in their discretion, among other things, the likelihood that any such candidate will be able to obtain (or has obtained) the support of the Company's controlling stockholders.

4. Following the Annual Meeting, the Board will review the benefits to the Company and its Stockholders of having a standing nominating committee, no such determination having been made as of this time.

5. The officers of the Company are hereby directed to provide the Special Nominating Committee with such support and assistance as the members thereof may reasonably request.

The Directors discussed the pros and cons of such a nominating structure. Chairperson Cotter stated her belief that it made sense to have the chairs of the Company's three principal standing committees (Executive, Audit and Compensation) serve as such a Special Nominating Committee, that is, Messrs. Kane, Adams and McEachern.

Thereafter, a motion was made by Director Adams, seconded by Director Gould, and approved by a seven-to-one vote (Director James J. Cotter, Jr. voting no), the above resolution was adopted.

Director Cotter raised the objection that in his view, this was too important an obligation to be delegated to a committee. He asked that the motion be reconsidered, to provide that the Special Nominating Committee would do due diligence and make recommendations, but that the Board would make the final decision.

Further discussion ensued among the Directors on the issue of whether the full Board or the Special Nominating Committee should make the ultimate determination as to which candidates should be nominated. On a motion to reconsider made by Director Gould, seconded by Mr. Storey, and approved on a seven-to-one vote (Director James J. Cotter, Jr. voting no), the Directors approved an amendment to the previously adopted motion to the effect that the delegation of authority to the Special Nominating Committee would be limited to the doing of

due diligence and the making of recommendations as to director candidates, and that the entire Board of Directors would determine which of these candidates would be nominated.

There followed a discussion as to whether an executive search for director candidates should be done. Chairperson Cotter advised the Board that she and the Vice Chairman had contacted several candidates with real estate and/or entertainment credentials, but that all had declined to serve. She further advised that while several had expressed an interest, and even a desire, to serve, none of these individuals wanted to join a Board subject to outstanding derivative litigation.

Mr. Cotter, Jr. stated that he believed that there were qualified individuals who would be willing to serve, notwithstanding the pending derivative litigation. He stated that he specifically would like the Special Nominating Committee to consider Mr. Michael Scovran for nomination to the Board. He further stated that he had had conversations with Mr. Scovran, and that Mr. Scovran had stated that that he would be prepared to serve as a director.

Next Board Meeting

Chairperson Cotter requested that the Special Nominating Committee contact all current Directors to determine their interest in being re-nominated and such additional potential candidates as may be recommended by any one or more Directors, and be prepared to make its recommendations by the Board meeting to be held on October 12, 2015. All Directors confirmed their availability for such a meeting.

Proxy Statement

At the request of Chairperson Cotter, Mr. Tompkins reviewed the status of the Company's proxy statement, and he asked that all Directors review it and provide written comments to Mr. Ellis no later than October 8, 2015.

Inspector of Elections

Chairperson Cotter stated that the next agenda item was the appointment of an Inspector of Elections for the Annual Meeting. She stated that Company counsel, Greenberg Traurig, LLP, had recommended using First Coast Results, Inc., an independent firm experienced in director elections for public companies and that Akin Gump had seconded that selection. Mr. Tompkins pointed out that the cost of such an Inspector of Elections would likely be in the range of $10,000, substantially more than ComputerShare (the Company's transfer agent), who typically served such function. However, given the possibility that the election might be contested, it would be prudent to retain an Inspector of Elections familiar with contested election situations.

On motion made by Director Adams, seconded by Director Gould, and approved on an eight-to-zero vote, the Directors appointed First Coast Results, Inc. as the Inspector of Elections for the Annual Meeting.

Project Kid

Chairperson Cotter then gave an update on the Company's proposed acquisition of Sundance Cinemas, LLC, noting that the Company would be bidding $33,000,000 in a sealed bid later that day.

Committee Minutes

On motion made by Director Adams, seconded by Director McEachern, and approved by a six-to-zero vote (with Directors Storey and James J. Cotter, Jr. abstaining), the Executive Committee meeting minutes for July 20, 2015, July 27, 2015, July 31, 2015, August 12, 2015 and August 28, 2015 were accepted.

On motion made by Director McEachern, seconded by Mr. Adams, and approved on a six-to-zero vote (with Directors Storey and James J. Cotter, Jr. abstaining), the Audit and Conflicts Committee meeting minutes for August 3, 2015 and August 7, 2015 were accepted.

At the request of Director Cotter, Jr., the approval of the Board meeting minutes for August 4, 2015, September 17, 2015 and September 28, 2015 was postponed for consideration at the upcoming October 12, 2015 Board meeting.

There being no further business, the meeting was adjourned at approximately 2:30 pm.

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William D. Ellis, Secretary

EXHIBIT 16

DRAFT
11/3/15

READING INTERNATIONAL

Minutes of Special
Telephonic Meeting of the Board of Directors
of
Reading International, Inc.

October 12, 2015

A duly called and noticed meeting of the Board of Directors (the "Board") of Reading International, Inc. (the "Company"), was held on Monday, October 12, 2015. In attendance in person at the Company's corporate headquarters in Los Angeles was Chairperson Ellen Cotter. In attendance by conference call were Vice Chairperson Margaret Cotter, and Directors Guy Adams, Judy Codding, James J. Cotter, Jr., William Gould, Edward L. Kane, and Douglas McEachern. Present at the invitation of the Chair were William D. Ellis, and S. Craig Tompkins. Mr. Tompkins served as recording secretary.

Following a roll-call by the Chairperson, the meeting was called to order at approximately 10:30 (Pacific Time), each participant verifying that he or she could hear each of the other participants on the call. Chairperson Cotter verified with the participants that the meeting was not being recorded by any of the participants and that there were no participants other than the individuals identified above. Chairperson Cotter also confirmed with the participants that no additional participants would be added to the meeting without being introduced to the meeting.

Chairperson Cotter announced that Tim Storey had retired as a director, and, accordingly, would not be participating in the meeting. Chairperson Cotter stated that the purpose of the meeting was to fill the vacancy created by the retirement of Tim Storey, and to receive the report and recommendations of the Special Nominating Committee (the "Committee") and select the individuals who would receive the Board's nomination at the upcoming annual meeting of stockholders, for election to the Board.

Mr. McEachern, speaking for the Committee advised the Board that the Committee would be recommending Mr. Michael Wrotniak for nomination for election to the Board, and moved that Mr. Wrotniak be elected to fill the vacancy created by the retirement of Mr. Storey. Director Adams seconded this motion, which was approved by all of the Directors other than Mr. Cotter, Jr. who voted against the election of Mr. Wrotniak to fill such vacancy.

Next, Mr. McEachern delivered the report of the Committee. He reviewed with the Board the procedures followed by the Committee, and the persons interviewed by the Committee. He advised that the Committee had had three meetings over the prior week, and that members of the Committee had spoken to all of the incumbent directors, to Michael Wrotniak (who had been suggested by Ellen and Margaret Cotter), and to Mr. Gil Borok (who had been suggested by James J. Cotter, Jr.), and advised that while Mr. Wrotniak had agreed to serve, Mr. Borok (who Mr. McEachern has known for more than the past 10 years) had advised that he was not interested in serving as a director at this time. He advised that the Committee was recommending

the nomination of Guy Adams, Dr. Judy Codding, Ellen Cotter, James J. Cotter, Jr., Margaret Cotter, William Gould, Edward L. Kane, Douglas McEachern, and Michael Wrotniak.

Mr. McEachern advised that the Board that the decision to nominate James Cotter, Jr had been a difficult decision, and in reaching the decision to recommend the nomination of Mr. James J. Cotter, Jr. for re-election to the Board, the Committee had taken a number of factors into consideration. Without attempting to place any particular priority on any particular consideration or to enumerate all of the matters discussed, the Committee had considered, among other factors, Mr. Cotter Jr.'s pending litigation against certain of the other Directors and arbitration proceedings with the Company; the Board's recent determination to terminate Mr. Cotter, Jr. as the Company's Chief Executive Officer and President of the Company; the potential that this personnel action and resultant legal proceedings could contribute to dissension among Board members and impact the otherwise collegial nature of Board meetings; Mr. Cotter, Jr.'s longevity on the Board and his broad knowledge of our Company; Mr. Cotter, Jr.'s beneficial holdings of the Company's securities; and the fact that Ellen M. Cotter and Margaret Cotter had notified the Committee that, if Mr. Cotter, Jr. was not nominated by the Board, they intended to vote in their capacity as stockholders, as the Co-Executors of the Cotter Estate and as a majority of the Co-Trustees of the Trust, to nominate Mr. Cotter, Jr. from the floor and to vote the more than 70% of the voting stock that they collectively control for the election of Mr. Cotter, Jr. After considering these factors and their deliberations, the Special Nominating Committee recommended that Mr. Cotter, Jr. be nominated to serve another term as a Director of the Company. Accordingly, it was the unanimous determination of the Committee that it would be in the best interests of the Company and its stockholder that he be nominated and continue to serve as a director).

Chairperson Cotter advised the Board that the nomination process was a candidate by candidate process. She then polled each director as to such director's vote with respect to each candidate. Each of the directors, other than Directors James J. Cotter, Jr., Judy Codding and Michael Wrotniak voted in favor of each of the candidates recommended by the Committee. Mr. Cotter Jr. voted against all of the directors. When asked by Director McEachern if he realized that this meant he was voting against himself, Mr. Cotter, Jr. stated that he did understand this, and that he was voting against the nomination of all of the candidates. Director Codding abstained on the basis that she had just recently joined the Board. Mr. Wrotniak was not present at the meeting. Accordingly, the nominees of the Board of Directors are Guy Adams, Dr. Judy Codding, Ellen Cotter, James J. Cotter, Jr., Margaret Cotter, William Gould, Edward L. Kane, Douglas McEachern, and Michael Wrotniak.

There being no further business, the meeting was adjourned at approximately 11:00, Pacific Time.

S. Craig Tompkins, Recording Secretary

EXHIBIT 17

From:	Krum, Mark
To:	Alexander Robertson (arobertson@arobertsonlaw.com)
Sent:	1/28/2016 9:37:39 PM
Subject:	(Privileged and Confidential; Not for distribution)

From: James J. Cotter [mailto:jcotterprivate@gmail.com]
Sent: Thursday, January 07, 2016 1:17 PM
To: 'Ellen Cotter' <Ellen.Cotter@readingrdi.com>; 'Margaret Cotter' <margaret.cotter@readingrdi.com>; 'Kane' <elkane@san.rr.com>; 'Guy Adams' <GAdams@gwacap.com>; wgould@troygould.com; M.Wrotniak@Aminco.biz; judycodding@gmail.com; 'McEachern, Doug (US - Retired)' <dmceachern@deloitte.com>
Subject: Appointment of President & CEO
Importance: High

On June 15, the Company reported its intention to engage the assistance of a leading executive search firm to identify a permanent President and CEO. On August 4, Ellen advised the Board that she had engaged Korn Ferry and that a search committee consisting of Ellen Cotter, her sister Margaret, Bill Gould and Doug McEachern had been formed. Korn Ferry reportedly was selected because, as among the search firms considered, it was the only one that could provide independent detailed assessments of candidates, apparently to ensure the independence and/or adequacy of the search process.

Even after a number of requests, not one update on this search was provided to the Board (e.g., assessment of the Company's goals and objectives, candidate search criteria, progress of interviews with candidates, reporting structure of new hire). Then, on December 17, months after the last report to the Board, Ellen reported to the Board that five external candidates had been interviewed on our behalf by Korn Ferry, Ellen was submitting her candidacy and the search committee would shortly make its recommendation to the Board.

Process

As a result, the other five members of the Board effectively have no understanding of what process, if any, was undertaken to actually search for and evaluate any candidates. It therefore is impossible to make an informed decision that the process was adequate or even that it was genuine. The memo from Craig Tompkins, provided two days before the Board will be asked to select Ellen as the new President and CEO, not only fails to provide Board members with information sufficient to satisfy themselves that a genuine and adequate search process was conducted, it actually indicates otherwise. Among other things:

There is no indication that the search committee undertook any process to develop candidate search criteria, much less did so. On the contrary, it implies that Korn Ferry did so, stating "It emphasized a real estate background, based on the assumption that...Ellen Cotter and Robert Smerling would continue to be principally responsible for the operation of the Company's domestic cinema operations and Wayne Smith would continue to be principally responsible for the operation of the Company's Australia / NZ cinema operations." This is not a CEO specification. That is a specification for a glorified director of real estate position.

There is no indication that the search committee developed, much less implemented, any process for considering internal candidates. On the contrary, every indication is that the committee allowed Ellen, an internal candidate, to select the search firm to be engaged, to direct the formulation of the director of real estate type criteria that Korn Ferry apparently used to identify candidates, and to participate in all committee activity other than actual interviews of other candidates until less than two weeks before the committee decided to select Ellen, who reportedly was selected based on the considerations set out in the bullet points on pages 5 and 6 of Craig Thompkins' memo, not on the criteria set forth in Korn Ferry's position specification.

Craig Thompkins' memo indicates that Ellen was selected not as a result of any search process, much less an adequate and genuine one, but rather based on considerations that largely if not entirely are not mentioned in the Korn Ferry position specification document. Moreover, almost all of those considerations are unique to Ellen as among the supposed candidates, and are unique to her by virtue of her position as interim President and CEO and a supposedly

controlling shareholder. Had the committee developed a set of candidate search criteria reflecting the considerations that Craig Tompkins' memo indicates serve as the basis for the selection of Ellen, the criteria would have dictated that no process be undertaken and that Ellen be selected.

The reason Korn Ferry supposedly was selected, which was that it alone as among the search firms would provide the company with proprietary independent assessments of final candidates, was in effect canceled by the search committee, ostensibly to save money. According to Craig Tompkins' memo, he was tasked by the committee with directing Korn Ferry not to perform what it describes as "an objective, accurate process to determine individual or group readiness, potential and fit." He did so and the committee preempted what appears to have been a critical process intended to ensure that the search process was both genuine and adequate.

The supposed search committee also has acted to insure that the other five members of the board cannot make independent, informed decisions by eliminating the presentation of the final three candidates to the full board for vetting, acting instead to presume to do that for the full board.

Under the circumstances, including the apparent inadequate if not manipulated process, I do not see how we as five directors can rely on the recommendation of this search committee to make a decision on the hiring of a President and CEO.

Assessment of Performance of US Cinemas

As would our former CEO and Chairman, I have strong views as to why such an appointment would be a gross mistake. These views are driven not by personal animus, but an assessment of her business unit and her management effectiveness as Chief Operating Officer of the US Cinemas, including:

- Ø US Cinemas have experienced significant management issues for a long time, resulting in mismanagement at individual US cinemas. These problems including those with which our former CEO and Chairman and Tim Storey took serious issue continue to go unaddressed. *See California and Hawaii Theater Reviews.*

- Ø Historical performance of the Pacific Acquired Cinemas (representing close to 65% of US Cinemas' revenues) evidences the impact these management issues have had with significant erosion of cashflow, contraction of margins and loss of market share at these theaters over the years after Ellen took over management from Pacific Theaters in February 2008. *See charts below.*

- Ø Ellen has never operated the US Cinemas with a business plan, budget or CapEx plan. Only this year, after multiple requests from me with repeated urging from Tim Storey, did she produce her first business plan, budget and CapEx plan. Allowing her to operate the entire company (including the real estate operations) the way she did this small division will result in significant issues and delays for the whole Company (just as it did when she took over substantially more screens with the Pacific Acquired Cinemas).

- Ø US Cinemas have not been re-invested in under her watch and as a result, are completely behind the curve in terms of innovations (even those not requiring substantial CapEx costs). *See California and Hawaii Theater Reviews.*

- Ø US Cinemas' historical operating performance has significantly underperformed compared to our other cinema divisions and the rest of the industry. EBITDA margins of our Australian Cinemas are almost 100% higher than those of our US Cinemas. EBITDA margins of our New Zealand Cinemas are almost 40% higher than those of our US Cinemas. *See Segment Report.*

- Ø Ellen's wheel-and-spoke management structure (with almost everyone in her division effectively reporting to her) results in a top-heavy management structure and a grossly disproportionately high G&A. We operate our 21 Australian cinemas with $1.47 million of G&A and our 10 New Zealand cinemas with $240,000 in G&A. Ellen operates our 27 US cinemas with $4 million of G&A. *See Segment Report.*

[Financial information omitted]

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EXHIBIT 18



Minutes of the
Board of Directors
of
Reading International, Inc.

March 10, 2016

A duly noticed meeting of the Board of Directors of Reading International, Inc. was held on March 10, 2016, in the third floor conference room of Pepperdine University, located at 6100 Center Drive, Los Angeles, California, 90045. Chair Ellen Cotter called roll and verified the following: participating in person were Chair Ellen Cotter, Vice Chair Margaret Cotter, and Directors Guy Adams, Judy Codding, James Cotter, Jr., Edward L. Kane, Doug McEachern, and William Gould; participating by telephone conference call was Director Michael Wrotniak; participating at the invitation of the Chair and present in person were Dev Ghose, Chief Financial Officer and Treasurer, William Ellis, General Counsel, Robert Smerling, President of Domestic Cinemas, and Craig Tompkins, Recording Secretary; and participating at the invitation of the Chair by telephone conference call were Andrzej Matyczynski, Corporate Advisor, Wayne Smith, Managing Director, Australia and New Zealand, Steve Lucas, Principal Accounting Officer and Controller, and Matthew Bourke, Director of Real Estate, Australia and New Zealand; participating for the discussion of management's endeavors with respect to the leasing of the Company's Union Square property were Michael Buckley from Edifice Real Estate Partners and Jeff Roseman from Newmark Grubb Frank Knight.

Chair Cotter reminded the Board that the Board's proceedings were confidential and verified that no one was recording the meeting and that no one other than the persons responding to the roll call were on the phone. She confirmed that should anyone join the call, that their presence would be announced to the meeting.

Chair Cotter called the meeting to order at approximately 12:30 PM.

Union Square Redevelopment Project

Chair Cotter advised the Board that the first order of business was to receive a report from Margaret Cotter concerning the status of management's endeavor to lease the Company's Union Square property.

Ms. Cotter first displayed the video prepared by Newmark. Thereafter Mr. Roseman discussed marketing efforts to date, and the results of those efforts. He stated that they had received ten indications of substantial interest from credit tenants who were interested in utilizing all of the available retail space; that they were talking with some smaller users as well (Pottery Barn and William Sonoma type tenants); and that they are not looking at this time to local retailers, but rather focusing on major credit tenants.

Mr. Roseman advised the Board that it was still early days in the marketing process, and that the email blast to the market had only gone out the prior day. He further advised that retail rents were continuing to rise in applicable markets. Mr Roseman responded to various questions from the Board as to the

strength of the market and his confidence that the building would be substantially leased up by the time that major financial commitments were made by the Company. Mr Roseman noted that there were trade-offs in leasing immediately, as opposed to letting a competitive market develop, but that he was confident that the construction would not be a speculative venture from a leasing point of view. He noted that the timeline for renting the office space was likely longer than the time line for the retail, as office tenants were typically seeking more immediate occupancy than major retail tenants.

Michael Buckley stated that the project was continuing to progress on time and on budget, and volunteered to address such questions as might be presented by the Directors. There were no questions for Mr. Buckley.

Vice Chair Cotter reviewed with the directors the materials included in the Board book, and responded to questions.

At this point, Messrs. Buckley and Roseman terminated their conference call connection.

Thereafter, the Directors further discussed the project with management, and asked that management prepare for consideration at the next meeting a presentation of developer's anticipated profits and a buy/sell analysis (i.e. was it better to sell now or to redevelop the property and take the risks of redevelopment).

Report on Status of Annual Report on Form 10K

Following this discussion, Chair Cotter advised the Board that the next order of business was an update on the status of the Company's Annual Report on Form 10K and the report of the Audit and Conflicts Committee.

Dev Ghose, the Company's Chief Financial Officer and Treasurer, updated the Board on the status of the Company's Annual Report on Form 10K.

Mr. Ghose reported that there was still work to do on the audit. He advised the Board that, in response to the determination with respect to the 2014 Audit that there was a material weakness in internal controls related to the accounting for income taxes with respect to Australia and New Zealand, the Company had retained Deloitte to review and revise as to these tax accounting matters. In the course of this work other tax accounting issues had been identified.

To date, Deloitte had identified seven issues, six of which had been resolved. At this point in time, these adjustments appear to cancel out, so as to have no material impact on after tax earnings. However, the work was ongoing, and there still remained one unresolved item. Mr. Ghose stated that the issues all related to non-cash accounting items, not to the tax returns, and did not impact items above the net income after taxes level.

Audit and Conflicts Committee Chair Douglas McEachern next presented the Audit and Conflicts Committee (the "Committee") Preliminary Report. Committee Chair McEachern reiterated the

information presented by Mr. Ghose. He advised that the Committee had reviewed the Draft Annual Report on Form 10K with Management, and had met and heard the preliminary report of the Company's auditors, Grant Thornton. He stated that the Committee was prepared to sign off on the draft Annual Report on Form 10K, subject to the completion of the audit by Grant Thornton, and that the Committee had delegated to him authority to review any proposed changes to the Draft Annual Report on Form 10K, and to approve any changes which, in his judgment were not material. Any material changes would need to be brought back to the full Committee.

Director James Cotter, Jr., complained that he had only received a draft of the Annual Report on Form 10K on Tuesday evening (March 8, 2016) and, accordingly, had not had time to review the same. Chair Cotter noted that the filing deadline for the Annual Report on Form 10K was March 15, and requested that Mr. Cotter, Jr. provide any comments that he might have directly to Committee Chair McEachern in writing. Director James Cotter, Jr., also complained that he had not been permitted to participate in the Committee meeting. Chair McEachern responded that he had been advised by outside counsel [redacted] Ellen Cotter had participated in the meeting but both in her capacity as Chair of the Board and as the Company's President and Chief Executive Officer. Committee Chair McEachern noted also that the responsibility for the audit and for dealing with and interfacing with the auditors had been delegated to the Committee and that he had confidence in the ability of the Committee to discharge its duties and responsibilities. He further noted, that the open issues were accounting driven, rather than tax driven.

A motion was made and seconded to accept the report of the Committee and to delegate to management responsibility for the finalization of the Annual Report on Form 10K, subject to obtaining the approval of Committee Chair McEachern of any immaterial changes from the form previously distributed and subject to a review and approval of the Committee of any material changes. Mr. Tompkins noted that the Form 10K did not require execution by all of the directors, and that only execution by a majority of the Board was required. So, as a matter of mechanics, the Form 10K could be filed so long as it was approved by the Committee, the Chair and the Vice Chair.

The motion passed 8 in favor and one (James Cotter, Jr.) abstaining.

Chair Cotter thanked the Committee for its work, and the Directors for reviewing the 10K on relatively short notice. She urged any director having comments to forward them to Committee Chair McEachern as soon as possible.

Earnings Release

Chair Cotter stated that the next order of business was a review of the earnings release. She apologized for the fact that it had only been circulated the previous evening, and asked that Directors give Mr. Ghose any comments they might have as soon as possible. She advised that after collecting comments, Mr. Ghose would work with Committee Chair McEachern to finalize the release.

Debt Obligations Review

Chair Cotter advised that the next order of business was the review of the Company's debt situation and turned the floor over to Mr. Ghose.

Mr. Ghose reviewed the materials in the board package, and responded to questions.

Domestic Cinemas Report

Chair Cotter advised that the next order of business was the review of the Company's Domestic Cinema Operations and turned the floor over to Mr. Smerling. Mr. Smerling referred directors to the materials in the Board Book regarding the results of operations for the Company's domestic cinemas and discussed the anti-trust implications of the potential AMC/Carmike merger and the state of clearance issues. He advised that, while no assurance could be given, it appeared that the old clearance system was breaking down, which would provide both opportunities and challenges for the Company. At Mr. Smerling's request, Mr. Tompkins gave a brief update of the pending anti-trust litigation brought be iPic and Landmark against AMC and Regal. Messrs. Smerling and Tompkins responded to questions for the Board.

Australia and New Zealand Cinema Operations

Chair Cotter advised that the next order of business was the review of the Company's Australia and New Zealand Cinema operations and turned the floor over to Mr. Smith. Mr. Smith referred the Board to the Board Book regarding the results of operation. At the invitation of Chair Cotter, Mr. Smith discussed his value pricing initiatives in Australia and New Zealand, and the results being achieved, and responded to questions.

Live Theater Operations

Chair Cotter advised that the next order of business was the review of the Company's live theater operations and turned the floor over to Vice Chair Margaret Cotter. Vice Chair Cotter referred the Board to the Board Book regarding the results of operation, and invited questions from the Board. There were no questions.

Australia and New Zealand Real Estate Operations

Chair Cotter advised that the next order of business was the review of the Company's real estate operations in Australia and New Zealand and turned the floor over to the Company's Head of Real Estate for Australia and New Zealand, Matthew Bourke. Mr. Bourke reviewed with the Board the materials in the Board book and invited questions from the Board. There were no questions.

Potential Purchase of 5995 Sepulveda Boulevard Office Building

Chair Cotter advised that the next order of business was the consideration of a possible purchase of the office building located at 5995 Sepulveda Boulevard to house the Company's corporate headquarters.

Mr. Matyczynski reviewed the materials included in the Board Book with the Directors, concluding that it was management's recommendation that the Board approve the purchase of the property and authorize management to proceed with the transaction.

There followed a discussion among the directors during which a variety of points were considered by the Directors, including the following:

- The projected impact on the Company's headquarters occupancy costs, and the benefits of being an owner/occupier as opposed to a tenant,
- The comparative benefits of the alternative allocation of the capital need to purchase the building to acquire other operating assets,
- The potential long term value of the property as an investment asset,
- The potential domestic demands for cash in the near to medium term,
- The limited amount of cash available in the US, and the issues involved in bringing cash into the United States from Australia and/or New Zealand, and
- Possible rental or purchase alternatives.

Following discussion, in which management responded to a variety of Director questions a motion was made by Director Adams and seconded by Director McEachern that management be authorized and directed to acquire the Sepulveda Property on terms substantially similar to those presented to the meeting, and to take all such actions necessary or convenient to carry out the intentions of these resolutions.

The motion passed 7 to 2, with Directors Wrotniak and Cotter, Jr. voting no.

Legal Update

Chair Cotter advised the Board that the next order of business was the litigation update, and turned the meeting over to Mr. Tompkins. Mr. Tompkins referred the committee to the materials in the Board Book and made himself available to respond to questions. There were no questions.

Stockholder Annual Meeting

Chair Cotter advised the Board that the next order of business was to fix the stockholder proposal date, the record date and the meeting date for the 2016 Annual Meeting of Stockholders, to select an inspector of elections and to appoint secretaries for the meeting. Chair Cotter advised that it was her anticipation that all of the current directors would be renominated.

On motion made and seconded, the following dates and appointments were approved.

- Stockholder Proposal Deadline: April 8, 2016

- Broker Search Date: March 25, 2016
- Record Date: April 22, 2016
- Stockholder Meeting: June 2, 2016
- Inspector of Elections: First Coast Results, Inc.
- Meeting Secretary: Craig Tompkins
- Meeting Assistant Secretary: Susan Villeda

Following discussion, during which Mr. Cotter Jr. stated his view that Mr. Tompkins should not be secretary due to the fact that he had been named as a defendant in the T2 litigation, the above motion was passed unanimously, but with Mr. Cotter Jr. voting no on the appointment of Mr. Tompkins as Meeting Secretary, abstained as to the fixing of the annual meeting date.

Executive Session

At this time the Chair excused all of the members of management other than Mr. Tompkins, Recording Secretary, advising that the remainder of the meeting would be held in executive session.

Review and Approval of Minutes

Chair Cotter advised the Board that the next order of business was the review and approval of the minutes for the Board meeting held on February 18, 2016:

In the discussion that followed, Mr. Cotter Jr. objected to the preparation of minutes by Mr. Tompkins on the basis that Mr. Tompkins had been named as a defendant in the T2 litigation. No motion was made on this topic. Several directors questioned the propriety of allowing directors to include, in essence, dissenting views in the Company's Minute Books. Following discussion, on motion made and seconded, the Directors approved the minutes in the form submitted to the Board and the inclusion in the Minute Book of Director Cotter's comments, by a vote of 8 to 1, with Mr. Cotter, Jr. voting no.

Review and Approval of Compensation and Stock Option Committee Charter

Chair Cotter advised the Board was the review of a proposed Compensation and Stock Option Committee Charter. She noted that the Company did not currently have a formal charter, and that the proposed charter included in the Board materials [redacted] was being recommended for adoption by the Compensation and Stock Option Committee. Chair Cotter advised that, in the view of management, the proposed charter was consistent with current best practices.

Following discussion it was determined that with respect to the compensation to be paid to Ellen Cotter, Margaret Cotter and/or James Cotter, Jr., the Compensation and Stock Option Committee should make its recommendation to the Board, but that the approval of such compensation should be determined ultimately by the Board and not by the Compensation and Stock Option Committee. Management was directed to amend the proposed charter to reflect this change. Subject to the making of this change, on

motion made and seconded, the proposed Compensation and Stock Option Committee Charter was approved by an 8 to 1 vote, with Mr. Cotter, Jr. abstaining.

Amended and Restated Audit and Conflicts Committee Charter

Chair Cotter advised the Board that the next item of business was the review of a possible amended and restated Audit and Conflicts Committee Charter. Chair Cotter advised that the draft was a work in process, as it had not yet been reviewed by Dev Ghose or Grant Thornton. Management had taken input from Frank Reddick of Akin Gump and Mike Bonner of Greenberg Traurig and believed that it was in conformity with best practices. It was anticipated that a final draft would be presented to the Board at its next Board meeting. Committee Chair McEachern explained that the proposed charter was substantially longer than the current charter but this was due, in part, to the inclusion within the Audit and Conflicts Committee of responsibility for tax oversight, cyber security, risk assessment, and the inclusion in the charter of the Audit and Conflicts Committee's responsibility for oversight of the Company's management of Shadow View Land & Farming, LLC.

Mr. Cotter Jr., raised again the issue of director attendance at meetings of the Audit and Conflicts Committee, expressing his view that such meetings should be open to all directors. Committee Chair McEachern said that while he would look into the matter further, he believed that best practices was for the Audit and Conflicts Committee to have control over attendance at its meetings, and that based on his discussions with counsel, this was completely consistent with applicable Nevada Law.

Review and Acceptance of Committee Meeting Minutes

Chair Cotter advised the Board that the next order of business was the review and acceptance of the following committee minutes:

(a) Compensation Committee Meeting: January 25, 2016
(b) Compensation Committee Meeting: January 28, 2016
(c) Compensation Committee Meeting: February 5, 2016
(d) Compensation Committee Meeting: February 17, 2016
(e) Compensation Committee Meeting: February 29, 2016
(f) Audit and Conflicts Committee Meeting: February 29, 2016
(g) Executive Committee Meeting: February 26, 2016

During discussion, Mr. Cotter, Jr. asked that he be permitted to ask questions about and to give comments on the committee minutes.

The sense of the Board was that committee minutes were the responsibility of the applicable committee, that they were basically provided for the information of the Board and that "acceptance" was simply the procedure to allow the minutes to be included in the minute books of the Company. If a director had a question about the minutes, that director was certainly free to discuss the matter with the applicable committee chair, and if such director did not get a satisfactory answer, was likewise free to ask the Chair to place the matter on the agenda for a subsequent Board meeting.

On motion duly made and seconded, the above referenced minutes were accepted for inclusion in the minute books of the Company by an 8 to 1 vote, Director Cotter, Jr. abstaining.

Compensation and Stock Option Committee Report

Chair Cotter advised the Board that the next order of business was the review of the report of the Compensation and Stock Option Committee. At this point, Mr. Tompkins left the meeting, Mr. Bonner being appointed to serve as recording secretary for this portion of the meeting.

At 4:04 pm Mr. Tompkins was excused, and Mr. Bonner was asked to take the minutes until Mr. Tompkins returned.

a. Executive Compensation and Appointments

James Cotter, Jr. expressed his objections to not having been provided with more detail supporting proposed 2016 executive compensation along with the individual goals and benchmarks to be used for each executive's short-term incentive bonus opportunity.

Ellen Cotter responded that each director had been provided in advance of the meeting with the schedule showing each senior executive officer's proposed 2016 compensation package and that she was happy to respond to any questions any director had on the recommendations. Ellen Cotter had presented detailed schedules and proposed individual goals and benchmarks to be used for the senior level executives to the Company's Compensation and Stock Options Committee (the "Compensation Committee") which had thoroughly reviewed and vetted such recommendations. Ms. Cotter reminded the Board that the intent is to utilize the Compensation Committee to review and give input on the specific compensation components for the senior executive officers. The Compensation Committee gave its unanimous approval to the executive compensation recommendations.

Mr. Cotter, Jr. repeated his objection on not having had the opportunity to review the detailed back up information or the detailed individual goals and benchmarks for short term incentive bonuses that had been used by the Chief Executive Officer and the Compensation Committee. Ms. Cotter acknowledged the objection and asked if Mr. Cotter had any specific questions or concerns.

Questions were asked about the Dev Ghose compensation recommendations. Ms. Cotter noted that unlike the other senior management members, Mr. Ghose's compensation was set in his April 10, 2015 employment contract. Mr. Ghose's contract had been entered into when James Cotter, Jr. was the Chief Executive Officer and the terms had been negotiated and approved by Mr. Cotter. James Cotter, Jr. pointed out that Mr. Ghose's contract had been negotiated under the supervision of Mr. Gould, the Lead Independent Director.

Ms. Cotter asked if there were any other comments or questions. Mr. Cotter, Jr. stated that he objected to the employment and appointment of Craig Tompkins as General Counsel. Mr. Cotter, Jr. stated that he had seen a memo written by his father, James Cotter, Sr., in 2007 that made several negative statements

about Mr. Tompkins, including a statement by James Cotter, Sr. that Mr. Tompkins should not serve in a position of trust for the Company or in a position under which he could bind the Company.

Ellen Cotter questioned Mr. Cotter about his assertions and stated that she (Ellen Cotter) had never heard of this before. Margaret Cotter also expressed surprise and agreed with Ellen Cotter. Other directors were not aware of these allegations and observed that James Cotter Jr. was referring to matters that were nine years old (2007). Further, it was noted that Mr. Tompkins had continued to provide extensive consulting and legal services to the Company after 2007, including services authorized by and which involved reporting directly to James Cotter, Sr.

James Cotter, Jr. stated that he had this information in his possession. He once again expressed his objections.

After further discussions, the Board decided that James Cotter, Jr.'s allegations were of such a nature that justified a prompt investigation. The Board instructed that this investigation be commenced immediately and that Mr. Cotter, Jr., as the person making the allegations, would be expected to cooperate and provide whatever materials he claims to have. The Board's intention was that Mr. Tompkins's employment would be considered following such inquiry.

After further discussion, and upon motion duly made and seconded, the following resolution was adopted (on a vote of eight votes in favor and James Cotter, Jr. abstaining):

> It Is Hereby Resolved that the schedule of proposed 2016 executive compensation as set forth on Exhibit A to these minutes, excluding Ellen Cotter, Margaret Cotter and Craig Tompkins, as unanimously recommended by the Compensation Committee, be approved.

The Board also discussed the appointment of certain executives to certain offices. Ms. Cotter discussed with the Board the various appointments and the reasons therefor. Ellen Cotter recommended the new titles be given as below:

> Dev Ghose – Executive Vice President, Chief Financial Officer & Treasurer
> Andrzej Matyczynski – Executive Vice President – Global Operations
> Matthew Bourke - Managing Director – Real Estate – Australia & New Zealand
> Gilbert Avanes – Vice President – Finance, Planning & Analysis
> Mark Douglas – Director of Property Development – Australia and New Zealand
> Terri Moore – Vice President – Cinema Operations (US)
> Doug Hawkins – Vice President – Construction and Facilities Management (US)
> Ken Lee – Vice President – Food & Beverage (US)

After further discussion, and upon motion duly made and seconded, the following resolution was adopted (on a vote of eight votes in favor and James Cotter, Jr. abstaining).

> It is hereby Resolved that the above executives be appointed to the offices listed above, as unanimously recommended by the Compensation Committee, be approved.

Next, Margaret Cotter was asked to leave. Ellen Cotter gave a summary of her assessment of the reasons for Margaret Cotter's new position as Executive Vice President, as well as a summary of the factors she had used in recommending the compensation package for her. Directors asked questions. Ellen Cotter was then excused.

William Gould, as Lead Independent Director, asked if there were any further questions about the proposed compensation for 2016 for Ellen Cotter or Margaret Cotter or the title designation for Margaret Cotter. There was none. Upon motion duly made and seconded, the following resolution was adopted (Ellen Cotter and Margaret Cotter not participating; James Cotter, Jr. abstaining):

> It Is Hereby Resolved that the schedule of proposed 2016 executive compensation for Ellen Cotter and Margaret Cotter and the title of Executive Vice President – Real Estate Management and NYC Development be given to Margaret Cotter, as set forth on Exhibit A to these minutes, as unanimously recommended by the Compensation Committee, be approved.

Ellen Cotter and Margaret Cotter returned to the meeting.

b. Directors Compensation

The next item of business was to consider the 2016 compensation to be paid to outside directors, as recommended by the Compensation Committee. The Board briefly discussed the materials provided to it; was advised that the proposal was based upon the recommendations of Willis Towers Watson and such proposal represented an effort to bring the Company's outside director compensation practices in line with best practices with a view to peer and competitor outside director compensation. The Compensation Committee had approved (subject to personal abstentions for each director's own compensation) the recommendation for outside director compensation. James Cotter, Jr. expressed his objection to the process of changing outside director compensation.

After further discussion, upon motion duly made and seconded, the following resolution was approved (each director abstaining as to his or her own compensation, and James Cotter, Jr. voting against):

> It is Hereby Resolved that compensation for outside directors of the Company starting with calendar year 2016 shall be as follows:
>
> (i) maintaining the annual board retainer at $50,000;
> (ii) increasing the annual lead director fee to $10,000;
> (iii) increasing the annual Audit and Conflicts Committee Chair and Executive Committee Chair fee to $20,000;
> (iv) increasing the annual Compensation Committee Chair fee to $15,000;
> (v) increasing the annual committee member fees to $7,500 for the Executive and Audit and Conflicts Committee and $5,000 for the Compensation Committee; and

(vi) establishing annual grants of $60,000 of restricted stock units to board members (vesting 12 months following the award of the restricted stock units) based on the closing stock price on NASDAQ on today's date, subject to the approval of the recommended amendment to the 2010 Stock Incentive Plan.

Next, the Board considered possible additional compensation for extraordinary services rendered by certain directors. Ellen Cotter made a presentation to the Board with respect to her recommendation for special one-time compensation to be paid to three directors.

Ms. Cotter first expressed a request that the Board consider extraordinary compensation to Director Guy Adams. Mr. Adams was excused. Ms. Cotter summarized the extraordinary services and time devoted by Mr. Adams above and beyond the usual role of a director in the past year. Ms. Cotter noted that Mr. Adams had provide the following extraordinary services: assisting Ms. Cotter in a variety of support services as the Company underwent the stresses and controversies of the last year; assisting Ms. Cotter in an advisory capacity in her transition of roles into interim CEO and permanent CEO; advice on investor relations; personal travel to New York to assist in the evaluation of the Union Square project; assistance with evaluation of certain potential transactions; significant commitment of time in evaluating potential new executive compensation practices before the same was considered by the Compensation Committee; and extraordinary services on the Executive Committee.

James Cotter, Jr. expressed his opposition to consideration of extra board compensation.

After further discussion, upon motion duly made and seconded, the following resolution was adopted (Guy Adams not participating, and James Cotter, Jr. voting against):

It Is Hereby Resolved that Guy Adams be compensated $50,000 in recognition of extraordinary services to the Board of Directors.

Mr. Adams returned to the meeting, and Mr. Kane was excused. Ms. Cotter provided a summary of the extraordinary services provided by Ed Kane, particularly in the area of overseeing the complete overhaul of executive compensation which had required additional time and work outside of his regular duties for the Compensation Committee. After further discussion, upon motion duly made and seconded, the following resolution was adopted (Ed Kane not participating, and James Cotter, Jr. abstaining):

It Is Hereby Resolved that Ed Kane be compensated $10,000 in recognition of extraordinary services to the Board of Directors.

Mr. Kane returned to the meeting, and Mr. McEachern was excused. Ms. Cotter provided a summary of the extraordinary services provided by Douglas McEachern, particularly in the area of additional time beyond the typical requirements of the Audit and Conflicts Committee in tax and related matters. After further discussion, upon motion duly made and seconded, the following resolution was adopted (Douglas McEachern not participating, and James Cotter, Jr. abstaining):

It Is Hereby Resolved that Douglas McEachern be compensated $10,000 in recognition of extraordinary services to the Board of Directors.

Amendment to the 2010 Stock Incentive Plan

Next, the Board considered an amendment to the 2010 Reading International, Inc. Stock Incentive Plan (the "Plan"). The Board had been briefed that the principal reason for the amendment is to allow the grant of restricted stock units under the Plan, in accordance with recommendations of Willis Towers Watson.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

It Is Hereby Resolved that the amendment to 2010 Reading International, Inc. Stock Incentive Plan in the form of Exhibit B to these minutes is approved.

Mr. Tompkins returned and resumed as Recording Secretary.

Conclusion of Meeting

The meeting was adjourned at approximately 6:00 PM, Pacific Standard Time.

S. Craig Tompkins, Recording Secretary

Exhibit A

READING INTERNATIONAL, INC.
FIRST AMENDEMNT TO THE
2010 STOCK INCENTIVE PLAN

This First Amendment (the "Amendment") to the Reading International, Inc. 2010 Stock Incentive Plan (the "Plan"), is made and shall be effective as of this [_____] day of [___], 2016 (the "Effective Date").

RECITALS

WHEREAS, the stockholders of Reading International, Inc. (the "Company") approved the Plan on May 13, 2010 at the annual meeting of stockholders in accordance with the recommendation of the board of directors; and

WHEREAS, the Plan provides for awards of stock options, restricted stock, bonus stock, and stock appreciation rights to eligible employees, directors, and consultants;

WHEREAS, the Company believes that it would be be in the best interests of the Company and its stockholders to permit awards of restricted stock units;

WHEREAS, NASDAQ rules do not require stockholders to approve an amendment to an equity incentive plan if the amendment relates to adding restricted stock units as long as the Plan provides for the award of restricted stock;

WHEREAS, the Plan provides for the award of restricted stock;

NOW, THEREFORE, in accordance with Section 12 of the Plan, the Plan is amended as follows as of the Effective Date:

AMENDMENTS

1. Section 2(y) the definition of "Rule 16b-3" is hereby renumbered as Section 2(z).
2. Section 2(z) the definition of "Securities Act" is hereby renumbered as Section 2(aa).
3. Section 2(aa) the definition of "Stock Award" is hereby renumbered as Section 2(bb).
4. Section 2(bb) the definition of "Service" is hereby renumbered as Section 2(cc).
5. Section 2(cc) the definition of "Stock Award Agreement" is hereby renumbered as Section 2(dd).
6. Section 2(dd) the definition of "Ten Percent Stockholder" is hereby renumbered as Section 2(ee).
7. Section 2(y) the definition of "Restricted Stock Units" is hereby added.

"Restricted Stock Units" means a Stock Award which may be earned in whole or in part upon the passage of time or the attainment of performance criteria established by the Board and which may be settled for Common Stock, other securities or cash or a combination of Common Stock, other securities or cash as established by the Board.

8. Section 2(bb) of the Plan is hereby deleted and replaced in its entirety by the following:

"Stock Award" means any right granted under the Plan, including an Option, a stock bonus, a right to acquire restricted stock, a restricted stock unit and a stock appreciation right granted under the Plan, whether singly, in combination or in tandem, to a Participant by the Board pursuant to such terms, conditions, restrictions and/or limitations, if any, as the Board may establish.

9. Section 7(d) is hereby added to the Plan as follows:

Restricted Stock Units. Each restricted stock unit agreement shall be in such form and shall contain such terms and conditions as the Board shall deem appropriate. The terms and conditions of the restricted stock unit agreements may change from time to time, and the terms and conditions of separate restricted stock unit agreements need not be identical, but each restricted stock unit agreement shall include (through inclusion or incorporation of provisions hereof by reference in the agreement or otherwise) the substance of each of the following provisions:

i. **Consideration.** A restricted stock unit may be awarded upon the passage of time, the attainment of performance criteria or the satisfaction or occurrence of such other events as established by the Board.

ii. **Vesting Generally.** At the time of the grant of a restricted stock unit, the Board may impose such restrictions or conditions to vesting, and/or the acceleration of the vesting, of such restricted stock unit as it, in its sole discretion, deems appropriate. Vesting provisions of individual restricted stock units may vary.

iii. **Termination of Service.** In the event that a Participant's Service terminates, any or all of the restricted stock units held by the Participant that have not vested as of the date of termination under the terms of the restricted stock unit agreement shall be forfeited to the Company in accordance with the restricted stock unit agreement, except as otherwise provided in the applicable restricted stock unit agreement.

iv. **Transferability.** A restricted stock unit shall be subject to similar transfer restrictions as awards of restricted stock, except that no shares are actually awarded to a Participant who is granted restricted stock units on the date of grant, and such Participant shall have no rights of a stockholder with respect to such restricted stock units until the restrictions set forth in the restricted stock unit agreement have lapsed. Restricted stock units may be transferred to any trust established by a Participant for the benefit of the Participant, his or her spouse, and/or any one or more lineal descendants.

v. **Voting, Dividend & Other Right**. Holders of restricted stock units will not be entitled to vote or to receive the dividend equivalent rights in respect of the restricted stock units at the time of any payment of dividends to stockholders on Common Stock until they become owners of the Common Stock pursuant to their restricted stock unit agreement. If the applicable restricted stock unit agreement specifies that a Participant will be entitled to dividend equivalent rights, (i) the amount of any such dividend equivalent right shall equal the amount that would be payable to the Participant as a stockholder in respect of a number of shares equal to the number of vested restricted stock units then credited to the Participant, and (ii) any such dividend equivalent right shall be paid in accordance with the Company's payment practices as may be established from time to time and as of the date on which such dividend would have been payable in respect of outstanding shares of Common Stock (and in accordance with Section 409A of the Code with regard to awards subject thereto); provided that no dividend equivalents shall be currently paid on restricted share units that are not yet vested.

10. Except as modified hereby, the provisions of the Plan shall remain in full force and effect, and the Plan may be restated, as amended hereby, in its entirety.

Exhibit B

CONFIDENTIAL

Proposed Executive Compensation and Appointments – Recommended by Compensation Committee
Board of Directors Meeting – March 10, 2016

Name	*Proposed or Existing Executive Title*	*Proposed 2016 Base Salary*	*Proposed 2016 Short Term Incentive Bonus Potential*	*Proposed 2016 Long Term Incentive***	*Potential "Named Executive Officer"*	*Section 16 Officer*
Ellen Cotter	President & Chief Executive Officer*	$450,000†	$427,500 (95% of Base Salary)	$300,000	X	X
Dev Ghose	Executive Vice President, Chief Financial Officer & Treasurer	$400,000***†	$200,000*** (50% of Base Salary)	$0	X	X
S. Craig Tompkins	Executive Vice President, General Counsel & Corporate Secretary	$410,000	$102,500 (25% of Base Salary)	$100,000	X	X
Andrzej Matyczynski	Executive Vice President – Global Operations	$336,000†	$168,000 (50% of Base Salary)	$75,000	X	X
Robert Smerling	President – US Cinemas*	$375,000†	$112,500 (30% of Base Salary)	$100,000	X	X
Wayne Smith	Managing Director – Australia & New Zealand*	AU$370,000†	AU$148,000 (40% of Base Salary)	AU$75,000		X
Margaret Cotter	Executive Vice President – Real Estate Management & NYC Development	$350,000	$105,000 (30% of Base Salary)	$100,000		X
Matthew Bourke	Managing Director – Real Estate – Australia & New Zealand	AU$325,000	AU$97,500 (30% of Base Salary)	AU$35,000		X

We are proposing that the Board approve the following Executives' titles:

Gilbert Avanes	Vice President – Finance, Planning & Analysis
Mark Douglas	Director – Property Development – Australia & New Zealand
Terri Moore	Vice President – Cinema Operations (US)
Doug Hawkins	Vice President – Construction & Facilities Management (US)
Ken Lee	Vice President – Food & Beverage (US)

*No proposed change: Existing title reflected in red.
**Proposal includes: 50% Non-Qualified Options and 50% Restricted Share Units
***Required by Employment Agreement
† The Committee is recommending the elimination of car allowances. Management will work towards this goal in 2016.

EXHIBIT 19

PMB Management

Vendor Ledger

Date: 4/25/2016

Code:	korn002	Telephone:	(H)3102266357
Name:	Korn/Ferry International	Telephone:	(H)
Address:	Po Box 1450	Email:	anjelica.zalin@kornferry.com
City:	Minneapolis, MN 55485-5064	URL:	

Tran#	Property	Invoice Date	Account	Invoice Number	Amount	Unpaid Amount	Charges	Payments	Check#	Check Date	Description
P-765534	10500101	3/30/2015	61305.000	90287453	44,200.00	0.00			100269	4/24/2015	
P-771755	10500101	5/1/2015	61305.000	90289715	42,900.00	0.00			100564	5/14/2015	
P-795189	10500101	8/7/2015	61305.000	90294517	54,400.00	0.00			102332	9/10/2015	135439
P-803552	10500101	8/28/2015	61305.000	195048306	35,000.00	0.00			102646	10/6/2015	
P-813466	10500101	11/2/2015	61305.000	90298897	52,800.00	0.00			300397	12/3/2015	
P-819552	10500101	12/2/2015	61305.000	90300565	1,243.00	0.00			301025	1/7/2016	
P-819559	10500101	10/7/2015	61305.000	90297713	52,800.00	0.00			301025	1/7/2016	Engagement# 135439
P-828351	10500101	12/31/2015	61302.000	90301816	1,090.00	0.00			301698	2/18/2016	
P-828374	10500101	1/30/2016	61305.000	90303227	275.00	0.00			301929	3/3/2016	
					284,708.00	0.00	0.00	0.00			

CED Search

197,608.00 - CED Search

CONFIDENTIAL RDI0058287

KORN FERRY

PRIVATE AND CONFIDENTIAL

Ms. Ellen Cotter
Board Director
Reading International, Inc.
6100 Center Drive
Suite 900
Los Angeles, CA 90045

August 7, 2015

Invoice No. : 90294517
Engagement No. : 135439

Invoice for professional services rendered in conjunction with our assignment :
Chief Executive Officer

Professional Fee - First Installment	USD	51,000
Administrative Fees :	USD	3,400
Total	USD	54,400

For questions, please contact engagement manager : Robert Mayer (310) 552-1834

Please include the following reference with your payment : 90294517

Please remit payment upon receipt to: Korn Ferry International NW 5064
P.O. Box 1450, Minneapolis, MN 55485-5064
For overnight payment: Korn Ferry International NW 5064
c/o Wells Fargo, 1801 Parkview Dr., Shoreview, MN 55126; (651) 917-5440
For Wires and ACH: Wells Fargo Bank, 420 Montgomery St., San Francisco, CA 94104
ABA Routing #121000248; Account #4945080711 (Int'l Swift # WFBIUS6WFFX)

Federal Tax ID: 95-2623879

1 of 1

KORN FERRY

PRIVATE AND CONFIDENTIAL

Ellen Cotter
Board Director
Reading International, Inc.
6100 Center Drive
Suite 900
Los Angeles, CA 90045

August 28, 2015

Invoice No. : 195040306
Engagement No. : 40019629

Invoice for professional services rendered in conjunction with our assignment :
CEO Success Profile and Assessment

Professional Fee	USD	35,000.00
Total	**USD**	**35,000.00**

For questions, please contact engagement manager : Sidney Cooke (415) 956-1834

Please include the following reference with your payment : 195040306

Please remit payment upon receipt to: Korn Ferry Leadership Consulting Corporation
NW 5854, P.O. Box 1450, Minneapolis, MN 55485-5854
For Wires and ACH: Wells Fargo Bank, 420 Montgomery St., San Francisco, CA 94104
ABA Routing #121000248; Account #4121135776 (Int'l Swift # WFBIUS6WFFX)

Federal Tax ID: 41-0858903

KORN FERRY

PRIVATE AND CONFIDENTIAL

Ms. Ellen Cotter
Board Director
Reading International, Inc.
6100 Center Drive
Suite 900
Los Angeles, CA 90045

November 2, 2015

Invoice No. : 90298897
Engagement No. : 135439

Invoice for professional services rendered in conjunction with our assignment :
Chief Executive Officer

Professional Fee - Third Installment	USD	49,500
Administrative Fees :	USD	3,300
Total	**USD**	**52,800**

For questions, please contact engagement manager : Bob Mayes (310) 552-1834

Please include the following reference with your payment : 90298897

Please remit payment upon receipt to: Korn Ferry International NW 5064
P.O. Box 1450, Minneapolis, MN 55485-5064
For overnight payment: Korn Ferry International NW 5064
c/o Wells Fargo, 1801 Parkview Dr., Shoreview, MN 55126; (651) 917-5440
For Wires and ACH: Wells Fargo Bank, 420 Montgomery St., San Francisco, CA 94104
ABA Routing #121000248; Account #4945080711 (Int'l Swift # WFBIUS6WFFX)

Federal Tax ID: 95-2623879

1 of 1

KORN FERRY

PRIVATE AND CONFIDENTIAL

Ms. Ellen Cotter
Board Director
Reading International, Inc.
6100 Center Drive
Suite 900
Los Angeles, CA 90045

December 2, 2015

Invoice No. : 90300565
Engagement No. : 135439

Invoice for professional services rendered in conjunction with our assignment :
Chief Executive Officer

Direct Expenses	USD	1,243
Total	**USD**	**1,243**

For questions, please contact engagement manager : Bob Mayes (310) 552-1834

Please include the following reference with your payment : 90300565

Please remit payment upon receipt to: Korn Ferry International NW 5064
P.O. Box 1450, Minneapolis, MN 55485-5064
For overnight payment: Korn Ferry International NW 5064
c/o Wells Fargo, 1801 Parkview Dr., Shoreview, MN 55126; (651) 917-5440
For Wires and ACH: Wells Fargo Bank, 420 Montgomery St., San Francisco, CA 94104
ABA Routing #121000248; Account #4945080711 (Int'l Swift # WFBIUS6WFFX)

Federal Tax ID: 95-2623879

KORN FERRY

Attachment to Invoice No. 90300565

Consultant Travel :

R. Mayes 10/31/15	USD	1,159
R. Mayes 10/31/15	USD	84
	USD	1,243

Total Direct Expenses	**USD**	**1,243**

CONFIDENTIAL

SV.

KORN FERRY

Batch
65817

PRIVATE AND CONFIDENTIAL

Ms. Ellen Cotter
Board Director
Reading International, Inc.
6100 Center Drive
Suite 900
Los Angeles, CA 90045

October 7, 2015

Invoice No. : **90297713**
Engagement No. : **135439**

Invoice for professional services rendered in conjunction with our assignment :
Chief Executive Officer

Professional Fee - Second Installment	USD	49,500
Administrative Fees :	USD	3,300
Total	**USD**	**52,800**

For questions, please contact engagement manager : Bob Mayes (310) 552-1834

Please include the following reference with your payment : 90297713

Please remit payment upon receipt to: Korn Ferry International NW 5064
P.O. Box 1450, Minneapolis, MN 55485-5064
For overnight payment: Korn Ferry International NW 5064
c/o Wells Fargo, 1801 Parkview Dr., Shoreview, MN 55126; (651) 917-5440
For Wires and ACH: Wells Fargo Bank, 420 Montgomery St., San Francisco, CA 94104
ABA Routing #121000248; Account #4945080711 (Int'l Swift # WFBIUS6WFFX)

Federal Tax ID: 95-2623879

1 of 1

KORN FERRY

PRIVATE AND CONFIDENTIAL

Ms. Ellen Cotter
Board Director
Reading International, Inc.
6100 Center Drive
Suite 900
Los Angeles, CA 90045

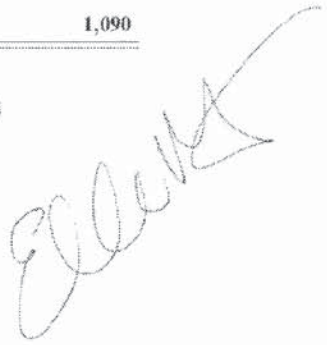
December 31, 2015

Invoice No. : 90301816
Engagement No. : 135439

Invoice for professional services rendered in conjunction with our assignment :
Chief Executive Officer

Direct Expenses	USD	1,090
Total	**USD**	**1,090**

For questions, please contact engagement manager : Bob Mayes (310) 552-1834



Please include the following reference with your payment : 90301816

Please remit payment upon receipt to: Korn Ferry International NW 5064
P.O. Box 1450, Minneapolis, MN 55485-5064
For overnight payment: Korn Ferry International NW 5064
c/o Wells Fargo, 1801 Parkview Dr., Shoreview, MN 55126; (651) 917-5440
For Wires and ACH: Wells Fargo Bank, 420 Montgomery St., San Francisco, CA 94104
ABA Routing #121000248; Account #4945080711 (Int'l Swift # WFBIUS6WFFX)

Federal Tax ID: 95-2623879

KORN FERRY

Attachment to Invoice No. 90301816

Consultant Travel :

R. Mayes 11/30/15	USD	1,090
	USD	1,090

Total Direct Expenses	**USD**	**1,090**

Batch 667415
Vendor Korn002
Entity
Acct

KORN FERRY

PRIVATE AND CONFIDENTIAL

Ms. Ellen Cotter
Board Director
Reading International, Inc.
6100 Center Drive
Suite 900
Los Angeles, CA 90045

January 30, 2016

Invoice No. : 90303227
Engagement No. : 135439

Invoice for professional services rendered in conjunction with our assignment :
Chief Executive Officer

Direct Expenses	USD	275
Total	**USD**	**275**

For questions, please contact engagement manager : Bob Mayes (310) 552-1834

Please include the following reference with your payment : 90303227

Please remit payment upon receipt to: Korn Ferry International NW 5064
P.O. Box 1450, Minneapolis, MN 55485-5064
For overnight payment: Korn Ferry International NW 5064
c/o Wells Fargo, 1801 Parkview Dr., Shoreview, MN 55126; (651) 917-5440
For Wires and ACH: Wells Fargo Bank, 420 Montgomery St., San Francisco, CA 94104
ABA Routing #121000248; Account #4945080711 (Int'l Swift # WFBIUS6WFFX)

Federal Tax ID: 95-2623879

CONFIDENTIAL RDI0058296

180

JA829

KORN FERRY

Attachment to Invoice No. 90303227

Consultant Travel :

R. Mayes 12/15/15	USD	275
	USD	275
Total Direct Expenses	**USD**	**275**

Batch 67945
Vendor Korn002
Entity 10500101
Acct 61305

CONFIDENTIAL

EXHIBIT 20

Published on *Reading International Investor Center* (http://investor.readingrdi.com) on 06-15-2015

Reading International Announces Appointment of Ellen Cotter as Interim Chief Executive Officer

Release Date:
6/15/15 9:00 am EDT

Terms:
Corporate [1]

Dateline City:
LOS ANGELES

LOS ANGELES--(BUSINESS WIRE [2])--Reading International, Inc. (NASDAQ:RDI) announced today that its Board of Directors has appointed Ellen M. Cotter as interim President and Chief Executive Officer, succeeding James J. Cotter, Jr. The Company currently intends to engage the assistance of a leading executive search firm to identify a permanent President and Chief Executive Officer, which will consider both internal and external candidates.

Ms. Cotter is the Chairman of the Board of Directors of the Company and has served as the senior operating officer of the Company's US cinemas operations for the past 14 years. In addition, Ms. Cotter is a significant stockholder in the Company.

Ms. Cotter commented, "James Cotter, Sr., who served as our Company's Chairman and Chief Executive Officer for over 20 years, grew Reading International, Inc. to a major international developer and operator of multiplex cinemas, live theaters and other commercial real estate assets. I look forward to continuing his vision and commitment to these businesses as we move forward to conduct our search for our next Chief Executive Officer. I will work diligently to ensure that this transition is seamless to all of our stakeholders."

The Company plans to report its second quarter financial results on or before August 10, 2015.

About Ellen Cotter

Ellen M. Cotter has been a member of our Company's Board of Directors since March 2013, and in August 2014 was appointed as Chairman of the Board. She joined Reading International, Inc. in 1998 and brings to the position her 17 years of experience working in our Company's cinema operations, both in the United States and Australia. For the past 14 years, she has served as the senior operating officer of our Company's domestic cinema operations. Ms. Cotter is a graduate of Smith College and holds a Juris Doctorate from Georgetown Law School. Prior to joining our Company, Ms. Cotter was a corporate attorney with the law firm of White & Case in New York, New York.

About Reading International, Inc.

Reading International (http://www.readingrdi.com [3]) is in the business of owning and operating cinemas and developing, owning and operating real estate assets. Our business consists primarily of:

- the development, ownership and operation of multiplex cinemas in the United States, Australia and New Zealand; and
- the development, ownership, and operation of retail and commercial real estate in Australia, New Zealand, and the United States, including entertainment-themed retail centers in Australia and New Zealand and live theater assets in Manhattan and Chicago in the United States.

Reading manages its worldwide business under various different brands:

- in the United States, under the
  - o Reading brand (http://www.readingcinemasus.com [4]);
  - o Angelika Film Center brand (http://www.angelikafilmcenter.com [5]);
  - o Consolidated Theatres brand (http://www.consolidatedtheatres.com [6]);
  - o City Cinemas brand (http://www.citycinemas.com [7]);
  - o Beekman Theatre brand (http://www.beekmantheatre.com [8]);
  - o The Paris Theatre brand (http://www.theparistheatre.com [9]); and
  - o Liberty Theatres brand (http://www.libertytheatresusa.com/ [10]).
- in Australia, under the
  - o Reading brand (http://www.readingcinemas.com.au [11]);
  - o Newmarket brand (http://www.readingnewmarket.com.au [12]); and
  - o Red Yard Entertainment Centre (http://www.redyard.com.au [13]).
- in New Zealand, under the
  - o Reading brand (http://www.readingcinemas.co.nz [14]);
  - o Rialto brand (http://www.rialto.co.nz [15]);
  - o Reading Properties brand (http://www.readingproperties.co.nz [16]);
  - o Courtenay Central brand (http://www.readingcourtenay.co.nz [17]); and
  - o Steer n' Beer restaurant brand (http://www.steernbeer.co.nz [18]).

Language:
English

Contact:

Reading International, Inc.
Andrzej Matyczynski, 213-235-2240

Ticker Slug:
Ticker: RDI
Exchange: NASDAQ

ISIN:
US7554081015

Source URL: http://investor.readingrdi.com/press-release/reading-international-announces-appointment-ellen-cotter-interim-chief-executive

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[2] http://www.businesswire.com
[3] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.readingrdi.com%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.readingrdi.com&index=1&md5=e559787f55d79931cd2d32d41b3a0a81
[4] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.readingcinemasus.com%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.readingcinemasus.com&index=2&md5=2f91b797804b99dbe94074d0c928c234
[5] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.angelikafilmcenter.com%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.angelikafilmcenter.com&index=3&md5=c27010a6be3ddcf53b6c7373a6820f6e
[6] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.consolidatedtheatres.com%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.consolidatedtheatres.com&index=4&md5=1331fd51376d211c19d0e17cbb791885
[7] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.citycinemas.com%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.citycinemas.com&index=5&md5=787733733cce6ff3ec6bcd516d364e1e
[8] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.beekmantheatre.com%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.beekmantheatre.com&index=6&md5=f7cf11fb2a7030540e29d7ec6a006118
[9] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.theparistheatre.com%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.theparistheatre.com&index=7&md5=2d92cfc02cc9f2b059fbe4fbb2682766
[10] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Flibertytheatresusa.com%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.libertytheatresusa.com%2F&index=8&md5=de1ee3e42f114ff1f990c5bae952dff1
[11] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.readingcinemas.com.au%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.readingcinemas.com.au&index=9&md5=22968ed8c907fadc4d7173f6a78cb240
[12] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.readingnewmarket.com.au&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.readingnewmarket.com.au&index=10&md5=b74100c17c0d3cd767ef681dac1a23bf
[13] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.redyard.com.au%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.redyard.com.au&index=11&md5=ddfc202aae422179494b8871b53e575c
[14] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.readingcinemas.co.nz%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.readingcinemas.co.nz&index=12&md5=db6d5b9455a2fdf9deca2e99e89d8c96
[15] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.rialto.co.nz%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.rialto.co.nz&index=13&md5=71079d9e9e22171627348f3e4b7dace9
[16] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.readingproperties.co.nz&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.readingproperties.co.nz&index=14&md5=392ebca001365ff81d8bfc1e11850fa5
[17] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.readingcourtenay.co.nz%2F&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.readingcourtenay.co.nz&index=15&md5=3a20861346cdf465597ee0f66b7c2984
[18] http://cts.businesswire.com/ct/CT?id=smartlink&url=http%3A%2F%2Fwww.steembeer.co.nz&esheet=51123771&newsitemid=20150615005529&lan=en-US&anchor=http%3A%2F%2Fwww.steembeer.co.nz&index=16&md5=f07319d99f41926bbe6fc068f224b330

EXHIBIT 21

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): June 12, 2015

READING INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction of Incorporation)

1-8625	95-3885184
(Commission File Number)	(I.R.S. Employer Identification No.)
6100 Center Drive Suite 900 Los Angeles, California	90045
(Address of Principal Executive Offices)	(Zip Code)

(213) 235-2240
(Registrant's Telephone Number, Including Area Code)

n/a
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 12, 2015, the board of directors (the "Board") of Reading International, Inc. ("we," "our," "us," "Reading" or the "company") terminated the employment of James J. Cotter, Jr. as our President and Chief Executive Officer, effective immediately. The Company currently intends to engage the assistance of a leading executive search firm to identify a permanent President and Chief Executive Officer, which will consider both internal and external candidates.

On June 12, 2015, our Board appointed Ellen Marie Cotter, 49, Chairperson of the Board and the Chief Operating Officer of our Domestic Cinemas Division, to serve as our interim President and Chief Executive Officer. No new compensatory arrangements were entered into with Ms. Cotter in connection with her appointment as interim President and Chief Executive Officer.

Ellen Cotter has been a member of the Board since March 7, 2013, and on August 7, 2014 was appointed as its Chairperson. Prior to joining our company in 1998, Ms. Cotter spent four years in private practice as a corporate attorney with the law firm of White & Case in Manhattan. She is a graduate of Smith College and holds a Juris Doctorate from Georgetown Law School. Ms. Cotter is the sister of James J. Cotter, Jr. and Margaret Cotter.

Under Mr. Cotter, Jr.'s employment agreement with the company, he is entitled to the compensation and benefits he was receiving at the time of a termination without cause for a period of twelve months from notice of termination. At the time of termination, Mr. Cotter Jr.'s annual salary was $335,000.

Under his employment agreement, Mr. Cotter, Jr. is required to tender his resignation as a director of our company immediately upon the termination of his employment. After a request to do so, Mr. Cotter, Jr. has not yet tendered his resignation. The company considers such refusal as a material breach of Mr. Cotter, Jr.'s employment agreement, and has given him thirty (30) days in which to resign. If he does not do so, the company will terminate further severance payments, as permitted under the employment agreement.

No new compensatory arrangements were entered into with Mr. Cotter, Jr. in connection with his termination.

ITEM 8.01 OTHER EVENTS

On June 12, 2015, Mr. Cotter, Jr. filed a lawsuit against us and each of our other directors in the District Court of the State of Nevada for Clark County, titled James J. Cotter, Jr., individually and derivatively on behalf of Reading International, Inc. vs. Margaret Cotter, et. al. The lawsuit alleges, among other allegations, that the other directors breached their fiduciary duties in taking the

actions to terminate Mr. Cotter, Jr. as President and Chief Executive Officer of the company and that

Margaret Cotter and Ellen Cotter aided and abetted the breach of such fiduciary duties of the other directors. The lawsuit seeks damages and other relief, including an injunctive order restraining and enjoining the defendants from taking further action to effectuate or implement the termination of Mr. Cotter, Jr. as President and Chief Executive Officer of the company and a determination that Mr. Cotter, Jr.'s termination as President and Chief Executive Officer is legally ineffectual and of no force or effect. The company believes that numerous of the factual allegations included in the complaint are inaccurate and untrue and intends to vigorously defend against the claims in this action. The company has been informed that the other directors intend to seek indemnification from the Company for any losses arising under the lawsuit, in which case the company will tender a claim under its director and officers liability insurance policy.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) The following exhibit is included with this Report and incorporated herein by reference:

Exhibit No.	Description
99.1	Press release of Reading International, Inc. of June 15, 2015

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 18, 2015

READING INTERNATIONAL, INC.

By: /s/ William D. Ellis

William D. Ellis

General Counsel and Secretary

Exhibit 99.1

Reading International Announces Appointment of Ellen Cotter as Interim Chief Executive Officer

Los Angeles, California, (Business Wire) June 15, 2015 – Reading International, Inc. (NASDAQ:RDI) announced today that its Board of Directors has appointed Ellen M. Cotter as interim President and Chief Executive Officer, succeeding James J. Cotter, Jr. The Company currently intends to engage the assistance of a leading executive search firm to identify a permanent President and Chief Executive Officer, which will consider both internal and external candidates.

Ms. Cotter is the Chairman of the Board of Directors of the Company and has served as the senior operating officer of the Company's US cinemas operations for the past 14 years. In addition, Ms. Cotter is a significant stockholder in the Company.

Ms. Cotter commented, "James Cotter, Sr., who served as our Company's Chairman and Chief Executive Officer for over 20 years, grew Reading International, Inc. to a major international developer and operator of multiplex cinemas, live theaters and other commercial real estate assets. I look forward to continuing his vision and commitment to these businesses as we move forward to conduct our search for our next Chief Executive Officer. I will work diligently to ensure that this transition is seamless to all of our stakeholders."

The Company plans to report its second quarter financial results on or before August 10, 2015.

About Ellen Cotter
Ellen M. Cotter has been a member of our Company's Board of Directors since March 2013, and in August 2014 was appointed as Chairman of the Board. She joined Reading International, Inc. in 1998 and brings to the position her 17 years of experience working in our Company's cinema operations, both in the United States and Australia. For the past 14 years, she has served as the senior operating officer of our Company's domestic cinema operations. Ms. Cotter is a graduate of Smith College and holds a Juris Doctorate from Georgetown Law School. Prior to joining our Company, Ms. Cotter was a corporate attorney with the law firm of White & Case in New York, New York.

About Reading International, Inc.
Reading International (http://www.readingrdi.com) is in the business of owning and operating cinemas and developing, owning and operating real estate assets. Our business consists primarily of:

* the development, ownership and operation of multiplex cinemas in the United States, Australia and New Zealand; and

* the development, ownership, and operation of retail and commercial real estate in Australia, New Zealand, and the United States, including entertainment-themed retail centers ("ETRC") in Australia and New

Zealand and live theater assets in Manhattan and Chicago in the United States.

Reading manages its worldwide business under various different brands:

Exhibit 99.1

- in the United States, under the
  - o Reading brand (http://www.readingcinemasus.com);
  - o Angelika Film Center brand (http://www.angelikafilmcenter.com);
  - o Consolidated Theatres brand (http://www.consolidatedtheatres.com);
  - o City Cinemas brand (http://www.citycinemas.com);
  - o Beekman Theatre brand (http://www.beekmantheatre.com);
  - o The Paris Theatre brand (http://www.theparistheatre.com);
  - o Liberty Theatres brand (http://libertytheatresusa.com/); and
  - o Village East Cinema brand (http://villageeastcinema.com)

- in Australia, under the
  - o Reading brand (http://www.readingcinemas.com.au); and
  - o Newmarket brand (http://readingnewmarket.com.au)
  - o Red Yard Entertainment Centre (http://www.redyard.com.au)

- in New Zealand, under the
  - o Reading brand (http://www.readingcinemas.co.nz);
  - o Rialto brand (http://www.rialto.co.nz);
  - o Reading Properties brand (http://readingproperties.co.nz);
  - o Courtenay Central brand (http://www.readingcourtenay.co.nz);
  - o Steer n' Beer restaurant brand (http://steernbeer.co.nz);

Media Contact:
Andrzej Matyczynski
Tel: 213-235-2240

Data provided by Morningstar® Document Research℠ Service provided by

EXHIBIT 22

READING INTERNATIONAL INC filed this 8-K on 10/13/2015

Outline Back to Results Printer Friendly

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): October 5, 2015

READING INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction of Incorporation)

1-8625	95-3885184
(Commission File Number)	(I.R.S. Employer Identification No.)
6100 Center Drive Suite 900 Los Angeles, California	90045
(Address of Principal Executive Offices)	(Zip Code)

(213) 235-2240
(Registrant's Telephone Number, Including Area Code)

n/a
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On October 5, 2015, the Board of Directors of Reading International, Inc. ("Reading") elected Dr. Judy Codding to the Board of Directors of Reading (the "Board") for an initial term expiring at Reading's next annual meeting of stockholders and thereafter until her successor is duly elected and qualified.

Effective October 11, 2015, Tim Storey retired from the Board. Mr. Storey has agreed to serve as a consultant to the Company for a year (for which he will be paid a $50,000 annual consulting fee, payable quarterly). He has also agreed to continue to serve as a Director of the Company's New Zealand subsidiary, on the same terms as he currently serves in that position ($21,000 per year).

On October 12, 2015, the Board elected Michael J. Wrotniak to the Board for an initial term expiring at Reading's next annual meeting of stockholders and thereafter until his successor is duly elected and qualified.

Dr. Codding (70) is a globally respected education leader. She is currently, and has since 2010 been, the Managing Director of "The System of Courses," a division of Pearson, PLC (NYSE:PSO), a leading education company providing education products and services to institutions, governments and direct to individual learners. Prior to that time, and for more than the past five years, Dr. Codding served as the Chief Executive Officer and President of America's Choice, Inc., which she founded in 1998 and which was acquired by Pearson in 2010. America's Choice, Inc. was a leading educational organization offering comprehensive, proven solutions to the complex problems educators face in the era of accountability.

Dr. Codding has a Doctorate from University of Massachusetts at Amherst, and completed post–doctoral work and served as a teaching associate in Education at Harvard University.

Dr. Codding serves on various boards including the Board of Trustees of Curtis School, Los Angeles, CA (2011 to present) and the Board of Trustees of Educational Development Center, Inc. (EDC) since 2012.

Mr. Wrotniak (48) is a specialist in foreign trade and brings to the Board considerable experience in international business, including foreign exchange risk mitigation. Since 2009, Mr. Wrotniak has been the Chief Executive Officer of Aminco Resources, LLC, a privately held international commodities trading firm. He is, and has been for more than the past five years, a trustee of St. Joseph's Church in Bronxville, New York and is a member of the Board of Advisors of the Little Sisters of the Poor (LSP) at their nursing home in the Bronx, New York.

Mr. Wrotniak graduated from Georgetown University in 1989 with a B.S.B.A (cum laude).

During the last five years, neither Dr. Codding nor Mr. Wrotniak has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to any civil proceeding of a judicial or administrative body of competent jurisdiction and as a result

of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws, or finding any violation with respect to such laws.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 5, 2015, the Board amended Reading's bylaws decreasing the number of directors from 10 to 9. Article, II, Section 2, has been amended to read as follows:

> The number of directors, which shall constitute the whole board, shall be nine (9). Thereafter, the number of directors may from time to time be increased or decreased to not less than one nor more than ten by action of the Board of Directors. The directors shall be elected by the holders of shares entitled to vote thereon at the annual meeting of stockholders, and except as provided in Section 4 of this Article, each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: October 13, 2015

READING INTERNATIONAL, INC.

By: \s\ William D. Ellis

William D. Ellis
Corporate Secretary

Data provided by Morningstar Document Research℠ Service provided by

EXHIBIT 23

READING INTERNATIONAL INC filed this 8-K on 11/13/2015

Outline Back to Results Printer Friendly

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): November 13, 2015

Reading International, Inc.
(Exact Name of Registrant as Specified in its Charter)

Nevada	**1-8625**	**95-3885184**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6100 Center Drive, Suite 900, Los Angeles, California	**90045**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(213) 235-2240**

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on November 10, 2015. The stockholders considered two proposals which are included in its proxy statement on Form DEF 14A filed with the Securities and Exchange Commission on October 20, 2015. The proposals voted upon and the results of the vote were the following:

Proposal 1: To elect nine Directors to serve until the Company's 2016 Annual Meeting of Stockholders and thereafter until their successors are duly elected and qualified

	FOR	WITHHOLD
Ellen M. Cotter	1,294,544	138,968
Guy W. Adams	1,324,103	109,409
Judy Codding	1,325,103	108,409
James J. Cotter, Jr.	1,291,860	141,652
Margaret Cotter	1,294,544	138,968
William D. Gould	1,294,792	138,720
Edward L. Kane	1,324,103	109,409
Douglas J. McEachern	1,331,094	102,418
Michael Wrotniak	1,325,103	108,409

Proposal 2: To ratify the appointment of Grant Thornton LLP as the Company's independent auditors for the fiscal year ended December 31, 2015

FOR	AGAINST	ABSTAIN
1,649,828	3,135	1,048

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

READING INTERNATIONAL, INC.

Date: November 13, 2015

By: /s/ Ellen M. Cotter
Name: Ellen M. Cotter
Title: Chief Executive Officer

Data provided by Morningstar Document Research℠ Service provided by

EXHIBIT 24

READING INTERNATIONAL INC filed this 8-K on 01/11/2016

Outline Back to Results Printer Friendly

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): January 11, 2016

Reading International, Inc.
(Exact Name of Registrant as Specified in its Charter)

Nevada	**1-8625**	**95-3885184**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6100 Center Drive, Suite 900, Los Angeles, California	**90045**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(213) 235-2240**

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) Appointment of New Principal Executive Officer and President.

On January 8, 2016, Ellen M. Cotter was duly appointed by the Board of Directors to the offices of President and Chief Executive Officer of the Company, to serve at the pleasure of the Board of Directors.

Ellen Cotter, age 49, a graduate of Smith College and Georgetown University Law Center, joined the Company in 1998 and has been for more than the past five (5) years the Chief Operating Officer (Domestic Cinemas) of the Company. She was elected to the Board of Directors of the Company on March 13, 2013, and elected Chairman of the Board of Directors of the Company on August 7, 2014. On June 12, 2015, she was appointed interim President and Chief Executive Officer, and served in that capacity through January 8, 2016. Ms. Cotter has no employment contract and holds all executive offices at the pleasure of the Board of Directors. It is anticipated that Ellen Cotter will in due course resign her position as Chief Operating Officer (Domestic Cinemas).

Ellen Cotter is the Co-Executor (with her sister Margaret Cotter) of the estate of her father, James J. Cotter, Sr. (the "Cotter Estate"), which is the record owner of 427,808 shares of our Class B Stock (representing 25.5% of such Class B Stock). Ms. Cotter is also a Co-Trustee of the James J. Cotter, Sr. Trust, which is the record owner of 696,080 shares of Class B Stock (representing an additional 44.0% of such Class B Stock). Ellen Cotter and Margaret Cotter have identified themselves as a "group" in filings under Section 13(d) of the Securities Exchange Act and together vote an absolute majority of the outstanding voting power of the Company. While Margaret Cotter supports the appointment of Ellen Cotter as the President and Chief Executive Officer of the Company, the Company is advised by Ellen Cotter and Margaret Cotter that there is no agreement between them as to Ellen Cotter's appointment or ongoing service in such offices.

Ellen Cotter is the sister of Margaret Cotter, who serves as Vice-Chair of the Board of Directors of the Company and as the President of Liberty Theaters, LLC (a wholly owned subsidiary of the Company) and whose wholly owned limited liability company, OBI, LLC, provides certain live theater management services to the Company. Ellen Cotter is also the sister of James J. Cotter, Jr., who is also a director of the Company, and was from June 1, 2013 to June 12, 2015, the President and from August 7, 2014 to June 12, 2015, the Chief Executive Officer of the Company. Ellen Cotter is the daughter of James J. Cotter, Sr., who, until his death on September 12, 2014, was the controlling stockholder of the Company and until August 7, 2014 was the Chairman of the Board and Chief Executive Officer of the Company.

The assets of the Cotter Estate and/or the James J. Cotter, Sr. Trust include a 50% non-managing member interest in Shadow View Land and Farming, LLC, ("Shadow View"), a beneficial 12.5% membership interest in Sutton Hill Properties, LLC ("Sutton Hill Properties"), held indirectly as a 50% partner in Sutton Hill Associates, a California general partnership, and a beneficial 50% interest in Sutton Hill Capital, LLC ("Sutton Hill Capital," the Company's landlord at its Village East Theater), held indirectly as a 50% partner in Sutton Hill Associates. The Company is the owner, directly or indirectly, of the remaining 50% managing member interest in Shadow View and a 75% interest in Sutton Hill Properties and is the tenant of the Village East Theater. Sutton Hill Properties is currently evaluating and doing preliminary development work with respect to its Cinemas 1, 2 & 3 property in New York City. Shadow View is currently evaluating and doing entitlement work with respect to its Coachella, California, property. Sutton Hill Capital, LLC, has the right to put its interest in the Village East Theater to the Company for $5.9 million. In connection with her position as Co-Executor of the Cotter Estate and the Co-Trustee of the James J. Cotter, Sr. Trust, Ellen Cotter may be considered the beneficial owner of the interests in Sutton Hill Properties, Sutton Hill Capital and Shadow View formerly held by James J. Cotter, Sr.

Ellen Cotter will continue to receive the compensation she has been receiving as Interim President and Chief Executive Officer and Chief Operating Officer (Domestic Cinemas), until the matter of her compensation as President and Chief Executive Officer is determined by the Company's Compensation and Stock Options Committee. No plan, contract or arrangement (whether or not written) has been agreed to with respect to any change in her compensation. If any such plan, contract or arrangement is entered into, the Company will file an amendment to this Form 8-K disclosing such plan, contract or arrangement with the time period required by the Rules and Regulations of the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

99.1 Press release issued by Reading International, Inc. pertaining to its announcement on January 11, 2016 that the Board of Directors has appointed Ellen Cotter as President and Chief Executive Officer, effective immediately.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

READING INTERNATIONAL, INC.

Date: January 11, 2016

By: /s/ Devasis Ghose
Name: Devasis Ghose
Title: Chief Financial Officer

Reading International Appoints Ellen Cotter President and Chief Executive Officer

Los Angeles, California: January 11, 2016 – Reading International, Inc. (NASDAQ: RDI) announced today that its Board of Directors has appointed Ellen Cotter as President and Chief Executive Officer, effective immediately.

William Gould, Lead Independent Director of Reading International's Board of Directors, said, "After conducting a thorough search process, it is clear that Ellen is best suited to lead Reading moving forward. We have worked closely with Ellen in her role as Chairman and Interim CEO and have been impressed by her leadership, passion and commitment to Reading. Ellen's experience with Reading and sizable equity interest in the Company is a great combination as we enter the next chapter of our history."

Ms. Cotter said "I am excited and honored to be appointed President and CEO of Reading. We made great strides in executing on our strategic plan this past year, and I remain incredibly optimistic about our prospects for continued growth and success. I look forward to working with our team at Reading to continue to deliver best-in-class cinematic experiences for our guests and leveraging our real estate portfolio to drive enhanced value for stockholders."

Ms. Cotter has served as Interim Chief Executive Officer since June 12, 2015 and has worked at Reading in various capacities since 1998, and for the past 15 years, has served as the senior operating officer of the Company's US cinema operations. Ms. Cotter has been a member of Reading International's Board of Directors since March 2013 and was appointed Chairman of the Board in August 2014. Ms. Cotter personally owns 799,765 shares of Reading's Class A Stock and 50,000 shares of Class B Stock.

About Ellen Cotter

Ellen M. Cotter has been a member of our Company's Board of Directors since March 2013, and in August 2014 was appointed Chairman of the Board. She joined Reading International, Inc. in 1998 and brings to the position her 18 years of experience working in both the United States and Australia. For the past 15 years, she has served as the senior operating officer of our Company's domestic cinema operations. In recognition of her contributions to the independent film industry, Ms. Cotter was awarded the first Gotham Appreciation Award at this year's Gotham Independent Film Awards. She was also inducted into the ShowEast Hall of Fame. Ms. Cotter is a graduate of Smith College and holds a Juris Doctorate from Georgetown University Law Center. Prior to joining our Company, Ms. Cotter was a corporate attorney with the law firm of White & Case in New York, New York.

About Reading International, Inc.

Reading International (http://www.readingrdi.com) is in the business of owning and operating cinemas and developing, owning and operating real estate assets. Our business consists primarily of:

- § the development, ownership and operation of multiplex cinemas in the United States, Australia and New Zealand; and
- § the development, ownership, and operation of retail and commercial real estate in Australia, New Zealand, and the United States, including Entertainment Themed Retail Centers in Australia and New Zealand and live theater assets in Manhattan and Chicago in the United States.

Reading manages its worldwide business under various different brands:

- § in the United States, under the
  - o Reading Cinema brand (http://www.readingcinemasus.com);
  - o Angelika Film Center brand (http://www.angelikafilmcenter.com);
  - o Consolidated Theatres brand (http://www.consolidatedtheatres.com);
  - o City Cinemas brand (http://www.citycinemas.com);
  - o Beekman Theatre brand (http://www.beekmantheatre.com);

- The Paris Theatre brand (http://www.theparistheatre.com);
- Liberty Theatres brand (http://libertytheatresusa.com); and

- Village East Cinema brand (http://www.villageeastcinema.com).

§ in Australia, under the
- Reading Cinema brand (http://www.readingcinemas.com.au);
- Newmarket brand (http://readingnewmarket.com.au); and
- Red Yard Entertainment Centre (http://www.redyard.com.au).

§ in New Zealand, under the
- Reading Cinema brand (http://www.readingcinemas.co.nz);
- Rialto brand (http://www.rialto.co.nz);
- Reading Properties brand (http://readingproperties.co.nz); and
- Courtenay Central brand (http://www.readingcourtenay.co.nz).

For more information:

Dev Ghose, Chief Financial Officer
Reading International, Inc.
(213) 235-2240

or

Kelly Sullivan, Scott Bisang or Matthew Gross
Joele Frank, Wilkinson Brimmer Katcher
(212) 355-4449

Data provided by Morningstar Document Research℠ Service provided by

EXHIBIT 25

READING INTERNATIONAL INC filed this 8-K on 03/15/2016

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 10, 2016

Reading International, Inc.
(Exact name of registrant as specified in its charter)

Nevada	1-8625	95-3885184
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6100 Center Drive, Suite 900, Los Angeles, California	90045
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (213) 235-2240

Not applicable.
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

New Compensatory Arrangements for Executive and Management Employees

See Item 5.02 below with respect to certain new compensation arrangements for executive and management employees and outside directors of Reading International, Inc. ("Reading," "Registrant" or the "Company").

Amendment to 2010 Stock Incentive Plan

On March 10, 2016, Reading's Board of Directors approved an amendment to the 2010 Stock Incentive Plan to permit the award of restricted stock units.

The foregoing description of the amendment to the 2010 Stock Incentive Plan is qualified in its entirety by reference to the provisions of the amendment to the 2010 Stock Incentive Plan as exhibit 10.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Item 5.02 (c)

Andrzej Matyczynski

On March 10, 2016, the Company's Board of Directors (the "Board") appointed Andrzej Matyczynski, 63, as Executive Vice President—Global Operations.

From May 11, 2015 until March 10, 2016, Andrzej Matyczynski has acted as corporate advisor to the Company. Mr. Matyczynski served as our Chief Financial Officer and Treasurer from November 1999 until May 11, 2015 and Corporate Secretary from May 10, 2011 to October 20, 2014. Prior to joining our Company, he spent 20 years in various senior roles throughout the world at Beckman Coulter Inc., a U.S. based multi-national. Mr. Matyczynski earned a Master's Degree in Business Administration from the University of Southern California.

See Item 5.02(e) below with respect to the compensation arrangements for Mr. Matyczynski.

Margaret Cotter

On March 10, 2016, the Board appointed Margaret Cotter, 48, as Executive Vice President-Real Estate Management and Development-NYC.

Margaret Cotter has been a Director of the Company since September 27, 2002, and on August 7, 2014 was appointed Vice Chairperson of our Board. Ms. Cotter is the owner and President of OBI, LLC ("OBI"), which has, since 2002, managed our live-theater operations. Pursuant to the OBI management arrangement, Ms. Cotter also served as the President of Liberty Theaters, LLC, the subsidiary through which we own our live theaters. Operating and overseeing these properties for over 16 years, Ms. Cotter contributes to the strategic direction for our developments. Until her appointment on March 10, 2016, while she received management fees through OBI, Ms. Cotter received no compensation for her duties as President of Liberty Theaters, LLC, other than the right to participate in our Company's medical insurance program. Ms. Cotter, through OBI and Liberty Theaters, LLC, managed the real estate which houses each of our four live theaters in Manhattan and Chicago. Based in New York, Ms. Cotter secures leases, manages tenancies, oversees maintenance and regulatory compliance of these properties and heads up the re-development process with respect to these properties and our Cinemas 1, 2 & 3 property. Ms. Cotter is also a theatrical producer who has produced shows in Chicago and New York and a board member of the League of Off-Broadway Theaters and Producers. Ms. Cotter, a former Assistant District Attorney for King's County in Brooklyn, New York, graduated from Georgetown University and Georgetown University Law Center. She is the sister of Ellen M. Cotter, a director and our President and Chief Executive Officer, and James J. Cotter, Jr., a director. Ms. Margaret Cotter is a Co-Executor of her father's estate, which is the record owner of 427,808 shares of our Class B Voting Stock (representing 25.5% of such Class B voting Stock). Ms. Margaret Cotter is also a Co-Trustee of the James J. Cotter, Sr. Trust, which is the record owner of 696,080 shares of Class B Voting Common Stock (representing an additional 44.0% of such Class B Stock). In addition, with her direct ownership of 804,173 shares of Class A Stock and 35,100 shares of Class B Stock and her positions as Co-Executor of her father's estate and Co-Trustee of the James J. Cotter, Sr. Trust, Ms. Cotter is a significant stockholder in our Company.

In connection with her appointment and employment as Executive Vice President of the Company, the Company's Audit and Conflicts Committee authorized the mutual termination of the Theater Management Agreement dated January 1, 2002, between the Company's subsidiary, Liberty Theaters, Inc. (predecessor to Liberty Theaters, LLC) and OBI, LLC, an entity wholly-owned by Ms. Cotter, (the "Theater Management Agreement"). The termination agreement is currently being negotiated by OBI, LLC and Liberty Theaters, LLC and finalized, will be filed on Form 8-K. While Ms. Cotter is the President of Liberty Theaters, LLC, Liberty Theaters, LLC is being separately represented in these negotiations and the final termination agreement will be subject to the review and approval of our Audit and Conflicts Committee.

The Compensation Committee and the Audit and Conflicts Committee each approved additional consulting fee compensation to Margaret Cotter totaling $200,000 for services rendered by her to the Company in recent years outside of the scope of the Theater Management Agreement, including, but not limited to: (i) predevelopment work on the Company's Union Square and Cinemas 1, 2 & 3 properties, (ii) management of the New York properties, and (iii) management of Union Square tenant matters. The Compensation Committee also noted, when considering this additional consulting fee, that OBI, LLC had agreed to include as a part of its termination agreement with the Company certain waivers and releases including the termination of any rights it might have to receive compensation with respect to any show continuing at any of our theaters after the date of such termination.

The Theater Management Agreement generally provided for the payment of a combination of fixed and incentive fees for the management of our four live theaters. Historically, these fees have equated to approximately 21% of the net cash flow generated by these properties. We currently estimate that fees to be paid to OBI for 2015 will be approximately $390,000. We paid $397,000 and $401,000 in fees with respect to 2014, and 2013, respectively. We also reimbursed OBI for certain travel expenses.

As Executive Vice-President Real Estate Management and Development - NYC, Ms. Cotter will continue to be responsible for the management of our live theater assets and business, will continue her role heading up the pre-redevelopment of our New York Properties and will become our senior executive responsible for the actual redevelopment of our New York properties.

Ms. Cotter's compensation as Executive Vice-President was set as part of the extensive executive compensation process described in Item 5.02(e) below. For 2016, Ms. Cotter's base salary will be $350,000, she will have a short term incentive target bonus opportunity of $105,000 (30% of her base salary), and she was granted a long term incentive of a stock option for 19,921 shares of Class A common stock and 4,184 restricted stock units under the Company's 2010 Stock Incentive Plan, as amended, which long term incentives vest over a four year period.

Item 5.02(e)

Compensation Arrangements

Background

The Executive Committee ("Executive Committee") of the Board of Directors (the "Board"), upon the recommendation of our Chief Executive Officer, requested the Compensation Committee to evaluate the Company's compensation policy for executive officers and outside directors and to establish a plan that encompasses sound corporate practices consistent with the best interests of the Company. The Compensation Committee undertook to review, evaluate, revise and recommend the adoption of new compensation arrangements for executive and management officers and outside directors of the Company. In January 2016, the Compensation Committee retained the international compensation consulting firm of Willis Towers Watson as its advisor in this process and also relied on the Company's legal counsel, Greenberg Traurig, LLP.

Going forward, the Board of Directors has adopted a formal charter for our Compensation Committee a copy of which has been posted on our website, www.ReadingRDI.com.

Executive Compensation

From late January to late February 2016, the Compensation Committee met five separate times with Willis Towers Watson, the Chief Executive Officer, and legal counsel. Except for the first meeting, each meeting exceeded three hours and was fully focused on the assessments

discussed above. As part of its engagement Willis Towers Watson reviewed the Company's compensation paid to executive and management officers by position, in light of each person's duties and responsibilities. Willis Towers Watson then compared the top executive and management positions at the Company to (i) executive compensation paid by a peer group and (ii) two surveys, the 2015 Towers Watson Data Services Top Management Survey Report and the 2015 Mercer MBD Executive Compensation Survey, in each case, identified by office position and duties performed by the officer. The peer group utilized by Willis Towers Watson included the following companies:

Arcadia Realty Trust	Inland Real Estate Corp.
Associated Estates Realty Corp.	Kite Realty Group Trust
Carmike Cinemas Inc.	Marcus Corporation
Cedar Realty Trust Inc.	Pennsylvania Real Estate Investment Trust
Charter Hall Group	Ramco-Gershenson Properties Trust
EPR Properties	Urstadt Biddle Properties Inc.
Vicinity Centres	Village Roadshow Ltd.
IMAX Corporation	

Willis Towers Watson selected the above peer group because (i) the companies included US and Australian based companies reflecting the Company's geographic operations and (ii) the companies were comparable to the Company based on revenue.

The executive pay assessment prepared by Willis Towers Watson measured the executive and management compensation paid by the Company against compensation paid by peer group companies and the companies listed in the two surveys based on the 25th, 50th and 75th percentile of such peer group and surveyed companies. The 50th percentile was the median compensation paid by such peer group and surveyed companies to executives performing similar responsibilities and duties.

In its report to the Compensation Committee, Willis Towers Watson noted that for Company executive officers:

- Base salaries in the aggregate were generally in the competitive zone of the market (1% below the market 50th percentile), with certain notable exceptions on position by position review;
- Total cash compensation (base salary and cash bonus) in the aggregate was 26% below the 50th percentile; and
- Total compensation (base salary, cash bonus and long term incentive awards) in the aggregate was 40% below the 50th percentile.

The Willis Towers Watson assessment compared the base salary, the short term incentive (cash bonus) and long term incentive (equity awards) of the peer and surveyed companies to the base salary, short term incentive and long term incentive provided to executives by the Company. The assessment concluded that except in a few positions, the Company was generally competitive in base salary, however, the Company was not competitive when short term incentives and long term incentives were included in the total compensation paid to the Company

executives and management. The base salary paid by the Company to the following officers was below the 25th percentile: President and CEO. The total compensation (base salary, short term incentive and long term incentive) paid by the Company to the following officers was below the 25th percentile: President and CEO, EVP Global Operations, and Chief Legal Officer. The only officer at or above the 50th percentile for total compensation was the Company's Chief Financial Officer and Treasurer who had joined the Company in May 2015 and which was the product of a negotiated arms-length employment agreement.

As a result of the foregoing factors Willis Towers Watson recommended that the Company:

- In determining salary increases, the Company should consider the executive's current competitive position, performance, role, and retention risk.
- Implement a formal annual incentive opportunity for all executives.
- Implement a regular annual grant program for long-term incentives.

The foregoing observations and recommendations were studied, questioned and thoroughly discussed by the Compensation Committee, Willis Towers Watson and legal counsel over each of the four in-person meetings (the first of the five meetings mentioned above was conducted by telephone and was focused on engagement of advisors). Among other things, the Compensation Committee discussed and considered the recommendations made by Willis Towers Watson regarding the establishment of a compensation program with the long term objective to target the compensation program with the market 50th percentile of our peer companies, however, for 2016, to target our compensation program to the 25th percentile of our peer companies. In each case, however, the Compensation Committee's final decision or recommendation, as the case may be, as to total compensation to an individual would be based on the individual's actual performance and specific circumstances and to adjust base salary, short term incentive, and long term incentive accordingly.

The Compensation Committee recommended, and the Board subsequently adopted, a compensation philosophy for the Company's management team members to:

- Attract and retain talented and dedicated management team members;
- Provide overall compensation that is competitive in its industry;
- Correlate annual cash incentives to the achievement of its business and financial objectives; and
- Provide management team members with appropriate long-term incentives aligned with stockholder value.

As part of the compensation philosophy the Company's compensation focus will be to (1) drive the Company's strategic plan on growth, (2) align officer and management performance with the interests of the Company's stockholders, and (3) encourage retention of officers and management team members.

In furtherance of the compensation policy and as a result of the extensive deliberations, including consideration of the Willis Towers Watson recommendations, the Compensation Committee adopted an executive and management officer compensation structure for 2016 consisting of:

- A base salary comparable with job description and industry standard.
- A short term incentive or cash bonus plan based on a combination of factors including individual performance against corporate goals as well as overall corporate and division performance. Target bonus to be denominated as a percent of base salary with specific goals weightings and pay-out ranges).
- A long term incentive or equity awards inline with job description, performance, and industry standards.

The Compensation Committee's intention is that the compensation structure approved for 2016 will remain in place indefinitely. However, it will review performance and results after the first year and thereafter and evaluate from time to time whether enhancements, changes or other compensation structures are in the Company's and it stockholders best interests.

Reflecting the new approach, the Compensation Committee established (i) annual base salaries at levels that it believed (based heavily on the data provided by Willis Towers Watson) are generally competitive with executives in our peer group and in other comparable publicly-held companies as described in the executive pay assessment prepared by Willis Towers Watson, and (ii) short term incentives in the form of discretionary annual cash bonuses based on the achievement of identified goals and benchmarks. Long-term incentives in the form of employee stock options and restricted stock units will be used as a retention tool and as a means to further align an executive's long-term interests with those of the Company's stockholders, with the ultimate objective of affording our executives an appropriate incentive to help drive increases in stockholder value.

The Compensation Committee will evaluate both executive performance and compensation to maintain the Company's ability to attract and retain highly-qualified executives in key positions and to assure that compensation provided to executives remains competitive when compared to the compensation paid to similarly situated executives of companies with whom we compete for executive talent or that we consider comparable to our company.

Role of Chief Executive Officer in Compensation Decisions

In connection with the implementation of the new compensation structure, the Compensation Committee conducted the thorough review of executive compensation discussed above. The Compensation Committee engaged in extensive discussions with and considered with great weight the recommendations of the Chief Executive Officer as to compensation for executive and management team members other than for the Chief Executive Officer.

In connection with consideration of 2015 performance bonuses for members of management, the Chief Executive Officer prepared and submitted recommendations for each of the executive and management team members, other than her own. In considering these recommendations, the Compensation Committee had the benefit of its extensive deliberations as well as the data provided by Willis Towers Watson. In executive session, the Compensation Committee approved a 2015 performance bonus for the Chief Executive Officer. At the Compensation Committee's February 17, 2016 meeting, it approved recommendations to the Board for its February 18, 2016 meeting, at which time the Board approved the same. The Board

approval covered certain officers including the five officers set forth below. In addition, our Chief Executive Officer discussed recommendations for other management team members but the Compensation Committee and Board agreed that such positions were within the scope of the Chief Executive Officer's authority and did not require the Compensation Committee or Board approval.

The Compensation Committee expects to perform an annual review of executive compensation, generally in the first quarter of the year following the year in review, with a presentation by the Chief Executive Officer regarding each element of the executive compensation arrangements. At the Compensation Committee's direction, the Chief Executive Officer prepared an executive compensation review for each executive officer (other than the Chief Executive Officer), as well as the full executive team, which included recommendations for:

- 2016 Base Salary
- A proposed year-end short -term incentive in the form of a target cash bonus based on the achievement of certain objectives; and
- A long-term incentive in the form of stock options and restricted stock units for the year under review.

As part of the compensation review, the Chief Executive Officer may also recommend other changes to an executive's compensation arrangements such as a change in the executive's responsibilities. The Compensation Committee will evaluate the Chief Executive Officer's recommendations and, in its discretion, may accept or reject the recommendations, subject to the terms of any written employment agreements.

The Compensation Committee met in executive session without our Chief Executive Officer to consider the Chief Executive Officer's compensation, including base salary, cash bonus and equity award, if any. Prior to such executive sessions, the Compensation Committee interviewed the Chief Executive Officer to obtain a better understanding of factors contributing to the Chief Executive Officer's compensation. With the exception of these executive sessions of the Compensation Committee, as a rule, our Chief Executive Officer participated in all deliberations of the Compensation Committee relating to executive compensation. However, the Compensation Committee also asked our Chief Executive Officer to be excused for certain deliberations with respect to the compensation recommended for Margaret Cotter, the sister of the Chief Executive Officer.

In conjunction with the year-end annual compensation review, or as soon as practicable after the year-end, our Chief Executive Officer will recommend to the Compensation Committee the Company objectives and other criteria to be utilized for purposes of determining cash bonuses for certain senior executive officers. The Compensation Committee, in its discretion, may revise the Chief Executive Officer's recommendations. At the end of the year, the Compensation Committee, in consultation with the Chief Executive Officer, will review each performance goal and determine the extent to which the officer achieved such goals. In establishing performance goals, the Compensation Committee expects to consider whether the goals could possibly result in an incentive for any executives to take unwarranted risks in our Company's business and intend to seek to avoid creating any such incentives.

Base Salaries

The Compensation Committee reviewed the executive pay assessment prepared by Willis Towers Watson and other factors and engaged in extensive deliberation and then recommended the following 2016 base salaries (the 2015 base salaries are shown for comparison purposes) for the following officers; the Board approved the recommendations of the Compensation Committee on March 10, 2016: the President and Chief Executive Officer, Chief Financial Officer and the persons identified and Named Executive Officers in the Company's proxy statement dated November 10, 2015 other than our prior Chief Executive Officers James J. Cotter, Sr. and James J. Cotter, Jr:

Name	Title	2016 Base Salary(4)	2015 Base Salary(4)
Ellen Cotter (1)	President and Chief Executive Officer	$450,000	$402,000
Devasis Ghose (2)	Chief Financial Officer	400,000	400,000
Andrzej Matyczynski (3)	EVP Global Operations	336,000	312,000
Robert F. Smerling	President, US Cinemas	375,000	350,000
Wayne Smith	Managing Director, ANZ	A$370,000	A$365,360

(1)Ellen M. Cotter was appointed Interim President and Chief Executive Officer on June 12, 2015 and President and Chief Executive Officer on January 8, 2016.

(2)Devasis Ghose was appointed Chief Financial Officer on May 11, 2015. Mr. Ghose is the only executive officer that is a party to an employment agreement.

(3)Andrzej Matyczynski was the Company's Chief Financial Officer until May 11, 2015 and thereafter he acted as corporate advisor to the Company. He was appointed EVP-Global Operations on March 10, 2016.

(4)All dollars are US dollars except the salary for Wayne Smith is reported in Australian dollars

Short Term Incentives

The Short Term Incentives authorized by the Compensation Committee and the Board provides the Company's executive officers and other management team members, who are selected to participate, with an opportunity to earn an annual cash bonus based upon the achievement of certain Company financial goals, division goals and individual goals, established by the Company's Chief Executive Officer and approved by the Compensation Committee and the Board of Directors (in future years, under the Compensation Committee Charter approved by the Board on March 10, 2016, the Compensation Committee will have full authority to approve

these matters). Specifically, a participant in the short term incentive plan will be advised of his or her annual potential target bonus expressed as a percentage of the participant's base salary and by dollar amount. The participant will be eligible for a short term incentive bonus once the participant achieves goals identified at the beginning of the year for a threshold target, the potential target or potential maximum target bonus opportunity. The bonus will vary depending upon the achievements made by the individual participants, the division and the corporation. Corporate goals will include levels of earnings before interest, depreciation, taxes and amortization ("non-GAAP Operating Income") and property development milestones. Division goals will include levels of division cash flow and division milestones and individual goals will include specific unique performance goals specific to the individual's position in the Company. Each of the corporate, division and individual goals carries a different percentage weight in determining the officer's or other team member's bonus for the year.

For 2016, executive officers will have an annual bonus opportunity expressed and determined as a percent of their base salary. This approach also was a recommendation of the Willis Towers Watson report to the Compensation Committee and provided points of reference for our Compensation Committee to compare short-term incentive opportunities for our executive and management team to those in peer and competitor companies.

Ms. Ellen Cotter, President and Chief Executive Officer, has a potential target bonus opportunity of 95% of Base Salary, or $427,500 at target. Of that potential target bonus opportunity, a threshold bonus of $213,750 may be achieved based upon Ms. Cotter's achievement of her performance goals and the Company's achievement of corporate goals as discussed above, a potential maximum target of $641,250 is based on achieving performance goals approved by the Chairman of the Compensation Committee. Ms. Cotter's aggregate annual bonus opportunity can range from $0 to $641,250. Mr. Devasis Ghose, Chief Financial Officer, has a potential target bonus opportunity of 50% of Base Salary, or $200,000 at target, which is based on achievement of his performance goals and the Company's achievement of corporate goals, as discussed above. Mr. Ghose's aggregate annual bonus opportunity can range from $0 to $300,000 (the maximum potential target if additional performance goals are met by Mr. Ghose). Mr. Andrzej Matyczynski, EVP - Global Operations, has a target bonus opportunity of 50% of Base Salary, or $168,000 at target, which is based on achievement of his performance goals, the Company's achievement of corporate goals and certain divisional goals. Mr. Matyczynski's aggregate annual bonus opportunity can range from $0 to $252,000 (the maximum potential target if additional performance goals are met by Mr. Matyczynski). Mr. Robert Smerling, President, US Cinemas, has a target bonus opportunity of 30% of base pay, or $112,500 at target, which is based on achievement of his performance goals, the Company's achievement of corporate goals and certain divisional goals. Mr. Smerling's aggregate annual bonus opportunity can range from $0 to $168,750 (the maximum potential target if additional performance goals are met by Mr. Smerling). Mr. Wayne Smith, Managing Director, ANZ, has a target bonus opportunity of 40% of Base Salary, or A$148,000 at target, which is based on achievement of his performance goals, the Company's achievement of corporate goals and certain divisional goals. Mr. Smith's aggregate annual bonus opportunity can range from A$0 to A$222,000 (the maximum potential target if additional performance goals are met by Mr. Smith). The positions of other management team members have target bonus opportunities ranging from 20% to 30% of Base Salary based on achievement certain goals. The highest level of achievement,

participants may be eligible to receive up to a maximum of 150% of his or her target bonus amount.

Long-Term Incentives

Long-Term incentives will utilize the equity-based plan under the Company's 2010 Incentive Stock Plan, as amended (the "2010 Plan"). For 2016, executive and management team participants will receive awards in the following forms: 50% time-based restricted stock units and 50% non-statutory stock options. The grants of restricted stock units and options will vest ratably over a four (4) year period with 1/4th vesting on each anniversary date of the grant date.

On March 10, 2016 the following grants were made:

Name	Title	Dollar Amount of Restricted Stock Units (1)	Dollar Amount of Non-Statutory Stock Options (1)
Ellen Cotter	President and Chief Executive Officer	$150,000	$150,000
Devasis Ghose (2)	Chief Financial Officer	0	0
Andrzej Matyczynski	EVP Global Operations	37,500	37,500
Robert F. Smerling	President, US Cinemas	50,000	50,000
Wayne Smith	Managing Director, ANZ	27,000	27,000

(1) The number of shares of stock to be issued will be calculated using the Black Scholes pricing model as of the date of grant of the award.

(2) Mr. Devasis Ghose was awarded 100,000 non-statutory stock options vesting over a 4 year period on Mr. Ghose's commencement of employment on May 11, 2015.

All long-term incentive awards will be subject to other terms and conditions set forth in the 2010 Plan and award grant.

Director Compensation

The Compensation Committee also undertook a review of outside director compensation. The process followed was similar to that in scope and approach used by the Compensation Committee in considering executive compensation as described above. The meetings of the Compensation Committee evaluating executive compensation in most cases also considered

outside director compensation, although a substantial majority of those meetings were focused on executive compensation considerations.

Willis Towers Watson reviewed and presented to the Compensation Committee the competitiveness of the Company's outside director compensation. The Company's outside director compensation was compared to the compensation paid by the 15 peer companies (identified above in the Executive Compensation discussion). Wills Towers Watson's key findings were:

- The Company's annual board retainer was slightly above the 50th percentile while the total cash compensation paid to outside directors was close to the 25th percentile.
- Due to minimal annual director equity grants at the Company, total direct compensation to the Company's outside directors was the lowest among the peer group.
- The Company should consider increasing its committee cash compensation and annual director equity grants to be in line with peer practices.

The foregoing observations and recommendations were studied, questioned and thoroughly discussed by the Compensation Committee, Willis Towers Watson and legal counsel at three of the four in-person meetings (the first of the five meetings mentioned above was conducted by telephone and was focused on engagement of advisors). Among other things, the Compensation Committee discussed and considered the recommendations made by Willis Towers Watson regarding director retainer fees and equity awards for directors. Following discussion the Committee recommended to the Board that:

- The Board retainer currently paid to outside directors not be changed
- The committee chair retainers be increased to $20,000 for the Audit Committee and the Executive Committee and $15,000 for the Compensation Committee.
- The committee member fees be increased to $7,500 for the Audit and Executive Committees and to $5,000 for the Compensation Committee.
- The Lead Director fee be increased to $10,000.
- The annual equity award value to directors be $60,000 as a fixed dollar value (using Black-Scholes), that the equity award be restricted stock units and that such restricted stock units have a twelve month vesting period.
- The Board approved additional special compensation to be paid to certain directors for extraordinary services provided to the Company and devotion of time in providing such services as follows:
  - Guy W. Adams, $50,000
  - Edward L. Kane, $10,000
  - Douglas J. McEachern, $10,000

The recommendations of the Compensation Committee with respect to outside director compensation were presented and approved by the Board on May 10, 2016. Board compensation was made effective for the year 2016 and equity grants were made on March 10, 2016 based upon the closing of the Company's Class A Common Stock on such date.

Item 8.01 Other Events.

Separation Agreement – William D. Ellis

On February 18, 2016, William D. Ellis submitted his resignation as General Counsel and Corporate Secretary of the Company. On March 11, 2016, Reading entered into an agreement with Mr. William D. Ellis, pursuant to which Mr. Ellis will be available to advise the Company on matters on which he previously worked until December 31, 2016. Mr. Ellis' last day was March 11, 2016.

The foregoing description of the Separation Agreement is qualified in its entirety by reference to the provisions of the Separation Agreement filed as exhibit 10.3 to this Current Report on Form 8-K, which is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1	Amendment to 2010 Stock Incentive Plan approved March 10, 2016.
10.2	Compensatory Arrangements for Certain Executive Officers and Management.
10.3	Separation Agreement dated as of March 11, 2016, by and between William D. Ellis and Reading International, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Reading International, Inc.

Date: March 15, 2016

/s/ Devasis Ghose
Name: Devasis Ghose
Title: Chief Financial Officer

READING INTERNATIONAL, INC.
FIRST AMENDEMNT TO THE
2010 STOCK INCENTIVE PLAN

This First Amendment (the "Amendment") to the Reading International, Inc. 2010 Stock Incentive Plan (the "Plan"), is made and shall be effective as of this 10th day of March, 2016 (the "Effective Date").

RECITALS

WHEREAS, the stockholders of Reading International, Inc. (the "Company") approved the Plan on May 13, 2010 at the annual meeting of stockholders in accordance with the recommendation of the board of directors; and

WHEREAS, the Plan provides for awards of stock options, restricted stock, bonus stock, and stock appreciation rights to eligible employees, directors, and consultants;

WHEREAS, the Company believes that it would be be in the best interests of the Company and its stockholders to permit awards of restricted stock units;

WHEREAS, NASDAQ rules do not require stockholders to approve an amendment to an equity incentive plan if the amendment relates to adding restricted stock units as long as the Plan provides for the award of restricted stock;

WHEREAS, the Plan provides for the award of restricted stock;

NOW, THEREFORE, in accordance with Section 12 of the Plan, the Plan is amended as follows as of the Effective Date:

AMENDMENTS

1. Section 2(y) the definition of "Rule 16b-3" is hereby renumbered as Section 2(z).
2. Section 2(z) the definition of "Securities Act" is hereby renumbered as Section 2(aa).
3. Section 2(aa) the definition of "Stock Award" is hereby renumbered as Section 2(bb).
4. Section 2(bb) the definition of "Service" is hereby renumbered as Section 2(cc).

5. Section 2(cc) the definition of "Stock Award Agreement" is hereby renumbered as Section 2(dd).
6. Section 2(dd) the definition of "Ten Percent Stockholder" is hereby renumbered as Section 2(ee).
7. Section 2(y) the definition of "Restricted Stock Units" is hereby added.

"Restricted Stock Units" means a Stock Award which may be earned in whole or in part upon the passage of time or the attainment of performance criteria established by the Board and which may be settled for Common Stock, other securities or cash or a combination of Common Stock, other securities or cash as established by the Board.

8. Section 2(bb) of the Plan is hereby deleted and replaced in its entirety by the following:

"Stock Award" means any right granted under the Plan, including an Option, a stock bonus, a right to acquire restricted stock, a restricted stock unit and a stock appreciation right granted under the Plan, whether singly, in combination or in tandem, to a Participant by the Board pursuant to such terms, conditions, restrictions and/or limitations, if any, as the Board may establish.

9. Section 7(d) is hereby added to the Plan as follows:

Restricted Stock Units. Each restricted stock unit agreement shall be in such form and shall contain such terms and conditions as the Board shall deem appropriate. The terms and conditions of the restricted stock unit agreements may change from time to time, and the terms and conditions of separate restricted stock unit agreements need not be identical, but each restricted stock unit agreement shall include (through inclusion or incorporation of provisions hereof by reference in the agreement or otherwise) the substance of each of the following provisions:

i. **Consideration**. A restricted stock unit may be awarded upon the passage of time, the attainment of performance criteria or the satisfaction or occurrence of such other events as established by the Board.

ii. **Vesting Generally**. At the time of the grant of a restricted stock unit, the Board may impose such restrictions or conditions to vesting, and/or the acceleration of the vesting, of such restricted stock unit as it, in its sole discretion, deems appropriate. Vesting provisions of individual restricted stock units may vary.

iii. **Termination of Service**. In the event that a Participant's Service terminates, any or all of the restricted stock units held by the Participant that have not vested as of the date of termination under the terms of the restricted stock unit agreement shall be forfeited to the Company in accordance with the restricted stock unit agreement, except as otherwise provided in the applicable restricted stock unit agreement.

iv. **Transferability**. A restricted stock unit shall be subject to similar transfer restrictions as awards of restricted stock, except that no shares are actually awarded to a Participant who is granted restricted stock units on the date of grant, and such Participant shall have no rights of a stockholder with respect to such restricted stock units until the restrictions set forth in the restricted stock unit agreement have lapsed. Restricted stock units may be transferred to any trust established by a Participant for the benefit of the Participant, his or her spouse, and/or any one or more lineal descendants.

v. **Voting, Dividend & Other Right**. Holders of restricted stock units will not be entitled to vote or to receive the dividend equivalent rights in respect of the restricted stock units at the time of any payment of dividends to stockholders on Common Stock until they become owners of the Common Stock pursuant to their restricted stock unit agreement. If the applicable restricted stock unit agreement specifies that a Participant will be entitled to dividend equivalent rights, (i) the amount of any such dividend equivalent right shall equal the amount that would be payable to the Participant as a stockholder in respect of a number of shares equal to the number of vested restricted stock units then credited to the Participant, and (ii) any such dividend equivalent right shall be paid in accordance with the Company's payment practices as may be established from time to time and as of the date on which such dividend would have been payable in respect of outstanding shares of Common Stock (and in accordance with Section 409A of the Code with regard to awards subject thereto); provided that no dividend equivalents shall be currently paid on restricted share units that are not yet vested.

10. Except as modified hereby, the provisions of the Plan shall remain in full force and effect, and the Plan may be restated, as amended hereby, in its entirety.

Compensatory Arrangements for Executive and Management Employees

Background

The Executive Committee ("Executive Committee") of the Board of Directors (the "Board") of Reading International, Inc. (("Reading," "Registrant" or the "Company"), upon the recommendation of our Chief Executive Officer, requested the Compensation and Stock Options Committee (the "Compensation Committee") to evaluate the Company's compensation policy for executive officers and outside directors and to establish a plan that encompasses sound corporate practices consistent with the best interests of the Company. The Compensation Committee undertook to review, evaluate, revise and recommend the adoption of new compensation arrangements for executive and management officers and outside directors of the Company. In January 2016, the Compensation Committee retained the international compensation consulting firm of Willis Towers Watson as its advisor in this process and also relied on the Company's legal counsel, Greenberg Traurig, LLP.

Executive Compensation

From late January to late February 2016, the Compensation Committee met five separate times with Willis Towers Watson, the Chief Executive Officer, and legal counsel. As part of its engagement Willis Towers Watson reviewed the Company's compensation paid to executive and management officers by position, in light of each person's duties and responsibilities. Willis Towers Watson then compared the top 12 executive and management positions at the Company to (i) executive compensation paid by a peer group and (ii) two surveys, the 2015 Towers Watson Data Services Top Management Survey Report and the 2015 Mercer MBD Executive Compensation Survey, in each case, identified by office position and duties performed by the officer. The peer group utilized by Willis Towers Watson included the following companies:

Arcadia Realty Trust	Inland Real Estate Corp.
Associated Estates Realty Corp.	Kite Realty Group Trust

Carmike Cinemas Inc.	Marcus Corporation.
Cedar Realty Trust Inc.	Pennsylvania Real Estate Investment Trust
Charter Hall Group	Ramco-Gershenson Properties Trust
Epr Properties	Urstadt Biddle Properties Inc.
Vicinity Centres	Village Roadshow Ltd.
IMAX Corporation	

Willis Towers Watson selected the above peer group because (i) the companies included US and Australian based companies reflecting the Company's geographic operations and (ii) the companies were comparable to the Company based on revenue.

The executive pay assessment prepared by Willis Towers Watson measured the executive and management compensation paid by the Company against compensation paid by peer group companies and the companies listed in the two surveys based on the 25th, 50th and 75th percentile of such peer group and surveyed companies. The 50th percentile was the median compensation

paid by such peer group and surveyed companies to executives performing similar responsibilities and duties.

In its report to the Compensation Committee, Willis Towers Watson noted that for Company executive officers:

- Base salaries in the aggregate were generally in the competitive zone of the market (1% below the market 50th percentile), with certain notable exceptions on position by position review;

- Total cash compensation (base salary and cash bonus) in the aggregate was 26% below the 50th percentile; and

- Total compensation (base salary, cash bonus and long term incentive awards) in the aggregate was 40% below the 50th percentile.

The Compensation Committee, recommended, and the Board subsequently adopted, a compensation philosophy for the Company's management team members to:

- Attract and retain talented and dedicated management team members;
- Provide overall compensation that is competitive in its industry;
- Correlate annual cash incentives to the achievement of its business and financial objectives; and
- Provide management team members with appropriate long-term incentives aligned with stockholder value.

As part of the compensation philosophy the Company's compensation focus will be to (1) drive the Company's strategic plan on growth, (2) align officer and management performance with the interests of the Company's stockholders, and (3) encourage retention of officers and management team members.

In furtherance of the compensation policy and as a result of the extensive deliberations, including consideration of the Willis Towers Watson recommendations, the Compensation Committee adopted an executive and management officer compensation structure for 2016 consisting of:

- A base salary comparable with job description and industry standard.
- A short term incentive or cash bonus plan based on a combination of factors including individual performance against corporate goals as well as overall corporate and division performance. Target bonus to be denominated as a percent of base salary with specific goals weightings and pay-out ranges).
- A long term incentive or equity awards inline with job description, performance, and industry standards.

The Compensation Committee's intention is that the compensation structure approved for 2016 will remain in place indefinitely. However, it will review performance and results after the first year and thereafter and evaluate from time to time whether enhancements, changes or other compensation structures are in the Company's and it stockholders best interests.

Reflecting the new approach, the Compensation Committee established (i) annual base salaries at levels that it believed (based heavily on the data provided by Willis Towers Watson) are generally competitive with executives in our peer group and in other comparable publicly-held companies as described in the executive pay assessment prepared by Willis Towers Watson, and (ii) short term incentives in the form of discretionary annual cash bonuses based on the achievement of identified goals and benchmarks. Long-term incentives in the form of employee stock options and restricted stock units will be used as a retention tool and as a means to further align an executive's long-term interests with those of the Company's stockholders, with the ultimate objective of affording our executives an appropriate incentive to help drive increases in stockholder value.

The Compensation Committee will evaluate both executive performance and compensation to maintain the Company's ability to attract and retain highly-qualified executives in key positions and to assure that compensation provided to executives remains competitive when compared to the compensation paid to similarly situated executives of companies with whom we compete for executive talent or that we consider comparable to our company.

Role of Chief Executive Officer in Compensation Decisions

In connection with the implementation of the new compensation structure, the Compensation Committee conducted the thorough review of executive compensation discussed above. The Compensation Committee engaged in extensive discussions with and considered with great weight the recommendations of the Chief Executive Officer as to compensation for executive and management team members other than for the Chief Executive Officer.

In connection with consideration of 2015 performance bonuses for members of management, the Chief Executive Officer prepared and submitted recommendations for each of the executive and management team members, other than her own. In considering these recommendations, the Compensation Committee had the benefit of its extensive deliberations as well as the data provided by Willis Towers Watson. In executive session, the Compensation Committee approved a 2015 performance bonus for the Chief Executive Officer. At the Compensation Committee's February 17, 2016 meeting, it approved recommendations to the Board for its February 18, 2016 meeting, at which time the Board approved the same. The Board approval covered certain officers including the five officers set forth below. In addition, our Chief Executive Officer discussed recommendations for other management team members but the Compensation Committee and Board agreed that such positions were within the scope of the Chief Executive Officer's authority and did not require the Compensation Committee or Board approval.

The Compensation Committee expects to perform an annual review of executive compensation, generally in the first quarter of the year following the year in review, with a presentation by the Chief Executive Officer regarding each element of the executive compensation arrangements. At the Compensation Committee's direction, the Chief Executive Officer prepared an executive compensation review for each executive officer (other than the Chief Executive Officer), as well as the full executive team, which included recommendations for:

- 2016 Base Salary

- A proposed year-end short -term incentive in the form of a target cash bonus based on the achievement of certain objectives; and
- A long-term incentive in the form of stock options and restricted stock units for the year under review.

As part of the compensation review, the Chief Executive Officer may also recommend other changes to an executive's compensation arrangements such as a change in the executive's responsibilities or a change in title. The Compensation Committee will evaluate the Chief Executive Officer's recommendations and, in its discretion, may accept or reject the recommendations, subject to the terms of any written employment agreements.

The Compensation Committee met in executive session without our Chief Executive Officer to consider the Chief Executive Officer's compensation, including base salary, cash bonus and equity award, if any. Prior to such executive sessions, the Compensation Committee interviewed the Chief Executive Officer to obtain a better understanding of factors contributing to the Chief Executive Officer's compensation. With the exception of these executive sessions of the Compensation Committee, as a rule, our Chief Executive Officer participated in all deliberations of the Compensation Committee relating to executive compensation. However, the Compensation Committee will ask the Chief Executive Officer to be excused for certain deliberations with respect to the compensation recommended for Margaret Cotter, the sister of the Chief Executive Officer.

In conjunction with the year-end annual compensation review, or as soon as practicable after the year-end, our Chief Executive Officer will recommend to the Compensation Committee the Company objectives and other criteria to be utilized for purposes of determining cash bonuses for certain senior executive officers. The Compensation Committee, in its discretion, may revise the Chief Executive Officer's recommendations. At the end of the year, the Compensation Committee, in consultation with the Chief Executive Officer, will review each performance goal and determine the extent to which the officer achieved such goals. In establishing performance goals, the Compensation Committee expects to consider whether the goals could possibly result in an incentive for any executives to take unwarranted risks in our Company's business and intend to seek to avoid creating any such incentives.

Base Salaries

The Compensation Committee reviewed the executive pay assessment prepared by Willis Towers Watson and other factors and engaged in extensive deliberation and then recommended the following 2016 base salaries (the 2015 base salaries are shown for comparison purposes) for the following officers; the Board approved the recommendations of the Compensation Committee on March 10, 2016: the President and Chief Executive Officer, Chief Financial Officer and the persons identified and Named Executive Officers in the Company's proxy statement dated November 10, 2015 other than our prior Chief Executive Officers James J. Cotter, Sr. and James J. Cotter, Jr:

Name	Title	2016 Base Salary (4)	2015 Base Salary (4)
Ellen Cotter (1)	President and Chief Executive Officer	$450,000	$402,000
Devasis Ghose (2)	Chief Financial Officer	400,000	400,000
Andrzej Matyczynski (3)	EVP Global Operations	336,000	312,000
Robert F. Smerling	President, US Cinemas	375,000	350,000
Wayne Smith	Managing Director, ANZ	A$370,000	A$365,360

(1)Ellen M. Cotter was appointed Interim President on June 12, 2015 and President and Chief Executive Officer on January 8, 2016.
(2)Devasis Ghose was appointed Chief Financial Officer on May 11, 2015. Mr. Ghose is the only executive officer that is a party to an employment agreement.
(3)Andrzej Matyczynski was the Company's Chief Financial Officer until May 11, 2015 and thereafter he acted as corporate advisor to the Company. He was appointed EVP-Global Operations on March 10, 2016.
(4)All dollars are in US dollars except the salary for Wayne Smith is reported in Australian dollars.

Short Term Incentives

The Short Term Incentives authorized by the Compensation Committee and the Board provides the Company's executive officers and other management team members, who are selected to participate, with an opportunity to earn an annual cash bonus based upon the achievement of certain Company financial goals, division goals and individual goals, established by the Company's Chief Executive Officer and approved by the Compensation Committee and the Board of Directors (in future years, under the Compensation Committee Charter approved by the Board on March 10, 2016, the Compensation Committee will have full authority to approve these matters). Specifically, a participant in the short term incentive plan will be advised of his or her annual potential target bonus expressed as a percentage of the participant's base salary and by dollar amount. The participant will be eligible for a short term incentive bonus once the participant achieves goals identified at the beginning of the year for a threshold target, the potential target or potential maximum target bonus opportunity. The bonus will vary depending upon the achievements made by the individual participants, the division and the corporation. Corporate goals will include levels of earnings before interest, depreciation, taxes and amortization ("non-GAAP Operating Income") and property development milestones. Division goals will include levels of division cash flow and division milestones and individual goals will

include specific unique performance goals specific to the individual's position in the Company. Each of the corporate, division and individual goals carries a different percentage weight in determining the officer's or other team member's bonus for the year.

For 2016, executive officers will have an annual bonus opportunity expressed and determined as a percent of their base salary. This approach also was a recommendation of the Willis Towers Watson report to the Compensation Committee and provided points of reference for our Compensation Committee to compare short-term incentive opportunities for our executive and management team to those in peer and competitor companies.

Ms. Ellen Cotter, President and Chief Executive Officer, has a potential target bonus opportunity of 95% of Base Salary, or $427,500 at target. Of that potential target bonus opportunity, a threshold bonus of $213,750 may be achieved based upon Ms. Cotter's achievement of her performance goals and the Company's achievement of corporate goals as discussed above, a potential maximum target of $641,250 is based on achieving performance goals approved by the Chairman of the Compensation Committee. Ms. Cotter's aggregate annual bonus opportunity can range from $0 to $641,250. Mr. Devasis Ghose, Chief Financial Officer, has a potential target bonus opportunity of 50% of Base Salary, or $200,000 at target, which is based on achievement of his performance goals and the Company's achievement of corporate goals, as discussed above. Mr. Ghose's aggregate annual bonus opportunity can range from $0 to $300,000 (the maximum potential target if additional performance goals are met by Mr. Ghose). Mr. Andrzej Matyczynski, EVP - Global Operations, has a target bonus opportunity of 50% of Base Salary, or $168,000 at target, which is based on achievement of his performance goals, the Company's achievement of corporate goals and certain divisional goals. Mr. Matyczynski's aggregate annual bonus opportunity can range from $0 to $252,000 (the maximum potential target if additional performance goals are met by Mr. Matyczynski). Mr. Robert Smerling, President, US Cinemas, has a target bonus opportunity of 30% of base pay, or $112,500 at target, which is based on achievement of his performance goals, the Company's achievement of corporate goals and certain divisional goals. Mr. Smerling's aggregate annual bonus opportunity can range from $0 to $168,750 (the maximum potential target if additional performance goals are met by Mr. Smerling). Mr. Wayne Smith, Managing Director, ANZ, has a target bonus opportunity of 40% of Base Salary, or A$148,000 at target, which is based on achievement of his performance goals the Company's achievement of corporate goals and certain divisional goals approved by the Compensation Committee. Mr. Smith's aggregate annual bonus opportunity can range from A$0 to A$222,000 (the maximum potential target if additional performance goals are met by Mr. Smith). The positions of other management team members have target bonus opportunities ranging from 20% to 30% of Base Salary based on achievement of certain goals. The highest level of achievement, participants may be eligible to receive up to a maximum of 150% of his or her target bonus amount.

Long-Term Incentives

Long-Term incentives will utilize the equity-based plan under the Company's 2010 Incentive Stock Plan, as amended (the "2010 Plan"). For 2016, executive and management team participants will receive awards in the following forms: 50% time-based restricted stock units and 50% non-statutory stock options. The grants of restricted stock units and options will vest ratably over a four (4) year period with 1/4th vesting on each anniversary date of the grant date.

On March 10, 2016 the following grants were made:

Name	Title	Dollar Amount of Restricted Stock Units (1)	Dollar Amount of Non-Statutory Stock Options (1)
Ellen Cotter	President and Chief Executive Officer	$150,000	$150,000
Devasis Ghose (2)	Chief Financial Officer	0	0
Andrzej Matyczynski	EVP Global Operations	37,500	37,500
Robert F. Smerling	President, US Cinemas	50,000	50,000
Wayne Smith	Managing Director, ANZ	27,000	27,000

(1) The number of shares of stock to be issued will be calculated using the Black Scholes pricing model as of the date of grant of the award.

(2) Mr. Devasis Ghose was awarded 100,000 non-statutory stock options vesting over a 4 year period on Mr. Ghose's commencement of employment on May 11, 2015.

All long-term incentive awards will be subject to other terms and conditions set forth in the 2010 Plan and award grant.

Separation and Release Agreement

This Separation and Release Agreement (the "**Agreement**") is entered into as of March 11, 2016, by and between William D. Ellis ("**Executive**" or "**you**") and Reading International, Inc., a Nevada corporation ("**Reading**" or the "**Company**").

RECITALS:

WHEREAS, pursuant to that certain employment agreement dated October 20, 2014, as amended (the "Employment Agreement"), Executive was hired by the Company in the capacity of General Counsel for a three (3) year term to end on October 20, 2017 (the "Employment Term");

Whereas, on or about February 18, 2016, Executive gave notice to the Company that he was resigning from his employment under the Employment Agreement with the Company;

Whereas, the Company is willing to accept Executive's resignation, but desires to have the benefit of Executive's continued assistance and cooperation on Company matters as needed after his resignation, as described below;

Whereas, Executive and the Company agree that Executive's resignation will be effective March 11, 2016.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter set forth, the parties hereto agree as follows:

1. **Resignation**. Effective March 11, 2016 (the "**Resignation Date**"), you hereby resign as the Company's General Counsel and Corporate Secretary and from any and all other positions that you hold as an officer, director, manager and/or employee of the Company and its various direct and indirect subsidiaries. Your status as a corporate officer, director, manager, employee or any fiduciary position with the Company and all affiliates will end on the Resignation Date.

2. **Compensation**. In exchange for the your continued cooperation and assistance, the Release provided below, and for the performance by you of your other obligations under this Agreement the Company hereby waives any rights it might have against you with respect to your early termination of your obligations under the Employment Agreement, including but not limited to any claim for breach of the Employment Agreement, and agrees to the following compensation and benefit treatment:

2.1 **Payments.**

(a) *Base Salary; Accrued Obligations.* On March 11, 2016, you will receive payment for any accrued and unused vacation, your accrued but unpaid base salary through the Resignation Date, and reimbursement of unreimbursed business expenses for which substantiation has been submitted (or for which substantiation will be submitted, for charges on your corporate credit card already incurred but for which you do not

receive a bill until after the Resignation Date) in accordance with the Company's policies and procedures (collectively, the "**Accrued Obligations**"). You acknowledge and agree that as of the date of this Agreement, you have no hours of accrued and unused vacation.

(b) *Compensation.* So long as you are in material compliance with your obligations under this Agreement, you will be entitled to nineteen equal payments in the amount of $10,790, each payable semi-monthly beginning on March 30, 2016 and continuing on each of the Company's regular pay day thereafter until December 31, 2016 (the "**Payments**"). The Payments will be subject to applicable required tax withholding (if any).

2.2 **Equity Awards**. So long as you continue satisfy in all material respects your obligations to the Company under this Agreement, twenty thousand (20,000) of the employee stock options granted to you pursuant to Section 4 of your Employment Agreement shall continue to vest on October 20, 2016. No further options shall vest under that grant. This provision shall be interpreted consistent with and supplementary to the stock option agreement.

2.3 **Benefits**

(a) *COBRA.* You will be offered the opportunity to receive continuation coverage for yourself and your eligible dependents under the Company's medical and dental plans pursuant to the provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("**COBRA**") following the Resignation Date, provided you timely elect and pay for such coverage.

(b) *Key Man Insurance.* The Company shall pay the premiums on your key man insurance policy through December 31, 2016.

2.4 **Other Compensation Matters.** Notwithstanding anything to the contrary contained in this Agreement (including the Release set forth in Section 6 hereof), you hereby acknowledge that, in connection with your resignation when you cease to be an employee of the Company, you will not be entitled to receive from the Company or an affiliate (i) any severance or other payments or benefits, except as provided for in this Section 2, or (ii) any retiree termination welfare benefits (other than health care continuation coverage that you may be entitled to elect pursuant to Section 4980B of the Code).

3. **Nondisparagement.** You agree to refrain from making any false or misleading statements or comments about the Company and any of its respective affiliates, their officers, directors, personnel, or any of their products and services. You agree to refrain from making any disparaging remarks to any person (other than comments to your immediate family members or advisers that are made on a confidential basis and are not repeated or published by such persons) about the Company and any of its respective affiliates, their officers, directors, their respective personnel, and their respective products and services; except to the extent otherwise required by applicable law. The Company agrees to refrain from making any false, misleading, or disparaging statements about you to any person outside the Company (other than comments to advisers of the Company that are made on a confidential basis and are not repeated or published by such persons) except to the extent otherwise required by applicable law. The Company has no obligation under Section 3 with respect to James J. Cotter, Jr.

4. **Cooperation**. In order to ensure a smooth transition from Executive's duties and responsibilities as the Company's General Counsel and Secretary, and taking into consideration Executive's schedule and other commitments, Executive agrees to provide reasonable assistance to and cooperation with Company following the Resignation Date in connection with any Company matters for which Executive had knowledge or responsibility while employed by Company. Further, if Company is involved in any legal action or investigation on or after Executive's Resignation Date relating to events which occurred during Executive's employment, Executive will cooperate with the Company to the fullest extent reasonably possible (taking into consideration Executive's schedule and other commitments) in the preparation, prosecution, or defense of the Company's case, including, but not limited to, required travel, appearances and testimony, the execution of affidavits or documents or providing information reasonably requested by the Company. As part of his cooperation and assistance pursuant to this Section 4, Executive agrees that he will take and/or promptly return phone calls and promptly respond to emails or other communications from the Company or its representatives, and will make himself available to meet with the Company or its representatives in person at its Los Angles offices or other location in Los Angeles County upon reasonable request by the Company. Company will reimburse Executive for reasonable pre-approved out-of-pocket expenses incurred in providing such assistance and cooperation to the Company. Executive agrees that in providing such services, Executive will be serving as an attorney for the Company, and that any communications between the Company (or any of its counsel) and Executive shall be subject to the attorney-client and attorney work product privilege. Executive acknowledges that he has no right or authority to waive any attorney-client or attorney work product privilege belonging to the Company and/or any of its affiliates, and that he shall not provide any information in violation of such privileges. Executive further agrees that he shall not meet or otherwise communicate with any counter-party or any representative of any counter party to any litigation in which the Company (or any of its officers or directors) is a party, whether or not nominal, without the prior written consent of the Company.

5. **Public Comment**. Prior to issuing any press release or SEC filing (e.g. Form 8-K) regarding your resignation, the Company agrees to give Executive 24 hours, with the opportunity to review and comment on the written draft release or SEC filing, notice prior to the requisite filing date.

6. **Release.** You hereby acknowledge that the Company's obligations under Section 2 hereof are in excess of any payments or benefits to which you are entitled under law, contract or otherwise and are contingent upon your timely performance of your obligations under this Agreement in all material respects, and the release of claims set forth in this Section 6 (the "**Release**"). For purposes of this Section 6, "**Released Parties**" include the Company and its affiliated companies and their officers, directors, managers, stockholders, employees, agents, representatives, plans, trusts, administrators, fiduciaries, insurance companies, attorneys, successors, and assigns.

6.1 You, on behalf of yourself and your personal and legal representatives, heirs, executors, successors and assigns, hereby acknowledge full and complete satisfaction of, and fully and forever waive, release, and discharge the Released Parties from any and all claims, causes of action, demands, liabilities, damages, obligations, and debts (collectively referenced as "**Claims**"), of every kind and nature, whether known or unknown, suspected or unsuspected, that you hold as of the date you sign this Agreement, or at any time previously held against any Released Party, arising out of any matter whatsoever (with the exception of breach of this Agreement). This release specifically includes, but is not limited to, any and all Claims:

(a) Arising out of or in any way related to your employment with or separation of employment from the Company, or any contract or agreement between you and the Company or the termination thereof;

(b) Arising out of or in any way related to any treatment of Executive by any of the Released Parties, which shall include, without limitation, any treatment or decisions with respect to hiring, placement, promotion, discipline, work hours, assignment of or change in duties or responsibilities, demotion, transfer, termination, compensation, performance review, or training; any statements or alleged statements by the Company or any of the Released Parties regarding Executive, whether oral or in writing; any damages or injury that Executive may have suffered, including without limitation, emotional or physical injury, compensatory damages, or lost wages; or employment discrimination, which shall include, without limitation, any individual or class claims of discrimination on the basis of age, disability, sex, race, religion, national origin, citizenship status, marital status, sexual preference, or any other basis whatsoever.

(c) Arising under or based on the Equal Pay Act of 1963 (EPA); Title VII of the Civil Rights Act of 1964, as amended (Title VII); Section 1981 of the Civil Rights Act of 1866 (42 U.S.C. §1981); the Civil Rights Act of 1991

(42 U.S.C. §1981a); the Americans with Disabilities Act of 1990, as amended (ADA); the Family and Medical Leave Act of 1993, as amended (FMLA); the Genetic Information Nondiscrimination Act of 2008 (GINA); the National Labor Relations Act (NLRA); the Worker Adjustment and Retraining Notification Act of 1988 (WARN); the Uniform Services Employment and Reemployment Rights Act (USERRA); the Rehabilitation Act of 1973; the Occupational Safety and Health Act (OSHA); the Employee Retirement Income Security Act of 1974 (ERISA) (except claims for vested benefits, if any, to which you are legally entitled); the False Claims Act; Title VIII of the Corporate and Criminal Fraud and Accountability Act, as amended (18 U.S.C. §1514A) (Sarbanes-Oxley Act); the federal Whistleblower Protection Act and any state whistleblower protection statute(s); the California Fair Employment and Housing Act or any other federal, state or local law relating to employment or discrimination in employment or any other fair employment practices statute(s) of any state, in all cases arising out of or relating to your employment by Reading or investment in Reading or your services as an officer or employee of Reading or its subsidiaries, or otherwise relating to the termination of such employment or services.

(d) Arising under or based on any other federal, state, county or local law, statute, ordinance, decision, order, policy or regulation prohibiting employment discrimination, providing for the payment of wages or benefits, or otherwise creating rights or claims for employees; any and all claims alleging breach of public policy, the implied covenant of good faith and fair dealing, or any express, implied, oral or written contract, handbook, manual, policy statement or employment practice, including, but not limited to, the Employment Agreement or Amendment thereto; constructive discharge; misrepresentation; defamation; libel; slander; interference with contractual relations; intentional or negligent infliction of emotional distress; invasion of privacy; assault; battery; fraud; negligence; harassment; retaliation; or wrongful discharge; and

(e) Arising under or based on the Age Discrimination in Employment Act of 1967 ("**ADEA**"), as amended by the Older Workers Benefit Protection Act ("**OWBPA**"), and alleging a violation thereof by any Released Party, at any time prior to the date you sign this Agreement.

6.2 You agree that, except as set forth in this Agreement, you are not entitled to any payment or benefits from any of the Released Parties, including, but not limited to, any payments or benefits under any plan, program or agreement with any Released Party, including, but not limited to, the Employment Agreement or Amendment thereto.

6.3 You agree that, this Agreement extinguishes all claims and charges that you could have raised against any of the Released Parties,

whether known to you or not. You expressly waive all rights and benefits under Section 1542 of the California

Civil Code and any similar law of any state or territory of the United States. Section 1542 of the California Civil Code provides as follows:

> **"A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor."**

6.4 You hereby represent that you know of no claim that you have that has not been released by this Section 6. You further represent and warrant that you have not assigned or subrogated any of your rights, claims or causes of action, including any claims referenced in this Agreement, or authorized any other person or entity to assert such claim or claims on your behalf, and you agree to indemnify and hold the Company harmless against any assignment of said rights, claims and/or causes of action.

6.5 Nothing contained in this Release will (i) release any claim that cannot be waived under applicable law, (ii) release your rights to any benefits under any employee welfare benefit plan of the Company, the 401(k) Plan or with respect to the right to elect health care continuation under COBRA, (iii) release any entitlement to or with respect to indemnification which you may have pursuant to agreement, the Company's bylaws, any policy of insurance maintained by the Company or otherwise under law, or (iv) be construed to release your rights under this Agreement or be construed to prohibit or restrict you in any manner from bringing appropriate proceedings to enforce this Agreement. You acknowledge that your execution of this Agreement terminates any claims you previously held to any and all compensation and employee benefits, other than those specifically identified in this Agreement.

6.6 By signing this Agreement, you represent that you have not commenced or joined in any claim, charge, action or proceeding whatsoever against any of the Released Parties arising out of or relating to any of the matters set forth in this Section 6. You further represent that you will not be entitled to any personal recovery in any action or proceeding that may be commenced on your behalf arising out of the matters released hereby.

7. **Release of ADEA Claims**. You expressly acknowledge and agree that this Agreement includes a release of all claims which you have or may have under the Age Discrimination in Employment Act, as amended ("ADEA"). The following terms and conditions apply to and are part of the release of ADEA claims under this Agreement:

(a) You have been advised to consult with an attorney before signing this Agreement;

(b) You are not releasing any rights or claims under the ADEA that may arise after the date on which you execute this Agreement;

(c) You have twenty-one (21) days from the date you are presented with this Agreement to decide whether or not to sign this Agreement, although you may choose to sign the Agreement at any time earlier;

(d) You have seven (7) days after signing this Agreement to revoke this Agreement (the "**Revocation Period**"), and this Agreement will not be effective until that Revocation Period has expired;

(e) To revoke this Agreement, you must deliver written notice of revocation by hand, overnight delivery, or confirmed facsimile signed by you and received by the Company to the attention of Ellen Cotter, President & CEO, no later than the seventh (7th) day of the Revocation Period. If no such revocation occurs, the General Release and this Agreement will become effective on the eighth (8th) day following your execution of this Agreement. You further acknowledge and agree that, in the event that you revoke this Agreement, it will have no force or effect; and

(f) You hereby acknowledge and agree that you are knowingly and voluntarily releasing your rights and claims only in exchange for consideration (something of value) in addition to anything of value to which you are already entitled.

8. **Restrictive Covenants; Arbitration; Surviving Provisions**. You acknowledge and agree that Sections 8 (Non-Disclosure), 9 (Remedies), and 12 (Data), and 13 (Arbitration) of the Employment Agreement shall remain in effect after your resignation and termination of your employment, and are expressly incorporated herein. You further agree that any disputes related to this Agreement, or breach therefor, including the arbitrability of such dispute or controversy, shall be determined and settled by arbitration pursuant to the procedures set forth in Section 13 of the Employment Agreement. Further, the provisions of the Company policies that relate to trade secrets, confidential and proprietary information and non-solicitation of employees will survive the termination of your employment and are incorporated in this Section 8 by reference. Payments to you or on your behalf under Section 2.1(b), 2.2, and 2.3(b) will be conditioned on your continued compliance with the provisions of these provisions and the provisions of this Agreement. In the event of any violation by you of these provisions or the provisions of this Agreement, no further payments will be made under Section 2.1(b) or 2.3(b) and no vesting of any unvested equity awards will occur under Section 2.2, and your right to any unpaid payments under Section 2.1(b) and 2.3(b) and any unvested equity awards under Section 2.2 will be forfeited.

9. **General Provisions**.

9.1 **Severability.** It is the desire and intent of the parties that the provisions of this Agreement will be enforced to the fullest extent permissible. In the event that any one or more of the provisions of this Agreement will be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remainder of this Agreement will remain valid and enforceable and continue in full force and effect

to the fullest extent consistent with law. Moreover, if any one or more of the provisions contained in this Agreement is held to be excessively broad as to duration, scope, activity or subject, such provisions will be construed by limiting and reducing them so as to be enforceable to the maximum extent compatible with applicable law.

9.2 **No Admission**. By entering into this Agreement, the parties do not admit to, and expressly deny, any wrongdoing.

9.3 **Return of Property.** You agree to return to the Company, on or prior to the Resignation Date, all files, records, documents, reports, computers and other property of the Company in your possession or control, including, but not limited to, any documents or other materials containing confidential information, and you further agree that you will not keep, transfer or use any copies or excerpts of the foregoing items. Executive will be permitted to copy and remove any electronic files on the computer or cell phone that contain his personal information (but not any confidential information or proprietary Company information or data), including contact information. Executive understands and agrees that following his resignation, the Company shall have the right to access and review any files on his Company-provided computer, and to open and review any emails received at his Company email address.

9.4 **Notices**. Unless otherwise specified in this Agreement, any and all notices, requests, demands and other communications provided for by this Agreement will be in writing and will be effective when delivered in person, consigned to a reputable national or international courier service (including Federal Express), and addressed to you at your last known address on the books of the Company (which is 1995 Monte Vista Street, Pasadena, CA 91107) or, in the case of the Company, at the Company's principal place of business (which is 6100 Center Drive, Suite 900, Los Angeles, CA 90045), attention of the CEO of the Company, or to such other address as either party may specify by notice to the other actually received.

9.5 **Successors and Assigns.** This Agreement is personal to you and, without the prior written consent of the Company, will not be assignable by you otherwise than by will or the laws of descent and distribution. This Agreement will inure to the benefit of and be enforceable by your legal representatives. This Agreement will inure to the benefit of and be binding upon the Company and its successors and assigns.

9.6 **Governing Law; Captions; Amendment.** This Agreement will be governed by, and construed in accordance with, the laws of the State of California, without reference to principles of conflict of laws. The captions of this Agreement are not part of the provisions hereof and will have no force or effect. This Agreement may not be amended or modified except by a written agreement executed by the parties hereto or their respective successors and legal representatives.

9.7 **Code Section 409A Compliance**. The Company and you each hereby affirm that it is their mutual view that the provision of payments and benefits described or referenced herein are either exempt from or intended to be in compliance with the requirements of Section 409A of the Code and the Treasury regulations relating thereto ("**Section 409A**") and that each party's tax reporting will be completed in a manner consistent with such view. The Company and you each agree that upon the Resignation Date, you will experience a "separation from service" for purposes of Section 409A. Any payments that qualify for the "short-term deferral" exception or another exception under Section 409A will be paid under the applicable exception. For purposes of the limitations on nonqualified deferred compensation under Section 409A of the Code, each payment of compensation under this Agreement will be treated as a separate payment of compensation. Notwithstanding anything to the contrary in this Agreement, all reimbursements and in-kind benefits provided under this Agreement will be made or provided in accordance with the requirements of Section 409A of the Code, including, where applicable, the requirement that (x) the amount of expenses eligible for reimbursement, or in kind benefits provided, during a calendar year may not affect the expenses eligible for reimbursement, or in kind benefits to be provided, in any other calendar year; (y) the reimbursement of an eligible expense will be made no later than the last day of the calendar year following the year in which the expense is incurred; and (z) the right to reimbursement or in kind benefits is not subject to liquidation or exchange for another benefit. Neither the Company nor its affiliates will be liable in any manner for any federal, state or local income or excise taxes (including but not limited to any taxes under Sections 409A of the Code), or penalties or interest with respect thereto, as a result of the payment of any compensation or benefits hereunder or the inclusion of any such compensation or benefits or the value thereof in your income. You acknowledge and agree that the Company will not be responsible for any additional taxes or penalties resulting from the application of Section 409A.

9.8 **Withholding**. Notwithstanding any other provision of this Agreement, the Company may withhold from amounts payable under this Agreement all amounts that are required to be withheld, including, but not limited to, federal, state, local and foreign taxes to be withheld by applicable laws or regulations, but will only take such withholdings to the minimum extent permissible under applicable laws or regulations.

9.9 **Preparation of Agreement**. This Agreement will be interpreted in accordance with the plain meaning of its terms and not strictly for or against any of the parties hereto. Regardless of which party initially drafted this Agreement, it will not be construed against any one party, and will be construed and enforced as a mutually-prepared document.

9.10 **Entire Agreement**. This Agreement constitutes the entire agreement between you and the Company with respect to the subjects addressed herein, and together with the provisions that survive your resignation and termination of your employment as specified in this Agreement, this Agreement supersede all prior agreements,

understandings and representations, written or oral, with respect to those subjects, including, but not limited to the, Employment Agreement and Amendment thereto. Without limiting the generality of the foregoing, you acknowledge that the Employment Agreement and Amendment thereto will be terminated upon the effectiveness of this Agreement, except as specified in this Agreement.

9.11 **Counterparts**. This Agreement may be executed in counterparts, each of which will be deemed an original, and which together will be deemed to be one and the same instrument.

9.12 **Waiver of Breach**. Any waiver of any breach of this Agreement shall not be construed to be a continuing wavier or consent to any subsequent breach on the part of you or of the Company.

10. **Consultation with Attorney; Voluntary Agreement.** You understand and agree that you have the right and have been given the opportunity to review this Agreement and, specifically, the Release set forth in Section 6 above, with an attorney of your choice. You also understand and agree that you are under no obligation to consent to the Release. You acknowledge that you have read this Agreement and the Release and understand their terms and that you enter into this Agreement freely, voluntarily, and without coercion.

READ CAREFULLY BEFORE SIGNING

THIS SEPARATION AND RELEASE AGREEMENT INCLUDES A RELEASE OF ALL KNOWN AND UNKNOWN CLAIMS AND A WAIVER OF YOUR RIGHTS UNDER THE AGE DISCRIMINATION IN EMPLOYMENT ACT AS WELL AS OTHER FEDERAL, STATE AND LOCAL LAWS PROTECTING EMPLOYEE RIGHTS. IF YOU SIGN THIS AGREEMENT, YOU ARE WAIVING ALL OF YOUR RIGHTS TO ASSERT ANY CLAIMS UNDER THESE LAWS. PLEASE READ THIS AGREEMENT CAREFULLY AND SEEK THE ADVICE OF AN ATTORNEY REGARDING THE LEGAL EFFECT OF SIGNING THIS AGREEMENT.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the day and year written opposite their signature.

"*Executive*"

Date: _____

_____
William D. Ellis, an individual

"*Company*"
Reading International, Inc.

Date: _____

By: _____
Ellen M. Cotter, President and CEO

Data provided by Morningstar Document Research℠ Service provided by

EXHIBIT 26

READING INTERNATIONAL INC filed this DEF 14A on 04/29/2013

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 þ
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))
þ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material under Sec. 240.14a-12

READING INTERNATIONAL, 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 the appropriate box):

þ 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 transaction 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.

¨ 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: _____



READING INTERNATIONAL, INC.
6100 Center Drive, Suite 900
Los Angeles, California 90045

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON THURSDAY, MAY 16, 2013

TO THE STOCKHOLDERS:

The 2013 Annual Meeting of Stockholders (the "Annual Meeting") of Reading International, Inc., a Nevada corporation, will be held at 6100 Center Drive, Suite 900, Los Angeles, California, on Thursday, May 16, 2013, at 11:00 a.m., local time, for the following purposes:

1. To consider and vote upon a proposed amendment to the Company's Amended and Restated Articles of Incorporation that would prohibit the Company, without stockholder approval or ratification, from issuing any class of preferred stock (or securities convertible into or exchangeable for shares of any class of preferred stock) having voting rights, other than voting rights with respect to the approval of any change in the rights, privileges, or preferences of such class of preferred stock;

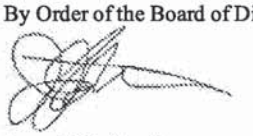
2. To elect nine directors to our Board of Directors to serve until the 2014 Annual Meeting of Stockholders; and

3. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 is enclosed. Only holders of our class B voting common stock at the close of business on April 19, 2013 are entitled to notice of and to vote at the meeting and any adjournment or postponement thereof.

If you hold shares of our class B voting common stock, you will have received a proxy card enclosed with this notice. Whether or not you expect to attend the Annual Meeting in person, please complete, sign, and date the enclosed proxy card and return it promptly in the accompanying postage-prepaid envelope to ensure that your shares will be represented at the Annual Meeting.

By Order of the Board of Directors



James J. Cotter, Sr.
Chairman

April 26, 2013

PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE TO ENSURE THAT YOUR VOTES ARE COUNTED.



READING INTERNATIONAL, INC.
6100 Center Drive, Suite 900
Los Angeles, California 90045

PROXY STATEMENT

Annual Meeting of Stockholders
Thursday, May 16, 2013

INTRODUCTION

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Reading International, Inc. (the "Company," "Reading," "we," "us," or "our") of proxies for use at our 2013 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Thursday, May 16, 2013, at 11:00 a.m., local time, at 6100 Center Drive, Suite 900, Los Angeles, California, and at any adjournment or postponement thereof. This Proxy Statement and form of proxy are first being sent or given to stockholders on or about April 26, 2013.

At our Annual Meeting, you will be asked to (1) consider and vote upon a proposed amendment to the Company's Amended and Restated Articles of Incorporation that would require the Company to obtain stockholder approval of any sale or issuance of any class of preferred stock (or securities convertible into or exchangeable for shares of any class of preferred stock) having voting rights, other than voting rights with respect to the approval of any change in the rights, privileges, or preferences of such class of preferred stock (the "Proposed Amendment"); (2) elect nine directors to our Board of Directors to serve until the 2014 Annual Meeting of Stockholders and (3) act on any other business that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

As of April 19, 2013, the record date for the Annual Meeting (the "Record Date"), there were outstanding 1,495,490 shares of our class B voting common stock ("Class B Stock"). James J. Cotter, Sr., our Chairman and Chief Executive Officer, beneficially owned 1,023,888 shares of our Class B Stock on the Record Date which shares represent a majority of the outstanding voting rights of the Company. Accordingly, Mr. Cotter, Sr. has the power, acting alone and regardless of the vote of our other stockholders, to determine the outcome of each of the proposals on the agenda for the Annual Meeting. Mr. Cotter, Sr. has advised us that he intends to follow the recommendations of our Board of Directors in casting his votes and to vote in favor of each of the proposals described in this Proxy Statement.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING TO BE HELD ON MAY 16, 2013 – This Proxy Statement, along with the proxy card, and our Annual Report to Stockholders on Form 10-K for the year ended December 31, 2012 as filed with the Securities and Exchange Commission are available at our website, http://www.readingrdi.com, under "Investor Information."

VOTING AND PROXIES

Am I eligible to vote?

If you owned shares of Class B Stock on the Record Date, you are eligible to vote, and you should have received a proxy card enclosed with this notice. If you did not receive a proxy card, please contact our Corporate Secretary at (213) 235-2240.

What if I own Class A Nonvoting Common Stock?

Holders of our class A nonvoting common stock ("Class A Stock") have no voting rights with respect to the matters to be voted on at the Annual Meeting.

How many votes do I have?

You will have one vote with respect to each matter to be considered at the Annual Meeting for each share of Class B Stock that you owned on the Record Date.

How do I vote in person?

You may vote in person by attending the 2013 Annual Meeting. If you are not the record holder of your shares, please refer to the discussion following the question "What if I am not the record holder of my shares?"

How do I vote by proxy?

To vote by proxy, you should complete, sign, and date the enclosed proxy card and return it promptly in the enclosed postage-paid envelope.

To be able to vote your shares in accordance with your instructions, we must receive your proxy before the Annual Meeting. We will vote at the Annual Meeting in accordance with the instructions given to us in properly executed proxies. If you execute and return the enclosed proxy card without marking instructions, we will vote "FOR" each of the proposals described in this Proxy Statement. Although we do not know of any other matter to be acted upon at the Annual Meeting, the individuals indicated on your proxy card may vote in accordance with their judgment with respect to any other business that may properly come before the Annual Meeting.

If I plan to attend the Annual Meeting, should I still submit a proxy?

Whether or not you plan to attend the Annual Meeting, we urge you to submit a proxy. Submission of a proxy will not in any way affect your right to attend the Annual Meeting and vote in person.

What if I want to revoke my proxy?

You have the right to revoke your proxy at any time before it is voted on your behalf by:

- submitting to our Corporate Secretary at our address at 6100 Center Drive, Suite 900, Los Angeles, California 90045, prior to the commencement of the Annual Meeting, a duly executed instrument dated subsequent to such proxy revoking the same;
- submitting a duly executed proxy bearing a later date; or
- attending the Annual Meeting and voting in person.

What if I am not the record holder of my shares?

If your shares are held in the name of a brokerage firm, bank nominee, or other institution, only it can give a proxy with respect to your shares. You should receive a proxy card from your bank or broker which you must return in the envelope provided in order to have your shares voted.

If you do not have record ownership of your shares and want to vote in person at the Annual Meeting, you must obtain a proxy from the record holder of your shares and bring it with you to the Annual Meeting.

Proxy Solicitation and Expenses

In addition to the solicitation by mail, our employees may solicit proxies in person or by telephone, but no additional compensation will be paid to them for such services. We will bear all the costs of soliciting proxies on behalf of our Board of Directors and will reimburse persons holding shares in their own names or in the names of their nominees, but not owning such shares beneficially, for the expenses of forwarding solicitation materials to the beneficial owners.

Quorum and Vote Required

The presence in person or by proxy of the holders of a majority of our outstanding shares of Class B Stock will constitute a quorum at the Annual Meeting.

As to the Proposed Amendment:

Approval of the Proposed Amendment will require a "FOR" vote from the holders of a majority of our outstanding shares of Class B Stock.

You may vote "FOR," "AGAINST," OR "ABSTAIN" with respect to the Proposed Amendment. In tabulating the voting results, only the "FOR" votes are counted.

As to the Election of Directors:

In the election of directors, the nine nominees receiving the highest number of "FOR" votes will be elected.

In the election of directors, you may vote "FOR," "AGAINST," or "ABSTAIN" with respect to each of the nominees. If you abstain in the election of directors, it will not impact the election of directors. In tabulating the voting results for the election of directors, only "FOR" and "AGAINST" votes are counted.

As to Broker Non-Votes:

If you are the beneficial owner of shares held in the name of a broker, trustee, or other nominee and do not provide that broker, trustee, or other nominee with voting instructions, your shares may constitute "broker non-votes." Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given. In tabulating the voting results for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal.

Brokers may not vote on the Proposed Amendment without approval of the beneficial owner of the shares held of record by the broker. Since the approval of the Proposed Amendment requires the "FOR" vote of a majority of our outstanding shares of Class B Stock, a broker non-vote will have the same effect as a vote "AGAINST" the Proposed Amendment. Please instruct your broker, trustee, or other nominee so that your shares can be voted as to the Proposed Amendment.

PROPOSAL 1: PROPOSED AMENDMENT

On March 7, 2013, our Board of Directors unanimously approved, and recommended that our stockholders approve, an amendment to the Amended and Restated Articles of Incorporation of the Company. The text of the Proposed Amendment is set forth as Annex A to this Proxy Statement. The Proposed Amendment was considered at the request of Mr. James J. Cotter, Sr., our Chairman, Chief Executive Officer and the holder as of the Record Date of over 70% of our outstanding Class B Stock. See "Beneficial Ownership Table" below.

The Proposed Amendment would require that our Company obtain the approval of the holders of a majority of our outstanding Class B Stock before selling or issuing any shares of our Company's preferred stock (or securities convertible into or exchangeable for shares of any preferred stock) having voting rights, other than voting rights with respect to the approval of any change in the rights, privileges or preferences of such class of preferred stock. Adoption of the Proposed Amendment would mean that it would thereafter be highly unlikely that the Company's Board of Directors would be able to authorize a transaction involving the sale or issuance of preferred stock that could cause a change of control of our Company without the approval of the holders of our Class B Stock.

In 2003, our stockholders approved a similar amendment to our Articles of Incorporation to prohibit the Company from issuing, without the approval or ratification of the holders of a majority of the outstanding shares of Class B Stock, shares of Class B Stock equal to 5% or more of the outstanding shares of Class B Stock. The 2003 amendment was modeled on American Stock Exchange and NASDAQ requirements that listed companies such as the Company obtain stockholder approval as a prerequisite to the listing of additional shares to be sold or issued in transactions that would result in dilution of 20% or more to existing stockholders. The purpose of the 2003 amendment was to prevent our Board of Directors from issuing Class B Stock in an amount that could cause a change of control of our Company, except with the approval of the holders of a majority of our outstanding shares of Class B Stock.

Our directors believe that the Proposed Amendment is consistent with the intentions of our Company's stockholders in approving in the 2003 amendment and with fundamental notions of corporate governance that a board of directors should not have the power to unilaterally change the voting control of the company they serve, as well as the philosophy of the stock exchange listing standards referred to above. Unless the Proposed Amendment is adopted, the provisions of our Amended and Restated Articles of Incorporation with respect to the issuance of preferred stock will be inconsistent with the limitations imposed on the issuance of Class B Stock and could be used to circumvent these limitations. Therefore, the Proposed Amendment would conform the provisions of our Amended and Restated Articles as they relate to our preferred stock and our Class B Stock.

The Board believes that the adoption of the Proposed Amendment is also consistent with current stockholder and market expectations that James J. Cotter, Sr.'s control position will not be materially diluted without his approval as long as he owns a majority of our outstanding Class B Stock. The Proposed Amendment may have the effect of discouraging potential acquirers of the Company, because it will not be possible for a bidder to acquire the Company without the approval of the holders of Class B Stock, including Mr. Cotter, Sr. but the Board believes that that the amendment will assist in negotiating with potential purchasers of our preferred stock by, in effect, removing the voting issue from consideration. The Company knows of no current or anticipated bid for the Company by a potential acquirer.

In light of Mr. Cotter, Sr.'s ownership of Class B Stock, at present it is unlikely that the Board could bring about a change of control of the Company without Mr. Cotter's approval given the existing stockholder approval requirements imposed by the stock exchange listing standards referred to above. However, the Proposed Amendment will virtually eliminate such a possibility. In this respect, Mr. Cotter, Sr. may be deemed to have an interest in the adoption of the Proposed Amendment that differs from that of the Company's other stockholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ADOPTION OF THE PROPOSED AMENDMENT. Mr. Cotter has advised our Company that he intends to vote his Class B Stock in accordance with such recommendation. Unless otherwise instructed, the proxy holders will vote the proxies received by us "FOR" the adoption of the Proposed Amendment.

PROPOSAL 2: ELECTION OF DIRECTORS

Nominees for Election

Nine directors are to be elected at our Annual Meeting to serve until the annual meeting of stockholders to be held in 2014 or until their successors are elected and qualified. Unless otherwise instructed, the proxy holders will vote the proxies received by us "FOR" the election of the nominees below, all of whom currently serve as directors. The nine nominees for election to the Board of Directors who receive the greatest number of votes cast for the election of directors by the shares present and entitled to vote will be elected directors. If any nominee becomes unavailable for any reason, it is intended that the proxies will be voted for a substitute nominee designated by the Board of Directors. We believe the nominees named will be able to serve if elected.

The names of the nominees for director, together with certain information regarding them, are as follows:

Name	Age	Position
James J. Cotter, Sr.	75	Chairman of the Board and Chief Executive Officer (1)
James J. Cotter, Jr.	43	Vice Chairman of the Board(2)
Ellen M. Cotter	47	Director
Margaret Cotter	45	Director
William D. Gould	74	Director (3)
Edward L. Kane	75	Director (1)(2)(4)(5)
Douglas J. McEachern	61	Director (4)
Tim Storey	55	Director (4)(5)
Alfred Villaseñor	83	Director (1)(5)

(1) Member of the Executive Committee.

(2) Member of the Tax Oversight Committee.

(3) Lead Independent Director.

(4) Member of the Audit and Conflicts Committee.

(5) Member of the Compensation Committee.

James J. Cotter, Sr.

James J. Cotter, Sr. has been a director of our Company since 1991, the Chairman of our Board since 1992, and our Chief Executive Officer since December 27, 2000. Mr. Cotter, Sr. also served as our Chief Executive Officer from August 1, 1999 to October 16, 2000, and as a director of our Company from 1986 to 1988. Mr. Cotter, Sr. is a 50% owner of Sutton Hill Associates, a general partnership engaged in cinema-related activities primarily with our Company, a 50% member in Shadow View Land and Farming, LLC, a limited liability company in which our Company owns the remaining membership interest, and the sole voting member of Cotter Enterprises LLC (a family-owned private investment vehicle). Mr. Cotter, Sr. is the father of Ellen M. Cotter, James J. Cotter, Jr., and Margaret Cotter. Mr. Cotter also serves as a director, officer, and/or manager of all of our consolidated subsidiaries, other than Shadow View Land and Farming, LLC, which is managed by our Company under the supervision of the Audit and Conflict Committee.

Mr. Cotter, Sr. is highly qualified to serve on our Board due to his decades of experience as an executive in the film exhibition and real estate industries, as well as experience in diverse ventures and investments. Mr. Cotter, Sr. has also served on several boards of public and private companies, primarily engaged in banking and real estate activities. Furthermore, as the largest stockholder of the Company, his interests are generally aligned with those of the other stockholders of the Company, which enhances his value as a director. In those situations where there may be a conflict of interest, such matters are referred to our Audit and Conflicts Committee comprised entirely of independent directors.

James J. Cotter, Jr.

James J. Cotter, Jr. has been a director of the Company since March 21, 2002, and was appointed Vice Chairman of the Board in 2007. He has been Chief Executive Officer of Cecelia Packing Corporation (a Cotter family-owned citrus grower, packer, and marketer) since July 2004. Mr. Cotter, Jr. served as a director to Cecelia Packing Corporation from February 1996 to September 1997 and as a director of Gish Biomedical from September 1999 to March 2002. He was an attorney in the law firm of Winston & Strawn, specializing in corporate law, from September 1997 to May 2004. Mr. Cotter, Jr. is the son of James J. Cotter, Sr. and the brother of Margaret Cotter and Ellen M. Cotter.

James J. Cotter, Jr. brings to the Board his experience as a business professional and corporate attorney. In addition, with his direct ownership of approximately 671,000 shares of our Company's Class A Common Stock, Mr. Cotter, Jr. is a significant stake holder in our Company. Mr Cotter Jr. also holds options to acquire an additional 22,500 shares of Class A Common Stock.

Ellen M. Cotter

Ellen M. Cotter has been a member of the Board of Directors since March 13, 2013. She joined the Company in March 1998, is a graduate of Smith College and holds a Juris Doctorate from Georgetown Law School. Prior to joining the Company, Ms. Cotter spent four years in private practice as a corporate attorney with the law firm of White & Case in Manhattan. Ms. Cotter is the daughter of James J. Cotter, Sr. and the sister of James J. Cotter, Jr. and Margaret Cotter.

Ms. Cotter brings to the Board her 15 years of experience working in our Company's cinema operations, both in the United States and Australia. For the past 12 years, she has served as the senior operating officer of our Company's domestic cinema operations. She has also served as the Chief Executive Officer of Reading's subsidiary, Consolidated Entertainment, LLC, which operates substantially all of our cinemas in Hawaii and California. With her direct ownership of approximately 652,000 shares of Class A Stock, Ms. Cotter is a significant stake holder in our Company. Ms Cotter also holds options to acquire an additional 95,000 shares of Class A Common Stock and 50,000 shares of Class B Voting Common Stock.

Ms Cotter is a senior executive officer of our Company and, accordingly, will not be paid for her services as a director, but has been granted the 20,000 stock options customarily granted to all new directors.

Margaret Cotter

Margaret Cotter has been a director of the Company since September 27, 2002. Ms. Cotter is the owner and President of OBI, LLC, a company that provides live theater management services to our live theaters. Pursuant to that management arrangement, Ms. Cotter also serves as the President of Liberty Theaters, the subsidiary through which we own our live theaters. Ms. Cotter is also a theatrical producer who has produced shows in Chicago and New York and a board member of the League of Off-Broadway Theaters and Producers. From February 1994 until October 1997, Ms. Cotter was an Assistant District Attorney for King's County in Brooklyn, New York. Ms. Cotter graduated of Georgetown University and Georgetown University Law Center. She is the daughter of James J. Cotter, Sr. and the sister of James J. Cotter, Jr. and Ellen M. Cotter.

Ms. Cotter brings to the Board her experience as a live theater producer and theater operator and an active member of the New York theatre community, which gives her insight into live theater business trends that affect our business in this sector. In addition, with her direct ownership of approximately 655,000 shares of our Company's Class A Common Stock, Ms. Cotter is a significant stake holder in our Company. Ms Cotter also holds options to acquire an additional 22,500 shares of Class A Common Stock and 35,100 shares of Class B Voting Common Stock.

William D. Gould

William D. Gould has been a director of the Company since October 15, 2004 and has been a member of the law firm of TroyGould PC since 1986. Previously, he was a partner of the law firm of O'Melveny & Myers. We have from time to time retained TroyGould PC for legal advice.

As an author and lecturer on the subjects of corporate governance and mergers and acquisitions, Mr. Gould brings to the Board specialized experience as a corporate attorney. Mr. Gould's corporate transactional experience and expertise in corporate governance matters ensures that we have a highly qualified advisor on our Board to provide oversight in such matters.

Edward L. Kane

Edward L. Kane has been a director of the Company since October 15, 2004. Mr. Kane was also a director of the Company from 1985 to 1998, and served as President from 1987 to 1988. Mr. Kane currently serves as the Chairman of our Tax Oversight Committee and of our Compensation and Stock Option Committee (which we refer to as our Compensation Committee). He also serves as a member of our Executive Committee and our Audit and Conflicts Committee. Since 1996, Mr. Kane's principal occupation has been healthcare consultant and advisor. In that capacity, he has served as President and sole shareholder of High Avenue Consulting, a healthcare consulting firm, and as the head of its successor proprietorship. At various times during the past three decades, he has been Adjunct Professor of Law at two of San Diego's Law Schools, most recently in 2008 and 2009 at Thomas Jefferson School of Law, and prior thereto at California Western School of Law.

Mr. Kane brings to the Board his many years as a tax attorney and law professor. Mr. Kane's tax law experience has served the Company in its recent tax litigation and his expertise and guidance in such complex matters continue to be invaluable to the Company. Mr. Kane also brings his experience as a past President of Craig Corporation and of Reading Company, two of our corporate predecessors, as well as a former member of the boards of directors of several publicly held corporations.

Douglas J. McEachern

Douglas J. McEachern has been a Director of the Company since May 17, 2012 and Chairman of our Audit and Conflicts Committee since August 1, 2012. He has served as a member of the Board of Directors and of the Audit and Compensation Committee for Willdan Group, a NASDAQ listed engineering company, since 2009. Mr. McEachern is also a member of the Board of Directors of Community Bank in Pasadena, California and a member of its Ethics, Finance, Investment and Audit Committees. He also is a member of the Finance Committee of the Methodist Hospital of Arcadia and Arcadia Public Library Foundation. Since July 2009, Mr. McEachern has also served as an instructor of auditing and accountancy at Claremont McKenna College and of accounting at California State Polytechnic University at Pomona. Mr. McEachern was an audit partner from July 1985 to May 2009 with the audit firm, Deloitte and Touche, LLP, with client concentrations in financial institutions and real estate. Mr. McEachern was also a Professional Accounting Fellow with the Federal Home Loan Bank Board in Washington DC, from June 1983 to July 1985. From June 1976 to June 1983, Mr. McEachern was a staff member and subsequently a manager with the audit firm, Touche Ross & Co. (predecessor to Deloitte & Touche, LLP). Mr. McEachern received a B.S. in Business Administration in 1974

from the University of California, Berkeley, and an M.B.A. in 1976 from the University of Southern California.

Mr. McEachern brings to the Board his more than 36 years experience meeting the accounting and auditing needs of financial institutions and real estate clients, including our Company. Mr. McEachern also brings his experience reporting as an independent auditor to the boards of directors of a variety of public reporting companies and as a board member himself for various companies and not-for-profit organizations.

Tim Storey

Tim Storey has been a director of the Company since December 28, 2011. Mr. Storey has served as the sole outside director of the Company's wholly-owned New Zealand subsidiary since 2006. He has served since April 1, 2009 as a director of DNZ Property Fund Limited, a commercial property investment fund based in New Zealand and listed on the New Zealand Stock Exchange, and was appointed Chairman of the Board of that company on July 1, 2009. From 2011 to 2012, Mr. Storey was a director of NZ Farming Systems Uruguay, also a New Zealand listed company. NZ Farming Systems Uruguay owns and operates dairy farms in Uruguay. Prior to being elected Chairman of DNZ Property Fund Limited, Mr. Storey was a partner in Bell Gully (one of the largest law firms in New Zealand). Mr. Storey is also a principal in Prolex Advisory, a private company in the business of providing commercial advisory services to a variety of clients and related entities. Prolex Advisory provides consulting services primarily with respect to fund management and commercial property/project transactions across a range of industries including health care, community housing, student accommodations and agriculture.

Mr. Storey brings to the board many years of experience in New Zealand corporate law and commercial real estate matters. He serves as a director of our New Zealand subsidiary.

Alfred Villaseñor

Alfred Villaseñor has been a director of the Company since 1987. He also served from 1987 to 1994 as a director of Fidelity Federal Bank, FSB, then a wholly owned subsidiary of our Company. Mr. Villaseñor is the President and owner of Unisure Insurance Services, Incorporated, an insurance agency that has specialized in life, business and group health insurance for over 40 years. Mr. Villaseñor was a director of the John Gogian Family Foundation, a charitable foundation devoted to developmentally disabled, abused, or neglected youth, and currently serves as a member of its Scholarship Committee. Mr. Villaseñor is a past president and is currently a director of Richstone Family Centers, a non-profit organization helping abused children.

Mr. Villaseñor brings to the Board his decades of experience in the insurance industry.

Attendance at Board and Committee Meetings

During the year ended December 31, 2012, our Board of Directors met six times. The Audit and Conflicts Committee held five meetings during 2012 and the Compensation Committee held three meetings during 2012. Each director attended at least 75% of these Board Meetings and at least 75% of the meetings of all committees on which he or she served. The Tax Oversight Committee was formed in 2013 and, accordingly, had no meetings in 2012.

Code of Ethics

We have adopted a Code of Ethics applicable to our principal executive officer, principal financial officer, principal accounting officer or controller and Company employees, which is available on our website at www.readingrdi.com.

Indemnity Agreements

We currently have indemnity agreements in place with each of our current directors and senior officers, as well as certain of the directors and senior officers of our subsidiaries. Under these agreements, we have agreed, subject to certain exceptions, to indemnify each of these individuals against all expenses, liabilities and losses incurred in connection with any threatened, pending or contemplated action, suit or proceeding, whether civil or criminal, administrative or investigative, to which such individual is a party or is threatened to be made a party, in any manner, based upon, arising from, relating to or by reason of the fact that such individual is, was, shall be or has been a director, officer employee, agent or fiduciary of the Company.

Compensation of Directors

During 2012, all of our directors, except James J. Cotter, Sr., received an annual fee of $35,000 for their services, including attendance at meetings of the Board and Board committees. James J. Cotter, Jr. received an additional $100,000 for his services as our Vice Chairman of the Board in 2012. For 2012, the Chairman of our Audit and Conflicts Committee received an additional $7,000, and the Chairman of our Compensation Committee received an additional $5,000.

In addition, upon joining the Board, new directors receive immediately vested options to purchase 20,000 shares of our Class A Stock at an exercise price equal to the market price of the stock at the date of grant. Our directors are from time to time granted additional stock options as a part of their continuing compensation for their ongoing participation on our Board of Directors. These awards are based upon the recommendations of our Chairman and principal shareholder, James J. Cotter, Sr., which recommendations are reviewed and acted upon by our entire Board of Directors. Typically, in such cases, each sitting director (other than Mr. Cotter, Sr., who does not participate in such awards) is awarded the same number of options, and such options are granted on the same terms. Historically, we have granted our officers and directors replacement options where their options would otherwise expire with exercise prices that were out of the money at the time of such expiration. Such awards have in each case been recommended by Mr. Cotter, Sr. to our Compensation Committee for the committee's consideration.

Director Compensation Table

The following table summarizes the director compensation for the year ended December 31, 2012:

Name	Fees Earned or Paid in Cash ($)	Option Awards ($)	All Other Compensation ($)	Total ($)
James J. Cotter, Sr. (1)	$ –	$ –	$ –	$ –
Eric Barr (2)	$ 10,500	$ –	$ –	$ 10,500
James J. Cotter, Jr. (3)	$ 135,000	$ –	$ –	$ 135,000
Ellen M. Cotter	$ –	$ –	$ –	$ –
Margaret Cotter (4)	$ 35,000	$ –	$ –	$ 35,000
William D. Gould	$ 35,000	$ –	$ –	$ 35,000
Edward L. Kane	$ 40,000	$ –	$ –	$ 40,000
Gerard P. Laheney (5)	$ 8,750	$ –	$ –	$ 8,750
Douglas J. McEachern	$ 31,500	$ –	$ –	$ 31,500
Tim Storey	$ 35,000	$ –	$ 20,000 (6)	$ 55,000
Alfred Villaseñor	$ 40,000	$ –	$ –	$ 40,000

(1)Mr. Cotter, Sr. and Ms. Ellen Cotter receive compensation only as executive officers of the Company and not in their capacities as directors.

(2)Mr. Barr's term as a director ended on May 17, 2012, the date of our 2012 Annual Meeting of Stockholders.

(3)In addition to his responsibilities as Vice Chairman of the Board, Mr. James J. Cotter, Jr. works with the Company's Executive Officers on operational and strategic matters of the Company and chairs the Domestic and Australia/New Zealand Senior Executive Management meetings, typically held on a weekly basis and serves as a member of the Tax Oversight Committee.

(4)In addition to her director's fees, Margaret Cotter receives a combination of fixed and incentive management fees under the OBI Management Agreement described under the caption "Certain Transactions and Related Party Transactions - OBI Management Agreement," below.

(5)Mr. Laheney's term as a director ended on May 17, 2012, the date of our 2012 Annual Meeting of Stockholders.

(6)This amount represents fees paid to Mr. Storey as the sole independent director of our Company's wholly-owned New Zealand subsidiary.

Board Committees and Corporate Governance

Our Board of Directors has standing Executive, Audit and Conflicts, Compensation, and Tax Oversight Committees. These committees are discussed in greater detail below.

James J. Cotter, Sr. owns beneficially a majority of our Class B Stock and accordingly holds more than 50% of the voting power for the election of directors of the Company. Therefore, our Board of Directors, has determined that our Company is a "Controlled Company" under section 5615(c)(1) of the listing rules of The NASDAQ Capital Stock Market (the "NASDAQ Rules"). After reviewing the benefits and detriments of taking advantage of the exceptions to the corporate governance rules set forth in section 5605 of the NASDAQ Rules, our Board of Directors in 2009 unanimously determined to take advantage of all of the exceptions from the NASDAQ Rules afforded to our Company as a Controlled Company.

A Controlled Company is not required to have an independent nominating committee or independent nominating process. It was noted by our directors that the use of an independent nominating committee or independent nominating process would be of limited utility, since any nominee would need to be acceptable to Mr. Cotter, Sr. as our controlling stockholder, in order to be elected. Mr. Cotter, Sr., as the holder of a majority of the voting power of our Company, is able to unilaterally elect candidates to our Board of Directors at our annual meeting or any other meeting where our directors are to be elected or remove a Director from the Board of Directors. Historically, Mr. Cotter, Sr. has identified and recommended nominees to our Board of Directors in consultation with our other incumbent directors.

Our Board of Directors does not have a formal policy with respect to the consideration of director candidates recommended by our stockholders. No stockholder has, in more than the past ten years, made any proposal or recommendation to the Board as to potential nominees, nor has Mr. Cotter, Sr. ever proposed, in the time he has been our principal or controlling stockholder, any nominee that our remaining directors have found to be unacceptable. Neither our governing documents nor applicable Nevada law place any restriction on the nomination of candidates for election to our Board of Directors directly by our stockholders. In light of the facts that (i) we are a Controlled Company under the NASDAQ Rules and exempted from the requirements for an independent nominating process and (ii) our governing documents and Nevada law place no limitation upon the direct nomination of director candidates by our stockholders, our Board of Directors believes there is no need for a formal policy with respect to director nominations.

Our Board of Directors will consider nominations from our stockholders, provided written notice is delivered to our Secretary at our principal executive offices not less than 120 days prior to the first anniversary of the immediately preceding annual meeting of our stockholders at which directors are elected, or such earlier date as may be reasonable in the event that our annual stockholders meeting is moved forward. Such written notice must set forth the name, age, address, and principal occupation or employment of such nominee, the number of shares of our common stock that are beneficially owned by such nominee, and such other information required by the proxy rules of the SEC with respect to a nominee of our Board of Directors.

Our directors have not adopted any formal criteria with respect to the qualifications required to be a director or the particular skills that should be represented on our Board of Directors, other than the need to have at least one director and member of our Audit and Conflicts Committee who qualifies as an "audit committee financial expert," and have not historically retained any third party to identify or evaluate or to assist in identifying or evaluating potential nominees. We have no policy of considering diversity in identifying director nominees.

Six of the current nominees are long-standing incumbent directors, and all nine nominees were originally recommended by Mr. Cotter, Sr. No other recommendations were received by us with respect to possible nominees to our Board of Director for consideration at our upcoming Annual Meeting of Stockholders.

James J. Cotter, Sr., serves as our Chief Executive Officer and as Chairman of the Board of Directors. We believe this leadership structure is appropriate because it is more efficient than having these roles divided, and, because the first-hand knowledge of our business operations that our Chairman possesses as Chief Executive Officer, better serves our entire Board in its decision making. In lieu of separating the Chief Executive Officer and Chairman functions, the Board has designated William D. Gould to serve as our Lead Independent Director, to chair meetings of the independent directors, and to act as liaison between our Chairman and our independent directors.

Our Board of Directors oversees risk by remaining well-informed through regular meetings with management and our Chairman's personal involvement in our day-to-day business including any matters requiring specific risk management oversight. Our Vice-Chairman chairs regular senior management meetings, which are typically held weekly, one addressing domestic issues and the other addressing overseas issues. The risk oversight function of our Board of Directors is enhanced by the fact that our Audit and Conflict Committee is comprised entirely of independent directors.

We encourage, but do not require, our Board members to attend our annual meeting of stockholders. Six of our eight then-incumbent directors attended last year's annual meeting.

Executive Committee

A standing Executive Committee, comprised of Mr. Cotter, Sr., Mr. Kane and Mr. Villaseñor, is authorized, to the fullest extent permitted by Nevada law, to take action on matters between meetings of the full Board of Directors. In recent years, this committee has not been used to take any action on corporate matters. With the exception of matters delegated to the Audit and Conflicts Committee or the Compensation Committee, all matters requiring Board approval have been considered by the entire Board of Directors.

Audit and Conflicts Committee

Our Board of Directors maintains a standing Audit and Conflicts Committee, which we refer to as the "Audit Committee." The Audit Committee operates under a Charter adopted by the Board of Directors, and is available on our website at www.readingrdi.com. Our Board of Directors has determined that the Audit Committee is comprised entirely of independent directors, (as defined in section 5605(a)(2) of the NASDAQ Rules), and that Mr. McEachern, the Chairman of our Audit Committee, is qualified as an Audit Committee Financial Expert. With respect to our fiscal year ended December 31, 2012, our Audit and Conflicts Committee was comprised of Messrs. McEachern, Kane, and Storey. Until May 17, 2012, Messrs Barr and Laheney served as members of the Audit Committee (and were likewise independent as determined by our Board of Directors), until they were succeeded by Messrs. McEachern and Storey.

Audit Committee Report

The following is the report of the Audit Committee of our Board of Directors with respect to our audited financial statements for the fiscal year ended December 31, 2012.

The information contained in this report shall not be deemed to be "soliciting material" or "filed" with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.

The purpose of the Audit Committee is to assist the Board in its general oversight of our financial reporting, internal controls and audit functions. The Audit Committee operates under a written Charter adopted by our Board of Directors. The Charter is reviewed periodically and subject to change, as appropriate. The Audit Committee Charter describes in greater detail the full responsibilities of the Audit Committee.

In this context, the Audit Committee has reviewed and discussed the Company's audited financial statements with management and Grant Thornton, LLP, our independent auditors. Management is responsible for: the preparation, presentation and integrity of our financial statements; accounting and financial reporting principles; establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)); establishing and maintaining internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)); evaluating the effectiveness of disclosure controls and procedures; evaluating the effectiveness of internal control over financial reporting; and evaluating any change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting. Grant Thornton, LLP is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States of America, as well as an opinion on (i) management's assessment of the effectiveness of internal control over financial reporting and (ii) the effectiveness of internal control over financial reporting.

The Audit Committee has discussed with Grant Thornton, LLP the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, "Communication with Audit Committees" and PCAOB Auditing Standard No. 2, "An Audit of Internal Control Over Financial Reporting Performed in Conjunction with an Audit of Financial Statements." In addition, Grant Thornton, LLP has provided the Audit Committee with the written disclosures and the letter required by the Independence Standards Board Standard No. 1, as amended, "Independence Discussions with Audit Committees," and the Audit Committee has discussed with Grant Thornton, LLP their firm's independence.

Based on their review of the consolidated financial statements and discussions with and representations from management and Grant Thornton, LLP referred to above, the Audit Committee recommended to our Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for fiscal year 2012 for filing with the SEC.

It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with accounting principles generally accepted in the United States. That is the responsibility of management and the Company's independent registered public accounting firm. In giving its recommendation to the Board of Directors, the Audit Committee relied on (1) management's representation that such financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States and (2) the report of the Company's independent registered public accounting firm with respect to such financial statements.

Respectfully submitted by the Audit Committee.

Douglas J. McEachern, Chairman
Edward L. Kane
Tim Storey

Compensation Committee

Our Board of Directors has a standing Compensation Committee comprised entirely of independent directors. The members of this committee are Alfred Villaseñor, Tim Storey and Edward L. Kane, who serves as Chairman.

The Compensation Committee evaluates and makes recommendations to the full Board of Directors regarding the compensation of our Chief Executive Officer, James J. Cotter, Sr. and of any Cotter family member, provides from time to time advice to James J. Cotter, Sr. regarding the compensation of other executives, as requested by Mr. Cotter, Sr., and performs other compensation related functions as delegated. The Compensation Committee Report is shown below under the heading, "Compensation Committee Report."

Tax Oversight Committee

Due to the complexity of our Company's tax issues, given its operations in the United States, Australia, and New Zealand and its historic net operating loss carry forwards, during March 2013, our Board formed a Tax Oversight Committee to review with management and to keep the board abreast of and informed about the Company's tax planning and such tax issues as may emerge from time to time. This committee is comprised of Messrs. Edward L. Kane and James J. Cotter, Jr. Mr. Kane serves as the Chairman of the committee.

Vote Required

The nine nominees receiving the greatest number of votes cast at the Annual Meeting will be elected to the Board of Directors. Mr. Cotter, Sr. has advised us that he intends to vote his shares of Class B Stock in favor of each of our nominees. Since Mr. Cotter, Sr. owned a majority of the outstanding shares of Class B Stock on the Record Date, if he votes all of his shares as he has advised, each of the nominees will be elected regardless of the vote of our other stockholders.

Recommendation of the Board

THE BOARD RECOMMENDS A VOTE "FOR" EACH OF THE DIRECTOR NOMINEES.

BENEFICIAL OWNERSHIP OF SECURITIES

The following table sets forth the shares of Class A Stock and Class B Stock beneficially owned on the Record Date by:

- each of our incumbent directors and director nominees;
- each of our named executive officers set forth in the Summary Compensation Table of this Proxy Statement;
- each person known to us to be the beneficial owner of more than 5% of our Class B Stock; and
- all of our incumbent directors and executive officers as a group.

Except as noted, we believe that each beneficial owner has sole voting power and sole investment power with respect to the shares shown.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)			
	Class A Stock		Class B Stock	
	Number of Shares	Percentage of Stock	Number of Shares	Percentage of Stock
James J. Cotter, Sr. (2)	2,944,755	13.5%	1,123,888	70.4%
James J. Cotter, Jr. (3)	693,232	3.2%	–	–
Ellen M. Cotter (4)	746,902	3.4%	50,000	3.2%
Margaret Cotter (5)	677,870	3.1%	35,100	2.3%
William D. Gould (6)	79,840	*	–	–
Edward L. Kane (6)	60,000	*	100	*
Douglas J. McEachern (7)	22,000	*	–	–
Tim Storey (7)	20,000	*	–	–
Alfred Villaseñor (8)	29,300	*	–	–
John Hunter	–	*	–	–
Andrzej Matyczynski (9)	60,551	*	–	–
Robert F. Smerling (10)	43,750	*	–	–
Mark Cuban (11) 5424 Deloache Avenue Dallas, Texas 75220	72,164	*	207,611	13.9%
PICO Holdings, Inc. and PICO Deferred Holdings, LLC (12) 875 Prospect Street, Suite 301 La Jolla, California 92037	N/A	N/A	97,500	6.52%
All Directors and Executive Officers as a Group (12 persons)(13)	5,378,200	24.1%	1,209,088	71.9%

(1)Percentage ownership is determined based on 21,805,665 shares of Class A Stock and 1,495,490 shares of Class B Stock outstanding on the Record Date. Beneficial ownership is determined in accordance with SEC rules. Shares subject to options that are presently exercisable, or exercisable within 60 days of the Record Date, which are indicated by footnote, are deemed to be beneficially owned by the person holding the options and are deemed to be outstanding in computing the percentage ownership of that person, but not in computing the percentage ownership of any other person. An asterisk (*) denotes beneficial ownership of less than 1%.

(2)The Class B Stock shown includes 100,000 shares subject to stock options and 1,023,888 shares owned by the James J. Cotter Living Trust, of which Mr. Cotter, Sr. is the sole trustee. The shares of Class A Stock shown include 1,447,287 shares owned by the James J. Cotter Living Trust, 29,730 shares held in a pension fund in Mr. Cotter, Sr.'s name, 1,000,000 shares held by Cotter Enterprises, LLC, of which Mr. Cotter, Sr. is the sole voting member, 291,390 shares held by a trust for Mr. Cotter, Sr.'s grandchildren, of which Mr. Cotter, Sr. is the trustee, and 176,350 held by the James J. Cotter Foundation, of which Mr. Cotter, Sr. is the trustee. Mr. Cotter, Sr. has no pecuniary interest in the shares held by his grandchildren's trust or the James J. Cotter Foundation. Mr. Cotter, Sr.'s pecuniary interest in the shares held by Cotter Enterprises, LLC is limited to 10,000 of the shares held by Cotter Enterprises, LLC, representing his 1% interest in that entity. The Cotter 2005 Children's Trust U/D/T dated December 31, 2005 (the "Cotter Children's Trust") holds a 99% non-voting interest in Cotter Enterprises, LLC.

(3)The Class A Stock shown includes 22,500 shares subject to stock options, and excludes any indirect interest in the shares held by Cotter Enterprises, LLC.

(4)The Class A Stock shown includes 95,000 shares subject to stock options, and excludes any indirect interest in the shares held by Cotter Enterprises, LLC. The Class B Stock shown represents 50,000 shares subject to stock options.

(5)The Class A Stock shown includes 22,500 shares subject to stock options, and excludes any indirect interest in the shares held by Cotter Enterprises, LLC. The Class B Stock shown represents 35,100 shares subject to stock options.

(6)Includes 42,500 shares subject to stock options.

(7)Includes 20,000 shares subject to stock options.

(8)Includes 22,500 shares subject to stock options.

(9)Includes 35,100 shares subject to stock options.

(10)Includes 43,750 shares subject to stock options.

(11)Based on Mr. Cuban's Form 4 filed on July 18, 2011 and Schedule 13-G filed on February 14, 2012.

(12)Based on the PICO Holdings, Inc. and PICO Deferred Holdings, LLC Schedule 13-G filed on February 15, 2011.

(13)The Class A Stock shown includes 634,240 shares subject to stock options and the Class B Stock shown includes 185,100 shares subject to stock options.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our officers and directors and persons who own more than 10% of either class of our common stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. The SEC rules also require such reporting persons to furnish us with a copy of all Section 16(a) forms they file.

Based solely on a review of the copies of the forms we have received and on written representations from certain reporting persons, during 2012, the following Section 16(a) filings were filed late:

Filer	Date of Transaction	Shares Acquired (A) / Disposed (D)	Class of Stock	Form	Date Filed
James J. Cotter, Sr.	11/15/2012	1,255,752 (D)	A	4	3/8/2013
James J. Cotter, Sr.	12/14/2012	27,000 (D)	A	4	3/8/2013
James J. Cotter, Sr.	12/18/2012	25,000 (D)	A	4	3/8/2013

Each of the above dispositions was a gift made by James J. Cotter, Sr.

EXECUTIVE OFFICERS

The following table sets forth information regarding our executive officers other than James J. Cotter , Sr. and Ellen M. Cotter both of whose information is set forth above under "Proposal 1: Election of Directors – Nominees for Election."

Name	Age	Title
John Hunter	54	Chief Operating Officer
Andrzej Matyczynski	60	Chief Financial Officer and Treasurer
Robert F. Smerling	78	President - Domestic Cinemas

John Hunter has served as our Chief Operating Officer since February 2007. He is also the President of our Australia and New Zealand subsidiaries. Mr. Hunter has spent more than the past twenty years in senior management positions in cinema operations and real estate development, including positions with Landmark Theatres, Loews Theatres, and Pacific Theatres. Immediately prior to joining the Company, he was the Chief Operating Officer and Chief Financial Officer for Hollywood Theatres.

Andrzej Matyczynski has served as our Chief Financial Officer and Treasurer of our Company since November 1999. Mr. Matyczynski earned a Masters Degree in Business Administration from the University of Southern California.

Robert F. Smerling has served as President of our domestic cinema operations since 1994. Mr. Smerling has been in the cinema industry for 56 years and, immediately before joining our Company, served as the President of Loews Theatres Management Corporation.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Role and Authority of the Compensation Committee

The Board of Directors of our Company has established a standing Compensation Committee, which we refer to in this section as the "Committee," consisting of two or more of our non-employee directors. As a Controlled Company, we are exempt from the NASDAQ Rules regarding the determination of executive compensation. The Compensation Committee has no formal charter, and acts pursuant to the general authority delegated to the Committee by our Board of Directors.

The Compensation Committee recommends to the full Board of Directors the compensation of our Chief Executive Officer and of any Cotter family members. Our Board of Directors, with directors James J. Cotter, Sr., Ellen M. Cotter, Margaret Cotter, and James J. Cotter, Jr. abstaining, determine whether to accept the recommendation of the Compensation Committee or to take other action. James J. Cotter, Sr., as our Chairman and Chief Executive Officer, has been delegated responsibility by our Board to determine the compensation of our executive officers other than Cotter family members. James J. Cotter, Sr., may, in his discretion, seek the advice of the Compensation Committee on matters related to the compensation of other named executive officers. The Board of Directors exercises oversight in this area as a part of its review of James J. Cotter, Sr.'s performance as our Company's Chief Executive Officer, and performs other compensation related functions as delegated.

Throughout this proxy section, the individuals named in the Summary Compensation Table, below, are referred to as the "named executive officers."

CEO Compensation

The Compensation Committee recommends to the Board of Directors the annual compensation of our Chief Executive Officer. Our Chief Executive Officer's executive compensation program is based primarily upon the Compensation Committee's annual review of peer group practices, advice of an independent third-party compensation consultant who reports directly to the Compensation Committee, and consistently applied practices with respect to the timing of equity grants. Consistent with the above program, the Compensation

Committee has determined that a three element approach is best suited to achieve our goals with respect to Chief Executive Officer compensation. The objective of each element is to reward Mr. Cotter, Sr. for his performance and leadership. The three elements are a fixed compensation component, a discretionary bonus component, and a stock grant component.

In 2012 and 2011, the Compensation Committee engaged Towers Watson, executive compensation consultants, to evaluate our Chief Executive Officer's total direct compensation compared to a peer group of companies. In preparing the analyses, Towers Watson, in consultation with our management, including Mr. James J. Cotter, Sr., identified a peer group of companies in the real estate and cinema exhibition industries, our two business segments, based on market value, industry, and business description. The Committee relied upon the Towers Watson analysis in determining our Chief Executive Officer's compensation for 2012 and 2013.

In 2007, our Board of Directors approved a supplemental executive retirement plan ("SERP) pursuant to which we agreed to provide Mr. Cotter, Sr., supplemental retirement benefits to reward him for his more than 25 years of service to our Company and its predecessors. The SERP is described in greater detail below under the caption "Supplemental Executive Retirement Plan." As this plan was adopted as a reward for past services and as the amounts to be paid under that plan are determined by application of an already agreed to formula, the Compensation Committee does not take into account the benefits under that plan in determining Mr. Cotter, Sr.'s annual compensation. The amounts reflected in the Executive Compensation Table under the heading "Change in Pension Value and Nonqualified Deferred Compensation Earnings" reflect an actuarial analysis of any increase in the present value of the SERP benefit and reflects the actuarial impact of the payment of Mr. Cotter, Sr.'s cash compensation and changes in interest rates. Since the plan is unfunded, this amount does not reflect any actual payment by our Company into the plan or the value of any assets in the plan (of which there are none). The benefits to Mr. Cotter, Sr. under the plan are tied only to the cash portion of his compensation, and not to compensation in the form of stock options or stock grants.

2012 CEO Compensation

For purposes of establishing our Chief Executive Officer's 2012 compensation, the 2011 Towers Watson analysis included a written assessment of Mr. Cotter Sr.'s total direct compensation compared to the following peer group of 19 exhibition and real estate companies in the United States and Australia (to reflect the scope of our Company's geographic operations:

Acadia Realty Trust
Amalgamated Holdings Ltd.
Associated Estates Realty Corp.
Bluegreen Corp.
Carmike Cinemas Inc.
Cedar Shopping Centers Inc.
Cinemark Holdings Inc.
Entertainment Properties Trust
Glimcher Realty Trust
IMAX Corporation
Inland Real Estate Corp.
Kite Realty Group Trust
LTC Properties Inc.
Pennsylvania Real Estate Investment Trust
Ramco-Gershenson Properties Trust
Regal Entertainment Group
The Marcus Corporation
Urstadt Biddle Properties Inc.
Village Roadshow Ltd.

Towers Watson determined predicted pay levels of the peer group for 2011 using regression analysis to adjust pay data based on estimated annual revenues of $250 million. Towers Watson considers pay levels to be competitive if they are within 15% (plus or minus) of the levels among the peer companies. According to Towers Watson's assessment, Mr. Cotter Sr.'s total direct compensation for 2011 was below the competitive range of the 66th percentile among the peer companies.

After considering the consultants' analysis, the Committee recommended and our Board of Directors accepted the following compensation for our Chief Executive Officer for 2012.

Salary.....	$700,000.
Cash Bonus.....	$500,000. At the beginning of 2012, the Compensation Committee recommended and the Board accepted a discretionary cash bonus element of up to $500.000 for such year. No benchmarks, formulas, or quantitative or qualitative measurements of any kind were established for purposes of determining the amount of cash bonus to be awarded within this range. The Compensation Committee ultimately recommended, and the Board of Directors accepted, payment of a cash bonus of $500,000, based solely on the Compensation Committee's subjective evaluation of our Chief Executive Officer's performance. Based on the Compensation Committee's evaluation, our Company's stock price improvement during 2012 and our Company's achievements in the United States, Australia and New Zealand, our Chief Executive Officer was ultimately awarded the maximum discretionary bonus for 2012.
Stock Bonus.....	$950,000 (217,890 shares of Class A Stock) which was calculated as the number of shares of Class A nonvoting common stock equal to $950,000 divided by the closing price of the stock January 9, 2012, the date the Committee approved the stock bonus element of Mr. Cotter, Sr.'s 2012 compensation package. At the beginning of 2012, the Compensation Committee recommended, and the Board accepted, a stock bonus element of up to $950,000, to be comprised of two tranches: a $750,000 tranche to be paid to our Chief Executive Officer unless his employment was terminated prior to December 31, 2012, for any reason other than his death or disability, and a $200,000 tranche to be paid if the total stockholder return of the Company for 2012 was equal to or greater than the average stockholder return of the companies comprising the peer group selected by Towers Watson. Since Mr. Cotter, Sr. was employed as our Chief Executive Officer on December 31, 2012 (the sole criteria for an award to the stock bonus element of his compensation) and since the target for the second tranche was also met, he received 217,890 shares of Class A Stock in satisfaction of the stock bonus element of his compensation. The shares issued pursuant to this stock bonus are subject to a five-year restriction on transfer.

2013 CEO Compensation

For purposes of establishing our Chief Executive Officer's 2013 Compensation, Towers Watson in December 2012 provided the Committee an updated written assessment of Mr. Cotter Sr.'s total direct compensation compared to the same peer group of 19 companies used in the 2011 Towers Watson analysis.

As in 2011, Towers Watson determined predicted pay levels of the peer group for 2012 using regression analysis to adjust pay data based on estimated annual revenues of $250 million. Towers Watson considers pay levels to be competitive if they are within 15% (plus or minus) of the levels among the peer companies. According to Towers Watson's assessment, Mr. Cotter Sr.'s overall compensation was in line with the 66th percentile among the peer companies.

Based on the above 2012 Towers Watson analysis, the Compensation Committee recommended to the Board and the Board accepted the following compensation program for our Chief Executive Officer for 2013.

Salary.....	$750,000
Cash Bonus.....	Up to $500,000. No benchmarks, formulas or quantitative or qualitative measurements of any kind were specified for use in determining the amount of cash bonus to be awarded within this range. The Compensation Committee will recommend to the Board the amount of the cash bonus, within such range, at its discretion and based solely on its subjective evaluation of our Chief Executive Officer's performance. Based on past practice, the Company considers it likely that the full amount of the discretionary cash bonus will be awarded to Mr. Cotter, Sr. for 2013. The Compensation Committee reserve the right to increase the $500,000 discretionary cash bonus award based upon parameters to be discussed with Mr. Cotter, Sr. and based upon the progress of our proposed developments in New York City, currently proceeding under Mr. Cotter, Sr.'s direction.
Stock Bonus.....	$750,000 (127,209 shares of Class A Stock). So long as Mr. Cotter, Sr.'s employment with the Company is not terminated prior to December 31, 2013, other than as a result of his death or disability, he will receive 127,209 shares of our Company's Class A Stock: the number of shares of Class A nonvoting common stock equal to $750,000 divided by the closing price of the stock January 15, 2013, the date the Committee approved the stock bonus element of Mr. Cotter, Sr.'s 2013 compensation package. These shares (if issued) will be subject to a five year restriction on transfer.

The Company paid Towers Watson a fee of $24,000 for its services in preparing the 2012 analysis.

None of our executive officers plays a role in determining the compensation of our Chief Executive Officer. When invited by the Compensation Committee, Mr. Cotter, Sr. attends meetings of the Compensation Committee. In 2012, he attended one meeting to discuss the amount of his target cash bonus set by the Committee for 2012. Before recommending any changes to our Chief Executive Officer's compensation, the Compensation Committee typically discusses the proposed changes with Mr. Cotter, Sr. Andrzej Matyczynski, our Chief Financial Officer, occasionally attends Compensation Committee meetings to provide information as requested by the Committee.

Compensation of Other Named Executive Officers

Mr. Cotter Sr., our Chairman and Chief Executive Officer, sets the compensation of our executive officers other than himself and the members of his family. Mr. Cotter, Sr.'s decisions are not subject to approval by the Compensation Committee or the Board of Directors, but our Compensation Committee and our Board consider Mr. Cotter, Sr.'s decisions with respect to Executive Compensation in evaluating his performance as our Chief Executive Officer. Mr. Cotter, Sr. has informed the Company that he does not use any formula, benchmark or other quantitative measure to establish or award any component of executive compensation, nor does he consult with compensation consultants on the matter. Mr. Cotter, Sr. has advised the Company that he considers the following guidelines in setting the type and amount of executive compensation:

1.Executive compensation should primarily be used to:

·attract and retain talented executives;
·reward executives appropriately for their individual efforts and job performance; and
·afford executives appropriate incentives to achieve the short-term and long-term business objectives established by management and our Board of Directors.

2. In support of the foregoing, the total compensation paid to our named executive officers should be:
·fair both to our Company and to the named executive officers;
·reasonable in nature and amount; and
·competitive with market compensation rates.

Personal and Company performances are just two factors considered by Mr. Cotter, Sr. in establishing base salaries and awarding discretionary compensation. We have no pre-established policy or target for allocating total executive compensation between base and discretionary or incentive compensation, or between cash and stock-based incentive compensation. Historically, including in 2012, a majority of total compensation to our named executive officers was in the form of annual base salaries and discretionary cash bonuses, although stock bonuses have been granted from time to time under special circumstances. These elements are discussed further below.

Salary.....	Annual base salary is intended to compensate named executive officers for services rendered during the fiscal year in the ordinary course of performing their job responsibilities. Factors that may be considered by Mr. Cotter, Sr. in setting the base salaries include (i) the negotiated terms of each executive's employment agreement or the original terms of employment; (ii) the individual's position and level of responsibility with our Company; (iii) periodic review of the executive's compensation, both individually and relative to other named executive officers and (iv) a subjective evaluation of individual job performance of the executive.
Cash Bonus.....	Cash bonuses may supplement the base salaries of our named executive officers and are entirely discretionary on the part of Mr. Cotter, Sr. Factors that may be considered by Mr. Cotter, Sr. in awarding cash bonuses are (i) the level of the executive's responsibilities; (ii) the efficiency and effectiveness with which he or she oversees the matters under his or her supervision; and (iii) the degree to which the officer has contributed to the accomplishment of major tasks that advance the Company's goals.
Stock Bonus.....	Equity incentive bonuses may be awarded to align our executives' long-term compensation to appreciation in stockholder value over time and, so long as such grants are within the parameters set by our 2010 Stock Incentive Plan, are entirely discretionary on the part of Mr. Cotter, Sr. Other stock grants are subject to Board Approval. Equity awards may include stock options, restricted stock, bonus stock, or stock appreciation rights. If awarded, it is generally our policy to value stock options and restricted stock at the closing price of our common stock as reported on the NASDAQ Capital Market on the date the award is approved or on the date of hire, if the stock is granted as a recruitment incentive. When stock is granted as bonus compensation for a particular transaction, the award may be based on the market price on a date calculated from the closing date of the relevant transaction. Awards may also be subject to vesting and limitations on voting or other rights.

John Hunter, our Chief Operating Officer, and Andrzej Matyczynski, our Chief Financial Officer, have written employment agreements with our Company that each provide for a specified annual base salary and other compensation.

Other than Mr. Cotter, Sr.'s role in setting compensation, none of our executive officers play a role in determining the compensation of our named executive officers.

In 2012, our Compensation Committee also considered the compensation of Ellen M. Cotter (under our policy under which the compensation of named executive officers who are members of the Cotter family is determined by the Compensation Committee), whose salary had not been changed in four years. The Committee considered Ms. Cotter's performance, particularly her role in the growth in domestic theatre revenues over the past four years, and the compensation of comparable executive officers. Our Compensation Committee recommended, and the Board accepted, a $60,000 increase in Ms. Cotter's base salary from $275,000 to $335,000 and a cash bonus of $60,000, which was paid in August 2012.

Key Person Insurance

Our Company maintains key person life insurance on certain individuals who we believe to be key to our management. These individuals include certain of our current employees, directors and independent contractors. If such individual ceases to be an employee, director or independent contractor of our Company, as the case may be, he or she is permitted, by assuming responsibility for all future premium payments, to replace our Company as the beneficiary under such policy. These policies allow each such individual to purchase up to an equal amount of insurance for such individual's own benefit. In the case of our employees, the premium for both the insurance as to which our Company is the beneficiary and the insurance as to which our employee is the beneficiary has been paid by our Company. In the case of named executive officers the premium paid by our Company for the benefit of such individual is reflected in the Compensation Table in the column captioned "All Other Compensation."

Retirement Benefits

Reading International, Inc. 401(k) Plan

We provide all of our employees, including Mr. Cotter, Sr. and our other named executive officers, a retirement savings plan qualified under Internal Revenue Code section 401(k). To be eligible to participate, employees must have completed four months of employment, and must be over 21 years of age. Employees choosing to participate can make contributions to their plan account on a pre-tax basis up to the maximum annual amount permitted by IRS rulings. The Company usually matches employee contributions dollar-for-dollar up to 3% of employee wages, then 50 cents per dollar between 3% and 5% of employee wages.

Supplemental Executive Retirement Plan

In March 2007, our Board of Directors approved a Supplemental Executive Retirement Plan ("SERP") pursuant to which we agreed to provide Mr. Cotter, Sr. supplemental retirement benefits to reward him for his more than 25 years of service to our Company and its predecessors. Under the SERP, following his separation from our Company, Mr. Cotter, Sr. will be entitled to receive from our Company for the remainder of his life (with a guaranteed minimum of 180 monthly payments) a monthly payment of the greater of (i) 40% of his average monthly base salary and cash bonuses over the highest consecutive 36-month period of earnings prior to Mr. Cotter, Sr.'s separation from service with us or (ii) $25,000. The beneficiaries under the SERP may be designated by Mr. Cotter, Sr. or by his beneficiary following his death. The benefits under the SERP are fully vested.

The SERP is unfunded and, as such, the SERP benefits are unsecured, general obligations of our Company. We may choose in the future to establish one or more grantor trusts from which to pay the SERP benefits. The SERP is administered by the Compensation Committee.

Other Retirement Plans

Mr. Hunter has an unfunded pension benefit that was partially vested and will vest further, assuming he remains in our continuous employ, as of the following dates:

February 12	Total Vested Amount at the End of Each Vesting Year
2011	$ 400,000
2015	$ 800,000
2017	$ 1,000,000
2020	$ 2,000,000

The greatest vested amount above is to be paid to Mr. Hunter in a lump sum on the date he ceases to be employed by our Company.

During 2012, Mr. Matyczynski was granted an unfunded deferred compensation plan ("DCP") that is partially vested and will vest further, assuming he remains in our continuous employ. If Mr. Matyczynski is terminated for cause, then the total vested amount reduces to zero. The incremental amount vested each year is subject to review and approval by our Board of Directors (with the concurrence of our Chairman). Assuming no changes in the incremental vesting amount by our Board of Directors, Mr. Matyczynski's DCP will vest as follows:

December 31	Total Vested Amount at the End of Each Vesting Year
2012	$ 250,000
2013	$ 300,000
2014	$ 375,000
2015	$ 450,000
2016	$ 525,000
2017	$ 625,000
2018	$ 750,000
2019	$ 1,000,000

Payment of the vested benefit is to be made in three equal annual payments, starting six months after he ceases to be employed by our Company.

We currently maintain no other retirement plan for our named executive officers.

Tax and Accounting Considerations

Deductibility of Executive Compensation

Subject to an exception for "performance-based compensation," Section 162(m) of the Internal Revenue Code generally prohibits publicly held corporations from deducting for federal income tax purposes

annual compensation paid to any senior executive officer to the extent that such annual compensation exceeds $1.0 million. The Compensation Committee and our Board of Directors consider the limits on deductibility under Section 162(m) in establishing executive compensation, but retain the discretion to authorize the payment of compensation that exceeds the limit on deductibility under this Section as in the case of Mr. Cotter, Sr.

Nonqualified Deferred Compensation

We believe we are operating, where applicable, in compliance with the tax rules applicable to nonqualified deferred compensation arrangements.

Accounting for Stock-Based Compensation

Beginning on January 1, 2006, we began accounting for stock-based payments in accordance with the requirements of Statement of Accounting Standards No. 123(R). Our decision to award restricted stock to Mr. Cotter, Sr. and other named executive officers from time to time was based in part upon the change in accounting treatment for stock options. Accounting treatment otherwise has had no significant effect on our compensation decisions.

Say on Pay and Say When Pay

At our Company's Annual Meeting of Stockholders held on May 19, 2011, we held an advisory vote on executive compensation and an advisory vote on the frequency of future executive compensation advisory votes. Our stockholders voted in favor of our Company's executive compensation and in favor of providing stockholders with an advisory vote on future executive compensation every three years. In light of the voting results and other factors, the Board determined to provide stockholders with an advisory vote on future executive compensation every three years. Accordingly, the next advisory vote on executive compensation will occur at the Annual Meeting of Stockholders to be held in 2014. The Committee reviewed the results of the advisory vote on executive compensation in 2012 and did not make any changes to our compensation based on the results of the vote.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the "Compensation Discussion and Analysis" required by Item 401(b) of Regulation S-K and, based on such review and discussions, has recommended to our Board of Directors that the foregoing "Compensation Discussion and Analysis" be included in this Proxy Statement.

Respectfully submitted,

Edward L. Kane, Chairman
Tim Storey
Alfred Villaseñor